



FORM NO MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

54th Annual General Meeting (AGM) of the Equity shareholders of GTN Industries Limited held on 29th September 2016, at 10.15 A.M at the Registered Office of the Company at Chitkul Village, Patancheru Mandal, Medak District, Telangana.

Dear Sir,

SUB: Scrutinizers Report of Physical Voting at AGM
REF: Notice of 54th Annual General Meeting

We M/s. dvmgopal & associates, Company Secretaries, represented by Mr. D.V.M. Gopal, were appointed as Scrutinizers vide resolution passed by the Board at its Meeting held on 24th May 2016 for the purpose of the poll taken on the below mentioned resolution(s), at the 54th Annual General Meeting of the Equity Shareholders and submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents, Integrated Enterprises India Ltd, (RTA & Service Provider) of the Company and the authorizations lodged with the Company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



Item No.1**a) Ordinary Resolution-Consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors.**(i) Voted **in favour** of the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8374	100.00%

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total no. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	101

Item No.2**Ordinary Resolution-Re-appointment of Shri M.R.Vikram who retires by rotation.**(i) Voted **in favour** of the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8374	100.00%

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total no. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	101

Item No.3**Ordinary Resolution-Re-appointment of Smt.Rajul Kothari who retires by rotation**(i) Voted **in favour** of the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8374	100.00%

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total no. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	101

Item No.4**Ordinary Resolution-Appointment of Auditors and Authorise Board to fix Remuneration.**(i) Voted **in favour** of the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8374	100.00%

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total no. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	101

Item No.5

Special Resolution-Rescind the Resolution No(s) 5,6 and 7 passed at the 53rd Annual General Meeting.

(i) Voted **in favour** of the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8374	100.00%

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total no. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	101

Item No.6

Special Resolution-Alteration of Capital Clause of Memorandum of Association for Increase in Authorised PreferenceShare Capital.;

(i) Voted **in favour** of the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8374	100.00%

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total no. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	101



Item No.7**Special Resolution-Alteration of Capital Clause of Articles of Association for Increase in Authorised Preference ShareCapital.**(i) Voted **in favour** of the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8374	100.00%

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total no. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	101

Item No.8**Special Resolution-Issue of Non-Cumulative Redeemable Preference Shares on preferential basis.**(i) Voted **in favour** of the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	8373	100.00%

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total no. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	102

Item No.9**Special Resolution - Approve / Ratification of Remuneration payable to Cost Auditors.**(i) Voted **in favour** of the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8374	100.00%

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total no. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	101

Item No.10**Special Resolution - Authorise under section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgage and/or to create charge on all immovable properties.**(i) Voted **in favour** of the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8374	100.00%

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

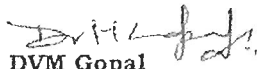
(iii) **Invalid** votes:

Total no. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	101



5. The soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes declared invalid for each resolution was provided by KTA of the company.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

For dvmgopal & associates
Company Secretaries


DVM Gopal
Proprietor
C.P. No. 6798
M. No. F6280



Place: **Hyderabad**
Date: **30.09.2016**



FORM NO MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

Extra-Ordinary General Meeting (EGM) of the Equity shareholders of GTN Industries Limited held on 29th September 2016, at 11.15 A.M. at the Registered Office of the Company at Chitkul Village, Patancheru Mandal, Medak District, Telangana.

Dear Sir,

SUB: Scrutinizers Report of Physical Voting at EGM
REF: Notice of Extra-Ordinary General Meeting

We M/s. dvmgopal & associates, Company Secretaries, represented by Mr. D.V.M. Gopal, were appointed as Scrutinizers vide resolution passed by the Board at its Meeting held on 24th May 2016 for the purpose of the poll taken on the below mentioned resolution(s), at the Extra-Ordinary General Meeting of the Equity Shareholders and submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents, Integrated Enterprises India Ltd, (RTA & Service Provider) of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Item No.1

a) Ordinary Resolution-Erosion of 50% peak net worth of the Company.

(i) Voted **in favour** of the resolution:

No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	1373	100.00%

(ii) Voted **against** the resolution:

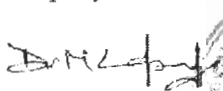
No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total no. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	101

5. The soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes declared invalid for each resolution was provided by RTA of the company.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe-keeping.
7. The difference in the total no. of votes/shares by 130 shares is because of partial voting exercised by the shareholder in the physical ballot.

For dvmgopal & associates
Company Secretaries


DVM Gopal
Proprietor
C.P. No. 6798
M. No. F6280

Place: **Hyderabad**
Date: **30.09.2016**