



**dvmgopal & associates**  
Company Secretaries

To  
The Chairman,  
26<sup>th</sup> Annual General Meeting,  
Of M/s. MIC Electronics Limited,  
Hyderabad.

Dear Sir,

**SUB:** Scrutinizers Report on the Process of Electronic Voting.  
**REF:** Notice of 26<sup>th</sup> Annual General Meeting.

We M/s. dvmgopal & associates, Company Secretaries, Represented by Mr. D.V.M. Gopal, Company Secretary in Practice, were appointed as Scrutinizers to scrutinize the e-voting process for the items to be transacted at the 26<sup>th</sup> Annual General Meeting to be held on 30.09.2014.

The Company is responsible to ensure compliance with the Requirements of Sec 108 and other applicable provisions of the Companies Act, 2013 and the Rules made there under.

In this regard, it has availed the services of M/s. Central Depository Services Limited (herein referred to as the CDSL/Service Provider) who has provided the e-voting system on their website: <http://evotingindia.co.in>. The Items proposed to be transacted at the Annual General Meeting were displayed on the website to facilitate easy voting for the shareholders.

As a Scrutinizer, we are obliged to Report on the process of e-voting and ascertain the requisite majority on e-voting carried out as per the provisions of the Act. We have monitored the e-voting process and Certify that the electronic voting process was conducted in a Fair and Transparent Manner and do here by report that:

1. 29.08.2014 was considered as cut-off date to ascertain the shareholder(s) entitled to vote for the items that were to be transacted at the 26<sup>th</sup> Annual General Meeting.
2. The e-voting remained open from 09.00 am on 22.09.2014 to 06.00 pm on 24.09.2014.
3. Upon conclusion of the e-voting period, the votes were un-blocked at around 6.15 P.M. on 24.09.2014 in the presence of Ms. Ravali Tammana and Mr. Radha Krishna PVKS. We further confirm that the witnesses are not in employment with the Company.

Thereafter upon downloading/receiving necessary information, the no. of shares voted "in favour" or "against" or "invalidated votes" were ascertained.

We forthwith submit a Scrutinizers' Report as per Rule 20 (xi) of the Companies (Management and Administration) Rules, containing the voting results for every resolution under e-voting as follows:



**RESULTS FOR VOTES CASTED THROUGH ELECTRONIC MEANS**

**I. ORDINARY BUSINESS:**

**RESOLUTION 1 - ORDINARY RESOLUTION - Adoption of audited financial statements for the year ended 31.03.2014**

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	23	1220466	100%
(ii)	Votes against	0	0	0
	TOTAL	23	1220466	100%
		<b>Total no. of folios voted</b>	<b>Total no. of votes cast by them</b>	
iii)	Invalid votes	0	0	

**RESOLUTION 2 - ORDINARY RESOLUTION**

**Appointment of Director in place of Shri. L N Malleswara Rao (DIN 00010318), retiring by rotation, being eligible offers for appointment**

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	20	1210791	99.21%
(ii)	Votes against	3	9675	0.79%
	TOTAL	23	1220466	100%
		<b>Total no. of folios voted</b>	<b>Total no. of votes cast by them</b>	
iii)	Invalid votes	0	0	

**RESOLUTION 3 - ORDINARY RESOLUTION**

**Appointment of M/s. Pavuluri & Co., Chartered Accountants as Statutory Auditors of the Company**

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	20	1210791	99.21%
(ii)	Votes against	3	9675	0.79%
	TOTAL	23	1220466	100%
		<b>Total no. of folios voted</b>	<b>Total no. of votes cast by them</b>	
iii)	Invalid votes	0	0	



**II. SPECIAL BUSINESS:**

**RESOLUTION 4 - ORDINARY RESOLUTION**

**Appointment of Shri N Srinivasa Rao (DIN 00014636) as an Independent Director of the Company**

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	20	1210791	99.21%
(ii)	Votes against	3	9675	0.79%
	<b>TOTAL</b>	<b>23</b>	<b>1220466</b>	<b>100%</b>
		<b>Total no. of folios voted</b>	<b>Total no. of votes cast by them</b>	
iii)	Invalid votes	0	0	

**RESOLUTION 5 - ORDINARY RESOLUTION**

**Appointment of Shri AAVSSCB Sekhar Babu (DIN 00692448) as an Independent Director of the Company**

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	20	1210791	99.21%
(ii)	Votes against	3	9675	0.79%
	<b>TOTAL</b>	<b>23</b>	<b>1220466</b>	<b>100%</b>
		<b>Total no. of folios voted</b>	<b>Total no. of votes cast by them</b>	
iii)	Invalid votes	0	0	

**RESOLUTION 6 - SPECIAL RESOLUTION**

**Ratification to the Amendments made by the board for resolutions passed by the members for issue of convertible share warrants to promoters and investors**

S No	Particulars	No. of folios voted	No. of votes cast by them	% of total no. of valid votes cast
(i)	Votes in favour	19	1210691	99.21%
(ii)	Votes against	3	9675	0.79%
	<b>TOTAL</b>	<b>22</b>	<b>1220366</b>	<b>100%</b>
		<b>Total no. of folios voted</b>	<b>Total no. of votes cast by them</b>	
iii)	Invalid votes (Not Voted/Abstain)	1	100	

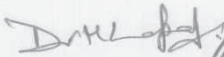


We further confirm that the Registers and Records which were generated including the Registers maintained by us in respect of the votes casted through e-means are being maintained in electronic form.

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.

Thanking You,

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



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



Date: 27.09.2014  
Place: Hyderabad



To  
The Chairman,  
26<sup>th</sup> Annual General Meeting,  
Of M/s. MIC Electronics Limited,  
Hyderabad.

Dear Sir,

**SUB:** Scrutinizers Report for the process of Voting conducted at the AGM

**REF:** Notice of 26<sup>th</sup> 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 26<sup>th</sup> Annual General Meeting to be held on 29.09.2014;
- b) To scrutinize the physical ballot voting process at the 26<sup>th</sup> Annual General Meeting at 11.00 am on the 30.09.2014 for the shareholders who have not opted to vote through the e-voting process.

The e-voting remained open from 09.00 am on 22.09.2014 to 06.00 pm on 24.09.2014. Scrutinizers Report concerning the same has been submitted to the Chairman on the 27<sup>th</sup> day of September, 2014.

We hereby report the following on the voting conducted at the Annual General Meeting for those shareholders who were present and have not voted through the e-voting process:

1. Specimen signatures registered with The Registrar and Share Transfer Agent, (RTA & Service Provider), M/s. National Securities Depository Limited (the NSDL) were duly verified.
2. Votes casted through a valid physical ballot form shall prevail over the votes casted through electronic means member has voted through both electronic and physical means. However there were no shareholders who voted through both the means.
3. Ballots found defective or incomplete or improper through any means were treated invalid hence not counted for the purpose of voting.

Upon ascertaining the no. of shares voted "in favour" or "against" or "invalid votes" for every resolution voted at the AGM, we submit the following Report:



**RESULTS FOR PHYSICAL BALLOT PROCESS AT THE AGM**

**I. ORDINARY BUSINESS:**

**RESOLUTION 1 - ORDINARY RESOLUTION**

**Adoption of audited financial statements for the year ended 31.03.2014**

S No	Particulars	Number of folios Voted	Number of Votes Casted	% of Total Number of Valid Votes cast
i)	Votes in favour of the Resolution	35	4426254	100%
ii)	Votes in against of the Resolution	0	0	0
	<b>TOTAL</b>	<b>35</b>	<b>4426254</b>	<b>100%</b>
		Total Number of folios Voted	Total Number of Votes	
iii)	Invalid Votes	0	0	

**RESOLUTION 2 - ORDINARY RESOLUTION**

**Appointment of Director in place of Shri. L N Malleswara Rao (DIN 00010318), retiring by rotation, being eligible offers for appointment**

S No	Particulars	Number of folios Voted	Number of Votes Casted	% of Total Number of Valid Votes cast
i)	Votes in favour of the Resolution	35	4426254	100%
ii)	Votes in against of the Resolution	0	0	0
	<b>TOTAL</b>	<b>35</b>	<b>4426254</b>	<b>100%</b>
		Total Number of folios Voted	Total Number of Votes	
iii)	Invalid Votes	0	0	

**RESOLUTION 3 - ORDINARY RESOLUTION**

**Appointment of M/s. Pavuluri & Co., Chartered Accountants as Statutory Auditors of the Company**

S No	Particulars	Number of folios Voted	Number of Votes Casted	% of Total Number of Valid Votes cast
i)	Votes in favour of the Resolution	35	4426254	100%
ii)	Votes in against of the Resolution	0	0	0
	<b>TOTAL</b>	<b>35</b>	<b>4426254</b>	<b>100%</b>
		Total Number of folios Voted	Total Number of Votes	
iii)	Invalid Votes	0	0	



**II. SPECIAL BUSINESS:****RESOLUTION 4 - ORDINARY RESOLUTION****Appointment of Shri N Srinivasa Rao (DIN 00014636) as an Independent Director of the Company**

S No	Particulars	Number of folios Voted	Number of Votes Casted	% of Total Number of Valid Votes cast
i)	Votes in favour of the Resolution	35	4426254	100%
ii)	Votes in against of the Resolution	0	0	0
	<b>TOTAL</b>	<b>35</b>	<b>4426254</b>	<b>100%</b>
		Total Number of folios Voted	Total Number of Votes	
iii)	Invalid Votes	0	0	

**RESOLUTION 5 - ORDINARY RESOLUTION****Appointment of Shri AAVSSCB Sekhar Babu (DIN 00692448) as an Independent Director of the Company**

S No	Particulars	Number of folios Voted	Number of Votes Casted	% of Total Number of Valid Votes cast
i)	Votes in favour of the Resolution	35	4426254	100%
ii)	Votes in against of the Resolution	0	0	0
	<b>TOTAL</b>	<b>35</b>	<b>4426254</b>	<b>100%</b>
		Total Number of folios Voted	Total Number of Votes	
iii)	Invalid Votes	0	0	

**RESOLUTION 6 - SPECIAL RESOLUTION****Ratification to the amendments made by the board for resolutions passed by the members for issue of convertible share warrants to promoters and investors**

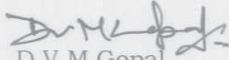
S No	Particulars	Number of folios Voted	Number of Votes Casted	% of Total Number of Valid Votes cast
i)	Votes in favour of the Resolution	35	4426254	100%
ii)	Votes in against of the Resolution	0	0	0
	<b>TOTAL</b>	<b>35</b>	<b>4426254</b>	<b>100%</b>
		Total Number of folios Voted	Total Number of Votes	
iii)	Invalid Votes	0	0	



We hereby confirm that we are maintaining the Registers generated from the Service Provider including the registers maintained by us in electronic mode. The registers and all other papers, records shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully  
For dvmgopal&associates,  
Company Secretaries,



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



Date: 01.10.2014  
Place: Hyderabad





To  
The Chairman,  
26<sup>th</sup> Annual General Meeting,  
Of M/s. MIC Electronics Limited,  
Hyderabad.

Dear Sir,

**SUB:** Consolidated Scrutinizers Report  
**REF:** Notice of 26<sup>th</sup> Annual General Meeting

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

- a) To scrutinize the e-voting process for the items to be transacted at the 26<sup>th</sup> Annual General Meeting to be held on 30.09.2014;
- b) To scrutinize the physical ballot voting process at the 26<sup>th</sup> Annual General Meeting at 11.00 am on the 30.09.2014 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. Central Depository Services Limited (CDSL), 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 26<sup>th</sup> Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website <https://evotingindia.com>. Accordingly, the Scrutinizers Report on the process of e-voting was submitted to the Chairman on the 27<sup>th</sup> 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 11.00 A.M. on the 30<sup>th</sup> day of September, 2014. The concerned report on Physical Ballot Voting was submitted on the 01<sup>st</sup> September 2014.

We hereby submit our report as under:

1. The e-voting period remained open from 09.0 A.M. on 22<sup>nd</sup> September, 2014 to 06.00 P.M. on the 24<sup>th</sup> September, 2014. Upon conclusion of the e-voting period, the votes were unblocked on 24.09.2014 at around 06.15 P. M. in the presence of two witnesses' Ms. Raveli Tammana and Mr. Radha Krishna PVKS, who are not in employment of the Company.
2. At the AGM, Physical Ballots duly filled were deposited for the purpose of voting.
3. 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.
4. 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" "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.

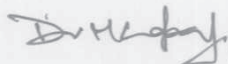
We further confirm that the Registers and Records generated from the e voting platform of Service Provider including the registers maintained by us in electronic form.

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**  
Proprietor  
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	23	35	58	12,20,466	4426254	56,46,720	100.0000%
ii)	Votes in against of the Resolution	0	0	0	0	0	0	0.0000%
	<b>TOTAL</b>	<b>23</b>	<b>35</b>	<b>58</b>	<b>12,20,466</b>	<b>44,26,254</b>	<b>56,46,720</b>	<b>100.00%</b>
		<b>Total Number of Folios Voted</b>			<b>Total Number of Votes</b>			
iii)	Invalid Votes	0	0	0	0			

RESOLUTION 2 - ORDINARY RESOLUTION - Appointment of Director in place of Shri. L N Malleswara Rao (DIN 00010318), retiring by rotation, being eligible offers for 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	20	35	55	12,10,791	4426254	56,37,045	99.8287%
ii)	Votes in against of the Resolution	3	0	3	9675	0	9,675	0.1713%
	<b>TOTAL</b>	<b>23</b>	<b>35</b>	<b>58</b>	<b>12,20,466</b>	<b>44,26,254</b>	<b>56,46,720</b>	<b>100.00%</b>
		<b>Total Number of Folios Voted</b>			<b>Total Number of Votes</b>			
iii)	Invalid Votes	0	0	0	0			

RESOLUTION 3 - ORDINARY RESOLUTION - Appointment of M/s. Pavuluri & 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	20	35	55	1210791	4426254	56,37,045	99.8287%
ii)	Votes in against of the Resolution	3	0	3	9675	0	9,675	0.1713%
	<b>TOTAL</b>	<b>23</b>	<b>35</b>	<b>58</b>	<b>12,20,466</b>	<b>44,26,254</b>	<b>56,46,720</b>	<b>100.00%</b>
		<b>Total Number of Folios Voted</b>			<b>Total Number of Votes</b>			
iii)	Invalid Votes	0	0	0	0			



**SPECIAL BUSINESS**

**RESOLUTION 4 - ORDINARY RESOLUTION - Appointment of Shri N Srinivasa Rao (DIN 00014636) 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	20	35	55	1210791	4426254	56,37,045	99.8287%
ii)	Votes in against of the Resolution	3	0	3	9675	0	9,675	0.1713%
	<b>TOTAL</b>	<b>23</b>	<b>35</b>	<b>58</b>	<b>12,20,466</b>	<b>4426254</b>	<b>56,46,720</b>	<b>100.00%</b>
		<b>Total Number of Folios Voted</b>			<b>Total Number of Votes</b>			
iii)	Invalid Votes	0	0	0	0			

**RESOLUTION 5 - ORDINARY RESOLUTION - Appointment of Shri AAVSSCB Sekhar Babu (DIN 00692448) 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	20	35	55	12,10,791	4426254	56,37,045	99.8287%
ii)	Votes in against of the Resolution	3	0	3	9,675	0	9,675	0.1713%
	<b>TOTAL</b>	<b>23</b>	<b>35</b>	<b>58</b>	<b>12,20,466</b>	<b>4426254</b>	<b>56,46,720</b>	<b>100.00%</b>
		<b>Total Number of Folios Voted</b>			<b>Total Number of Votes</b>			
iii)	Invalid Votes	0	0	0	0			

**RESOLUTION 6 - SPECIAL RESOLUTION - Ratification to the amendments made by the board for resolutions passed by the members for issue of convertible share warrants to promoters and investors**

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	19	35	54	12,10,691	4426254	56,36,945	99.8287%
ii)	Votes in against of the Resolution	3	0	3	9,675	0	9,675	0.1713%
	<b>TOTAL</b>	<b>22</b>	<b>35</b>	<b>57</b>	<b>12,20,366</b>	<b>4426254</b>	<b>56,46,620</b>	<b>100.00%</b>
		<b>Total Number of Folios Voted</b>			<b>Total Number of Votes</b>			
iii)	Invalid Votes	0	1	1	0	100	100	

