



GTN ENGINEERING (INDIA) LIMITED

(A Government recognised 'THREE STAR EXPORT HOUSE')

Oil & Gas • Defence • Aerospace • (CIN : U51909TG1981PLC041292) (GST No:36AABCG2838G1ZQ)

Regd.Off.: Plot No.29, Nagarjuna Hills, Punjagutta, Hyderabad-82. Telangana, INDIA.

Ph.:+91-40-43407777, Fax: +91-40-23358387, 23358400

E-mail.: sharedept@gtnindustries.com, Website: www.gtnindustries.com

Date: 24.04.2018

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Dear Sirs,

Sub: Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for under Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [“SEBI Takeover Regulations”]

We, pursuant to Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, provide herewith the information in the prescribed format as attached herewith.

This is for your information and record.

Thanking you,

Yours faithfully,

For GTN Engineering (India) Limited

(Mahendra Kumar Patodia)
Managing Director

DIN:00004752

Encl: As stated above



GTN ENGINEERING (INDIA) LIMITED

(A Government recognised 'THREE STAR EXPORT HOUSE')

Oil & Gas • Defence • Aerospace • (CIN : U51909TG1981PLC041292) (GST No:36AABCG2838G1ZQ)

Regd.Off.: Plot No.29, Nagarjuna Hills, Punjagutta, Hyderabad-82. Telangana, INDIA.

Ph.:+91-40-43407777, Fax: +91-40-23358387, 23358400

E-mail.: sharedpt@gtnindustries.com, Website: www.gtnindustries.com

Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	GTN Industries Limited	
2.	Name of the Acquirer	GTN Engineering (India) Limited	
3.	Name of the Stock Exchange where shares of the TC are listed	National Stock Exchange of India Limited ["NSE"] and BSE Limited ["BSE"]	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Pursuant to off-market Inter-se transfers of 5813094 (33.14%) equity shares of the Target Company amongst the Promoter Group at prevailing market price of NSE, the Stock Exchange where maximum trading volume recorded.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10 (1)(a)(ii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the Stock Exchange.	Yes 10.04.2018	
7.	Details of acquisition	Disclosures made /required to be made under regulation 10(5)	Actual
	a. Name of the transferors / sellers	- Emkaypee Investments Private Limited - Megha Investments Private Limited - JEL Finance And Investments Limited	- Emkaypee Investments Private Limited - Megha Investments Private Limited - JEL Finance And Investments Ltd.
	b. Date of acquisition	17.04.2018	20.04.2018
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	5813094 equity shares of the Company	5813094 equity shares of the Company
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	5813094 equity shares representing 33.14% of the equity and voting share capital of TC	5813094 equity shares representing 33.14% of the equity and voting share capital of TC

kyan



Works : 2/439,K.S.N Puram, Semmipalayam, Trichy Road, Palladam Taluk, Tirupur - 641 662, Tamilnadu, India.(GST No:33AABCG2838G1ZW) Ph. +91-04255 278009, 278110,Fax: +91 - 04255, 278008, **Website :** www.gtnengg.net



GTN ENGINEERING (INDIA) LIMITED

(A Government recognised 'THREE STAR EXPORT HOUSE')

Oil & Gas • Defence • Aerospace • (CIN : U51909TG1981PLC041292) (GST No:36AABCG2838G1ZQ)

Regd.Off.: Plot No.29, Nagarjuna Hills, Punjagutta, Hyderabad-82. Telangana, INDIA.

Ph.:+91-40-43407777, Fax: +91-40-23358387, 23358400

E-mail.: shareddept@gtnindustries.com, Website: www.gtnindustries.com

	e. Price at which shares are proposed to be acquired / actually acquired	The Acquirer has declared that the acquisition price would not be higher by more than 25% of the price computed in point 6 of 10(5) report in accordance with the proviso clause to the Regulation 10(1) of the SEBI Takeover Regulations.		Prevailing market price on NSE, i.e. Rs.13.50 per equity share and less than 25% of the price computed in point 6 of 10(5) report in accordance with the proviso clause to the Regulation 10(1) of the SEBI Takeover Regulations.	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
	Name of the Acquirer/ Transferee	No. of shares held	% w.r.t. to total share capital of TC	No. of shares held	% w.r.t. to total share capital of TC
	– GTN Engineering (India) Limited	As per Annexure I	As per Annexure I	As per Annexure I	As per Annexure I
	– Each Sellers / Transferors				
	1. Emkaypee Investments Private Limited	As per Annexure I	As per Annexure I	As per Annexure I	As per Annexure I
	2. Megha Investments Private Limited				
	3. JEL Finance And Investments Limited				

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the Acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirer

For GTN Engineering (India) Limited

(Mahendra Kumar Patodia)

Managing Director

DIN:00004752

Place: Hyderabad

Date: 24.04.2018

Works : 2/439,K.S.N Puram, Semmipalayam, Trichy Road, Palladam Taluk, Tirupur - 641 662, Tamilnadu, India.(GST No:33AABCG2838G1ZW) Ph. +91-04255 278009, 278110,Fax: +91 - 04255, 278008, **Website :** www.gtnengg.net



GTN ENGINEERING (INDIA) LIMITED

(A Government recognised 'THREE STAR EXPORT HOUSE')

Oil & Gas • Defence • Aerospace • (CIN : U51909TG1981PLC041292) (GST No:36AABCG2838G1ZQ)

Regd.Off.: Plot No.29, Nagarjuna Hills, Punjagutta, Hyderabad-82. Telangana, INDIA.

Ph.:+91-40-43407777, Fax: +91-40-23358387, 23358400

E-mail.: shareddept@gtindustries.com, Website: www.gtindustries.com

Annexure- I

	Pre Transaction		Transaction details	Post Transaction	
	No. of shares/ voting rights	% w.r.t total share capital of TC	No. & % of equity shares acquired/ (sold)	No. of shares/ voting rights	% w.r.t total share capital of TC
Acquirer and PACs (other than Seller):					
Acquirer:					
-GTN Engineering (India) Limited	415585	2.37%	5813094 33.14%	62,28,679	35.51%
Total (A)	415585	2.37%	5813094 33.14%	62,28,679	35.51%
Other Promoters/ Promoter Group/PACs:					
-Mahendra Kumar Patodia-HUF	1112104	6.34%	0	11,12,104	6.34%
-Mahendra Kumar Patodia	1986713	11.33%	0	19,86,713	11.33%
-Anjana Patodia	514332	2.93%	0	5,14,332	2.93%
Total (B)	3613149	20.60%	0	36,13,149	20.60%
Total (A+B)	4028734	22.97%	5813094 33.14%	98,41,828	56.11%
Sellers:					
-Emkaypee Investments Private Limited	2630574	15.00%	(2630574) (15.00%)	0	0.00%
-Megha Investments Private Limited	629520	3.59%	(629520) (3.59%)	0	0.00%
-JEL Finance And Investments Limited	5750000	32.78%	(2553000) (14.55%)	31,97,000	18.23%
Total (C)	9010094	51.37%	(5813094) (33.14%)	31,97,000	18.23%
Total (A+B+C)	13038828	74.34%	0 (0.00%)	13038828	74.34%

For GTN Engineering (India) Limited

(Signature)

(Mahendra Kumar Patodia)
Managing Director

DIN:00004752

Works : 2/439,K.S.N Puram, Semmipalayam, Trichy Road, Palladam Taluk, Tirupur - 641 662, Tamilnadu, India.(GST No:33AABCG2838G1ZW) Ph. +91-04255 278009, 278110,Fax: +91 - 04255, 278008, **Website :** www.gtneengg.net