

GTN INDUSTRIES LIMITED

PROCEEDINGS OF THE MEETING OF THE 56TH ANNUAL GENERAL MEETING OF M/S. GTN INDUSTRIES LIMITED HELD ON THURSDAY THE 28TH DAY OF SEPTEMBER, 2018 AT 9.45 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. Mrs. Rajul Kothari | - | Independent Woman Director |
| 4. Mr. V.Raghu Ram | - | Chief Financial Officer and Member |
| 5. Mr. P.Prabhakra Rao | - | Company Secretary & Compliance Officer & Member |

Members present

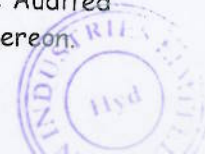
- | | | |
|-----------|---|-----|
| In person | - | 43 |
| By proxy | - | NIL |

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 56th 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 28th May, 2018. 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, 2018 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, 2018, the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2018.

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 28th May, 2018 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.

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, Director who retires by rotation.
3	Re-Appointment of M/s. Bagria & Co., LLP Chartered Accountants as Statutory Auditors of the Company.
<u>SPECIAL BUSINESS:</u>	
4	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 : 28-09-2018


CHAIRMAN





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 56th 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 28.05.2018;

- a) To scrutinize the E-voting process for the items to be transacted at the 56th Annual General Meeting to be held on 28.09.2018;
- b) To scrutinize the Physical Ballot (Poll) voting process at the 56th Annual General Meeting at 09.45 A.M on 28.09.2018 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 56th 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 09.45 A.M. on 28.09.2018.

We hereby submit our report as under:

1. The e-voting period remained open from 9.00 A.M. on 25.09.2018 to 5.00 P.M. on 27.09.2018. Upon conclusion of the e-voting period, the E-voting votes were unblocked on 28.09.2018 at around 12.30 P. M in the presence of two witnesses' Ms. Ansu Thomas and Ms. Usha Rani 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 21.09.2018, 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 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	49
2	Total No. of Votes / Shares received	13041532
3	Total No. of Valid Votes / Shares	13041402 (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
13041188(99.999%)	214 (0.001%)	130
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
48	1	0

ITEM NO. 2:

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

1	Total No. of Members responded	49
2	Total No. of Votes / Shares received	13041532
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ITEM NO. 3:**Ordinary Resolution- Appointment of Auditors and authorise board to fix Remuneration.**

1	Total No. of Members responded	49
2	Total No. of Votes / Shares received	13041532
3	Total No. of Valid Votes / Shares	13041402 (100.00%)
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48	1	0

ITEM NO. 4:**Ordinary Resolution- Approve Remuneration payable to Cost Auditors.**

1	Total No. of Members responded	49
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No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
48	1	0

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,



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



Place: Hyderabad
Date: 28.09.2018



GTN INDUSTRIES LIMITED

(A Government recognised 'TWO STAR EXPORT HOUSE')

CIN : L18101TG1962PLC054323, GSTNo:36AAACG8605N1ZB

Corp. Off : Plot No.29, Nagarjuna Hills, Punjagutta, Hyderabad - 82. T.S., INDIA.

Phone.: +91- 40 -43407777, Fax: +91 - 40 - 23358400, 66510190, 23358387

Email.:sharedept@gtnindustries.com, Website.: www.gtnindustries.com



REF:GTN:SEC:2017-18/2018

Dated : 28th Sep, 2018

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 56th 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 25th September, 2018 at 9.00 a.m and ended at 5.00 pm on 27th September, 2018.

The Company had also provided ballot voting of all the resolutions at the Annual General Meeting held on 28th September, 2018.

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.

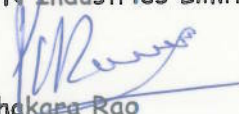
The voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and the report of the Scrutinizer dated 28th September, 2018 are enclosed herewith.

Based on the report of the Scrutinizer, all resolutions as set out in the Notice of 56th 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.Prabhakara Rao
Company Secretary & Compliance Officer

Encl: As above

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



CONSOLIDATED SCRUTINIZER'S REPORT

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

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Thanking you,

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



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



Place: Hyderabad
Date: 28.09.2018

Details of Voting Results

1.	Date of Annual General Meeting	28-09-2018
2.	Total No. of Shareholders on Record	21,558
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 :	5 - -
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	Re-Appointment of M/s. Bagria & Co., LLP Chartered Accountants as Statutory Auditors of the Company.	Ordinary	e-voting and Voting at the Meeting	Passed with Requisite Majority
4	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