



GTN INDUSTRIES LIMITED

(A Government recognised 'TWO STAR EXPORT HOUSE')

CIN : L18101TG1962PLC054323, GSTNo:36AAACG8605N1ZB

Corp. Off : Plot No.29, NagarjunaHills,Punjagutta, Hyderabad - 82, T.S., INDIA.

Phone.: +91- 40 -43407777, Fax: +91 - 40 - 23358400, 66510190, 23358387

Email.:sharedept@gtindustries.com, Website.: www.gtindustries.com



REF : BC/AR: BSE/NSE 2017-18/2018

Date : 03-09-2018

To

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

Dear Sir,

Sub: Book closures From 22-09-2018 to 28-09-2018 (Both days inclusive)-for the purpose of 56th AGM to be held on 28-09-2018

Ref: Company Scrip Code: 500170/GTN IND.

In compliance of Regulation 42(5) SEBI (LODR) Regulation, 2015 the Register of Members and Share Transfer Books of the Company will be closed from 22-09-2018 to 28-09-2018 (both days inclusive) for the purpose of 56th Annual General Meeting of the Company which will be held on 28th September, 2018 at 9.45 A.M. at the Registered Office of the Company.

This is for your information and record.

Thanking you,

Yours faithfully,

For GTN INDUSTRIES LIMITED

(P Prabhakara Rao)

Company Secretary

Encl: a/a

C.C.TO:

- 1). National Securities Depository Ltd., Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel ,MUMBAI - 400 013
- 2).Central Depository Services (India) Limited., 16th Floor, P.J.Towers,Dalal Street,Fort, Mumbai-400 001.
- 3).Integrated Registry Management Services Pvt.Ltd., Kences Towers, 2nd Floor, No.1 Ramakrishna Street, Off North Usman Road, T.Nagar, CHENNAI - 600 017

NOTICE

Notice is hereby given that the 56th Annual General Meeting of **GTN INDUSTRIES LIMITED** will be held at the Registered Office of the Company at Chitkul Village, Patancheru Mandal, Medak District - 502307, Telangana, at 9.45 A.M. on Friday the 28th day of Sept, 2018 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss account for the year ended on that date together with the Reports of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri C.George Joseph (DIN 0309739), who retires by rotation and being eligible offers himself for reappointment.
3. To ratify appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139(1), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Bagaria & Co., LLP., Chartered Accountants, Mumbai (Registration No.113447W/W-100019), as Statutory Auditors of the company made pursuant to the resolution passed by the members at the 55th Annual General Meeting held on 29th Sept, 2017 to hold office from the conclusion of the said Annual General Meeting till the conclusion of 60th Annual General Meeting to be held in the calendar year 2022, be and is hereby ratified for the financial year ending March, 31 2019 on such remuneration as may be mutually agreed between the Auditors and the Board of Directors based on the recommendations of the Audit Committee."

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, remuneration of Rs. 2.00 Lacs p.a. and out-of-pocket expenses as may be authorized by the Board payable to M/s. STR Associates, Cost Accountants, Trichy who were appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending March 31, 2019."

By order of the Board
For GTN Industries Limited

(P.Prabhakara Rao)
Company Secretary &
Compliance Officer

Place : Hyderabad
Date : 28-05-2018

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form duly filled in should be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
2. An Explanatory statement pursuant to section 102(2) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto and forms part of the Notice.
3. Register of Members and Share Transfer Books will remain closed from 22nd Sept, 2018 to 28 Sept, 2018 (both days inclusive).
4. Consequent upon introduction of Section 72 of the Companies Act, 2013, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Individual shareholder(s) can avail the facility of nomination. Shareholders desirous of making nominations are requested to send their request in Form 2B (which will be made available on request) to the Registrar and Share Transfer Agent.
5. Details of Director(s) retiring by rotation and seeking re-appointment

(In Pursuance Regulation 36 (3) of the Listing Regulations)

Name of the Director	Shri C. George Joseph
Date of Birth	2 nd February, 1950
Date of Appointment	28 th January, 2010
Qualification	Engineering Graduate (B.Tech)
Expertise in specific Functional Area	He is having experience in spinning, textile projects and running factory over a period of 31 years
Details of other Directorship	GTN Engineering (India) Ltd
Details of other Committee and Membership status	Member: GTN Industries Ltd.,-Nomination & Remuneration Committee GTN Engineering (India) Ltd.,- Audit Committee



GTN INDUSTRIES LIMITED

NOTICE (Contd.,)

**EXPLANATORY STATEMENT PURSUANT TO
SECTION 102(1) OF THE COMPANIES ACT, 2013**

Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records And Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified/approved by the shareholders of the Company at the General Meeting.

The Board, on the recommendation of the Audit Committee and subject to the rules to be notified by the Ministry of Corporate Affairs in this regard, has approved the appointment of M/s. STR Associates, Cost Accountants, as Cost Auditor to conduct the audit of the cost records of the Company at a remuneration of Rs.2.00 lacs p.a. plus applicable taxes and out of pocket expenses at actuals for the financial year ending March 31, 2019.

Accordingly, approval of the members is being sought for the proposal contained in the resolution set out at item No.4 of the notice.

None of the Directors, Key Managerial Persons and their relatives are concerned or interested in the resolution either financially or otherwise.

The Board recommends and propose to pass the resolution set out at item No.4 of the notice as an Ordinary Resolution.

By order of the Board
For GTN Industries Limited

(P.Prabhakara Rao)
Company Secretary &
Compliance Officer

Place : Hyderabad
Date : 28-05-2018

REQUEST TO THE MEMBERS

1. Members desiring any information on the Financial Statements at the Annual General Meeting are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.

2. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the meeting.
3. All communications relating to shares are to be addressed to the Company's Share Transfer Agent M/s Integrated Registry Management Services Pvt. Ltd.
4. Members are requested to note that the Company's Equity Shares are compulsorily traded in Demat form for all investors. Members are requested to open depository account in their names with a depository participant to dematerialize their holdings. This would be necessary for facilitating the transfer of Company's shares in all stock exchanges connected to the depository system.
5. Members are requested to note that the Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies under Companies Act through electronic mode. Where as the Department of posts has discontinued the postal facility "Under Certificate of Posting" vide their letter dated 23-02-2011. Keeping in view of above, if the service of document has been made through electronic mode provided the Company has obtained e-mail address of its members of sending the notice/documents through e-mail by giving an advance opportunity to every shareholder to register their e-mail address and changes therein from time to time with the Company. Further members are requested to submit PAN / Bank particulars for updation in the members record as per SEBI circular.

