



GTN INDUSTRIES LIMITED

(A Government recognised 'TWO STAR EXPORT HOUSE')
CIN : L18101TG1962PLC054323, GSTNo :36AAACG8605N1ZB
Corp : Off : Plot No.29, Nagarjuna Hills,Punjabgutta,
Hyderabad - 82. Telangana, INDIA. Phone :+91-40-43407777
Email :sharedept@gtnindustries.com , Website : Www.gtnindustries.com
AEO Certificate No. INAAACG8605N1F181

"An ISO 9001, ISO 14001,
ISO 45001 and ISO 50001
Certified Organization"

REF:GIL:SE-Postal Ballot/Reg.30:2020-21
Date : 13-03-2021

To,

The Manager
Department of Corporate Services
BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

To,

The Manager
**THE NATIONAL STOCK EXCHANGE
INDIA LTD.**
Exchange Plaza, 5th Floor, Plot No.C/1,
G-Block, Bandra Kurla complex,
Bandra (E), **MUMBAI - 400 051**

Dear Sir,

Sub: Postal Ballot Notice (Pursuant to Section 110 of the Companies Act, 2013)
Ref: Company Scrip Code: 500170/GTN IND

In compliance of Regulation 30 of SEBI (LODR) Regulations, 2015 that, we enclose here with the copy of Postal Ballot Notice dated 2nd March, 2021 seeking approval of Members for sale of Assets of Medak Unit located at Chitkul Villge, Patancheru Mandal, Sanga Reddy District and other locations in the state of Telangana.

Date of Events of Postal Ballot

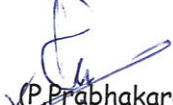
Sl.No	Description	Event Date(s)
1	Date of Completion of dispatch of Postal Ballot Notice to email Shareholders	15-03-2021
2	Date of commencement of E-voting	15-03-2021
3	Date of ending of E-voting	14-04-2021
4	Declaration of Results of Postal Ballot by	16-04-2021

This is for your information and records.

Thanking you,

Yours faithfully,

For GTN INDUSTRIES LIMITED


(P. Prabhakara Rao)
Company Secretary
Encl: a/a





GTN INDUSTRIES LIMITED

CIN NO. L18101TG1962PLC054323

Reg.Office : Chitkul Village, Patancheru Mandal, Sanga Reddy Dist., - 502 307.Telangana State.
Corp.Office : Plot No. 29, Nagarjuna Hills, Punjagutta, Hyderabad - 500 082.Telangana State.
Ph. No. : 040-4340777/804 Website: www.gtnindustries.com E-mail: sharedept@gtnindustries.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given to the Members of **GTN Industries Limited**, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the following "Special Resolution" under Section 180(1)(a) as appended below is proposed to be passed by the Members by way of Postal Ballot by giving their assent/ dissent.

The Sale of the unit is being made to **M/s. GTN Engineering (India) Limited** which is a promoters group company and attracts provisions of Section 188 of the Companies Act. As per the amended provisions of Section 180 (1) (a) and 188 and other applicable provisions, if any, of the Companies Act, 2013, proposed Special Resolution(s) and the Explanatory Statement along with the Postal Ballot form are being sent to you for your consideration.

The Company has appointed DVM & Associates, LLP, Company Secretaries, Hyderabad, as the Scrutinizer (s) for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self addressed Postage pre-paid envelope so as to reach the Scrutinizer on or before 5.00 P.M. on 14th April, 2021.

E Voting Option

Members may note that as required under the Provisions of Section 108, 110 and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to offer e-voting facility also an alternative which would enable you to cast your votes electronically, instead of physical postal ballot form. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide e-voting facility to members of the Company. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice should treat the Notice as an intimation only.

E-voting is optional Please carefully read and follow the Instructions on e-voting printed in the Postal Ballot Form

The shareholders can opt for only one mode of voting i.e., through postal ballot or e-voting wherever applicable. If the shareholder decides to vote through postal ballot 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 postal ballot form will be considered as an invalid.

Postal Ballot Form received after this date i.e., after 5.00 P.M. of 14th April, 2021 will be considered invalid. The Scrutinizer will submit his report to the Chairman & Managing Director or, in his absence to the Company Secretary of the Company as authorized by the Board of Directors of the Company after the completion of scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced on 16th April, 2021 at the Corp.Office at Plot No. 29, Nagarjuna Hills, Punjagutta, Hyderabad- 500 082 Telangana State. As indicated earlier, the results will be published on the website of the Company, www.gtnindustries.com besides being notified to BSE Limited and NSE where the Company's shares are listed. Results will also be posted on the Website of <https://eservices.nsdl.com/>

For GTN INDUSTRIES LTD


(P. PRABHAKARA RAO)
Company Secretary



PROPOSED SPECIAL BUSINESS:

Item No. 1: Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution by Postal Ballot as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(a), read with Section 110, and other applicable provisions, if any, of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company and subject to such other consents, sanctions, permissions and necessary approvals, as and where required including that of Financial Institutions, Banks and other Lenders from whom the Company has borrowed money, and subject to such terms and conditions, as may be imposed by them or any of them and accepted by the Board of Directors of the Company ("the Board"), consent of the shareholders of the Company be and is hereby accorded to the Board for sale of Company's assets of Medak unit situated at Chitkul Village, Patancheru Mandal, Sanga Reddy District and other locations in the State of Telangana (Assets of locations are here in after called as Medak unit) to M/s. GTN Engineering (India) Limited with a consideration of Rs.73 Crores (Rupees Seventy Three Crores Only) on such terms and conditions as the Board may consider fit and proper in the interest of the Company and to do all such acts, deeds, matters and things as may be considered necessary and expedient in connection therewith and incidental thereto."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/ assignment/ conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolutions."

"RESOLVED FURTHER THAT all actions taken by the Board of Directors in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

Item No.2: Approval of related party transaction under Section 188 of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution by Postal Ballot as a Special Resolution

"RESOLVED THAT in pursuance of Section 188 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act") read with the Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to pending statutory approvals and subject to such terms and conditions, as may be imposed by them or any of them and accepted by the Board of Directors of the Company ("the Board") (which term shall deemed to include any committee constituted and/or to be constituted for exercising its powers, including the powers conferred by this Resolution thereof) consent of the shareholders of the Company be and is hereby accorded to the Board for Sale of assets of Medak unit situated at Chitkul Village, Patancheru Mandal, Sanga Reddy District and other locations in the State of Telangana to M/s. GTN Engineering (India) Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 for a consideration of Rs.73 Crores (Rupees Seventy Three Crores Only)."

"RESOLVED FURTHER THAT the Board or its Committee or persons authorized by the Board/Committee, be and is hereby authorized to do all such acts, deeds, matters and things, as may be deemed necessary and/or expedient in its discretion, in the best interest of the Company, for the purpose of giving effect to the Resolution for sale of Medak unit as may arise in implementation of the aforesaid Resolution."

For GTN INDUSTRIES LTD

(P. PRABHAKARA RAO)
Company Secretary



By order of the Board
For GTN Industries Limited

(P. Prabhakara Rao)
Company Secretary &
Compliance Officer
Mem No.08974

Place: Hyderabad
Date : 02-03-2021

NOTES:

- 1) Explanatory Statement giving reasons for the above Resolutions are annexed to forming part of this Notice.
- 2) A Postal Ballot Form along with pre-paid self addressed envelope is attached hereto.
- 3) A Member entitled to vote is entitled to fill in and sign the Postal Ballot Form and send it to the Scrutinizer
- 4) The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on 5th March, 2021 (cutoff date / record date) Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date and time. The opening of E-voting facility for postal ballot commences from 9.00 A.M. (IST) on 15th March, 2021 to close by 5.00 P.M. (IST) on 14th April, 2021.
- 5) The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot.
- 6) If the Member has voted differently in both physical as well as electronic modes, votes cast by way of Physical Postal Ballot would be considered invalid.
- 7) The Result of the Postal Ballot will be announced through Press advertisements for information of the Members and will be placed at the Website of the Company www.gtnindustries.com, besides communicating to the Stock Exchange on which the shares of the Company are listed.
- 8) Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote for the proposed resolution which requires consent of the shareholders.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 AND 110 OF THE COMPANIES ACT, 2013**Item No. 1**

The Medak Unit was set up in the year 1982 at Chitkul Village, Patancheru Mandal, Sanga Reddy District, in the State of Telangana. This unit has spinning activity. The fair market value of the Medak unit as per the valuation report is Rs. 72 crores (Rupees Seventy Two Crores Only).

The company is under CDR and has been incurring continuous losses. Due to the effect of COVID and market conditions the losses are further increased. The bankers are pressurizing to give exit plan and not interested to provide further finance. In view of the above and after a careful and comprehensive review of present business environment and in particular the review of present operation and activities of this unit i.e. Medak Unit, the Board of Directors of the Company (the Board) is of the view that it would be prudent to sell of Medak Unit and concentrate on strengthening the functioning of Nagpur Spinning Unit of the Company, for servicing the interest and debt of Company.

The Board of Directors of the Company has, at its meeting held on 2nd March, 2021 approved in principle, the sale/dispose of the Company's undertaking known as Medak Unit. The consideration received would be utilized for reducing secured term loans and working capital loans of Banks and financial institutions, unsecured loans / inter corporate deposits from others. The Board is satisfied that it would be in the best interest of the Company and its shareholders and the employees, to sell/dispose off Medak Unit of the Company.

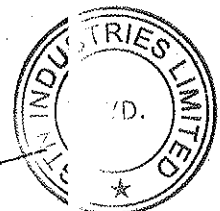
Your Directors thus considered the proposal received from M/s GTN Engineering (India) Limited, a Public Limited Company in private sector, incorporated under the Companies Act, 1956, and having its registered office at Plot No. 29, Nagarjuna Hills, Punjagutta, Hyderabad – 500 082 Telangana State, for purchase of the said unit at a total consideration of Rs.73 Crores (Rupees Seventy Three Crores Only) in exercise of the authority and power conferred upon them, vide a resolution passed at the Meeting of the Board held on 2nd March, 2021. Your directors consider that the proposed sale is fair and reasonable and that it would be in the interest of the Company and its Shareholders and all concerned.

The proposed sale of Medak Unit attracts the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, provide, inter-alia that the Board of Directors of Public Company, whose shares are listed on any Exchange shall not, except with the consent of the Shareholders by way of Postal ballot, sell/dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the Whole or substantially the Whole of any such undertaking. Hence, the Members approval is sought for under Section 180(1)(a) of the Companies Act, 2013 by way of a Special Resolution through the process of Postal Ballot.

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For GTN INDUSTRIES LTD

P. Prabhakara Rao
(P. PRABHAKARA RAO)
Company Secretary



Shri Mahendra Kumar Patodia, Chairman & Managing Director of the Company is interested in the Resolution. Except as above none of the directors and/or key managerial personnel of the Company and/or their relatives are concerned or interested in the resolutions.

The Board of the Company accordingly recommends the Special Resolution, set out in the accompanying Notice for approval by the Members, by way of Postal Ballot.

Item No. 2

The Board of Directors of the Company has, at its meeting held on 2nd March, 2021 approved in principle, the sale/dispose off the Company's undertaking known as Medak Unit.

As per Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR)'], transaction entered into between related parties for selling or otherwise disposing off property of any kind exceeding the threshold limit mentioned in the 'Rule' and 'SEBI (LODR)' to be approved by the members of the Company by way of Special Resolution.

As per Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, since the amount for agreement for selling or disposing of the Medak unit exceeds 10 % or more of the turnover of the company, consent of the members would be required by way of a Special Resolution for the sale to M/s. GTN Engineering (India) Limited, a related party.

Since the transaction of sale to related Party is outside the ordinary course of business, the approval of the members of the Company under section 188 of the Act is being sought by way of a Special Resolution as set out at item no. 2.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

- a) Name of the related party: **GTN Engineering (India) Limited**
- b) Name of the director or key managerial personnel who is related, if any: **Shri Mahendra Kumar Patodia**
- c) Nature of relationship: **As a Member/Director of the Company**
- d) Nature, material terms, monetary value and particulars of the contract or arrangement: **Sale of Medak Unit for Rs.73 crores (Rupees Seventy Three Crores Only)**
- e) Any other information relevant or important for the members to take a decision on the proposed resolution:

All important information forms part of the Statement stating out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition "Related Party" shall abstain from voting in respect of the resolution proposed at item no. 1 & 2 of the notice, irrespective of whether the entity is a party to the particular transaction or not.

Shri Mahendra Kumar Patodia, Chairman & Managing Director of the Company is interested in the Resolution. Except as above none of the directors and/or key managerial personnel of the Company and/or their relatives are concerned or interested in the resolution(s).

The Board of Directors recommends passing of a Special Resolution(s) as set out at Item No.1 and 2 respectively of the notice.

For GTN INDUSTRIES LTD


(P. PRABHAKARA RAO)
Company Secretary



By order of the Board
For **GTN Industries Limited**

(P. Prabhakara Rao)
Company Secretary &
Compliance Officer
Mem No.08974

Place: Hyderabad
Date : 02-03-2021

**GTN INDUSTRIES LIMITED**

CIN NO. L18101TG1962PLC054323

Reg.Office : Chitkul Village, Patancheru Mandal, Sanga Reddy Dist., - 502 307.Telangana State.

Corp.Office : Plot No. 29, Nagarjuna Hills, Punjagutta, Hyderabad - 500 082.Telangana State.

Ph. No. : 040-43407777/804 Website: www.gtnindustries.com E-mail: shareddept@gtnindustries.com

POSTAL BALLOT FORM

(to be returned to the Company)

Serial No.:

1. Name(s) and Registered Address of the Sole/First Named Shareholder(s) :
2. Name(s) of the Joint holder(s) if any (in block letters) :
3. Registered Folio Numbers*/ DP.ID No./Client ID No. (*Applicable to shareholders holding shares in physical form) :
4. Number of Share held :
5. I/We hereby exercise my/our vote(s) in respect of the Special Resolution (s) to be passed through postal ballot in respect of business stated in the Postal Ballot Notice dated 02nd March, 2021 by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	No. of Shares	Please mark the tick	
			I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1 & 2	Special Resolutions seeking approval under Section 180(1)(a) and 188 and other applicable provisions, if any, of the Companies Act, 2013 for Sale/dispose off the Whole or Substantially the Whole of the Undertaking viz. Medak Unit of the Company.			

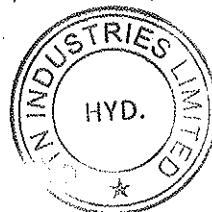
Place:

Date :

(Signature of the Shareholder)

NOTE :

1. Please read the instructions in the Postal Ballot carefully before exercising the vote.
2. Last Date for receipt of Postal Ballot Forms duly filled in by the Scrutinizer is 14th April, 2021 by 5.00 p.m.



For GTN INDUSTRIES LTD

(P. PRABHAKARA RAO)
Company Secretary

Notes/Instructions

1. A shareholder desiring to exercise his/her vote by Postal Ballot may complete this form and send it to the Scrutinizer appointed by the Company, in the attached prepaid self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot form, if sent through courier/registered post at the expense of the Registered Shareholder will also be accepted or if deposited with the Company, in person, will also be accepted
2. The Postal Ballot Form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder as per the specimen signature registered with the Company/Depositories as the case may be.
3. In case of shares held by the Companies, trustees, Societies, the duly completed postal Ballot Form should be accompanied by a certified true copy of the Board resolution/authority to the person voting on the Postal Ballot Form. A Member may sign the form through an Attorney appointed specifically for this purpose in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
4. Voting rights through a Postal Ballot cannot be exercised by a proxy.
5. Duly completed Postal Ballot Forms should be received by the Scrutinizer on or before 5.00 P. M. on 14th April, 2021 providing sufficient time for Postal transit.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
7. A Shareholder may request for a duplicate Postal Ballot form if so, required. At such requests should be addressed to the Company Corporate office at Plot No. 29, Nagarjuna Hills, Punjagutta, Hyderabad-500082, Telangana, through E-mail id. sharedept@gtindustries.com. However, the duplicate Postal Ballot Form, duly filled in, in any case should reach the Scrutinizer, on or before 5.00 P. M. on 14th April, 2021.

Calendar of Events of Postal Ballot

Sl.No	Description	Event Date (s)
1.	Date on or before which consent is required to be given by the Scrutinizer	Before 02-03-2021
2.	Date of Board Resolution authorizing the Company Secretary to be responsible for the entire Postal Ballot Process	02-03-2021
3.	Date of appointment of the Scrutinizer	02-03-2021
4.	Date of Completion of dispatch of Notice	15-03-2021
5.	Last date for receiving postal ballot form by the scrutinizer	14-04-2021
6.	Last date of submission of the Report by the Scrutinizer	16-04-2021
7.	Date of handing over the postal ballot forms to the designated person	17-04-2021
8.	Last date of signing of Minutes by the CMD	17-04-2021

For GTN INDUSTRIES LTD


(P. PRABHAKARA RAO)
Company Secretary

