



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

GTV/BSE/25

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

Date: 04/09/2025

Subject: Submission of Annual Report for the Financial Year 2024-2025.

Dear Sir,

This is with reference to the above mention subject, **we M/s GTV Engineering Limited** hereby submitting the Annual Report pursuant to Regulation 34 (1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the financial year ended 2024-2025.

Kindly consider the same and take the above information on record.

Note: Find the enclosed copy of Annual Report for 2024-2025.

Thank You

Yours Faithfully

For GTV Engineering Limited

Ankit Rohit
Company Secretary & Compliance Officer



2024-2025

ANNUAL REPORT



**GTV
ENGINEERING
LIMITED**



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**GTV ENGINEERING LIMITED****ANNUAL REPORT**

CIN: L31102MP1990PLC006122

BOARD OF DIRECTORS

Mr. Mahesh Agrawal (DIN: 00013139)	Chairman & Managing Director
Mrs. Darshana Agrawal (DIN: 07429914)	Whole-Time Director
Mr. Gaurav Agrawal (DIN: 00013176)	Executive Director
Mr. Rahul Gupta (DIN: 08938292)	Non-Executive Independent Director
Mr. Sham Sarup Kohli (DIN: 07190012)	Non-Executive Independent Director
Mr. Mahesh Kumar Yadav (DIN: 10274589)	Non-Executive Independent Director

CHIEF FINANCIAL OFFICER

Mr. Manjeet Singh

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Ankit Rohit

ICSI Membership No: A44013

AUDITOR

Rath Dinesh & Associates
Chartered Accountants
FRN: 008344C

INTERNAL AUDITOR

Mr. Virendra Rahul
Nav Bahar Colony, Near
Railway Station, Bhopal

BANKER

Axis Bank Limited
Mandideep Branch, Ground Floor, Raj Hotel Plot No: 314/I
NH-12, Near Central Bank of India, Mandideep, District: Raisen - 462046

REGISTERED OFFICE

216-217-218, New Industrial Area-II, Mandideep-462046(Bhopal)
Email: mail@gtv.co.in ; Website: www.gtv.co.in

PLANT & FACTORY

Unit I: K-20-21-22, Industrial Area, Malanpur District, Bhind.
Unit II: 216-218, New Industrial Area-II, Mandideep-462046, Bhopal (M.P.)

REGISTRAR AND SHARE TRANSFER AGENT

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



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	<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 cdsi 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 cdsi 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	<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.



	<p>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.</p> <p>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>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>

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
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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	<p>Enter your 10digit 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.

- (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 attoll 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.



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, 2013 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)



DIRECTOR'S REPORT

To,
The Members,
GTV Engineering Limited,

Your Directors take pleasure in presenting their 34th Annual Report together with the Audited Financial Statements for the year ended March, 31st 2025.

1. Financial Performance of the Company:

The Board's Report shall be prepared based on the standalone financial statement of the company.

Particulars	2024-2025 (Rs. In Lacs)	2023-2024 (Rs. In Lacs)
Sales	10277.18	12062.02
Other Income	17.60	243.95
Profit Before Interest and Depreciation.	1634.35	788.65
Finance Charges	27.76	19.31
Profit Before Depreciation & Tax	1606.59	769.34
Provision for Depreciation	85.17	89.42
Net Profit Before Tax	1521.42	679.92
Provision for Tax	416.79	139.21
Net Profit After Tax	1104.63	540.71
Opening Balance of Retained Earning	2420.66	1879.95
Proposed Dividend on Equity Shares	15.61	-
Tax on Proposed Dividend	-	-
Transfer to General Reserve	-	-
Closing Balance of Retained Earning	3509.68	2420.66



2. Brief description of the Company's working during the year:

The Directors feel great pleasure in reporting that your company has been made overall good performance during the year. The turnover of the company during the year was Rs. 10277.18 lacs and Net profit after tax during the year is Rs. 1104.63 lacs.

The turnover of the company this year was contributed by the Unit-II (Fabrication Division) of the company.

GTV Engineering Limited major business is Heavy & Large Fabrication & Large Machining Company working as sub-contractor for various Giant Engineering companies like BHEL /METSO / GEBR. PFEIFFER / L&T-MHPS / SMS Group / BEUMER Group / FLSmidth / Xylem / BGR Energy / NTPC etc. and is engaged in the execution of several Infrastructural Projects (Power /Mineral / Cement / Railways & Metros projects).

3. Change in the nature of the business, if any:

The Company doesn't changes the nature of business during the financial year 2024-2025.

4. Dividend:

The Board of Directors in the meeting dated 27.01.2025 has approved and declared the Interim Dividend of Rs. 0.50 per equity shares of face value of Rs.10/- each. The Interim Dividend was paid to the shareholders within the stipulated timeline as per law.

Secondly, the Directors have recommended a final dividend of Rs. 0.10 per equity shares (i.e. 5% of the Paid up share capital) of face value of Rs. 2/- each for the year ended 31st March 2025. Total dividend pay-out is Rs. 46.85 Lakhs. The payment of dividend is subject to deduction of TDS at the applicable tax rate.

5. Transfer to Reserve:

The Board has recommended that the Current year profit that is Rs. 1104.63 lacs is transferred to profit and loss account.

6. Share Capital:

The paid up Equity Share Capital as on 31st March, 2025 was Rs. 312.38 Lakhs divided into 31.23 Lakhs Equity Shares of Rs. 10/- each.

Issue of Shares with Differential Rights

The Company under the provision of section 43 read with rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 (Chapter IV) has not issued any shares with differential rights during the financial year 2024-2025.

Issue of Sweat Equity Shares

The Company under the provision of Section 54 read with rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 has not issued any sweat equity shares during the financial year 2024-2025.

Changes in Capital Structure:

Further, the Company in the Financial Year 2025-26 has made the following changes in its Capital Structure:

01. The Company has sub divided/splits equity shares, 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 by way of passing an ordinary resolution.
02. The company has increased its Authorized Capital 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. 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.
03. The Company has issued and allotted 3,12,38,880 equity shares of face value of Rs 2/- each as bonus issue 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.

7. Board of Directors and Key Managerial Personnel:

The Company has 6 (Six) Director comprising of three Executive Directors and remaining three as Independent Director on the Board.

Mr. Gaurav Agrawal, Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for re-appointment.

Independent Directors

The Board of Directors at the meeting held on 12.08.2024 based on the recommendation of Nomination and Remuneration Committee, had approved the appointment of Mr. Shyama Prasad Mukherjee (DIN: 10663984) as an Additional Director categorized as Non-Executive Independent Director of the Company for the period of Five Years, subject to the approval of members at the ensuring AGM. At the Annual General Meeting dated 27th September, 2024 the members disapproved his appointment as an Independent Director.

At the Annual General Meeting (AGM) of the company held on 29th September, 2020 the Members had appointed Mr. Rahul Gupta (DIN: 08938292) as the Independent Director of the Company. Further at the AGM held on 29th September, 2023 members had also appointed Mr. Mahesh Kumar Yadav (DIN: 1027458) as an Independent Directors under the Companies Act, 2013.

Completion of tenure of Mr. Sham Sarup Kohli (DIN: 07190012) was taken on note during the Financial Year.



All Independent Directors have given declarations that they meet the criteria of independent as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16 of SEBI (LODR) Regulations, 2015. Your directors satisfy about their independency.

Women Director

The Company is having Mrs. Darshana Agrawal (DIN: 07429914) as Director w.e.f 11th February, 2016 and has been categorized as women Director and is complied with the provision of appointment of women director in the company.

Key Managerial Personnel

The Board of Director of the Company has appointed Mr. Manjeet Singh as Chief Financial Officer w.e.f. 10th January, 2015 and Mr. Ankit Rohit as a Company Secretary and KMP w.e.f. 11th May, 2016.

8. Particulars of the employee:

No Employee of the company has received remuneration as per sub rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial person) Rules, 2014.

9. Meetings:

During the year Eleven (11) Board Meetings and Four (4) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervention gap between the meetings was within the period prescribed under the Companies Act.

10. Board Evaluation:

Pursuant to the provision of the companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, 2015 the Board has carried out an annual performance evaluation of its own performance, the Director individually and as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried has explained out in the Corporate Governance Report.

11. Declaration by an Independent Director(s) and re- appointment, if any:

A declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been received by the Company at the meeting in which they are appointed. An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

12. Remuneration Policy:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Nomination and Remuneration Policy is forming part of this report as Annexure-I.



Managerial Remuneration:

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- A). Ratio of the Remuneration of each Executive Director to the median employee's, Director to the median employee's.

S.No	Name of Director	Designations	Ratio of Remuneration of each Director to median remuneration of employees.	Percentage Increase in Remuneration
1.	Mr. Mahesh Agrawal	Managing Director	10.70:1	N.A
2.	Mrs. Darshana Agrawal	Director	2.6:1	N.A
3.	Mr. Gaurav Agrawal	Director	5.3:1	N.A

Note: The non-executive Directors of the Company are entitled for sitting fee and commission as per statutory provisions and are paid within limits approved by shareholders. The details of remuneration paid to non-executive directors during the year under review is provided in Corporate Governance Report. Therefore, the ratio of remuneration and percentage increase for non-executive director's remuneration is not considered for the aforesaid purpose.

- B). The Company has 25 permanent employees on the rolls of the company as on 31st March, 2025.
- C). The Managing Director and Executive Directors are not paid any variable component of remuneration. The fixed remuneration of Rs. 36.00 lacs per annum is paid to Mr. Mahesh Agrawal and Rs. 18.00 Lacs is paid to Mr. Gaurav Agrawal. In addition to this remuneration of Rs. 09.00 lacs has also paid to Mrs. Darshana Agrawal (Whole Time Director) of the company through approval from the Nomination and Remuneration Committee, Board of Directors and Shareholders of the Company.
- D). Ratio of the Remuneration paid of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid director during the year: The Managing Director is the highest paid director. No employee has received remuneration higher than the Managing Director.

13. Details of Subsidiary/Joint Ventures Companies:

The Company does not have any Subsidiary/Joint venture Companies as on 31st March, 2025.

14. Auditors:

The Statutory Auditor M/s. **Rath Dinesh and Associates** (Firm Registration No: 008344C) being ratified by the members at the ensuing Annual General Meeting and being re-appointed for the period of two years from the conclusion of this Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company.

15. Auditors' Report:

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

16. Secretarial Audit Report:

In terms of Section 204 of the Act and Rules made there under, M/s Abhivyakti Yadav & Associates (Practicing Company Secretaries) (COP No. 22913) have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as Annexure II to this report. The report is self-explanatory and do not call for any further comments.

Further, Your directors are recommending you to appoint M/s. KMS & Associates Practicing Company Secretaries, Bhopal (Firm Registration No: P2015MP039100) as the Secretarial Auditor of the company for first term of 5(Five) consecutive years who shall hold office from the conclusion of this 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company to be held in the Year 2030.

17. Internal Audit & Controls:

The Company continues to engage its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

18. Vigil Mechanism:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been already uploaded on the website of the Company at www.gtv.co.in under investors/policy documents/Vigil Mechanism Policy link.

19. Risk Management Policy:

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company.

20. Policy for Preservation of Documents:

The Board of Directors of the Company has formulated a policy in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for preservation of Documents /Records maintained by the Company either in Physical Mode or Electronic Mode. The Preservation of Documents Policy has been already uploaded on the website of the Company at www.gtv.co.in under investors/Code of Conduct & Policies/Policy for preservation of documents link.

21. Policy of Determination of Materiality:

The Board of Directors of the Company has formulated a policy in accordance with the Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for determination of materiality for disclosure of events or information to Stock Exchanges, based on the criteria specified in the said Regulation. The Policy for Determination of materiality has been already uploaded on the website of the Company at www.gtv.co.in under investors/Code of Conduct & Policies/Policy for Determination of Policy link.

22. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has formed Internal Complaints Committee and Sexual Harassment Policy in accordance with the provisions of “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013”. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

We would like to further add that the Company provides a conducive work environment in terms of sexual harassment for the women employees and has sufficient checks to provide protection against sexual harassment of women at workplace.

During the period under review, there were no such complaint has been filed by any employee of the Company.

23. Extract of Annual Return:

As required pursuant to section 92(3) read with section 134(3)(a) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, including amendments there under, the Annual Return is available on the website of the company. The same can be access through visiting the website of the company. i.e. www.gtv.co.in.

24. Material changes and commitments, if any, affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:

No Material changes occurred subsequent to the close of the financial year of the Company relating to settlement of tax liabilities, operation of patent rights, and depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets during the financial year.

25. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future: Not Applicable.

26. Corporate Social Responsibility:

The Company recognizes that effective practice of Corporate Social Responsibility (CSR) is required giving due consideration to the welfare of the community, environment and social structure that it operates in and that of the country including focus welfare areas identified by the State and Central Governments. The focus areas taken in the policy are education, health care and family welfare,



environmental safety, contribution to any relief fund setup by the Government of India and any State Government.

The Company has adopted the Corporate Social Responsibility Policy in line with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. The Report on CSR activities is annexed herewith as Annexure –III.

27. Deposits:

No Deposit was accepted, remain unpaid or unclaimed and no default was made in repayment of deposit during the year 2024-2025.

During the year, the Company has taken the unsecured loan from its directors Mr. Mahesh Agrawal and Mr. Gaurav Agrawal and Rs. 78.40 Lakhs and Rs. 8.00 has been outstanding as on 31st March, 2025 respectively.

28. Particulars of loans, guarantees or investments under section 186 of Companies Act, 2013:

During the financial year 2024-25 the company has not entered into any transactions which are covered under the provisions of section 186 of the Companies Act, 2013. The detail of the investments made by company is given in the notes to the financial statements.

29. Particulars of contracts or arrangements with related parties:

During the financial year 2024–25, all related party transactions entered into by the Company were in the ordinary course of business and on an arm’s length basis, in compliance with the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

There were no material related party transactions entered into during the year which were required to be reported in Form AOC–2 pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014. Accordingly, the disclosure of particulars of contracts or arrangements with related parties in Form AOC–2 is not applicable for FY 2024–25.

The Company has in place a Policy on Related Party Transactions which is in line with the requirements of the Act and the Listing Regulations. The Policy is available on the Company’s website at www.gtv.co.in.

30. Corporate Governance Certificate:

The Compliance certificate from M/s. **Rath Dinesh and Associates**, Chartered Accountants, regarding compliance of conditions of corporate governance as stipulated in SEBI (LODR) Regulations, 2015 is annexed with the report.

31. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

a) Conservation of energy:

Your Company continues to give priority for conservation of energy on an ongoing basis keeping in view a nation concern for energy conservation.

- Energy conservation measures taken: Capacitor banks have been installed in series with MPMKVCL, Bhopal power connection to bring the energy power factor to be required standard valves to reduce the power losses.
- Total energy consumption and consumption per unit of production:

Form A

	Current Year 2024-2025	Current Year 2023-2024
A. Power and Fuel Consumption		
• Electricity purchased Unit (KWH in Lacs)	3.32	5.90
Total Amount (Rs. In Lacs)	45.27	70.60
Rate/kwh (In Rs.)	13.65	10.56
Own generation (Units)	0.00	0.00
Through diesel generator	0.00	0.00
Cost / Unit (Rs.)	0.00	0.00
• Coal Qty (Tonnes)		
Total Cost (Rs. In Lacs)	N.A	N.A
Average Rate(Rs.)	N.A	N.A
• Others		
B. Consumption per Ton of Production.	39.666 KWH	63.231 KWH

Form B

(b). Technology absorption

Research & Development: Internal efforts for the improvement of weld quality & productivity.
 Expenditure on R & D: No separate expenditure.
 Technology absorption, adaptation and information
 Technology Imported: N.A
 Future Plans: N.A

(c). Foreign exchange earnings and outgo

During the year no foreign exchange was used and earned by the company.

32. Human Resources:

The Company considers its employees as most important resources and asset. The Company follows a policy of building strong teams of talented professionals. The Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. It has built an open, transparent and meritocratic culture to nurture this asset. The Company ensures that safe working conditions are provided in the offices of the Company.

The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company. The overall industrial relations in the Company have been cordial.

Following is details of number of employees in Company as on closure of financial year:-

Sr. No.	Category	No. of Employees
01.	Male	25
02.	Female	0
03.	Transgender	0

33. Director's Responsibility Statement:

The Directors Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- (a). in the preparation of annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departure.
- (b). the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and at the profit and loss of the company for that period.
- (c). the director had taken proper and sufficient care for the maintenance of adequate accounting records in according of the provision of the act for safeguarding the assets of the company and for preventing and deduction of fraud and other irregularities.
- (d). the director had prepared the annual accounts on a going concern basis; and
- (e). the director had laid down internal financial control to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f). the director had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.



34. Transfer of Amount to an Investor Education Protection Fund:

Your Company did not have any fund lying unpaid and unclaimed for a period of seven year.

Therefore there were no funds which are required to be transferred to Investor Education and Protection Fund (IEPF).

35. Maternity Benefit Act:

The Company is committed to ensuring a safe, inclusive, and supportive work environment for all employees. The Company has complied with the provisions of the Maternity Benefit Act, 1961, and extends all benefits and protections under the Act to eligible employees. Adequate internal policies and procedures are in place to uphold the rights and welfare of women employees in accordance with the applicable laws. Further, during the financial year 2024-25 there were no female employee have been associated with the company.

36. Listing with Stock Exchange:

The Company confirms that it has paid the Annual Listing Fees for the year 2025-2026 to BSE Limited.

Further, the Company has been delisted with effect from 10/04/2025 from The Calcutta Stock Exchange Limited.

37. Acknowledgements:

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

Date: 30/08/2025
Place: Mandideep

On behalf of the Board of Director
For GTV Engineering Limited

Sd/-
Mahesh Agrawal
Chairman and Managing Director
DIN: 00013139



NOMINATION AND REMUNERATION POLICY
(Pursuant to Section 178(3) of Companies Act, 2013 and LODR Regulations, 2015.

I. PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the LODR Regulations 2015, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company already constituted Remuneration Committee comprising of three non-executive Independent Directors as required under Listing Agreement. In order to align with the provisions of the Companies Act, 2013 and the amended Listing Agreement from time to time, the Board on 4th March, 2015 changed the nomenclature of the “Remuneration Committee” as “Nomination and Remuneration Committee” and reconstituted the Committee with three nonexecutive Independent Directors as Members of the Committee. This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the LODR Regulations 2015.

II. OBJECTIVE

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees.

The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- 1.3. Formulation of criteria for evaluation of Independent Director and the Board.
- 1.4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.5. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.6. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- 1.7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.8. To develop a succession plan for the Board and to regularly review the plan.
- 1.9. To assist the Board in fulfilling responsibilities.
- 1.10 To Implement and monitor policies and processes regarding principles of corporate governance.

III. DEFINITIONS:

“**Act**” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“**Board**” means Board of Directors of the Company.

“**Directors**” mean Directors of the Company.



“Key Managerial Personnel” means i. Managing Director or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
 ii. Chief Financial Officer;
 iii. Company Secretary; and
 iv. such other officer as may be prescribed.

“Nomination and Remuneration Committee” shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement/ LODR Regulations.

“Policy or This Policy” means, “Nomination and Remuneration Policy.”

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961

“Senior Management” means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

IV. APPOINTMENT AND REMOVAL OF KEY MANAGERIAL PERSON, DIRECTOR AND SENIOR MANAGEMENT

Appointment Criteria and Qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.



No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

V. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

• General:

1. The remuneration / compensation / commission etc, to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of GTV Engineering Limited.
4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

• Remuneration to Managerial Person, KMP and Senior Management:

1. Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.



2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government or Shareholders.

- Remuneration to Non-Executive / Independent Director:

1. Remuneration / Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

VI. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the said Meeting or the Chairman of the next succeeding meeting. Minutes of the Committee Meeting will be tabled at the subsequent Board and Committee meeting.

VII. DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed Necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.



Form No.MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st March, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GTV ENGINEERING LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GTV ENGINEERING LIMITED (herein after called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion hereon.

Based on our verification of the company's books, papers, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013(the Act) and the rules made there under,
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **[Not applicable as the company has not done any foreign dealings during the year]**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **[Not applicable on the company during the financial year under review]**
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable as the company has not issued and listed any debt securities during the financial year under review]**
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **[Not applicable as the company has not bought back any Securities during the financial year under review]**

(vi) The Management has identified the following law as specifically applicable to the company:

- Factories Act, 1948
- The Minimum Wages Act, 1948
- Employees' State Insurance Act, 1948
- The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- The Payment of Bonus Act, 1965
- The Payment of Gratuity Act, 1972
- The Labor (Regulation and Abolition) Act, 1970
- The Goods & Services Tax Act.

As per the information provided by the management, the company has complied with all the provisions of the acts mentioned above.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange Limited and Bombay Stock Exchange Limited.



In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers and agents, we report that the Company has complied with the provisions of the Act, the Rules made there under and the Memorandum and Articles of Association of the Company with regard to:

- a. Maintenance of various statutory registers and documents and making necessary entries therein;
- b. The Registers of Members or debenture holders were closed during the financial year from 21st September, 2024 to 27th September, 2024 (both days inclusive).
- c. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities;
- d. Service of documents by the Company on its Members, Debenture holders, Stock Exchanges, Auditors and the Registrar of Companies;
- e. Meetings of Directors and all the Committees of Directors and passing of circular resolutions;
- f. Notice and convening of Annual General Meeting;
- g. Minutes of the proceedings of the Board Meetings, Committee Meetings and General Meetings;
- h. Approvals of the Board of Directors, Committee of Directors, Members and government authorities, wherever required;
- i. Constitution of the Board of Directors, Committees of Directors and appointment, retirement and reappointment of Directors including Managing Directors and Executive Directors;
- j. Payment of remuneration to Directors, Managing Director and Executive Directors;
- k. Appointment and remuneration of Statutory Auditors and Others;
- l. Transfer and transmission of the Company's shares, issue and allotment of shares and issue and delivery of certificates of shares;
- m. Borrowings and registration of charges;
- n. Report of the Board of Directors;
- o. Investment of the Company's funds including inter corporate loans and investments;

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with respect to applicable laws, rules, regulations and guidelines.

The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;

The Directors have complied with the disclosure requirements in respect to their eligibility of appointment, their being independent, compliance with the code of conduct for Directors and Senior Management Personnel as per clause 49 of the listing agreement/ SEBI (LODR) Regulations, 2015 and with the Insider Trading code of conduct and;

The Company has obtained all necessary approvals under various provisions of the Act where necessary;

There was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act, SEBI Act, Depositories Act, Listing Agreement and rules, regulations and guidelines under these Acts.

Date: 21/08/2025

Place: BHOPAL

For Abhivyakti Yadav & Associates

(Company Secretaries)

CS Abhivyakti Yadav

(Partner)

Membership No.- 56286

Certificate of Practice No: 22913

Peer Review Cert. No: 5263/2023



To,
The Members,
GTV Engineering Limited

Our report of even date is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company and we have relied on financial statements prepared by the chartered accountant of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 21/08/2025

Place: BHOPAL

For Abhivyakti Yadav & Associates

(Company Secretaries)

CS Abhivyakti Yadav

(Partner)

Membership No.- 56286

Certificate of Practice No: 22913

Peer Review Cert. No: 5263/2023

UDIN: A056286G001057101



“ANNEXURE –III”

ANNUAL REPORT ON CSR ACTIVITIES TO THE BOARD’S REPORT FOR FINANCIAL YEAR 01.04.2024 to 31.03.2025

1. Brief outline on CSR Policy of the Company:

M/s GTV Engineering Limited (**Company**) recognises and remains always committed towards society through sustainable development and inclusive growth. It strives to ensure strong corporate culture with emphasize on integrating Corporate Social Responsibility (CSR) values with business objectives introducing initiatives related to quality management, environment preservation, social awareness and welfare activities towards overall national growth. We believe in creating synergy between business and the society at large by working closely with the local communities for the purpose of improving the quality of life of the communities.

The Company is committed to improving the quality of life of the workforce and their families as well as of the local community and society at large. With the Companies Act, 2013 (Act) mandating the Corporate to contribute for social development and welfare, the Company would fulfil this mandate and supplement the government’s efforts.

While we will undertake programmes based on the identified needs of the community, education and healthcare shall remain our priority. Across the different programmes are as identified by the company, it would be our endeavor to reach the disadvantaged and the marginalized sections of the society to make a meaningful impact on their lives to show case their competencies in order to get their due recognition in the society at large.

The Company has a CSR Policy in place and has taken CSR initiatives during the financial year ending 31 March 2025. The details of CSR activities undertaken during the year under review have been furnished in this Report. The projects or programs covered under our CSR policy can be implemented directly by the Company or may be undertaken jointly in collaboration with other companies, recognized partners & other external agencies as per the provisions of the Act and CSR Rules.

2. **Composition of CSR Committee:** Pursuant to the provisions of Section 135 (9), where the amount to be spent by a Company during the relevant financial year does not exceed (50) fifty lakh rupees, the requirement) for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such Company. The CSR expenditure of the Company during the financial year amounts to INR 8,49,522 /- (Indian Rupees Eight Lakhs Fourty Nine Thousand Five Hundred Twenty Two Only).

Hence, the Board of Directors of the Company is looking hereinafter the CSR contribution provisions as per the Act and the Rules. **Accordingly, this is not applicable.**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
-	-	-	-	-

3. **Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

The CSR Policy Link: <https://gtv.co.in/investor-relations#code-of-conduct>



4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub- rule (3) of rule 8, if applicable.

Not Applicable

5. (a) Average net profit of the company as per section 135(5): Rs.4,24,76,055/-
 (b) Two percent of average net profit of the company as per sub- section (5) of Section 135: Rs. 8,49,522/-
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
 (d) Amount required to be set off for the financial year, if any: NIL
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 8,49,522/-
6. (a) Amount spent on CSR Activities: Rs. 8,49,522/-
 (b) Amount spent in Administrative Overheads: NIL
 (c) Amount spent on Impact Assessment, if applicable: N.A.
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 8,49,522/-
 (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 8,49,522/-	Not Applicable				

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of Section 135	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-



7. Details of unspent Corporate Social Responsibility amount for the preceding three financial years: Not Applicable.

1	2	3	4	5	6		7	8
Sl. No. Preceding Financial Years	Amount transferred to Unspent CSR Account under sub- section (6) of Section 135 (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount (in Rs.)	Date of Transfer	Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
Not Applicable								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries).

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable

(Sd/-)

Name: Mahesh Agrawal
Designation: Director
DIN: 00013139

Place: Bhopal
Date: 30.08.2025



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis Report for the year ended on March 31st, 2025.

1. FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

GTV Engineering Ltd's major business is a Heavy Large Fabrication & Large Machining Company working as sub-contractors for various Giant Engineering companies and is engaged in the execution of several Infrastructural Projects (Power / Mineral / Cement / Railways & Metros projects). We do fabrication as per customer's designs & specifications. The Company is building up its network to play a significant role from time to time.

3. BUSINESS OVERVIEW AND OUTLOOK

The fabrication sector forms a sub segment of the engineering industry and is one of the smallest in terms of turnover. This is a highly fragmented and labor intensive sector with medium & small scale industries heavily dependent on job work. Fabrication applies to the building of machines, structures and other equipment, by cutting, shaping and assembling components made from raw materials by using various mechanical processes such as welding, soldering, forging, brazing, forming, pressing, bending and stress removal. Welding is a major process input in most fabrication jobs. Since the demand for fabrication sector comes from the engineering sector, especially capital goods, the growth of fabrication industry largely depends on the overall industrial scenario. The fabrication industry mainly caters to the sectors such as transportation, packaging, consumer products, and construction. The major user industry for the fabrication sector is the general structural fabrication followed by the railway & shipping, machine building and construction. Transportation sector also continues to be one of the largest markets for sheet metal fabrication followed by construction. Major players in the fabrication sector in India are – Larson and Toubro (L&T), Southern Structural's, Bellary Steels, Binny Engg, Triveni Structural's, Burn Standard and Ispat Profiles.

The raw material for the fabrication industry is easily available in India, only special steel needs to be imported, which is cheaper than indigenously available steel. However, with prices of steel increasing on global and domestic level, slowing demand and manufacturers in the engineering sector planning a reduction in production capacity, the growth of this industry is likely to undergo a moderation in the near term.

4. MARKETING

The Company is setting up a good marketing team to enter to increased turnover.

5. SWOT

STRENGTHS:

- **Diversified Product Portfolio:**

The company's manufacturing facilities and operations are quite versatile in nature and can cater to the wide range of EPC contractors in many sectors like Power (Hydro / Thermal / Nuclear), Railways, Cement, Minerals, Oil & Gas, Chemicals and other infrastructural projects. In-house Plant & Machineries and Technology with existing workforce can cater all the fabrication requirements to all these sectors.

- **Experienced Management Team:**

Besides the Promoters being Top Class Techno-Commercial professionals, the key working team of all the technicians and skilled workforce is quite experienced with adequate technical know-how in the fabrication of several varieties of Plant & Machineries required by EPC companies in diversified sectors. This is a great asset with the company.

- **Robust & Scalable Business Model:**

The infrastructure sector in India is ever-growing irrespective of any political scenario. Each sector i.e. Power / Railway / Cement / Minerals / Oil & Gas is in expansion mode. All these sectors provide enough potential for growth in multiples to all the players who provide manufacturing support. The company is well equipped to expand in multiples with suitable business opportunities. Expansion & Diversification – Both are quite possible in the company.

- **Strong Marketing & Distribution Network:**

By virtue of long experience and association with all the major EPC Companies operating in India (MNCs and Indian both), the company is well placed as regards to Marketing. All the customers provide strong support to the company.

WEAKNESSES:

- **Working Capital Intensive Business:**
The large working capital requires bank credit / LC & BG limits which is quite manageable.
- **Limited Geographical Reach:**
Since the company is located in the central region of the country, the company is not adversely affected by any geographical constraints.

OPPORTUNITIES

- **Huge Growth Potential:**
Due to high growth in all the infra-sectors i.e. Power Generation & Distribution, Mineral & Cement, Oil & Gas, Steel & Railways, the company has got high growth potential because the company caters to all the EPC corporate engaged in these infra-sectors.
- **Potential to provide other value Added Services:**
Presently the company is engaged in shop-manufacturing activities. The company can further take-up the site erection & commissioning activities and thus there is a great potential to provide value added services to the same customers.

THREATS:

- **Increased Competition from Local & Big Players:**
Competitors are quite limited because company is not into general fabrication, but it is into hi-tech & specialized fabrication of sophisticated & critical equipments. Most of the time, the demand is more than the facilities & capacities available.
- **Change in Government Policy affecting subsidy payment:**
Ir-respective of any political scenario every government keeps the “Power Generation / Railways / Minerals & Cement / Oil & Gas” Sectors on priority; hence these projects are always on Fast Track. In this view there is no any significant impact on the business of the company due to change in any political scenario.

6. INTERNAL CONTROL

The Company has engaged the services of an independent internal auditor to carry out the internal audit and ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transaction are appropriately authorized, recorded and reported. Exercises for safeguarding assets and protection against unauthorized use are undertaken from time to time. The Company's Audit Committee and Management review the internal control system and as and when necessary improvements are affected.

7. SEGMENT WISE REPORTING

During the year under review, Company has achieved major sales through Heavy Steel Fabrication Division.

8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

As on March 31st, 2025 the company had 25 permanent employees at its manufacturing plants and administrative office. The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them. The company has provided all the facilities necessary to all its staff & workers adjacent to the factory premises of the company. The company enjoyed excellent relationship with workers and staff during the last year.

9. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

The financial performance during the year has been impressive in terms of sales. Even though there has been a decent increase in the turnover but due to long completion cycle of job work, resulting in the quite increase of profit. The company currently has huge and sufficient orders.

10. RISKS AND CONCERNS

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal Endeavour is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

11. CAUTIONARY STATEMENT

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

Corporate Governance Report for the year ended on 31st March, 2025

1. Company Philosophy on Corporate Governance:

Corporate governance is creation and enhancing long-term sustainable value for the stakeholders through ethically driven business process. At GTV Engineering Limited, it is imperative that our Company affairs are managed in a fair and transparent manner. We ensure that we evolve and follow the corporate governance guidelines and best practices. We consider it our inherent responsibility to disclose timely and accurate information regarding our financials and performance as well as the leadership and governance of the Company. Thus we expects to realize our vision by taking such actions as may be necessary in order to achieve its goals of value creation, safety, environment and people.

Board of Directors

The Board of Directors ('the Board') is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

Committee of Directors

With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee. Each of these Committees has been mandated to operate within a given framework.

2. Board of Directors:

Category	No. of Directors
Non Executive & Independent Directors including the Chairman	3
Others Non- Executive Directors	-
Executive Director (CEO & Managing Director)	3
Total	6

- The Chairman of the Board is the Executive Director.

Other relevant details of the Directors:

Name of Directors	Date of Appointment	Din Number	Category	No. of Directorship(s) held in a Indian Public & Private Limited Companies (Including GTV Engineering Limited)
Mr. Mahesh Agrawal	04/12/1990	00013139	Managing Director	6
Mrs. Darshana Agrawal	11/02/2016	07429914	Whole Time Director	3

Mr. Gaurav Agrawal	01/07/2006	00013176	Executive Director	7
Mr. Mahesh Kumar Yadav	12/08/2023	10274589	Independent Non Executive Director	1
Mr. Rahul Gupta	29/09/2020	08938292	Independent Non Executive Director	1
Mr. Sham Sarup Kohli	14/08/2015	07190012	Independent Non Executive Director	1

Board Meeting held during the year:

Date of Board Meeting	Total Strength of the Board	Number of Directors Present
05.04.2024	6	6
22.05.2024	6	6
12.08.2024	6	6
29.08.2024	7	6
13.11.2024	6	6
22.11.2024	6	6
02.12.2024	6	6
20.12.2024	6	6
27.01.2025	6	6
14.02.2025	6	6
31.03.2025	6	6

Date of Board Meeting and Attendance of Every Member:

	Mr. Mahesh Agrawal	Mr. Gaurav Agrawal	Mrs. Darshana Agrawal	Mr. Sham Sarup Kohli	Mr. Rahul Gupta	Mr. Mahesh Kumar Yadav	Mr. Shayama Prasad Mukherjee
Board Meetings	Chairman	Executive Director	Executive Director	Independent Director	Independent Director	Independent Director	Additional Director
05.04.2024	Yes	Yes	Yes	Yes	Yes	Yes	--
22.05.2024	Yes	Yes	Yes	Yes	Yes	Yes	--
12.08.2024	Yes	Yes	Yes	Yes	Yes	Yes	--
29.08.2024	Yes	Yes	Yes	Yes	Yes	Yes	No
13.11.2024	Yes	Yes	Yes	Yes	Yes	Yes	--
22.11.2024	Yes	Yes	Yes	Yes	Yes	Yes	--
02.12.2024	Yes	Yes	Yes	Yes	Yes	Yes	--
20.12.2024	Yes	Yes	Yes	Yes	Yes	Yes	--
27.01.2025	Yes	Yes	Yes	Yes	Yes	Yes	--
14.02.2025	Yes	Yes	Yes	Yes	Yes	Yes	--
31.03.2025	Yes	Yes	Yes	Yes	Yes	Yes	--
27 th Sept, 2024 (AGM)	Yes	Yes	Yes	Yes	Yes	Yes	--

Board Members Evaluation Mechanism:

The functions of the Board are to monitor and review the Board Evaluation framework. The Board works with the Nomination and Remuneration committee to lay down the evaluation criteria for the performance of executive/non-executive/ independent directors through a peer evaluation. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision making of the directors, relationship to stakeholders, company performance, company strategy, and the effectiveness of the whole board and its various committees. Feedback on each director is encouraged to be provided as part of the survey.

Independent Directors have three key roles- governance, control and guidance. Some of the performance indicators based on which the independent directors are evaluated include:

- Active participation in long term strategic planning
- Ability to contribute to monitor our corporate governance practices
- Commitment to the fulfillment of a Director's obligations and fiduciary responsibilities.

3. Committees of the Board

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee.

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

(A) Audit Committee

Financial Reporting and Related Processes

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements and /or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgment about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- Review the investments made by the Company.

Internal Controls and Governance Processes

- Review the adequacy and effectiveness of the Company's system and internal controls.
- Review and discuss with the Management the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- To oversee and review the functioning of a vigil mechanism (implemented in the Company as a Fraud Risk Management Policy) and to review the findings of investigation into cases of material nature and the actions taken in respect thereof.

Audit

- Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Cost Auditors considering their independence and effectiveness and their replacement and removal.
- Approve such additional services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.
- To recommend to the Board the remuneration of the Statutory Auditors/Cost Auditors.
- To discuss with the Statutory Auditors/Internal Auditors any significant difficulties encountered during the course of the Audit.
- Review annual Cost Audit Report submitted by the Cost Auditor.

Other Duties

- To approve the appointment, removal and terms of remuneration of the Chief Internal Auditor and to approve the appointment of the Chief Financial Officer.
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

The Composition of the Audit Committee as at March 31st, 2025 and details of the Members participation at the meetings of the Committee are as under:

Name of the Director	Category	Attendance at the meeting held on			
		22.05.2024	12.08.2024	13.11.2024	27.01.2025
Mr. Mahesh Agrawal	Member	Yes	Yes	Yes	Yes
Mr. Sham Sarup Kohli	Chairman	Yes	Yes	Yes	Yes
Mr. Rahul Gupta	Member	Yes	Yes	Yes	Yes

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess knowledge of finance, accounting practices and internal controls.

(B) Nomination and Remuneration Committee:

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing “Compensation Committee” as the “Nomination and Remuneration Committee”.

The Committee is governed by a Charter.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

The Composition of the Nomination and Remuneration Committee as at March 31st, 2025 and details of the Members participation at the meetings of the Committee are as under:

Name of the Director	Category	Attendance at the meeting held on		
		02.08.2024	20.08.2024	24.03.2025
Mr. Sham Sarup Kohli	Chairman	Yes	Yes	Yes
Mr. Rahul Gupta	Member	Yes	Yes	Yes
Mr. Mahesh Kumar Yadav	Member	Yes	Yes	Yes

(C) Stakeholder Relationship Committee:

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing “Shareholders’/Investors’ Grievance Committee” as the “Stakeholders’ Relationship Committee”.

The terms of reference of the Committee are:

- Delay in transfer/transmission of shares issued by the Company from time to time;
- Issue of duplicate share certificates for shares reported lost, defaced or destroyed, as per the laid down procedure;
- Issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates;
- Issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;

- To approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- To authorize the Company Secretary and Head Compliance/other Officers of the Share Department to attend to matters relating to non receipt of annual reports, notices, non receipt of declared dividend change of address for correspondence etc. and to monitor action taken;
- Monitoring expeditious redressal of investors / stakeholders grievances;
- All other matters incidental or related to shares, debentures and other securities of the Company.

Composition of the Stakeholders' Relationship Committee as at 31st March, 2025 and details of the Meetings of the Committee:

Name of Director	Category	Attendance at the meeting held on			
		05.04.2024	10.07.2024	15.10.2024	08.01.2025
Mr. Gaurav Agrawal	Member	Yes	Yes	Yes	Yes
Mrs. Darshana Agrawal	Member	Yes	Yes	Yes	Yes
Mr. Mahesh Kumar Yadav	Chairman	Yes	Yes	Yes	Yes

(D) Independent Director Meeting:

During the year under review, the Independent Directors met on 20.05.2024, under the chairmanship of the Lead Independent Director, Mr. Sham Sarup Kohli inter alia, to discuss:

- Independent Directors and the Board of Directors as a whole;
- Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- Performance of the Mr. Mahesh Agrawal, Managing Director.
- Timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out

by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

4. Disclosures:

(a) Materially Significant Related Party Transactions

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

(b) Details of non-compliance by the company, penalties and strictures imposed on the company by the stock exchange or SEBI or any authority on any matter related to capital markets during last three years.

There was no issuance of levy of penalties during the last three years.

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/regulatory compliances. The Company's business processes have a strong monitoring and reporting process resulting in financial discipline and accountability.

CEO/CFO Certification

The MD and the CFO have issued certificate pursuant to the provisions of Regulation 33(2)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

CODE OF CONDUCT

The Board of Directors has approved a code of business conduct which is applicable to the Members of the board and all employees. The code has been posted on the company website www.gtv.co.in. The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.



VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

Your Company has a Risk Management Policy (RM) to deal with instances of fraud and mismanagement, if any. The RM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code. The Company has also maintained Structural Digital Database (SDD) Software pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations).

All Board Directors and the designated employees have confirmed compliance with the Code.

MEANS OF COMMUNICATION

The Annual/ Quarterly results of the Company, Shareholding pattern, the official news and releases, notifications to the Stock Exchanges and the presentations made by the Company to analysts and institutional investors are regularly posted on its website www.gtv.co.in. The Company is in compliance of Regulation 46 of the Listing Regulations.

5. General Shareholder Information

Listing on Stock Exchanges

The Company shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name and Address of the Stock Exchanges	Stock/Scrip Code	ISIN for CDSL/NSDL Dematerialized Shares
BSE Ltd., Mumbai	539479	INE910R01016
Calcutta Stock Exchange Limited	17430	INE910R01016

Note: The Members are hereby informed that the Company has been delisted w.e.f 10/04/2025 from the official list of The Calcutta Stock Exchange Limited consequent upon the approval of Delisting under SEBI (Delisting of Equity Shares) Regulations, 2021 vide Ref No. CSE/LD/DL/1026/2025 dated April 9, 2025.

SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

Share transfers

As per Regulation 40 of Listing Regulations 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. The Company has a Committee of the Board of Directors called Stakeholders 'Relationship Committee, which meets as and when required. The formalities for transmission/transposition of shares in the physical form are completed and share certificates are dispatched to the transferee within 15 days of receipt of the documents, provided the documents are complete.

Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them.

Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the MCA's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

Permanent Account Number (PAN)

Members who hold shares in physical form are advised to convert them into Dematerialized Form and SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders/legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

Pending Investors' Grievances

Any Member/Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Compliance Officer at the Registered Office with a copy of the earlier correspondence.

S. No	Nature of Queries /Complaints	Pending as on 1 st April, 2024.	Received during the year.	Redressed during the year.	Pending as on 31 st March, 2025.
1.	Transfer/ Transmission of duplicate Share Certificate.	NIL	NIL	NIL	NIL
2.	Non Receipt of Dividend	NIL	NIL	NIL	NIL
3.	Dematerialization/Re-materialization of Shares.	NIL	NIL	NIL	NIL
4.	Compliant received from :				
	SEBI	NIL	NIL	NIL	NIL
	Stock Exchange	NIL	NIL	NIL	NIL
	Roc/MCA/Others	NIL	NIL	NIL	NIL
	Advocates	NIL	NIL	NIL	NIL
	Consumer Forum/Court Case	NIL	NIL	NIL	NIL
5.	Others	NIL	NIL	NIL	NIL
	Grand Total	NIL	NIL	NIL	NIL

Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is placed before the Board of Directors.

Distribution of Shareholding as on March 31st, 2025.

Nos. of shares	No. of Shareholders	% of Share Holders	Share Amount (Rs)	% to Total
Upto 1000	1270	59.88	389350	1.25
1001 -2000	159	7.50	241290	0.77
2001 -3000	78	3.68	199810	0.64
3001 -4000	50	2.36	183150	0.59
4001 -5000	240	11.32	1187570	3.80
5001 -10000	152	7.17	1296670	4.15
10001 -20000	110	5.19	1604830	5.14
20001 -30000	20	0.94	518250	1.66
30001 -40000	13	0.61	463300	1.48
40001 -50000	5	0.24	235180	0.75
50001 -100000	8	0.38	567570	1.82
100001 Above	16	0.75	24351910	77.95
Total	2121	100	31238880	100.00

The Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby Members have an option to dematerialize their shares with either of the depositories.

Shareholding Pattern as on March, 31st 2025.

Particulars No. of Shares held %			
		Sub Total	Total
1. Promoters	2013079	64.44	64.44
2. Banks, Financial Institution, Insurance Companies & Mutual Funds	Nil	Nil	Nil
Banks	Nil	Nil	Nil
Financial Institution	Nil	Nil	Nil
Insurance Companies	Nil	Nil	Nil
Mutual Funds/UTI	Nil	Nil	Nil
Central & State Governments	Nil	Nil	Nil
Foreign Institutional Investors	Nil	Nil	Nil
NRIs/ Foreign Nationals	Nil	Nil	Nil
Directors	Nil	Nil	Nil



Public and Others	1110809	35.56	35.56
Total	3123888	100	100

General Body Meetings:

Particulars of last three Annual General Meetings.

AGM	Year Ended 31st March	Venue	Date	Time	Special Resolution
33rd	2024	Registered Office	27.09.2024	11.30 AM	Yes
32nd	2023		29.09.2023	11.30 AM	Yes
31st	2022		29.09.2022	11.30 AM	Yes

❖ Meetings for approval of Quarterly and Annual Financial Results were held on the following dates.

Quarter	Date of Board Meeting
1st Quarter	12 th August, 2024
2nd Quarter	13 th November, 2024
3rd Quarter	27 th January, 2025
4th Quarter	06 th May, 2025

E-voting Facility to Members:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the 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 Central Depository Services Limited (CDSL).

Financial Calendar 2025.

AGM – Date, Time and Venue	29th September, 2025 at Registered Office at 11.30 AM.
Financial Year	2024 - 2025
Book Closure Date	23 rd September, 2025 – 29 th September, 2025
Listing of Equity Shares on Stock Exchanges	BSE Limited Calcutta Stock Exchange Limited (Delisted w.e.f 10/04/2025)
Registrar & Shares Transfer Agents	M/s Ankit Consultancy Private Limited
Board Meetings for consideration of Accounts for the Financial Year Ended March 31st, 2025.	06 th May, 2025
Sending of Annual Reports	04 th September, 2025

Address for Correspondence:

GTV Engineering Limited
216-217-218, New Industrial Area-II, Mandideep- 462016
District: Raichur



COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

As required under Schedule V (D) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, the Board member and the senior management personnel have confirm compliance with the code of conduct and ethics for the Financial Year Ended 31st March, 2025.

For **GTV ENGINEERING LIMITED**

Mahesh Agrawal
Chairman & Managing Director
Date: 30/08/2025
Place: Mandideep

DECLARATION BY THE MANAGING DIRECTOR UNDER SEBI (LODR) REGULATIONS, 2015.

To,
The Members
GTV ENGINEERING LIMITED

I hereby declare that all the Directors and the designated employees in the senior management of the company have affirmed compliance with their respective codes for the Financial Year ended March 31st, 2025.

For **GTV ENGINEERING LIMITED**

Mahesh Agrawal
Managing Director
Date: 30.08.2025
Place: Mandideep



CEO AND CFO CERTIFICATION

[Under Regulation 17(8) of SEBI (LODR) Regulations, 2015]

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of **GTV Engineering Limited** to the best of our knowledge and belief certify that:

- (A) We have reviewed the Financial Statements, Cash Flow Statements, Books of Accounts, detailed trial balance and grouping thereof for the Financial Year 2024-25 and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
 - (3) No transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- (B) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (C) We have indicated to the auditors and the Audit committee:
- (1) That there were no significant changes in internal control over financial reporting during the Financial Year 2024-2025;
 - (2) That there were no significant changes in accounting policies during the Financial Year; and
 - (3) There were no instances of significant fraud of which we have become aware.

For GTV Engineering Limited

Sd/-

Mahesh Agrawal
Managing Director

Sd/-

Manjeet Singh
Chief Financial Officer

Place: Mandideep (Bhopal)

Date: 30.08.2025



Certificate on Compliance with SEBI (LODR) Regulations, 2015 by GTV Engineering Limited.

To,
The Members,
GTV ENGINEERING LIMITED

We have examined the compliance of conditions of Corporate Governance by GTV ENGINEERING LIMITED for the financial year ended March 31st, 2025 as stipulated in Chapter IV of the SEBI (LODR) Regulations, 2015 and Clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned SEBI (LODR) Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Rath Dinesh & Associates
Chartered Accountants
FRN: 008344C

Sd/-
Ajay Kumar Rath
(Partner)
Membership No.075111
UDIN 25075111BMJMCE9770

Date: 06th May, 2025.

Place: Bhopal



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GTV ENGINEERING LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **GTV Engineering Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, and its profits and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements & Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.



Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books ,
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder.
 - e. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor’s report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to Investor Education & Protection fund by the company.
 - h. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.
 - i. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:
 - ii. For the periods where audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of the audit trail feature being tampered with.
2. As required by the Companies (Auditor’s Report) Order 2016 (“The Order”) issued by the Central Government of India in terms of Sub Section 11 of Section 143 (3) of the Act, We give in the “Annexure B” statement on the matters specified in the Paragraph 3 & 4 of the order to the extent applicable .

Place: Bhopal
Date: 6th May 2025

For **RATH DINESH & ASSOCIATES**
Chartered Accountants
FRN: 008344C

Sd/-
Ajay Kumar Rath
(Partner)
M.No.075111
UDIN-25075111BMJMCE9770



Annexure- A to the Independent Auditors' Report of even date on the Standalone financial statement of GTV Engineering Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GTV Engineering Limited** ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on 31st March 2025.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Bhopal
Date: 6th May 2025

For **RATH DINESH & ASSOCIATES**
Chartered Accountants
FRN: 008344C

Sd/-
Ajay Kumar Rath
(Partner)
M.No.075111
UDIN 25075111BMJMCE9770



ANNEXURE- A TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's report to the members of the company on the Standalone Financial Statements for the year ended 31st March 2025 we report that:

(i)	(a)	The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.					
	(b)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of one years. In accordance with this programme, property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.					
	(c)	According to the information and explanations given to us and on the basis of our examination of records of the company, the registered title deeds of immovable property provided to us, we report that the titles are held in name of the company.					
		Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company*
		-	--	-	-	-	
	(d)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.					
	(e)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.					
(ii)	(a)	The physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us no discrepancies in any class of inventory were noticed.					
	(b)	During the year, the company has not been sanctioned working capital limits aggregating more than Rs 5 Crores from bank , on the basis of security of current assets, the quarterly returns or statements filed by the company with such banks are in agreement with the books of account of the Company .					
(iii)		According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments in its associate company of Rs. 7.96 crores. The company has not granted any loans or advances in the nature of loans, secured					

		or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
	(a)	According to the information and explanations given to us and on the basis of our examination of the records of the Company during the year the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity .
		(A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates- Nil (B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures- Nil
	(b)	whether the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest- Not Applicable
	(c)	in respect of loans and advances in the nature of loans, whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular – Not applicable
	(d)	if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest – Not applicable
	(e)	whether any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties, if so, specify the aggregate amount of such dues renewed or extended or settled by fresh loans and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year – Not Applicable
	(f)	whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 – Not applicable
(iv)		In our opinion and according to the information and explanations given to us, the company has complied with the requirements of section 185 & 186 of the act, with respect to loans & investments made.
(v)		According to the information and explanations given to us, the company has not accepted any deposits which are deemed as deposit from the Public during the year under audit. Accordingly, clause 3(v) of the Order is not applicable
(vi)		The provisions of maintenance of cost records under section 148 (1) of the Companies Act, 2013 are applicable to the company and necessary cost records are maintained by the company.

(vii)	(a)	The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, Goods and Service Tax, custom duty, excise duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2025 for a period of more than six months from the date on when they become payable.																	
	(b)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities; According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.																	
(viii)		According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the IncomeTax Act, 1961 as income during the year.																	
(ix)	(a)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.																	
		<table><tr><td>Nature of borrowing, including debt securities</td><td>Name of lender*</td><td>Amount not paid on due date</td><td>Whether principal or interest</td><td>No. of days delay or unpaid</td><td>Remarks, if any</td></tr><tr><td colspan="6">Not Applicable as the company is regular in payment of Installments and interest</td></tr></table>						Nature of borrowing, including debt securities	Name of lender*	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any	Not Applicable as the company is regular in payment of Installments and interest					
Nature of borrowing, including debt securities	Name of lender*	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any														
Not Applicable as the company is regular in payment of Installments and interest																			
	(b)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.																	
	(c)	In our opinion and according to the information and explanation given to us by the management, the has not availed any term loans during the year .																	
	(d)	According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised short-term basis have been used for long-term purposes by the Company																	
	(e)	According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).																	

	(f)	According to the information and explanations given to us and procedures performed by us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
(x)	(a)	The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable
	(b)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
(xi)	(a)	Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
	(b)	According to the information and explanations given to us, no such report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government has been filled during the course of our audit.
	(c)	According to the information and explanations given to us no whistle-blower complaints were received during the year by the company
(xii)	(a)	The company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the company.
(xiii)		Whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards
(xiv)	(a)	Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
	(b)	We have considered the reports of the Internal Auditors for the period under audit issued till date for the period under audit.
(xv)		According to information & explanations given to us and based on our examination of the records of the company, the company has not entered into non cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
(xvi)	(a)	The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi) (a) and 3(xvi)(b) of the Order are not applicable.



	(b)	The company has not conducted any Non-Banking Financial or Housing Finance activities during the year
	(c)	The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable
	(d)	According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
(xvii)		The company has not any incurred cash losses in the financial year and in the immediately preceding financial year
(xviii)		There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable
(xix)		<p>According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.</p> <p>We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.</p>
(xx)	(a)	In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable
(xxi)		There are no any qualifications or adverse remarks given by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports, hence this clause is not applicable to the company.

Place: Bhopal
Date: 6th May 2025

For **RATH DINESH & ASSOCIATES**
Chartered Accountants
FRN: 008344C
Sd/-
Ajay Kumar Rath
(Partner)
M.No.075111
UDIN 25075111BMJMCE9770

GTV ENGINEERING LIMITED

CIN: L31102MP1990PLC006122

BALANCE SHEET AS AT 31st March 2025

Particulars		Notes	31st March 2025	31st March 2024
			₹	₹
ASSETS				
(1) Non-Current Assets				
(a)	Property, plant and equipment	1	12,27,67,108	13,49,23,881
(b)	Capital work in progress			
(c)	Financial assets			
(i)	Investments	2	10,82,54,427	7,95,57,500
(d)	Other non-current asset	3	1,32,746	1,99,117
Total Non-Current Assets (A)			23,11,54,282	21,46,80,498
(2) Current Assets				
(a)	Inventories	4	7,74,46,461	5,87,63,855
(b)	Financial Assets			
(i)	Trade receivables	5	14,05,03,504	14,32,09,676
(ii)	Cash and cash equivalent	6	10,48,65,406	17,48,86,554
(iii)	Loans & Advances	7	15,94,67,063	16,66,62,854
(c)	Other current assets			
Total Current Assets (B)			48,22,82,433	54,35,22,939
TOTAL ASSETS (C=A+B)			71,34,36,715	75,82,03,437
EQUITY AND LIABILITIES				
Equity				
(a)	Equity Share Capital	8	3,12,38,880	3,12,38,880
(b)	Other Equity	9	44,14,19,538	33,25,18,453
Total Equity (D)			47,26,58,418	36,37,57,333
Liabilities				
(1) Non-Current Liabilities				
(a)	Financial liabilities			
(i)	Borrowings	10	86,40,000	47,81,005
(b)	Other non-current liabilities			
Total Non-Current Liabilities (E)			86,40,000	47,81,005
(2) Current Liabilities				
(a)	Financial liabilities			
(i)	Short Term Borrowings	11	10,63,68,641	17,06,33,893
(ii)	Trade payable			
	(a) total outstanding dues of MSME			-
	(b) total outstanding dues of creditors other	12	5,36,98,236	1,27,84,779
(iii)	Other financial liabilities			
(b)	Other current liabilities	13	5,53,02,052	19,50,51,734
(c)	Provisions	14	1,67,69,368	1,11,94,693
Total Current Liabilities (F)			23,21,38,297	38,96,65,099
TOTAL LIABILITIES (G=E+F)			24,07,78,297	39,44,46,104
TOTAL EQUITY AND LIABILITIES (D+G)			71,34,36,715	75,82,03,437
The Notes referred to above form an integral part of Financial Statement		24		
For RATH DINESH & ASSOCIATES				
Chartered Accountants				For and on behalf of the Board of Directors
FRNo.008344C				
		Sd/-		Sd/-
		Mahesh Agrawal		Gaurav Agrawal
		Managing Director		Director
		DIN-00013139		DIN-00013176
Ajay Kumar Rath				
Partner				
M.No.075111				
Place : Bhopal				
UDIN : 25075111BMJMCE9770		Sd/-		Sd/-
Date : 6th May 2025		Manjeet Singh		Ankit Rohit
		Chief Financial Officer		Company Secretary

GTV ENGINEERING LIMITED

CIN: L31102MP1990PLC006122

Statement of Profit and Loss for the period 31st March, 2025

Particulars		Note No.	For the year ended 31st March 2025	For the year ended 31 March, 2024
			₹	₹
1	Revenue from operations	15	1,02,77,18,446	1,20,62,02,369
2	Other income	16	17,60,807	2,43,95,064
3	Total revenue (1+2)		1,02,94,79,253	1,23,05,97,433
4	Expenses			
	(a) Cost of materials consumed	17	77,51,28,570	1,07,59,46,126
	(b) Changes in inventories of finished goods, work-in-progress	18	(61,75,000)	(71,83,643)
	(c) Employee benefits expense	19	2,13,65,460	1,47,29,908
	(d) Finance costs	20	27,76,679	19,31,655
	(e) Depreciation and amortisation expense	1	85,17,004	89,42,975
	(f) Other expenses	21	7,57,24,332	6,82,37,506
	Total expenses		87,73,37,045	1,16,26,04,527
5	Profit / (Loss) before tax (3-4)		15,21,42,208	6,79,92,906
6	Tax expense:			
	(a) Tax expense for current year		4,14,47,225	1,39,21,634
	(b) Previous Year Tax		2,31,954	-
	(c) Current tax expense relating to prior years		-	-
	(d) Net current tax expense		-	-
	(e) Deferred tax		-	-
	Total Tax		4,16,79,179	1,39,21,634
7	Profit / (Loss) from continuing operations (5-6)		11,04,63,030	5,40,71,272
8	Earnings per share (of '₹ 10/- each):		35	17
The Notes referred to above form an integral part of Financial Statement		24		
For RATH DINESH & ASSOCIATES				
Chartered Accountants				
FRNo.008344C				
			For and on behalf of the Board of Directors	
			Sd/-	Sd/-
			Mahesh Agrawal	Gaurav Agrawal
			Managing Director	Director
			DIN-00013139	DIN-00013176
Ajay Kumar Rath			Sd/-	Sd/-
Partner			Manjeet Singh	Ankit Rohit
M.No.075111			Chief Financial Officer	Company Secretary
Place : Bhopal				
UDIN : 25075111BMJMCE9770				
Date : 6th May 2025				

GTV ENGINEERING LIMITED
Notes forming part of the financial statements

Note-2- Investments				
Particulars	31st March 2025		31st March 2024	
	Non current	Current	Non current	Current
	₹	₹	₹	₹
Investments (At cost):				
A. <u>Other Investment</u>				
(a) Investment in Listed Equity Shares -Quoted		2,86,96,927	-	-
(b) Investment in equity instruments unquoted				
(i) of subsidiaries				
(ii) of associates				
Chirchind Hydro Power Private Limited-	5,00,00,000			5,00,00,000
Roura Non Conventional Energy Private Limited	2,70,61,500			2,70,61,500
Shree Hydropower Pvt. Ltd.	24,96,000			24,96,000
Total	7,95,57,500	2,86,96,927	-	7,95,57,500

Note-3- Other Non Current Asstes		
Particulars	31st March 2025	31st March 2024
	₹	₹
Preliminary Expenses Not Written Off	1,32,746	1,99,117
Total	1,32,746	1,99,117

Note -4 - Inventories		
Particulars	31st March 2025	31st March 2024
	₹	₹
(a) Raw materials	3,67,21,461	2,42,13,855
(b) Work-in-progress	2,85,75,000	2,35,00,000
(c) Finished goods, by products & Scrap	1,21,50,000	1,10,50,000
Total	7,74,46,461	5,87,63,855

Note -5- Trade receivables		
Particulars	31st March 2025	31st March 2024
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	32,46,002	30,29,107
Less: Provision for doubtful trade receivables		
Other Trade receivables		
Unsecured, considered good	13,72,57,502	14,01,80,569
Total	14,05,03,504	14,32,09,676

Note -6- Cash and cash equivalents		
Particulars	31st March 2025	31st March 2024
	₹	₹
(a) Cash in hand	1,03,850	70,272
(b) Balances with banks		
(i) In current accounts	32,817	1,73,52,690
(ii) In deposit accounts	10,45,84,950	15,74,63,592
(iii) Dividend Account- FY 24-25 (Axix Bank)	1,43,789	
Total	10,48,65,406	17,48,86,554

Note -7- Loans and Advances		
Particulars	31st March 2025	31st March 2024
	₹	₹
(a) Security deposits		
Unsecured, considered good	11,87,134	14,56,546
(b) Loans and advances to employees		
Unsecured, considered good	7,81,628	4,71,028
(c) Loans and advances to others	14,03,99,502	12,89,85,803
(d) Balances with government authorities		
Unsecured, considered good		
(i) GST Electronic Ledger Balance	1,43,58,609	3,22,94,478
(ii) Security Deposit (Sec. Krishi Upaj Mandi Samiti)	-	
(iii) Income Tax recoverable:		
Current Year	-	-
Previous Year	27,40,190	34,55,000
Total	15,94,67,063	16,66,62,854

Note -8 - Equity Share Capital				
Particulars	31st March 2025		31st March 2024	
	Number of shares	₹	Number of shares	₹
(i) Authorised 40,00,000 Equity shares of Rs.10 each with voting rights	40,00,000	4,00,00,000	40,00,000	4,00,00,000
(ii) Issued Subscribed and fully paid up 31,23,888 Equity shares of Rs.10 each with voting rights	31,23,888	3,12,38,880	31,23,888	3,12,38,880
Total	31,23,888	3,12,38,880	31,23,888	3,12,38,880

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2025			
- Number of shares	31,23,888	-	31,23,888
- Amount (₹)	3,12,38,880	-	3,12,38,880
Year ended 31 March, 2024			
- Number of shares	31,23,888	-	31,23,888
- Amount (₹)	3,12,38,880	-	3,12,38,880

b) The Company has one class of equity shares having a par value of Rs.10 per share. Each share holder is eligible for one vote per shares held

(c) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	31st March 2025		31st March 2024	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr.Mahesh Agrawal	12,31,681	39.43%	12,60,681	40.36%
Mr.Gaurav Agrawal	6,75,908	21.64%	7,41,908	23.75%

Note -9- Other Equity		
Particulars	31st March 2025	31st March 2024
	₹	₹
(a) Capital reserve		
Opening balance	10,00,000	10,00,000
Add: Additions during the year		
Less: Utilised / transferred during the year		
Closing balance	10,00,000	10,00,000
(b) Share Forfeited Reserve		
Opening balance	34,51,500	34,51,500
Add: Additions during the year		
Less: Utilised during the year		
Closing balance	34,51,500	34,51,500
(c) Securities premium account		
Opening balance	7,60,00,000	7,60,00,000
Add : Premium on shares issued during the year		
Less : Utilised during the year for:		
Closing balance	7,60,00,000	7,60,00,000
(d) General reserve		
Opening balance	1,00,00,000	1,00,00,000
Add: Transferred from surplus in Statement of Profit & Loss		
Less: Utilised / transferred during the year		
Closing balance	1,00,00,000	1,00,00,000
(e) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	24,20,66,953	18,79,95,681
Add: Profit / (Loss) for the year	11,04,63,030	5,40,71,272
Less : Dividend declared	15,61,945	
Closing balance	35,09,68,038	24,20,66,953
Total	44,14,19,538	33,25,18,453

Note -10- Borrowings		
Particulars	31st March 2025	31st March 2024
	₹	₹
(b) Loans and advances from related parties		
Unsecured	86,40,000	47,81,005
Total	86,40,000	47,81,005

Note -11- Short-term Borrowings		
Particulars	31st March 2025	31st March 2024
	₹	₹
(a) Loans repayable on demand		
From banks		
Secured Cash Credit Facility		
i) Axis Bank Ltd.	4,85,97,857	2,39,59,869
ii) Axis Bank Ltd - LC Liability	5,77,70,784	14,66,74,024
Total	10,63,68,641	17,06,33,893
(i) Cash credit facilities are secured by way of hypothecation of all Stock of Inventories, book debts and other current assets of the company both present and future, additionally secured by way of second charge on all the fixed assets of the company		
(ii) All short-term borrowings guaranteed by directors of the Company		

Note -12-Trade payables - total outstanding dues of creditors other		
Particulars	31st March 2025	31st March 2024
	₹	₹
Trade payables: Acceptances	5,36,98,236	1,27,84,779
Total	5,36,98,236	1,27,84,779

Note -13- Other current liabilities		
Particulars	31st March 2025	31st March 2024
	₹	₹
(a) Current maturities of long-term debt		
(b) Other payables		
(i) Statutory dues	1,33,63,967	2,55,77,370
(ii) Advances from customers	4,13,84,318	16,90,02,445
(iii) Others	-	-
TDS Payable	5,53,767	4,71,919
Total	5,53,02,052	19,50,51,734

Note- 14- Provisions		
Particulars	31st March 2025	31st March 2024
	₹	₹
(a) Provision for employee benefits:	24,76,796	12,28,044
(b) Provision - Others:		
(i) Provision for Income Tax	1,20,90,493	76,17,576
(ii) Provision - Other Expenses		
Power Expenses Payable	2,37,653	4,30,791
Directors Remuneration Payable	3,17,360	18,25,522
Water Charges Payable	-	2,760
Fabrication Expenses Payable	14,13,278	-
Audit Fees Payable	90,000	90,000
	1,41,48,783	99,66,649
(iii) Dividend Payable	1,43,789	
Total	1,67,69,368	1,11,94,693

Note -15- Revenue from operations			
	Particulars	For the year ended 31st March 2025	For the year ended 31 March, 2024
		₹	₹
(a)	Sale of products	92,13,19,983	1,12,70,56,980
(b)	Other operating revenues	10,63,98,463	7,91,45,389
	Gross sales	1,02,77,18,446	1,20,62,02,369
	Net Sales	1,02,77,18,446	1,20,62,02,369
(a)	Sale of Products		
	Sale of Engineering Products	81,23,04,519	62,36,90,181
	Sale of Agri Products	10,84,20,994	42,73,00,120
	Sale of Food Products	5,94,470	7,60,66,679
	Total Sale of Products	92,13,19,983	1,12,70,56,980
(b)	Other operating revenues comprise:		
	Sale of scrap	10,63,98,463	7,91,45,389
	Total - Other operating revenues	10,63,98,463	7,91,45,389

Note-16- Other income			
	Particulars	For the year ended 31st March 2025	For the year ended 31 March, 2024
		₹	₹
(a)	Interest income comprises: Interest from banks and others Deposits	88,79,087	94,37,264
(b)	Other Operating Income State Government Subsidy Dividend Received	- 15,178	39,57,800
(c)	Net Gain/ (Loss) on sale of Investments measured at fair market value through profit and Loss Account	(12,10,800)	
(d)	Net Gain/ (Loss) on valuation of Investment measured at fair value through profit and Loss Account	(59,22,657)	
(e)	Other non-operating income comprises: Profit on sale of unquoted Shares	-	1,10,00,000
	Total	17,60,807	2,43,95,064

Note -17- Cost of materials consumed		
Particulars	For the year ended 31st March 2025	For the year ended 31 March, 2024
	₹	₹
Opening stock	2,42,13,855	4,93,45,498
Add: Purchases	78,76,36,176	1,05,08,14,483
	81,18,50,031	1,10,01,59,981
Less: Closing stock	3,67,21,461	2,42,13,855
Cost of material consumed	77,51,28,570	1,07,59,46,126

Note -18- Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Particulars	For the year ended 31st March 2025	For the year ended 31 March, 2024
	₹	₹
<u>Inventories at the end of the year:</u>		
Scrap / By products	1,21,50,000	1,10,50,000
Work-in-progress	2,85,75,000	2,35,00,000
Stock of Finished Goods	-	-
	4,07,25,000	3,45,50,000
<u>Inventories at the beginning of the year:</u>		
Scrap	1,10,50,000	20,45,357
Work-in-progress	2,35,00,000	2,53,21,000
	3,45,50,000	2,73,66,357
Net (increase) / decrease	(61,75,000)	(71,83,643)

Note -19- Employee benefits expense		
Particulars	For the year ended 31st March 2025	For the year ended 31 March, 2024
	₹	₹
PF Contribution	12,71,582	11,98,581
Salary & Wages	1,95,32,872	1,31,67,728
Employees Welfare Expenses	5,05,600	2,75,465
ESI Contribution	55,406	88,134
Total	2,13,65,460	1,47,29,908

Note-20- Finance costs		
Particulars	For the year ended 31st March 2025	For the year ended 31 March, 2024
	₹	₹
(a) Interest expense on: (i) Borrowings	27,76,679	19,31,655
Total	27,76,679	19,31,655

Note -21- Other expenses		
Particulars	For the year ended 31st March 2025	For the year ended 31 March, 2024
	₹	₹
i) Manufacturing Expenses	2,78,96,261	2,83,86,797
ii) Repairs & Maintenance Expenses	12,45,743	5,25,549
iii) Administrative & Selling Expenses	4,65,82,328	3,93,25,160
	7,57,24,332	6,82,37,506

Note : Details of Manufacturing Expenses		
Drawing Expenses	85,972	12,68,875
Fabrication Expenses	2,24,35,848	1,74,11,803
Factory Expenses	3,47,693	4,16,815
Inspection & Testing Charges	88,325	79,401
Power Expenses	45,27,424	70,60,151
Stress Relieving Expenses	3,53,999	14,01,226
Loading & Unloading Charges	-	3,66,604
Packing & Forwarding Expenses	57,000	3,81,922
	2,78,96,261	2,83,86,797
Note :- Details of Repairs & Maintenance Expenses		
Building repair and Maintenance	-	-
Electrical Repair & Maintenance	20,654	2,41,569
Machinery Repair & Maintenance	11,04,700	2,02,080
Office Equipment Repair & Maintenance	1,20,389	81,900
	12,45,743	5,25,549
Note : Details Administrative & Selling Expenses		
Audit Fee	1,00,000	1,00,000
Advertisement Expenses	1,62,028	51,408
Bank Charges & Commission	18,52,488	64,08,409
Bill Discounting Charges	37,50,351	51,71,785
Consultancy Charges	8,71,500	9,26,000
Conveyance Expenses	2,27,066	1,91,004
CSR Expenses	8,49,522	-
Directors Remuneration	63,00,000	54,00,000
Fees & Duties	2,62,624	3,98,471
General Expenses	1,339	20,334
Insurance Charges	1,29,02,290	1,29,09,597
ISO Certification	45,630	10,000
Discounts allowed	-	18,938
LD Deductions	9,16,436	-
Lease Rent	3,00,343	3,47,895
Listing Fees	3,34,000	3,34,000
Loss on Sale of Plant & Machinery	55,25,638	-
Office Expenses	9,25,749	9,36,278
Office Rent	6,05,000	6,06,000
Postage & Telegram Expenses	2,04,301	1,39,565
Property Tax	92,770	92,770
Professional Expenses	9,31,400	6,20,040
Professional Tax	5,000	5,000
Sales Promotion Expenses	-	1,33,186
Security Expenses	2,04,015	4,18,568
Stamp Paper Expenses	1,09,128	2,28,105
Stationary & Printing	2,63,661	2,47,788
Statutory Medical Expenses	33,094	20,162
Subscription and Membership fee	-	11,399
Telephone Expenses	20,762	69,525
Transportation Expenses	70,80,990	15,67,500
Travelling Expenses	14,08,736	17,11,202
Vehicle Repair & Maintenance	1,56,702	87,180
Water Charges	73,394	76,680
Preoperative Expenses Written off	66,371	66,371
Total	4,65,82,328	3,93,25,160

Note - 22- Related Party Transactions			
Relationship	As on 31 st March 2025		
Associates	Chirchind Hydro Power Private Limited		
	Shivalik Energy Private Limited		
	GTV Infrastructure Private Limited		
Subsidiary	Shree Hydro Power Private Limited		
Key Managerial Personnel	Mr. Gaurav Agrawal -Director		
	Mr. Mahesh Agrawal - Managing Director		
	Mrs. Dharshna Agrawal – Director		
Amount in Lacs			
Key Managerial Personnel	Nature of Transaction	For the year ended 31st March 2025	For the year ended 31 March, 2024
Mr. Gaurav Agrawal	Directors	Rs.18.00	Rs.12.00
Mr. Mahesh Agrawal	Directors	Rs.36.00	Rs.36.00
Mrs. Dharshna Agrawal	Directors	Rs.9.00	Rs.6.00
Associates			
Chirchind Hydro Power Private Limited	Purchase of Material	Rs.2823.56	Rs.1800.01
Shivalik Energy Private Limited	Sale of Product	Rs.177.88	Nil
GTV Infrastructure Private Limited	Unsecured Loan accepted	Rs.158.95	Nil
Subsidiary			
Shree Hydro Power Private Limited	Investment in Shares	Rs.24.96	Rs.24.96
Details of Outstanding at the end of the year			
Key Managerial Personnel			
Mr. Gaurav Agrawal	Directors	Rs.2.09	
Mr. Mahesh Agrawal	Directors	Rs.0.24	Rs.18.25
Mrs. Dharshna Agrawal	Directors	Rs.0.84	
Mr. Gaurav Agrawal	Unsecured	Rs.8.00	Rs.0.96
Mr. Mahesh Agrawal	Unsecured	Rs.78.40	Rs.46.84
Associates			
Chirchind Hydro Power Private Limited	Advance made	Rs.1109.81	Rs.1073.33
Shivalik Energy Private Limited	Advance received for Supplies	Rs.350.54	Nil
Note - 23- Contingent Liabilities not provided for			
Bank Guarantee outstanding: Rs. 4.19 crores.			
Letter of Credit outstanding : Rs. 3.22 crores.			
The Notes referred to above form an integral part of Financial Statement		25	
For RATH DINESH & ASSOCIATES			
Chartered Accountants		For and on behalf of the Board of Directors	
FRNo.009108C			
Sd/- Mahesh Agrawal Managing Director DIN-00013139		Sd/- Gaurav Agrawal Director DIN-00013176	
Sd/- Manjeet Singh Chief Financial Officer		Sd/- Ankit Rohit Company Secretary	
Ajay Kumar Rath Partner M.No.075111 Place : Bhopal UDIN : 25075111BMJMCE9770 Date : 6th May 2025			

GTV ENGINEERING LIMITED

Cash Flow Statement for the year ended as on 31st March 2025



Particulars	For the period as at		For the year ended	
	31st March 2025		31st March 2024	
A. Cash flow from operating activities		15,21,42,208		6,79,92,906
Net Profit / (Loss) before extraordinary items and tax				
<u>Adjustments for:</u>				
Depreciation and amortisation	85,83,375		90,09,346	
Deferred Taxes				
Finance costs	27,76,679		19,31,655	
Dividend received	-15,178			
Capital Subsidy	0		-39,57,800	
Interest income	-88,79,087		-94,37,264	
Loss on sale of Fixed Assets	55,25,638			
Loss on sale of Shares	12,10,800			
Loss on valuation of FV of shares	59,22,657			
Loss on sales of shares		1,51,24,885		-24,54,063
Operating profit / (loss) before working capital changes		16,72,67,093		6,55,38,843
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	-1,86,82,606		1,79,48,000	
Trade receivables	27,06,172		3,51,45,348	
Short-term loans and advances	71,95,791		-8,99,53,058	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	4,09,13,457		-38,36,863	
Other current liabilities	-13,97,49,682		3,02,00,776	
Short-term provisions	55,74,675		84,10,294	
Increase (Decrease) in other Liabilities	0		0	
		-10,20,42,193		-20,85,503
Cash flow from extraordinary items				
Cash generated from operations				
Net income tax (paid) / refunds		-4,16,79,179		-1,39,21,634
Net cash flow from / (used in) operating activities (A)		2,35,45,722		4,95,31,706
B. Cash flow from investing activities				
Proceeds from sale of Fixed assets	39,62,329		0	
Capital expenditure on fixed assets, including capital advances	-58,48,198		-1,83,54,629	
Interest	88,79,087		94,37,264	
Capital Subsidy	0		39,57,800	
Dividend received	15,178		0	
Investment in Listed Shares	-2,86,96,927			
Loss on valuation of listed shares	-59,22,657			
Loss on sale of Shares	-12,10,800			
Proceeds from sale of non current investments			1,00,00,000	
- Associates			0	
Loans realised				
- Subsidiaries			0	
- Associates	38,58,995		33,96,657	
Cash flow from extraordinary items		-2,49,62,994		84,37,091
Net income tax (paid) / refunds		0	0	0
Net cash flow from / (used in) investing activities (B)		-2,49,62,994		84,37,091
C. Cash flow from financing activities				
Net increase / (decrease) in working capital borrowings	-6,42,65,252		11,00,69,564	
Net increase / (decrease) in Term Loan	0		-1,39,00,000	
Finance cost	-27,76,679		-19,31,655	
Dividend Paid	-15,61,945			
		-6,86,03,876		9,42,37,909
Cash flow from extraordinary items				
Net cash flow from / (used in) financing activities (C)		-6,86,03,876		9,42,37,909
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		-7,00,21,148		15,22,06,705
Cash and cash equivalents at the beginning of the year		17,48,86,554		2,26,79,849
Effect of exchange differences on restatement of foreign currency Cash and cash				
Cash and cash equivalents at the end of the year		10,48,65,406		17,48,86,554
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet		10,48,65,406		17,48,86,554
Less: Bank balances not considered as Cash and cash equivalents as defined in AS				
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included				
Add: Current investments considered as part of Cash and cash equivalents (as				
Cash and cash equivalents at the end of the year *				
* Comprises:		(0)		-
(a) Cash on hand	1,03,850		70,272	
(b) Cheques, drafts on hand				
(c) Balances with banks				
(i) In current accounts	32,817		1,73,52,690	
(ii) In EEFC accounts				
(iii) In Term deposit accounts with banks	10,47,28,739		15,74,63,592	
(iv) In earmarked accounts				
(d) Others				
(e) Current investments considered as part of Cash and cash equivalents (Refer				
		10,48,65,406		17,48,86,554
In terms of our report attached.				
For RATH DINESH & ASSOCIATES		For and on behalf of the Board of Directors		
Chartered Accountants				
FRNo.008344C				
		Sd/-	Sd/-	
		Maresh Agrawal	Gaurav Agrawal	
		Managing Director	Director	
		DIN-00013139	DIN-00013176	
Ajay Kumar Rath		Sd/-	Sd/-	
Partner		Manjeet Singh	Ankit Rohit	
M.No.075111		Chief Financial Officer	Company Secretary	
Place : Bhopal				
UDIN : 25075111BMJMCE9770				
Date : 6th May 2025				



GTV ENGINEERING LIMITED	
Notes Forming integral part of the financial statements as on 31st March 2025	
Note-24	
	MATERIAL ACCOUNTING POLICIES
1.	Corporate information
	GTV Engineering Ltd. is a Limited company incorporated on 4 th December 1990. The company is engaged in Hi-tech steel fabrication having its manufacturing unit at Plot No.216-218, Industrial Area, Mandideep, Dist. Raichur and a Flour Mill at Plot No.K-20-22, Industrial Area, Malanpur, Dist. Bhind.
2.	Statement of compliance
	The standalone Ind AS financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (IND AS compliant Schedule III), to the extent applicable.
3.	<p>Application of New Accounting Pronouncements The Company has applied the following Ind AS pronouncements pursuant to issuance of the Companies (Indian Accounting Standards) Amendment Rules, 2023 with effect from 1st April, 2023. The effect is described below :</p> <ol style="list-style-type: none"> Ind AS 1 – Presentation of Financial Statements – The amendment requires disclosure of material accounting policies instead of significant accounting policies. In the Financial Statements the disclosure of accounting policies has been accordingly modified. The impact of such modifications to the accounting policies is insignificant. Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors – The amendment has defined accounting estimate as well as laid down the treatment of accounting estimate to achieve the objective set out by accounting policy. There is no impact of the amendment on the Financial Statements. Ind AS 12 – Income taxes – the definition of deferred tax asset and deferred tax liability is amended to apply initial recognition exception on assets and liabilities that does not give rise to equal taxable and deductible temporary differences. There is no impact of the amendment on the Financial Statement
4	<p>Current / Non-Current Classification Any asset or liability is classified as current if it satisfies any of the following conditions :</p> <ol style="list-style-type: none"> the asset/liability is expected to be realized/ settled in the Company's normal operating cycle; the asset is intended for sale or consumption; the asset/liability is held primarily for the purpose of trading the asset/liability is expected to be realized/ settled within twelve months after the reporting period; the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date; in the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. <p>All other assets and liabilities are classified as noncurrent. For the purpose of current/non-current</p>

	classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realisation in cash and cash equivalents.
5	Basis of preparation
a	<p>These Financial statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realization in cash and cash equivalents of the consideration for such services rendered, the Group has considered an operating cycle of 12months.</p> <p>The statement of cash flows have been prepared under indirect method, where by profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.</p> <p>Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.</p> <p>Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The standalone Ind AS financial statements of the Company are presented in Indian Rupee.</p>
b.	<p>Property, plant and equipment Measurement at recognition :</p> <p>An item of property, plant and equipment (PPE) that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of PPE are carried at their cost less accumulated depreciation and accumulated impairment losses, if any. Item of PPE which reflects significant cost and has different useful life from the remaining part of PPE is recognized as a separate component.</p> <p>The cost of an item of PPE comprises of its purchase price net of discounts, if any including import duties and other non-refundable taxes or levies and directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Expenses like plans, designs, and drawings of buildings or plant and machinery, borrowing cost on qualifying assets, directly attributable to new manufacturing facility during its construction period are capitalized under the relevant head of PPE if the recognition criteria are met.</p> <p>Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of</p>

	<p>any component accounted for as a separate asset is derecognized when replaced.</p> <p>Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of PPE are capitalized at cost and depreciated over their useful life. Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.</p> <p>The Company had elected to consider the carrying value of all its PPE appearing in the Financial Statements and used the same as deemed cost in the opening Ind AS Balance Sheet prepared on 1st April, 2015.</p>
	<p>Capital work in progress and Capital advances :</p> <p>Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets</p>
	<p>Depreciation :</p> <p>Depreciation on each part of an item / component of PPE is provided on pro-rata basis using the Straight-Line Method based on the expected useful life of the asset and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimated useful life has been assessed based on technical evaluation, taking into account the nature of the asset and the estimated usage basis management's best judgement of economic benefits from those classes of assets.</p> <p>below : Years</p> <p>Factory Buildings 30</p> <p>Buildings (other than factory buildings) 60</p> <p>Plant and Equipment (including continuous process plants)* 10-20</p> <p>Scientific research equipment* 8</p> <p>Furniture and Fixtures 8</p> <p>Office Equipment 5</p> <p>Vehicles* 5</p> <p>Information Technology Hardware* 4</p> <p>Freehold land is not depreciated. Leasehold improvements are amortised over the period of the lease. *The useful life assessed by the Management is different than those indicated in Schedule II of the Companies Act, 2013. The useful lives, residual values of each part of an item of PPE and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.</p>

	<p>De recognition :</p> <p>The carrying amount of an item of PPE is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of PPE is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.</p>
c	<p>Use of Estimates</p> <p>The preparation of the financial statements in conformity with the recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.</p>
d	<p>Revenue Recognition</p> <p>Revenue from contracts with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services. It is measured at transaction price (net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract) allocated to that performance obligation. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.</p>
e.	<p>Sales of Product</p> <p>i. Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer. Amounts disclosed as revenue are net of returns and allowances, trade discounts and rebates. The Company collects Goods & Service Tax (GST) on behalf of the government and therefore, these are not economic benefits flowing to the Company. Hence, these are excluded from the revenue.</p> <p>ii. Variable consideration includes trade discounts, volume rebates and incentives, etc. The Company estimates the variable consideration with respect to above based on an analysis of accumulated historical experience. The Company adjusts estimate of revenue at the earlier of when the most likely amount of consideration we expect to receive changes or when the consideration becomes fixed.</p> <p>iii. No significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.</p>
f	<p>Export Incentives</p> <p>The revenue in respect of duty drawback and similar other export benefits is recognized on post export basis at the rate at which the entitlements accrue and is included in the 'sale of products'</p>
g	<p>Interest Income</p> <p>Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable</p>
h	<p>Government Grants/Subsidies</p>

	<p>The Company recognises grant as income when there is a reasonable assurance that the Company will comply with all necessary conditions attached to them and the grant will be received in accordance with Ind AS 20, Accounting for Government Grants and Disclosure of Government Assistance. The Company is entitled to certain non-refundable subsidies from government in respect of manufacturing units located in specified regions which are measured at amounts receivable from the government.</p> <p>The Company has received refundable government loans at below-market rate of interest which are accounted in accordance with the recognition and measurement principles of Ind AS 109, Financial Instruments. The benefit of below-market rate of interest is measured as the difference between the initial carrying value of loan determined in accordance with Ind AS 109 and the proceeds received.</p> <p>Income from such benefits is recognised on a systematic basis over the period in which the related costs that are intended to be compensated by such grants are recognised.</p> <p>Presentation :</p> <p>Income from the above grants and subsidies are presented under Revenue from Operations.</p>
i	Borrowing costs
	<p>Borrowing costs include interest and amortisation of ancillary costs incurred in relation to borrowings. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.</p>
	<p>All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred</p>
j	Income taxes
	<p>Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.</p>
	<p>Current tax expense for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.</p>
	<p>Deferred tax is recognised using the liability method on temporary differences between the carrying amounts of assets and liabilities in the standalone Ind AS financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit</p>
	<p>Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity</p>

	respectively. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company shall reflect the effect
h	Employee Benefits
	The Company has schemes of employees benefits such as Provident fund, ESIC and Compensated absences, which are dealt with as under:
	Defined Contribution- Provident fund is the defined contribution scheme. The contribution to this scheme is charged to statement of profit and loss of the year in which contribution to such scheme become due and when services are rendered by the employees. The Company has no obligation other than the contribution payable to the provident fund. If the contribution payable to the scheme for services received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.
	Short-term employee benefits- The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised on an undiscounted accrual basis during the year when the employees render the services. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services
	<ul style="list-style-type: none"> • Long-term employee benefits- Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date. • Employee Provident Fund -The eligible employees of the Company are entitled to receive post-employment benefits in respect of provident fund, in which both the employees and the Company makes monthly contributions at a specified percentage of the employees' eligible salary. • Leave Encashment -The Company provides for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment/availment. The Company makes provision for compensated absences
i	Inventories
	<p>Raw materials, work-in-progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realisable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. Net realisable value is the estimated selling price in the ordinary course of business less estimated cost of completion and estimated costs necessary to make the sale.</p> <p>Cost of inventory is determined on weighted average basis. Cost of inventory comprises all costs of purchase, non-refundable duties and taxes, cost of conversion including an appropriate share of fixed and variable production overheads and all other costs incurred in bringing the inventory to their present location and condition.</p> <p>The Company considers factors like estimated shelf life, product discontinuances and ageing of inventory in determining the provision for slow moving, obsolete and other non-saleable</p>

	inventory and adjusts the inventory provisions to reflect the recoverable value of inventory.
j	Foreign Currency Transactions
	Foreign currency transactions are recorded on initial recognition at the rate prevailing on the date of transaction. Where export bills are negotiated with the bank, the export sales are recorded at the rate on the date of negotiation as the said rate approximates the actual rate at the date of the transaction.
	Foreign currency monetary items are reported using the closing rate. Exchange differences arising on the settlement of monetary items or on reporting the same at the closing rate as at the balance sheet date are recognized as income or expense in the period in which they arise.
	Forward exchange contracts other than those entered in to hedge foreign currency risk of firm commitments or highly probable forecast transactions are translated at period end exchange rates and the resultant gains and losses as well as the gains and losses on cancellation of such contracts are recognised in the statement of Profit & Loss.
	Any income or expenses on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.
	The company used forward foreign exchange contract to hedge its exposure against movement in foreign exchange rates.
k	Earnings per share
	Basic earnings per share is calculated by dividing the net profit attributable to the equity shareholders of the Company with the weighted average number of equity shares outstanding during the financial year, adjusted for treasury shares.
l	Exceptional items :
	An ordinary item of income or expense which by its size, nature, occurrence or incidence requires a disclosure in order to improve understanding of the performance of the Company is treated as an exceptional item in the Statement of Profit and Loss account.
m	Provisions and contingencies
	<ul style="list-style-type: none"> a) Provision is recognized (for liabilities that can be measured by using a substantial degree of estimation) when: b) The company has a present obligation as a result of a past event; c) A probable outflow of resources embodying economic benefits is expected to settle the obligation; and d) The amount of the obligation can be reliably estimated e) Contingent liability is disclosed in case there is: f) Possible obligation that arises from past events and existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise; g) A present obligation arising from past events but is not recognized when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or h) A reliable estimate of the amount of the obligation cannot be made.

n	<p>Financial Instruments A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.</p> <p>Financial assets</p> <p>Initial recognition and measurement :</p> <p>All financial assets are recognised initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price</p> <p>Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).</p> <p>In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognised as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.</p> <p>Subsequent measurement :</p> <p>For subsequent measurement, the Company classifies a financial asset in accordance with the below criteria :</p> <p>I) The Company's business model for managing the financial asset and</p> <p>Ii) The contractual cash flow characteristics of the financial asset.</p> <p>Based on the above criteria, the Company classifies its financial assets into the following categories :</p> <ul style="list-style-type: none"> i. Financial assets measured at amortised cost A financial asset is measured at the amortised cost if both the following conditions are met : <ul style="list-style-type: none"> a. The Company's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows, and b. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. <p>This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company (Refer note 29 for further details). Such financial assets are subsequently</p>
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measured at amortised cost using the effective interest method. The effect of the amortisation under effective interest method is recognised as interest income over the relevant period of the financial asset under other income in the Statement of Profit and Loss. The amortised cost of a financial asset is also adjusted for loss allowance, if any.

ii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if both of the following conditions are met :

- a. The Company's business model objective for managing the financial asset is achieved both by collecting contractual cash flows and selling the financial assets, and
- b. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

This category applies to certain investments in debt instruments (Refer note 29 for further details). Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognised in the Other Comprehensive Income (OCI). However, the Company recognises interest income and impairment losses and its reversals in the Statement of Profit and Loss.

On derecognition of such financial assets, cumulative gain or loss previously recognised in OCI is reclassified from equity to Statement of Profit and Loss

Further, the Company, through an irrevocable election at initial recognition, has measured certain investments in equity instruments at FVTOCI . The Company has made such election on an instrument by instrument basis. These equity instruments are neither held for trading nor are contingent consideration recognised under a business combination. Pursuant to such irrevocable election, subsequent changes in the fair value of such equity instruments are recognised in OCI. However, the Company recognises dividend income from such instruments in the Statement of Profit and Loss when the right to receive payment is established, it is probable that the economic benefits will flow to the Company and the amount can be measured reliably.

On derecognition of such financial assets, cumulative gain or loss previously recognised in OCI is not reclassified from the equity to Statement of Profit and Loss. However, the Company may transfer such cumulative gain or loss into retained earnings within equity.

iii. Financial assets measured at fair value through profit or loss (FVTPL)

A financial asset is measured at FVTPL unless it is measured at amortised cost or at FVTOCI as explained above. This is a residual category applied to all other investments of the Company excluding investments in subsidiary and associate companies . Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognised in the Statement of Profit and Loss.

Derecognition :

- i. A financial asset is derecognised when the right to receive cash flows from the assets

has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership.

In cases where Company has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial asset, the Company continues to recognise such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Company also recognises an associated liability. The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On derecognition of a financial asset, (except as mentioned in (ii) above for financial assets measured at FVTOCI), the difference between the carrying amount and the consideration received is recognised in the Statement of Profit and Loss.

Impairment of financial assets :

The Company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following :

- i. Trade receivables
- ii. Financial assets measured at amortised cost (other than trade receivables)
- iii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance

In case of other assets (listed as (ii) and (iii) above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12-month ECL

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as

income/ expense in the Statement of Profit and Loss.

Financial Liabilities

Initial recognition and measurement :

The Company recognises a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial liabilities are recognised initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial liability.

Where the fair value of a financial liability at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognised as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial liability.

Subsequent measurement :

All financial liabilities of the Company are subsequently measured at amortised cost using the effective interest method (Refer note 29 for further details). The cumulative amortisation using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortised cost at each reporting date. The corresponding effect of the amortisation under effective interest method is recognised as interest expense under finance cost in the Statement of Profit and Loss.

Derecognition :

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in the Statement of Profit and Loss.

Offsetting of financial assets and financial liabilities :

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet wherever there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

o	Cash & Cash Equivalents
	Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.
	Investment in subsidiary and associate Companies <p>The Company has elected to recognise its investments in subsidiary and associate companies at cost in accordance with the option available in Ind AS 27, ‘Separate Financial Statements’. Cost includes cash consideration paid on initial recognition, adjusted for embedded derivative and estimated contingent consideration (earn out), if any. The details of such investments are given in Note Impairment policy applicable on such investments is explained in note 1.3(e) above.</p> <p>Contingent consideration (earn out) is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in the Statement of Profit and Loss</p>
p	Cash Flow Statement
	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of noncash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.
q	Segment Reporting
	<ul style="list-style-type: none"> • The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. • The Company has identified business segments as its primary segment. Business segments are primarily Hi-Tech Fabrication Engineering , Flour Division and Agro Product trading . Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment.



Particulars	For the year ended 31 st March 2025		
	Business Segments (in Lacs)		
	Flour Division	Hi-Tech Fabrication	Agro trading division
Revenue	5.95	9187.03	1084.21
Operating Income(Loss)	(10.37)	1698.56	5.41
Other Income (Net)	0.86	87.93	(71.18)
Profit/(Loss) before taxes	(89.33)	1676.52	(65.77)
Tax expenses	Nil	416.79	Nil
Net Profit(Loss) for the year	(89.33)	1259.72	(65.77)
Segment Assets	109.77	6737.00	287.59
Segment Liabilities (Out side)	32.38	1762.53	Nil
<u>Other Information</u>			
Depreciation & amortization (allocable)	2.90	82.26	Nil
Other significant non-cash expenses (allocable)			
Preliminary Expenses Written Off	0.66	Nil	Nil
r	The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year's presentation.		
s	Payment to Auditors	2024-25	2023-24
	Audit Fee	Rs.1.00	Rs.1.00

For **RATH DINESH AND ASSOCIATES**

Chartered Accountants

FRN: 008344C

Ajay Kumar Rath

(Partner)

M.No.075111

UDIN: 25075111BMJMCE9770

Place: Bhopal

Date: 6th May 2025

For and on behalf of the Board of Directors

Sd/-

Mahesh Agrawal

DIN 00013139

Sd/-

Gaurav Agrawal

DIN 00013176

Sd/-

Manjeet Singh

Chief Financial Officer

Sd/-

Ankit Rohit

Company Secretary



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.



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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.



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Members Feedback Form

We have constantly endeavoring to extend the best possible services to our share owners and we seek your feedback on the same. Kindly therefore mail this feedback form duly filled in to the Company.

It is indeed our privilege to have you as our shareowner and to continue to receive your trust and confidence.

To,
The Board of Directors
GTV Engineering Limited
216-217-218, New Industrial Area-II,
Mandideep 462046

Reg: Shareholder Feedback Form

Name of Sole/First holder: _____

Folio no: _____

STD Code: _____ Telephone no: _____

Mobile no: _____ Email: _____

No. of Equity Shares held: _____

Kindly rate our services in following areas:

	Excellent	Very Good	Good	Satisfactory	Unsatisfactory
Management Discussion & Analysis Report					
Directors Report					
Quality of financial and non financial information in the report					
Information on company's website					
Responses to queries					

Overall rating of Investor service					
Timely receipt of Annual Report					
Conduct of AGM					
Overall rating					

Do you have any grievance which has not been addressed so far: Yes (.....) No (.....)

If yes then furnish the details

Your Suggestions and comments for improvement in our services

Date:

Signature of Member:



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CIN: L31102MP1990PLC006122

Registration of E-mail address for further communication

Name of the Shareholder(s) (In Block
letters).....

Registered Address:

.....
.....
.....

Email Id:

.....
.....

Registered Folio No:

.....
.....

Signature

Route Map of GTV Engineering Limited

