GTN INDUSTRIES LIMITED

PROCEEDINGS OF THE MEETING OF THE 55TH ANNUAL GENERAL MEETING OF M/S. GTN INDUSTRIES LIMITED HELD ON THURSDAY THE 29TH DAY OF SEPTEMBER, 2017 AT 9.30 A.M. AT THE REGD.OFFICE AT CHITKUL VILLAGE, PATANCHERU MANDAL, MEDAK DISTRICT, T.S. - 502 307.

PRESENT:

1.	Mr. M.K.Patodia	-	Chairman & Managing Director and Member
2.	Mr. M.R.Vikram	-	Independent Director & Member Audit Committee
3.	Mr. C R Gang	-	Chief Financial Officer and Member
4.	Mr. P.Prabhakra Rao	-	Company Secretary & Compliance Officer & Member

Members present

In person	-	52
By proxy	-	11

Proceedings:

1. Mr. P.Prabhakara Rao, Company Secretary & Compliance Officer informed the Members that in accordance with the provisions of Article 73 of the Articles of Association of the Company, Mr.M.K.Patodia, Chairman & Managing Director of the Company was requested to take the Chair. Thereafter, the Chairman of the Meeting welcomed the Members to the 55th Annual General Meeting of the Members of the Company.

2. The Chairman declared that the quorum being present the meeting can commence its business as mentioned in the notice dated 24th Aug, 2017. The Chairman also declared that the Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013 was on the table and available for inspection and the original copy of the signed Annual Accounts of the Company for the year ended 31st March, 2017 together with the Reports of the Auditors' and Directors' thereon were placed on the table for inspection by the Shareholders and would remain open and accessible for inspection during the continuance of the Meeting.

3. The Chairman informed that, with the consent of the Members present, the Notice convening the Meeting and the Directors' Report was unanimously taken as read. The Chairman requested the Auditors' to read the Auditors' Report.

4. Mr.Nikhil Surna, Representative of the Statutory Auditors read out the Independent Auditors' Report on Stand alone Financial Statements consisting of the Balance Sheet of the Company as at 31st March, 2017, the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2017.

Invitation to the Shareholder's queries, if any.,

The Chairman, before informing the results, invited queries, if any, arising out of the Audited Financial Statement of the Company and the Reports of the Auditors' and Directors' thereon.

Some of the Shareholders of the Company put forth queries which were answered to their satisfaction by the Chairman.

Result of E-Voting

The Chairman stated that in terms of Section 108 of the Companies Act, 2013 read along with its relevant Rules, the Company had provided to its members the facility to exercise their right to vote by remote voting through electronic means in respect of all the resolutions mentioned in the Notice and whoever not exercised their remote voting can exercise their vote at Annual General Meeting venue by ballot.

The Chairman further stated that the representative of M/s. D.V.M.Gopal & Associates, Practicing Company Secretaries, who was appointed as the Scrutinizer of the AGM proceedings. The Chairman informed that the detailed result of the Remote E-Voting and ballot Voting will be furnished by the Scrutinizer would be uploaded in the website of the Company as well as in the website of NSDL within 48 hours from the conclusion of the Annual General Meeting and also would be sent to the Stock Exchanges where the Shares of the Company are listed.

The following resolutions as proposed vide Notice dated 24th Aug, 2017 which were approved by Shareholders by remote e-voting and ballot voting and report to be submitted by the Scrutinizer M/s. D.V.M.Gopal & Associates, practicing Company Secretaries in consolidated Report i.e., E-voting & ballot.

ORDINARY BUSINESS:

Resolution No.	Particulars
1	Consider and adopt Audited Financial Statements, Report of the Board of Directors and Auditors.
2	Re-appointment of Shri C.George Joseph who retires by rotation.
3	Appointment of Auditors and Authorise Board to fix Remuneration.
SPECIAL BUSINESS:	
4	Alteration of Capital Clause of Memorandum of Association for Increase in Authorised Preference Share Capital.
5	Alteration of Capital Clause of Articles of Association for Increase in Authorised Preference Shares
6	Issue of Non-Cumulative Redeemable Preference Shares on preferential basis.
7	Approve Remuneration payable to Cost Auditors.

Thereafter, there being no other business remaining to be transacted, the meeting ended with a Vote of Thanks to the Chair.

The Chairman concluded the meeting with thanks to all the shareholders of the Company for attending the meeting. He also expressed his gratitude to all the stakeholders for the support extended to the Company.

Place : Chitkul
Dated : 29-09-2017

Sd/-
CHAIRMAN

//CETRIFIED TRUE COPY//

[illegible] INDUSTRIES LTD.

(P. PRABHAKARA RAO)
Company Secretary

GTN INDUSTRIES LIMITED

(A Government recognised 'TWO STAR EXPORT HOUSE')
CIN : L18101TG1962PLC054323
Corp. Off : Plot No.29, Nagarjuna Hills, Punjagutta, Hyderabad - 82. T.S., INDIA.
Phone.: +91- 40 -43407777, Fax: +91 - 40 - 23358400, 66510190, 23358387
Email.: email@gtnindustries.com, Website.:www.gtnindustries.com

GTN INDUSTRIES GROUP

TÜV CERT ISO 9001:2008 Certificate:041006771

MS CERT ACC.No.M41510081K

REF:GTN:SEC:2016-17/2017
Dated : 29th Sep, 2017

To
The Dy. General Manager
Department of Corporate Services
BOMBAY STOCK EXCHANGE LTD
Phiroze Jeejeebhoy Towers
Dalal Street, MUMBAI - 400 001

To
The National Stock Exchange of India Ltd
Listing Department
Exchange Plaza, 5th Floor, Plot No.C/1,
G-Block, Bandra Kurla complex, Bandra (E)
MUMBAI - 400 051

Dear Sir(s),

Sub :Details of voting results for 55th AGM of GTN Industries Limited
Pursuant to Regulation 44(3) of SEBI (LODR) Regulations,2015
Ref: Company Scrip Code : 500170 (BSE)- GTN IND(NSE).

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Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Companies (Management and Administration) Rules, 2014, the Company had provided E-voting facility to the Shareholders of the Company in respect of all the resolutions transacted at the said Meeting. The e-voting period commenced on 26th September, 2017 at 9.00 a.m and ended at 5.00 pm on 28th September, 2017.

The Company had also provided ballot voting of all the resolutions at the Annual General Meeting held on 29th September, 2017.

Mr.D.V.M.Gopal, Practising Company Secretary, who was appointed as a Scrutinizer for e-voting as well as voting through ballot process at the AGM has submitted his Report to the Chairman.

The voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and the report of the Scrutinizer dated 29th September, 2017 are enclosed herewith.

Based on the report of the Scrutinizer , all resolutions as set out in the Notice of 55th Annual General Meeting of the Company have been duly approved by the Shareholders with requisite majority.

Submitted for your information and record.

Thanking you,

Yours faithfully,
For GTN Industries Limited

P.Prabhdkara Rao
Company Secretary & Compliance Officer

Encl: As above

CONSOLIDATED SCRUTINIZER'S REPORT

The Chairman,
M/s. GTN INDUSTRIES LIMITED,
Chitkul Village,
Patancheru Mandal,
Medak Dist., - 502 307.

Dear Sir,

SUB: Consolidated Scrutinizers Report of E-Voting and Physical Voting at AGM
REF: Notice of 55th Annual General Meeting

We M/s. dvmgopal & associates, Company Secretaries, represented by Mr. D V M. Gopal, were appointed as Scrutinizers by vide resolution passed by the Board at its Meeting held on 26.05.2017;

a) To scrutinize the Remote E-voting process for the items to be transacted at the 55th Annual General Meeting to be held on 29.09.2017 along with Ballots received, who could not access the remote E-voting;
b) To scrutinize the Physical Ballot (Poll) voting process at the 55th Annual General Meeting at 09.30 A.M on 29.09.2017 for the shareholders who have not opted to vote through the Remote e-voting process.

National Securities Depository Limited (NSDL), has provided a system for recording the electronic votes of the Shareholders on all the items of the business (both Ordinary and Special Business) sought to be transacted at the 55th Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website **https://www.evoting.nsdl.com**.

The Company has also allowed physical voting through Poll System for those shareholders, who are present at the meeting and have not opted to vote through the remote e-voting process at the Company's Annual General Meeting held at 09.30 A.M. on 29.09.2017.

We hereby submit our report as under:

1. The remote e-voting period remained open from 9.00 A.M. on 26.09.2017 to 5.00 P.M. on 28.09.2017.Upon conclusion of the e-voting period, the E-voting votes were unblocked on 29.09.2017 at around 10.00 a.m in the presence of two witnesses' Ms. Ansu Thomas and Ms Yamini Mathur who are not in employment of the Company.
2. At the AGM, Physical Ballots duly filled were deposited in ballot box kept open for voting, upon completion, the same were un-locked in my presence.
3. The Shareholders as on 18.08.2017, the cut-off date are entitled to vote on the proposed resolutions contained in the notice of the Annual General Meeting.
4. On completion of voting at the Meeting, the RTA, M/s. Integrated Registry Management Services Pvt. Ltd provided us with the List of Members who had cast their votes, with their holding details and details of vote on each of the Resolutions.
5. We have collated the votes downloaded from e-voting system and the votes cast through physical ballot to declare the final results for each of the resolution forming part of the AGM Notice and ascertained number of Shares voted "**in favor**" or "**against**" or "**invalidated votes**".
6. Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted 'FOR', 'AGAINST' and those whose votes were

dvmgopal & associates ★ Company Secretaries ★ M.No.6280 CP.No.6798

6/3/154-159, Flat No. 303, 3rd Floor, Royal Majestic, Prem Nagar Colony, Near Banjara Hills Care Hospital,
Hyderabad-500 004. Ph : +91-40-2331 2933, Mobile: 98491 53690
dvm@dvmgopalandassociates.in | www.dvmgopalandassociates.in

considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the results by the Company.

We hereby submit Consolidated Scrutinizer's Report as per the provisions of Section 108 of the Companies Act, 2013 and Clause 44 of the Listing Regulation, containing the following results for every resolution under **E-Voting & Physical voting:**

ITEM NO. 1:

Ordinary Resolution- Consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors.

1	Total No. of Members responded	85
2	Total No. of Votes / Shares received	13174436
3	Total No. of Valid Votes / Shares	13174335(100.00%)
4	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
13174335 (100.00%)	0 (0.00%)	101
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
83	0	2

ITEM NO. 2:

Ordinary Resolution- Re-appointment of Shri C.George Joseph who retires by rotation.

1	Total No. of Members responded	85
2	Total No. of Votes / Shares received	13174436
3	Total No. of Valid Votes / Shares	13174335(100.00%)
4	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
13174328(99.9999%)	7 (0.0001%)	101
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
82	1	2

dvmgopal and associates * Company Secretaries M.No.6280 CP.No.6798

ITEM NO. 3:

Ordinary Resolution- Appointment of Auditors and fixing Remuneration.

1	Total No. of Members responded	**85**
2	Total No. of Votes / Shares received	**13174436**
3	Total No. Of Valid Votes / Shares	**13174335 (100.00%)**
4	**Resolution Voting:**	
No. of votes/shares received for the resolution **(%)**	No. of votes/shares received against the resolution **(%)**	Neutral/Invalid/Abstain votes
13174335(100.00%)	**0 (0.00%)**	**101**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
83	**0**	**2**

ITEM NO. 4:

Special Resolution- Alteration of Capital Clause of Memorandum of Association for Increase in Authorised Preference Share Capital.

1	Total No. of Members responded	**85**
2	Total No. of Votes / Shares received	**13174436**
3	Total No. of Valid Votes / Shares	**13174335 (100.00%)**
4	**Resolution Voting:**	
No. of votes/shares received for the resolution **(%)**	No. of votes/shares received against the resolution **(%)**	Neutral/Invalid/Abstain votes
13174335(100.00%)	**0 (0.00%)**	**101**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
83	**0**	**2**

ITEM NO. 5:

Special Resolution- Alteration of Capital Clause of Articles of Association for Increase in Authorised Preference Share Capital.

1	Total No. of Members responded	85
2	Total No. of Votes / Shares received	13174436
3	Total No. of Valid Votes / Shares	13174335(100.00%)
4	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
13174335(100.00%)	0	101
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
83	0	2

ITEM NO. 6:

Special Resolution- Issue of Non-Cumulative Redeemable Preference Shares on preferential basis.

1	Total No. of Members responded	85
2	Total No. of Votes / Shares received	13174436
3	Total No. of Valid Votes / Shares	135506(100.00%)
4	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
135499(99.99%)	7 (0.01%)	13038930
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
74	1	10

Gyangopal and associates
M.No.6280
CP.No.6798
Company Secretaries

ITEM NO. 7:

Ordinary Resolution- Approve Remuneration payable to Cost Auditors.

1	Total No. of Members responded	**85**
2	Total No. of Votes / Shares received	**13174436**
3	Total No. of Valid Votes / Shares	**13174335 (100.00%)**
4	**Resolution Voting:**	
No. of votes/shares received for the resolution **(%)**	No. of votes/shares received against the resolution **(%)**	Neutral/Invalid/Abstain votes
13174335(100.00%)	**0 (0.00%)**	**101**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
83	**0**	**2**

We further confirm that the Registers and records generated from the remote e-voting platform of Service Provider including the Registers maintained by us in respect of the votes casted through Electronic and Physical means are being maintained in electronic form.

The Registers and all other records/papers relating to e-voting and physical voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be returned.

Thanking you,

Yours faithfully
For **dvmgopal & associates,**
Company Secretaries,

dvmgopal and associates
M.No.6280
CP.No.6798
Company Secretaries

D V M Gopal
Proprietor
C P No. 6798,
FCS No. 6280

Place: Hyderabad
Date: 29.09.2017

GTN INDUSTRIES LIMITED

(A Government recognised 'TWO STAR EXPORT HOUSE')
CIN : L18101TG1962PLC054323
Corp. Off : Plot No.29, Nagarjuna Hills, Punjagutta, Hyderabad - 82. T.S., INDIA.
Phone.: +91- 40 -43407777, Fax: +91 - 40 - 23358400, 66510190, 23358387
Email.: email@gtnindustries.com, Website.:www.gtnindustries.com

GTN INDUSTRIES GROUP

TÜV CERT ISO 9001:2008 Certificate:041006771

MS CERT ACC.No.M4151008IK

Details of Voting Results

1.	Date of Annual General Meeting	29-09-2017
2.	Total No. of Shareholders on Record	21,541
3	Total No. of Persons present in the meeting either in person or through proxy: 1). Promoters and Promoters Group/Associates: 2). Public (In person) 3). Proxies :	 6 46 11
4	No. of Shareholders attended the meeting through Video Conferencing	Nil

S.No	Resolutions	Resolution Required (Ordinary/ Special	Mode of Voting (Poll/e-voting	Remarks
1	Consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors.	Ordinary	e-voting and Voting at the Meeting	Passed with Requisite Majority
2	Re-appointment of Shri C.George Joseph who retires by rotation.	Ordinary	e-voting and Voting at the Meeting	Passed with Requisite Majority
3	Appointment of Auditors and Authorise Board to fix Remuneration.	Ordinary	e-voting and Voting at the Meeting	Passed with Requisite Majority
4	Alteration of Capital Clause of Memorandum of Association for Increase in Authorised Preference Share Capital.	Special	e-voting and Voting at the Meeting	Passed with Requisite Majority
5	Alteration of Capital Clause of Articles of Association for Increase in Authorised Preference Shares	Special	e-voting and Voting at the Meeting	Passed with Requisite Majority
6	Issue of Non-Cumulative Redeemable Preference Shares on preferential basis.	Special	e-voting and Voting at the Meeting	Passed with Requisite Majority
7	Approve Remuneration payable to Cost Auditors.	Ordinary	e-voting and Voting at the Meeting	Passed with Requisite Majority

Submitted for your information and record.

Thanking you,
Yours faithfully,
For GTN Industries Limited

(P.Prabhakara Rao)
Company Secretary & Compliance Officer

Regd. Office & Factory :Chitkul Village, Patancheru Mandal, Medak Dist,T.S. -502 307. Ph : +91-8455 226108,226109 Fax: +91 -8455-226112
Nagpur Office :Jagdamba Heights, Opp. Bank Of India, Mankapur, Koradi Road, Nagpur-440 030. Ph : +91-712-2583701, 8888865389, 9604157900
Nagpur Factory :Village-Khurjgaons, Taluk Saoner, Pin 441112. Dist. Nagpur. Ph : +91-7113-32363761

GTNINDUSTRIES LIMITED

MINUTES OF THE MEETING OF THE 55TH ANNUAL GENERAL MEETING OF M/S. GTN INDUSTRIES LIMITED HELD ON THURSDAY THE 29TH DAY OF SEPTEMBER, 2017 AT 9.30 A.M. AT THE REGD.OFFICE AT CHITKUL VILLAGE, PATANCHERU MANDAL, MEDAK DISTRICT, T.S. - 502 307.

PRESENT:

1 Mr. M.K.Patodia	-	Chairman & Managing Director and Member
2. Mr. M.R.Vikram	-	Independent Director & Member Audit Committee
3.. Mr. C R Gang	-	Chief Financial Officer & Member
4. Mr. P.Prabhakra Rao	-	Company Secretary & Compliance Officer & Member

Members present

In person	-	52
By proxy	-	11

Proceedings:

1 Mr. P.Prabhakara Rao, Company Secretary & Compliance Officer informed the Members that in accordance with the provisions of Article 73 of the Articles of Association of the Company, Mr.M.K.Patodia, Chairman & Managing Director of the Company was requested to take the Chair. Thereafter, the Chairman of the Meeting welcomed the Members to the 55th Annual General Meeting of the Members of the Company.

2. The Chairman declared that the quorum being present the meeting can commence its business as mentioned in the notice dated 24th Aug, 2017. The Chairman also declared that the Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013 was on the table and available for inspection and the original copy of the signed Annual Accounts of the Company for the year ended 31st March, 2017 together with the Reports of the Auditors' and Directors' thereon were placed on the table for inspection by the Shareholders and would remain open and accessible for inspection during the continuance of the Meeting.

3. The Chairman informed that, with the consent of the Members present, the Notice convening the Meeting and the Directors' Report was unanimously taken as read. The Chairman requested the Auditors' to read the Auditors' Report.

4. Mr.Nikhil Surna, Representative of the Statutory Auditors read out the Independent Auditors' Report on Stand alone Financial Statements consisting of the Balance Sheet of the Company as at 31st March, 2017, the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2017.

Invitation to the Shareholder's queries, if any.,

The Chairman, before informing the results, invited queries, if any, arising out of the Audited Financial Statements of the Company and the Reports of the Auditors' and Directors' thereon.

Some of the Shareholders of the Company put forth queries which were answered to their satisfaction by the Chairman.

Result of E-Voting

The Chairman stated that in terms of Section 108 of the Companies Act, 2013 read along with its relevant Rules, the Company had provided to its members the facility to exercise their right to vote by remote voting through electronic means in respect of all the resolutions mentioned in the Notice and whoever not exercised their remote voting can exercise their vote at Annual General Meeting venue by ballot.

The Chairman further stated that the representative of M/s. D.V.M.Gopal & Associates, Practicing Company Secretaries, who was appointed as the Scrutinizer of the AGM proceedings. The Chairman informed that the detailed result of the Remote E-Voting and ballot Voting will be furnished by the Scrutinizer would be uploaded in the website of the Company as well as in the website of NSDL within 48 hours from the conclusion of the Annual General Meeting and also would be sent to the Stock Exchanges where the Shares of the Company are listed.

The following resolutions as proposed vide Notice dated 24th Aug, 2017 which were approved by Shareholders by remote e-voting and ballot voting and report submitted by the Scrutinizer M/s. D.V.M.Gopal & Associates, practicing Company Secretaries in consolidated Report i.e., E-voting & ballot and results are as follows.

ORDINARY BUSINESS

RESOLUTION NO. 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT MARCH 31, 2017 AND THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF DIRECTORS AND THE AUDITORS THEREON.

"RESOLVED THAT the Audited Financial Statements of the Company comprising of the Statement of Profit & Loss for the year ended 31st March, 2017, the Balance Sheet as on the date, the Cash Flow Statement as on that date, together with the Reports of the of Directors and the Auditors thereon be and hereby received, approved and adopted."

1	Total No. of Members responded	**85**
2	Total No. of Votes / Shares received	**13174436**
3	Total No. of Valid Votes / Shares	**13174335(100.00%)**
4	**Resolution Voting:**	
No. of votes/shares received for the resolution **(%)**	No. of votes/shares received against the resolution **(%)**	Neutral/Invalid/Abstain votes
13174335(100.00%)	**0 (0.00%)**	**101**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
83	**0**	**2**

RESOLUTION NO. 2

TO APPOINT A DIRECTOR IN PLACE OF SHRI C.GEORGE JOSEPH (DIN.00309739) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT.

"RESLOVED THAT Shri **C.GEORGE JOSEPH(DIN.00309739)** Director of the Company, who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby reappointed as Director of the Company, whose office shall be liable to retirement of Directors by rotation."

1	Total No. of Members responded	**85**
2	Total No. of Votes / Shares received	**13174436**
3	Total No. of Valid Votes / Shares	**13174335(100.00%)**
4	**Resolution Voting:**	
No. of votes/shares received for the resolution **(%)**	No. of votes/shares received against the resolution **(%)**	Neutral/Invalid/Abstain votes
13174328(99.9999%)	**7 (0.0001%)**	**101**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
82	**1**	**2**

RESOLUTION NO. 3

TO APPOINT STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions,if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) M/s. Bagaria & Co., LLP., Chartered Accountants, Mumbai, Registration No.113447W/W-100019 be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of the 55thAnnual General Meeting of the Company, subject to ratification by members as to the said appointment at every Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

1	Total No. of Members responded	**85**
2	Total No. of Votes / Shares received	**13174436**
3	Total No. Of Valid Votes / Shares	**13174335(100.00%)**
4	**Resolution Voting:**	
No. of votes/shares received for the resolution **(%)**	No. of votes/shares received against the resolution **(%)**	Neutral/Invalid/Abstain votes
13174335(100.00%)	**0 (0.00%)**	**101**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
83	**0**	**2**

SPECIAL BUSINESS

RESOLUTION NO. 4

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Sections 13,61and 62 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and all other applicable provisions, if any, and subject to the approval of the resolution by theShareholders to increase the Preference Authorized Share Capital of the Company from Rs.45,00,00,000 (Rupees Forty Five Crores Only) divided into 45,00,000 (Forty Five lakhs) Preference shares of Rs.100/-(Rupees One Hundred) each to Rs.60,00,00,000 (Rupees Sixty Crores Only) divided into 60,00,000 (Sixty lakhs) Preference shares of Rs.100/-(Rupees One Hundred) and consequently the respective Capital Clause V in the Memorandum of Association of the Company do stand altered accordingly as follows:

The Authorized Share Capital of the Company is Rs.80,00,00,000 (Rupees Eighty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs.20,00,00,000 (Rupees Twenty Crores Only) and 60,00,000 (Sixty lakhs) Preference shares of Rs.100/- (Rupees One Hundred) each aggregating to Rs.60,00,00,000 (Rupees Sixty Crores Only) with the power to the Company to increase and reduce the capital for the time being into several classes and attach thereto respectively such preferential or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Companies Act,

2013 and to vary, modify or abrogate any such rights,privileges and conditions in such manner as may be for the time being be provided by the regulations of the Company."

1	Total No. of Members responded	85
2	Total No. of Votes / Shares received	13174436
3	Total No. of Valid Votes / Shares	13174335(100.00%)
4	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
13174335(100.00%)	0 (0.00%)	101
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
83	0	2

RESOLUTION NO.5

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT in order to reflect the increase in authorized share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, the consent of the Board is hereby accorded to amend the existing Article 5 of the Articles of Association of the Company with the following:

The Authorized Share Capital of the Company is Rs.80,00,00,000 (Rupees Eighty Crores Only) divided into 2,00,00,000 (Two Crores) EquityShares of Rs.10/- (Rupees Ten) each aggregating to Rs.20,00,00,000 (Rupees Twenty Crores Only) and 60,00,000 (Sixty lakhs) Preference shares of Rs.100/- (Rupees One Hundred) each aggregating to Rs.60,00,00,000 (Rupees Sixty Crores Only) with the power to the Company to increase and reduce the capital for the time being into several classes and attach thereto respectively such preferential or special rights, privileges or conditions as maybe determined by or in accordance with the regulations of the Companies Act, 2013 and to vary, modify or abrogate any such rights,privileges and conditions in such manner as may be for the time being be provided by the regulations of the Company.

1	Total No. of Members responded	85
2	Total No. of Votes / Shares received	13174436
3	Total No. of Valid Votes / Shares	13174335(100.00%)
4	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
13174335(100.00%)	0	101
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
83	0	2

RESOLUTION NO.6

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 62(1) (c), Section 42 and Section 55 of the Companies Act, 2013 read with Companies (Prospectus & Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act,2013 (including any statutory modifications thereto or re-enactments thereof for the time being in force) and the provisions of any rules/regulations / guidelines issued / framed by the Central Government the consent of the Company be and is hereby given to the Board of Directors of the Company to offer, issue, and allot up to 15,00,000 Non-cumulative Redeemable Preference shares of Rs.100/- (Rupees One Hundred) each aggregating to Rs.15,00,00,000 (Rupees Fifteen Crores only)with a coupon rate 0.01% on private placement basis to Promoters Group / Associates companies in one or more trenches subject to such terms and conditions asmay be decided by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said shares."

1	Total No. of Members responded	**85**
2	Total No. of Votes / Shares received	**13174436**
3	Total No. of Valid Votes / Shares	**135506(100.00%)**
4	**Resolution Voting:**	
No. of votes/shares received for the resolution **(%)**	No. of votes/shares received against the resolution **(%)**	Neutral/Invalid/Abstain votes
135499(99.99%)	**7 (0.01%)**	**13038930**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
74	**1**	**10**

RESOLUTION NO.7

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, including any statutory modifications or re-enactments thereof for the time being in force, remuneration of Rs. 2.00 lacs and out-of-pocket expenses as may be authorized by the Board payable to M/S. STR

Associates, Cost Accountants, Trichy who were appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending March 31,2018."

1	Total No. of Members responded	**85**
2	Total No. of Votes / Shares received	**13174436**
3	Total No. of Valid Votes / Shares	**13174335(100.00%)**
4	**Resolution Voting:**	
No. of votes/shares received for the resolution **(%)**	No. of votes/shares received against the resolution **(%)**	Neutral/Invalid/Abstain votes
13174335(100.00%)	**0 (0.00%)**	**101**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
83	0	2

Thereafter, there being no other business remaining to be transacted, the meeting ended with a Vote of Thanks to the Chair.

The Chairman concluded the meeting with thanks to all the shareholders of the Company for attending the meeting. He also expressed his gratitude to all the stakeholders for the support extended to the Company.

Place : Chitkul
Dated : 29-09-2017

Sd/-
CHAIRMAN

//CETRIFIED TRUE COPY//

For GTN INDUSTRIES LTD

(P.PRABHAKARA RAO)
Company Secretary