



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
CIN: L31102MP1990PLC006122, Website: www.gtv.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, each as amended]

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed for approval by the members of GTV Engineering Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached. The Board of Directors has appointed Mr. Ankur Chouksey (Membership No. ACS 55330, CP No. 25486) Proprietor of M/s Ankur Chouksey & Associates, Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically.

The votes can be cast during the following voting period:-

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Thursday, June 12 th , 2025 (9.00 AM.)	Friday, July 11 th , 2025 (5.00 PM)

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director / Director Authorized by the Board of the Company or any person authorized by him. The results of e-voting will be announced on or before Monday, July 14, 2025, and will be displayed on the Company's website www.gtv.co.in & the website of CDSL. The results will simultaneously be communicated to the Stock Exchange i.e. BSE Limited at www.bseindia.com and will also be displayed at the registered office of the Company.



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SPECIAL BUSINESS:

ITEM NO. 01: APPROVAL FOR SUB-DIVISION (STOCK SPLIT) OF EVERY 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10.00/- EACH INTO 5 (FIVE) EQUITY SHARES OF FACE VALUE OF RS. 2/- EACH.

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

“RESOLVED THAT pursuant to provisions of Section 61(1)(d) read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) if any, read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authorities or bodies, the approval of the members of the Company be and is hereby accorded for sub-division/split of equity shares of the company, such that 1 (One) equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, be sub divided into 5 (Five) equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board (hereinafter the term ‘Board’, shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently, and any individual authorized by the Board) of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division / split of equity shares of the Company, the authorized share capital of face value of Rs. 10/- (Rupees Ten only) each, fully paid up, existing on the Record Date shall stand sub-divided as follows:

Type of Capital	Pre Sub-division			Post Sub-division		
Authorised Capital	No. of equity Shares	Face Value (inRs.)	Total Share Capital (inRs.)	No. of equity Shares	Face Value (inRs.)	Total Share Capital (inRs.)
	40,00,000	10	4,00,00,000	2,00,00,000	2	4,00,00,000

RESOLVED FURTHER THAT pursuant to the sub-division / split of equity shares of the Company, all Issued, Subscribed and Paid-up equity shares of face value of Rs.10/- (Rupees Ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:-

Type of Capital	Pre Sub-division			Post Sub-division		
Issued, Subscribed and Paid-up Share Capital	No. of equity Shares	Face Value (inRs.)	Total Share Capital (inRs.)	No. of equity Shares	Face Value (inRs.)	Total Share Capital (inRs.)
	31,23,888	10	3,12,38,880	1,56,19,440	2	3,12,38,880



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RESOLVED FURTHER THAT that upon sub-division / split of equity shares as aforesaid and with effect from the Record Date:-

- I.** for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) / Letter of Confirmation(s) of the Company in compliance with the prevailing laws / guidelines in this regard; and
- II.** for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any director and/or any other key managerial personnel of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the subdivision of equity shares including but not limited to fixing record date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the sub-division of equity shares including execution and filing of all the relevant applications, writings, deeds and documents with the stock exchange(s) where the shares of the Company are listed, depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations and other documents with the Stock Exchange, Depositories, Registrar and Share Transfer Agent and/or any other Statutory Authority(ies), if any; and (b) settle any question or difficulty that may arise with regard to sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any duly constituted committee empowered by the Board 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 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 Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred by these resolutions to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.”

ITEM NO. 02: APPROVAL FOR ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 13, 61, and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions, and sanctions as may be necessary from the Securities and Exchange Board of India (SEBI), Stock Exchange(s) where the securities of the Company are listed, and other appropriate authorities, the approval of the members of the Company be and is hereby accorded to alter the Capital Clause (Clause V) of the Memorandum of Association of the Company by substituting the existing Clause V with the following new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 4,00,00,000/- (Four Crore) divided into 2,00,00,000/- (Two Crore) Equity Shares of Rs. 2/- (Rupees Two only) each.”

RESOLVED FURTHER THAT any one of the Directors or Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

ITEM NO. 03: APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be required from the Securities and Exchange Board of India (SEBI), Stock Exchange(s) where the shares of the Company are listed, and any other concerned authority(ies), the approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 2/- (Rupees Two only) each to Rs.



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12,00,00,000/- (Rupees Twelve Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 2/- (Rupees Two only) each, by creation of additional 4,00,00,000 (Four Crores) equity shares of Rs. 2/- each.

RESOLVED FURTHER THAT in consequence of the above, Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V with the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

ITEM NO. 04 APPROVAL FOR ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

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 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and other applicable rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary from the Stock Exchange(s) and other regulatory authorities, the consent of the members of the Company be and is hereby accorded to adopt a new set of Articles of Association in substitution for, and to the complete exclusion of, the existing Articles of Association of the Company, so as to align the same with the provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, circulars, or notifications issued thereto from time to time.

RESOLVED FURTHER THAT the draft of the new Articles of Association, as placed before the members and available on the website of the Company and at its Registered Office for inspection, be and is hereby approved and adopted as the Articles of Association of the Company in substitution for the existing Articles.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”



ITEM NO. 05:- APPROVAL FOR ISSUE OF BONUS SHARE

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

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include any duly constituted committee empowered by the Board to exercise its powers) for capitalization of a sum not exceeding Rs. 6,24,77,760/- (Rupees Six Crores Twenty Four Lakhs Seventy Seven Thousand Seven Hundred Sixty only) out of free reserve of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of Rs. 2/- (Rupees Two only) each credited as fully paid-up to eligible members of the Company holding equity shares of Rs. 2/- (Rupees Two only) each whose names appear in the Register of Members / Register of Beneficial Owners on the ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 2:1 i.e., 2 (Two) new fully paid up equity share of Rs. 2/- (Rupees Two only) each for every 1 (One) existing fully paid-up equity share of Rs. 2/- (Rupees Two only) each (post sub-division/split) held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT, the Bonus Shares so issued shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the issue and allotment of the said bonus equity shares to the extent they relate to Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), Overseas Corporate Bodies (‘OCBs’) and other Foreign Investors will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

RESOLVED FURTHER THAT pursuant to SEBI (ICDR) Regulations and Listing Regulations, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.



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RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolution, any one members of the Board or Company Secretary or Board Committee be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, to file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or concerned authorities applying and seeking necessary listing approvals from the Stock Exchange(s), in regard to such bonus issue as it may in its absolute discretion deem fit and without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board 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 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 any of the Director and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto, including taking all necessary steps required to deal with fractional bonus shares, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to this resolution and to give such direction as may be necessary, proper and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution, and listing of shares as the Board may in its absolute discretion deem fit and its decision shall be final and binding.

RESOLVED FURTHER THAT any of the Director and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.

ITEM NO. 06:- APPROVAL FOR APPOINTMENT OF MR. ABHAY NARAYAN SINGH (DIN: 11024692) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 Section 149 and 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (the Act), Companies (Appointment and Qualification of Directors)



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Rules, 2014 and Regulation 25 read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Abhay Narayan Singh (Din: 11024692) who was appointed as an Independent Director in the meeting of the Board of Directors held on 31st March, 2025 and who is eligible for appointment and meets the criteria for Independence as provided under Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and he has submitted a declaration to that effect and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Act from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term of 5 (five) consecutive years with effect from 01.04.2025 to 31.03.2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Abhay Narayan Singh (Din: 11024692) shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd/-
Mahesh Agrawal
Managing Director
DIN: 00013139

Place: Mandideep

Date: 07th June, 2025.

Registered office:

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NOTES:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts in respect of Item Nos. 1 to 6 as set out in this Postal Ballot Notice is annexed hereto.
2. This Postal Ballot Notice is being published/displayed for all the Members, whose name appear in the Register of Members/Register of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Monday June, 09th 2025 and is being sent only to the Members who already have their email address registered with Ankit Consultancy Private Limited, Registrar & Share Transfer Agent, in accordance with the provisions of the Act read with the Rules made thereunder and MCA Circulars. A person who is not a Member as on Monday June, 09th 2025, should treat this Postal Ballot Notice for information purpose only. A copy of this Postal Ballot Notice is also available on the website of the Company at www.gtv.co.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively.
3. The Members of the Company whose name appear in the Register of Members or in the Register of Beneficial Owners as received from the Depositories i.e. CDSL/ NSDL as on Monday June, 09th 2025, (including those Members who may not have received this Postal Ballot Notice due to non-registration of their email address with Ankit Consultancy Private Limited only shall be entitled to vote in relation to the Resolutions specified in the Postal Ballot Notice.
4. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act, as amended, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the company is pleased to offer remote e-voting facility to all the Members of the company as on the Cut-off Date to cast their vote and transact the matters listed in the Postal Ballot Notice by electronic means only. The company has appointed CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically.
5. Members holding shares in dematerialized form are requested to register/update their KYC details including email address with their respective Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 along with such other documents as prescribed in the Form to Ankit Consultancy Private Limited. Form ISR-1 is available on the website of the Ankit Consultancy Private Limited at www.ankitonline.com.
6. The remote e-voting period commences on Thursday June, 12th 2025 at 9:00 a.m. IST and ends on Friday July 11th 2025 at 5:00 p.m. IST. The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off date, being Monday June, 09th 2025, may cast their votes by remote e-voting in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the Cut-off date i.e. Monday June, 09th 2025.
8. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection by the Members through electronic mode during the remote e-voting period of this Postal Ballot. Members who wish to inspect the said documents are requested to send an email to gtvengineeringlimited@gmail.com mentioning their name, demat account number/folio number.
9. The ‘instructions for remote e-voting’ are as under:



THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

- (i) 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 above said 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	<ol style="list-style-type: none">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.



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
CIN: L31102MP1990PLC006122, Website: www.gtv.co.in

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>



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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.

(ii) 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:



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	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">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)	<p>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.</p> <ul style="list-style-type: none">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.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <GTV ENGINEERING LIMITED> on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.



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(xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) **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, Marathon Futurex, 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



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 DISCLOSURE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD – 2 (REVISED) AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice

ITEM NOS. 01 AND 02: APPROVAL FOR SUB-DIVISION (STOCK SPLIT) OF EQUITY SHARES AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors of the Company (the “Board”), at its Meeting held on 07th June, 2025 approved, subject to the approval of members of the Company and statutory authority(ies), if any, the subdivision/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs.10/- (Rupees Ten only) each, fully paid-up, be subdivided into 5 (Five) equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board (“Record Date”).

In the opinion of the Board of Directors, the proposed sub-division / split will make the equity shares of the Company more affordable and is expected to encourage participation of investors at large and therefore it is in the best interest of the investors and the Company. The Board of Directors, therefore, recommends an Ordinary Resolution as set out in the accompanying Notice for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The sub-division / split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division / split of the equity shares. Further, such sub-division / split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

The Board of Directors of the Company recommends the resolution set out at Item No. 01 and 02 of this Postal Ballot Notice for approval of the Members as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company, if any.

ITEM NO. 03: APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION



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Presently, the Authorized Share Capital of the Company stands at Rs. 4,00,00,000 (Rupees Four Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 2/- each. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause (V) of the Memorandum of Association of the Company. Pursuant to Section 13, 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an ordinary resolution to the effect.

The Board of Directors in its meeting held on 07th June, 2025 proposed to issue fully paid Bonus equity shares to the shareholders of the Company and thereby expanding the existing paid up capital base of the Company for which the Company would be requiring to increase its Authorized Share Capital, from Rs. 4,00,00,000 (Rupees Four Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 2/- each. To Rs. 12,00,00,000/- (Rupees Twelve Crores only) comprising of 6,00,00,000 (Six Crores) Equity Shares of Rs. 2/- each. The new equity shares shall be pari-passu in all respects with the existing equity shares of the Company.

Pursuant to Section 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an ordinary resolution to the effect.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 03 of this Notice except to the extent of their shareholdings in the Company, if any.

The Board recommends to the members to pass the resolution set out in Item No. 03 of the accompanying Notice as **Ordinary Resolution**.

ITEM NO. 04 APPROVAL FOR ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association ("AoA") of the Company were originally adopted under the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), several provisions of the current AoA have become out dated or inconsistent with the present regulatory framework.

In order to bring the AoA in line with the provisions of the Companies Act, 2013, the rules made thereunder, and SEBI LODR Regulations, as amended from time to time, it is proposed to adopt a new set of Articles of Association in substitution for, and to the complete exclusion of, the existing Articles of Association of the Company.

The revised AoA contain updated provisions governing share capital, board powers, shareholder rights, general meetings, electronic communication, and other corporate governance matters as per the current applicable laws and best practices for listed companies.

The draft of the new Articles of Association is available for inspection at the Registered Office of the Company during business hours on any working day (except Saturdays, Sundays, and public holidays) and is also available on the Company's website at <https://gtv.co.in/> for perusal by the members.



In terms of Section 14 of the Companies Act, 2013, the adoption of a new set of Articles of Association requires the approval of shareholders by means of a special resolution through postal ballot.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives are in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set forth in Item No. 04 of the Postal Ballot Notice for approval of the members by means of a **Special Resolution**.

ITEM NO. 05 APPROVAL FOR ISSUE OF BONUS SHARE

The Board of Directors of the Company (the "Board"), at its meeting held on 07th June, 2025, inter alia recommended the proposal of issuing Bonus Equity Shares of Rs.2/- (Rupees Two only) each to eligible members of the Company in the proportion of 2:1 i.e. 2 (Two) new fully paid up equity share of Rs.2/- (Rupees Two only) for every 1 (One) existing fully paid-up equity share of Rs.2/- (Rupees Two only) (post sub-division / split) each held by them as on the record date, by capitalizing a sum not exceeding Rs. 6,24,77,760/- (Rupees Six Crores Twenty Four Lakhs Seventy Seven Thousand Seven Hundred and Sixty only) out of the free reserves (Surplus in Statement of Profit & Loss) of the Company with a view to increase shareholders value and expand the retail shareholder base subject to the approval of the shareholders.

The issue of bonus shares, by way of capitalizing reserves, is authorized by the Company's Articles of Association.

The issue of bonus shares, if approved by the shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, Listing Regulations, SEBI (ICDR) Regulations, or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus equity shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

Further, pursuant to Regulation 294(6) of SEBI (ICDR) Regulations, the allotment of shares in bonus issue shall be made in dematerialized form only, and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the resolution set out at Item No. 05 of this Postal Ballot Notice for approval of the Members as an **Ordinary Resolution**.



ITEM NO. 06 APPROVAL FOR APPOINTMENT OF MR. ABHAY NARAYAN SINGH (DIN: 11024692) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Members are hereby informed that Board of Directors of the Company upon receipt of recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) and rules made thereunder, subject to approval of shareholders of the Company, had approved the appointment of Mr. Abhay Narayan Singh (DIN: 11024692) as a Non-Executive, Independent Director of the Company for a first term of five years w.e.f. 01st April, 2025 through Resolution passed at their meeting held on 31st March, 2025.

Mr. Abhay Narayan Singh (DIN: 11024692) is qualified to be appointed as an Independent Director in terms of Section 149(6) of the Act and has given his written consent to act as a Director of the Company.

The Company has received a declaration from Mr. Abhay Narayan Singh (DIN: 11024692) that he fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

In the opinion of the Board, Mr. Abhay Narayan Singh (DIN: 11024692) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management.

Additional Information regarding Mr. Abhay Narayan Singh (DIN: 11024692), pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), is provided in Annexure 1 to this Notice. A brief profile of Mr. Singh is also included therein.

Accordingly, the approval of the Members is sought for the appointment of Mr. Abhay Narayan Singh (DIN: 11024692) as an Independent Director, not liable to retire by rotation, to hold office for first term of five (5) years, from 01.04.2025 to 31.03.2030 (both days inclusive).

Further, in terms of Regulation 25(2A) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 appointment of Mr. Abhay Narayan Singh (DIN: 11024692), as an Independent Director requires approval of Members of the Company by passing a special resolution.

Except Mr. Abhay Narayan Singh (DIN: 11024692), none of the other Directors, Key Managerial Personnel and their relatives, is concerned / interested in passing of the above resolution.

Your Board of Directors recommends passing of the resolution set out in Item No. 06 of the accompanying Notice as **Special Resolution.**



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By Order of the Board of Directors

**Sd/-
Mahesh Agrawal
Managing Director
DIN: 00013139**

Place: Mandideep

Date: 07th June, 2025.

Registered office:

216-218, New Industrial Area-II,
Mandideep, Madhya Pradesh -462046.
Telephone: 0091-7480-233309,401044.
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ANNEXURE NO. 01 OF THE NOTICE

Details of Directors seeking Appointment (in pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Abhay Narayan Singh
Director Identification Number (DIN)	(DIN: 11024692)
Date of Birth	05.04.1989
Nationality	Indian
Date of Appointment on Board	01.04.2025
Qualification	BA
Shareholding in GTV ENGINEERING LIMITED	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL
Listed entities from which the person has resigned in the past three years	NIL