



To
The Chairman,
52nd Annual General Meeting,
Of M/s. GTN Industries Limited,
Hyderabad.

Dear Sir,

SUB: Consolidated Scrutinizers Report
REF: Notice of 52nd Annual General Meeting

We M/s. dvmgopal & associates, Company Secretaries, Represented by Mr. D.V.M. Gopal, were appointed as Scrutinizers:

- a) To scrutinize the e-voting process for the items to be transacted at the 52nd Annual General Meeting to be held on 29.09.2014;
- b) To scrutinize the physical ballot voting process at the 52nd Annual General Meeting at 10.15 am on the 29.09.2014 for the shareholders who have not opted to vote through the e-voting process.

The Registrar and Share Transfer Agent, (RTA & Service Provider), M/s. 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 52nd Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website <https://evotingindia.nsdl.com>. Accordingly, the Scrutinizers Report on the process of e-voting was submitted to the Chairman on the 26th day of September, 2014.

The Company has also allowed physical voting through ballot system for those shareholders, who are present at the meeting and have not opted to vote through the e-voting process at the Company's Annual General Meeting held at 10.15 A.M. on the 29th day of September, 2014. The concerned report on Physical Ballot Voting was submitted on 30th September 2014.

We hereby submit our report as under:

1. The e-voting period remained open from 09.30 A.M. on 24th September, 2014 to 06.30 P.M. on the 24th September, 2014. Upon conclusion of the e-voting period, the votes were unblocked on 24.09.2014 at around 07.30 P. M. in the presence of two witnesses' Ms. Ravali Tammana and Mr. Radha Krishna PVKS, who are not in employment of the Company.
2. The Shareholders as on 22.08.2014, the cut-off date are entitled to vote on the proposed resolutions contained in the notice of the Annual General Meeting.
3. 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".



We hereby submit a Consolidated Scrutinizer's Report as per Rule 20 of the Companies (Management and Administration) Rules, containing the results for every resolution under **E-Voting & Physical Voting** as an Annexure to this Report.

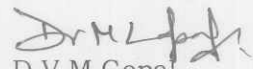
We further confirm that the Registers and Records generated from the e voting platform of Service Provider including the registers maintained by us in electronic form.

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

You may accordingly declare the result of voting as all the resolutions passed with the requisite majority.

Thanking you,
Yours faithfully

For dvmgopal&associates,
Company Secretaries,



D V M Gopal,
Practising Company Secretary,
C P No. 6798,
FCS No. 6280.



ANNEXURE CONTAINING RESULTS OF ELECTRONIC AND PHYSICAL VOTING OF GTN INDUSTRIES LIMITED AGM 29.09.2014

ORDINARY BUSINESS

RESOLUTION 1 - ORDINARY RESOLUTION - Adoption of Annual accounts for the year ended 31.03.2014

S No	Particulars	Number of folios Voted		Total	Number of Votes casted		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	13	47	60	1,30,39,792	261408	1,33,01,200	100.0000%
ii)	Votes in against of the Resolution	0	0	0	0	0	0	0.0000%
	TOTAL	13	47	60	1,30,39,792	2,61,408	1,33,01,200	100.00%
		Total Number of Folios Voted			Total Number of Votes			
iii)	Invalid Votes	0	0	0	0			

RESOLUTION 2 - ORDINARY RESOLUTION - Appointment of director in place of Sri C. George Joseph (DIN 00309739), retiring by rotation, who being eligible offers himself for re-appointment

S No	Particulars	Number of folios Voted		Total	Number of Votes casted		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	12	47	59	1,30,39,778	261408	1,33,01,186	99.9999%
ii)	Votes in against of the Resolution	1	0	1	14	0	14	0.0001%
	TOTAL	13	47	60	1,30,39,792	2,61,408	1,33,01,200	100.00%
		Total Number of Folios Voted			Total Number of Votes			
iii)	Invalid Votes	0	0	0	0			

RESOLUTION 3 - ORDINARY RESOLUTION - Appointment of M/s. Lodha & Co., Chartered Accountants as Statutory Auditors of the Company

S No	Particulars	Number of folios Voted		Total	Number of Votes casted		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	13	47	60	1,30,39,792	261408	1,33,01,200	100.000%
ii)	Votes in against of the Resolution	0	0	0	0	0	0	0.000%
	TOTAL	13	47	60	1,30,39,792	2,61,408	1,33,01,200	100.000%
		Total Number of Folios Voted			Total Number of Votes			
iii)	Invalid Votes	0	0	0	0			

SPECIAL BUSINESS

RESOLUTION 4 - SPECIAL RESOLUTION - Re-Appointment of Shri M.K. Patodia (DIN 00004752) as Chairman & Managing Director of the Company

S No	Particulars	Number of folios Voted		Total	Number of Votes casted		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	10	47	57	94,26,643	261408	96,88,051	100.000%
ii)	Votes in against of the Resolution	0	0	0	0	0	0	0.000%
	TOTAL	10	47	57	94,26,643	261408	96,88,051	100.000%
		Total Number of Folios Voted			Total Number of Votes			
iii)	Invalid Votes	0	0	0	0			



RESOLUTION 5 - ORDINARY RESOLUTION - Appointment of Mrs. Rajul Kothari (DIN 06903721) as an Independent Woman Director of the Company

S No	Particulars	Number of folios Voted		Total	Number of Votes casted		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	13	47	60	13,039,792	261408	13,301,200	100.000%
ii)	Votes in against of the Resolution	0	0	0	0	0	0	0.000%
	TOTAL	13	47	60	13,039,792	261408	13,301,200	100.000%
		Total Number of Folios Voted			Total Number of Votes			
iii)	Invalid Votes	0	0	0	0			

RESOLUTION 6 - SPECIAL RESOLUTION - Appointment of Shri B.L. Singhal (DIN 00006433) as an Independent Director of the Company

S No	Particulars	Number of folios Voted		Total	Number of Votes casted		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	13	47	60	13,039,792	261408	13,301,200	100.000%
ii)	Votes in against of the Resolution	0	0	0	0	0	0	0.000%
	TOTAL	13	47	60	13,039,792	261408	13,301,200	100.000%
		Total Number of Folios Voted			Total Number of Votes			
iii)	Invalid Votes	0	0	0	0			

RESOLUTION 7 - SPECIAL RESOLUTION - Appointment of Shri. M.R. Vikram (DIN 00008241) as an Independent Director of the Company

S No	Particulars	Number of folios Voted		Total	Number of Votes casted		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	13	47	60	13,039,792	261408	13,301,200	100.000%
ii)	Votes in against of the Resolution	0	0	0	0	0	0	0.000%
	TOTAL	13	47	60	13,039,792	261408	13,301,200	100.000%
		Total Number of Folios Voted			Total Number of Votes			
iii)	Invalid Votes	0	0	0	0			

RESOLUTION 8 - TO APPROVE RELATED PARTY TRANSACTIONS

RESOLUTION 8 (a) - SPECIAL RESOLUTION - To approve Issue of Preference Shares on Preferential Basis

S No	Particulars	Number of folios Voted		Total	Number of Votes casted		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	9	47	56	8,061,058	261408	8,322,466	100.000%
ii)	Votes in against of the Resolution	0	0	0	0	0	0	0.000%
	TOTAL	9	47	56	8,061,058	261408	8,322,466	100.000%
		Total Number of Folios Voted			Total Number of Votes			
iii)	Invalid Votes	0						

RESOLUTION 8 (b) - To approve transactions of sale, purchase or supply of goods or services or any other transactions U/s 188 of the Companies Act, 2013

S No	Particulars	Number of folios Voted		Total	Number of Votes casted		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	9	47	56	8,061,058	261408	8,322,466	100.000%
ii)	Votes in against of the Resolution	0	0	0	0	0	0	0.000%
	TOTAL	9	47	56	8,061,058	261408	8,322,466	100.000%
		Total Number of Folios Voted			Total Number of Votes			
iii)	Invalid Votes	0						

RESOLUTION 9 - SPECIAL RESOLUTION - To approve and consider borrowings by the Company beyond the limits specified u/s 180 of the companies

S No	Particulars	Number of folios Voted		Total	Number of Votes casted		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	13	46	59	13,039,792	261407	13,301,199	100.000%
ii)	Votes in against of the Resolution	0	0	0	0	0	0	0.000%
	TOTAL	13	46	59	13,039,792	261407	13,301,199	100.000%
		Total Number of Folios Voted			Total Number of Votes			
iii)	Invalid Votes	0	1	1	0	1	1	

