



GTN INDUSTRIES LIMITED

CIN NO. L18101AP1962PLC054323

Reg. Office : Chitkul Village, Patancheru Mandal, Medak Dist., - 502307. Telangana State.
Corp. Office : Plot No. 29, Nagarjuna Hills, Punjagutta, Hyderabad - 500 082. Telangana State.
Ph. No. : 040-43407777 / 804, Fax : 040-23358400.
Website: www.gtnindustries.com E-mail: sharedept@gtnindustries.com

Folio No./DP ID -Client ID No.:

Number of shares held.....

Name :
Address :

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 53rd Annual General Meeting to be held on Tuesday 29th September, 2015 at 10.15 A.M..

The company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVEN No. (e-voting event number)	User ID	Password

The e-voting facility will be available for the 53rd Annual General Meeting :

From 26th September, 2015 to 28th September, 2015 10.00 A.M to 5.00 P.M. (IST)

The Cut-off date (i.e., the record date) for the purpose of e-voting is 21st August, 2015

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 29th September, 2015.

Steps for e-voting

1. Open the internet browser and type the following URL : <https://www.evoting.nsdl.com>
2. Click on **Shareholder – Login**
3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
4. If you are logging in for the first time, please enter the User ID and Password provided in this document
5. The **Password Change Menu** will appear on your screen Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your Password confidential.
6. Once the e-Voting home page opens, click on **e-Voting > Active Voting Cycles**
7. Select the **EVEN** (E-Voting Event Number) of GTN Industries Limited (the number is provided in this document) Once you enter the number, the Cast Vote page will open. Now you are ready for e-voting.
8. Cast your vote by selecting your favored option and click **Submit**. Also click **Confirm** when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified, the message "vote cast successfully" will be displayed.
9. Institutional shareholders (i.e. members other than individuals, HUF, NRIs, etc) are required to send a scanned copy (PDF/JPG format) of the relevant board resolution / authority letter etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at dvmgopal@gmail.com with a copy marked to evoting@nsdl.co.in
10. In case of any queries, please refer to the Frequently Asked Questions (FAQs) for members and the e-voting user manual for members available in the 'Downloads' section of <https://www.evoting.nsdl.com>. You can also contact NSDL via e-mail at evoting@nsdl.co.in

General Instructions

- a. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date)** of 21st Aug, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- b. Shri D V M Gopal, Practicing Company Secretary (Membership No. FCS 6280) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner
- c. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- d. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 21st Aug, 2015
- e. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gtnindustries.com and on the website of NSDL within two days of the passing of the resolutions at the 53rd Annual General Meeting of the Company on 29th September, 2015 and communicated to the BSE Ltd, National Stock Exchange of India Limited.
- f. **The shareholders can opt for only one mode of voting i.e., through e-voting or physical ballot. If the shareholder decides to vote through physical ballot form they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, voting through a valid physical ballot form will be considered and counted and e-voting of such shareholder will be treated as invalid.**

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 53rd Annual General Meeting of the Company.

by order of the Board of Directors
for GTN Industries Limited

Place : Hyderabad
Date : 05th August, 2015

(P.Prabhakara Rao)
Company Secretary & Compliance Officer

GTN INDUSTRIES LIMITED

CIN NO. L18101AP1962PLC054323

Registered Office: Chitkul village, Patancheru Mandal , Medak Dist-502307, Telangana State.

53rd ANNUAL GENERAL MEETING

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) :

Email Id:

Registered Address :

Folio No./DP ID-Client ID No. :

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I/we, being the member(s) ofshares of the above named company, hereby appoint

- 1).....of.....having email Id.....Signatureor failing him / her
- 2).....of.....having email Id.....Signatureor failing him / her
- 3).....of.....having email Id.....Signatureor failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd Annual General Meeting of the Company, to be held on Tuesday the 29th day of September, 2015 at 10.15 A.M at Chitkul Village, Patancheru Mandal, Medak Dist -502307 Telangana State and at any adjournment thereof in respect of such resolution as are indicated below:

Sl.No.	Resolutions	For	Against
1	Consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors		
2	Re-appointment of Shri B.L.Singhal who retires by rotation		
3	Re-appointment of Shri C. George Joseph who retires by rotation		
4	Appointment of Auditors and fixing Remuneration		
5	Increase in Authorised Preference Share Capital and Alteration of Memorandum of Association		
6	Alternation of Articles of Association		
7	Issue of Non-Cumulative Redeemable Preference Shares on preferential basis		
8	Approve / Ratification Remuneration payable to Cost Auditors		
9	Transactions of sale, Purchase of supply of any goods or materials or any other transactions with GTN Engineering (India) Ltd,		
10	Transactions of sale, Purchase of supply of any goods or materials or any other transactions with Perfect Cotton Company, Purav Trading Ltd., Standard Cotton Corporation & Patcot co.		
11	To create mortgage in favour of IDBI Bank Ltd., & Central Bank of India.		

Signature of First Proxy Holder _____

Signature of Second Proxy Holder _____

Signature of Third Proxy Holder

Signed this Day of 2015.

Signature of Shareholder

Affix a
Rs.1/-
Revenue
Stamp

Notes:

- 1) 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.
- 2) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3) A proxy need not be a member of the Company

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ATTENDANCE SLIP

Folio No./DP ID-Client ID No.: _____ No. of Shares held _____

Name of the Member(s) :

Registered Address :

I, hereby record my presence at the **53rd ANNUAL GENERAL MEETING** of GTN Industries Ltd., held on Tuesday, the 29th day of September , 2015 at 10.15 A.M., at Chitkul village, Patancheru Mandal, Medak Dist. -502307 Telangana State.

Signature of Shareholder/Proxy

Notes:

- 1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
- 2. Members are informed that no duplicate slips will be issued at the venue of the meeting and are requested to bring this slip for the meeting.