



CONSOLIDATED SCRUTINIZER'S REPORT

The Chairman,
M/s. GTN INDUSTRIES LIMITED,
Chitkul Village,
PatancheruMandal,
MedakDist - 502 307

Dear Sir,

SUB:Consolidated Scrutinizers Report of E-Voting and 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 by vide resolution passed by the Board at its Meeting held on 24th May 2016:

- a) To scrutinize the Remote E-voting process for the items to be transacted at the 54th Annual General Meeting to be held on 29.09.2016 along with Ballots received, who could not access the remote E-voting;
- b) To scrutinize the Physical Ballot (Poll) voting process at the 54th Annual General Meeting at 10.15 A.M on 29.09.2016 for the shareholders who have not opted to vote through the Remote e-voting process.

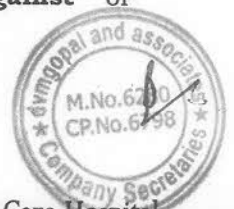
National Securities Depository Limited (NSDL, has provided a system for recording the electronic votes of the Shareholders on all the items of the business (both Ordinary and Special Business) sought to be transacted at the 54th Annual General Meeting (AGM) of the Company. The Service Provider had set 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 10.15 A.M. on 29.09.2016.

We hereby submit our report as under:

1. The remote e-voting period remained open from 9.30 A.M. on 26th September to 5.00 P.M. on 28th September, 2016. Upon conclusion of the e-voting period, the E-voting votes were unblocked on 29.09.2016 at around 11.00 hours in the presence of two witnesses' Ms. Ansu Thomas and Ms. A Swetha Bindu 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 22nd August 2016, 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 & Service Provider, M/s. Integrated Enterprises India 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".

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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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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	56
2	Total No. of Votes / Shares received	13048709
3	Total No. of Valid Votes /Shares	13048478 (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
13047978(99.996%)	500(0.004%)	231
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
53	1	2

ITEM NO. 2:

Ordinary Resolution - Re-appointment of Shri M.R.Vikram who retires by rotation

1	Total No. of Members responded	56
2	Total No. of Votes / Shares received	13048709
3	Total No. of Valid Votes /Shares	13048478 (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
13047597(99.993%)	881(0.007%)	231
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
50	4	2



ITEM NO. 3:**Ordinary Resolution - Re-appointment of Smt.Rajul Kothari who retires by rotation.**

1	Total No. of Members responded	54
2	Total No. of Votes / Shares received	13048409
3	Total No. of Valid Votes /Shares	13048178 (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
13048178(100.00%)	0	231
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
52	0	2

ITEM NO. 4:**Ordinary Resolution - Appointment of Auditors and Authorise Board to fix Remuneration.**

1	Total No. of Members responded	56
2	Total No. of Votes / Shares received	13048709
3	Total No. of Valid Votes /Shares	13048478 (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
13047697(99.994%)	781(0.006%)	231
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
51	3	2



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

1	Total No. of Members responded	56
2	Total No. of Votes / Shares received	13048709
3	Total No. of Valid Votes /Shares	13048478 (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
13047797(99.995%)	681(0.0055)	231
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
51	3	2

ITEM NO. 6:**Special Resolution - Alteration of Capital Clause of Memorandum of Association for Increase in Authorised PreferenceShare Capital.**

1	Total No. of Members responded	56
2	Total No. of Votes / Shares received	13048709
3	Total No. of Valid Votes /Shares	13048478 (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
13047697(99.994%)	781(0.006%)	231
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
51	3	2



ITEM NO. 7:**Special Resolution- Alteration of Capital Clause of Articles of Association for Increase in Authorised Preference ShareCapital:**

1	Total No. of Members responded	55
2	Total No. of Votes / Shares received	13048628
3	Total No. of Valid Votes /Shares	13048397 (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
13047697(99.995%)	700(0.005%)	231
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
51	2	2

ITEM NO. 8:**Special Resolution - Issue of Non-Cumulative Redeemable Preference Shares on preferential basis:**

1	Total No. of Members responded	56
2	Total No. of Votes / Shares received	13048709
3	Total No. of Valid Votes /Shares	4896179 (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
4895598(99.988%)	581(0.012%)	8152530
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
48	2	6



