



## GTN INDUSTRIES LIMITED

(A Government recognised 'TWO STAR EXPORT HOUSE')  
CIN : L18101TG1962PLC054323, GSTNo :36AAACG8605N1ZB  
Corp : Off : Plot No.29, Nagarjuna Hills, Punjagutta,  
Hyderabad - 500 082, Telangana, INDIA. Phone :+91-40-43407777  
Email :email@gtnindustries.com , Website : www.gtnindustries.com

**AEO Certificate No. INAAACG8605N1F181**

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

REF:GTN: Reg.30/BSE:2026-27

Dated: 11<sup>th</sup> June, 2026

To

**BSE LIMITED**

Corporate Relationship Department

P J Towers, Dalal Street

Mumbai-400051

Dear Sir,

**Sub: Notice of Extra-Ordinary General Meeting (EGM)**

**Ref: Company Scrip Code : 500170**

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Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations & Disclosures) Regulations, 2015, We wish to inform you that, enclosed herewith Notice of the EGM, which includes all relevant information for the benefit of the members. We request you to kindly take the aforementioned document on record and acknowledge receipt of the same.

This is for your information and necessary records.

Thanking you,

Yours faithfully,

**For GTN INDUSTRIES LIMITED**

PRABAKARA RAO  
PAMIDIMARRY

Digitally signed by PRABAKARA  
RAO PAMIDIMARRY  
Date: 2026.06.11 12:25:52  
+05'30'

(P. Prabhakara Rao)

Company Secretary and Compliance officer

Encl: a/a

**Regd.Office & Factory** :Chitkul Village, Patancheru Mandal, Sangareddy Dist, T.S.- 502 307. Ph: +91-8455 226108,226109 Fax: +91-8455-226112

**Nagpur Office** :Jagdamba Heights, Opp. Bank of India, Mankapur, Koradi Road, Nagpur-440 030 Ph: +91-712-2583701, 8888865389,9604157900

**Nagpur Factory** :Village-Khurjgaons, Taluk Saoner, Pin 441112. Dist.Nagpur.Ph:+91-7113-32363761

**NOTICE  
OF  
EXTRA-ORDINARY GENERAL MEETING  
OF  
GTN INDUSTRIES LIMITED**

**PRABAKARA  
RAO  
PAMIDIMARRY**

Digitally signed by  
PRABAKARA RAO  
PAMIDIMARRY  
Date: 2026.06.11 11:26:31  
+05'30'

## NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the Members of **GTN INDUSTRIES LIMITED** (CIN: L18101TG1962PLC054323) ("the Company") will be held on Monday, 6<sup>th</sup> day of July 2026 at 11.00 a.m. at the Registered Office of the Company at Chitkul Village Pattancheru Mandal, Sangareddy, Telangana, India, 502307 to transact the following business:

### ITEM No. 1:

#### ISSUANCE OF 24,59,622 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following Resolution, with or without Modification, as "**SPECIAL RESOLUTION**":

**"RESOLVED THAT** pursuant to the applicable provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited [BSE] where the equity shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI SAST Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, if any, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot 24,59,622 (Twenty Four Lakh Fifty Nine Thousand Six Hundred and Twenty Two Only) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each ("the Equity Shares"), to the following group of persons ("Proposed Allottees/Investors"), in one or more tranches, at an issue price of Rs. 24/-each (including Rs. -14/- premium) ("Issue Price"), which is the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 5,90,30,928/- (Rupees Five Crore Ninety Lakh Thirty Thousand Nine Hundred and Twenty-Eight Only) for cash, on the terms and conditions as detailed hereinbelow to the following group of persons ("Proposed Allottees"):

Sr. No.	Name of the Proposed Allottee/ Investor	Category	No of Equity Shares of the Company to be Issued
1.	Rakesh Kalapala	Public	6,00,000
2.	Atluri Raja Babu	Public	6,00,000
3.	Kollu Anantha Srinivasa Rao	Public	4,00,000
4.	Manepalli V Gana Suresh	Public	3,00,000
5.	Nandigam Abhishek	Public	2,59,622
6.	Mohit Gurjar	Public	2,00,000
7.	Ramarao Talluri	Public	1,00,000
	<b>Total</b>		<b>24,59,622</b>

**"RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity shares proposed to be allotted to the above-mentioned allottees is Friday, 5<sup>th</sup> June, 2026 (i.e. being the date, which is 30 days prior to the date of Extra-Ordinary General Meeting i.e. 6<sup>th</sup> July 2026 (Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date)."

**"RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
- The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

- iv. The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
- v. Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- vi. The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- vii. The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- viii. The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- ix. The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- x. The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- i. to issue and allot the Equity Shares, subject to and in accordance with applicable laws;
- ii. to issue clarifications, resolve and settle all matters, questions of doubt, involved in or concerned with the issue and allotment of the Equity Shares and incidental thereto, as the Board in its absolute discretion may deem fit;
- iii. to negotiate, finalize, enter into or execute all contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) to give effect to the above resolutions including making application to the Stock Exchange for obtaining necessary approvals, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") and / or such other authorities as may be necessary for the purpose;
- iv. to give effect to any modifications, changes, variations, alterations, additions and / or deletions to the terms and conditions, as may be required by any Applicable Regulatory Authorities involved in or concerned with the issue and allotment of the Equity Shares;
- v. to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Equity Allottee;"

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

**"RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

For and On behalf of the Board  
**GTN INDUSTRIES LIMITED**

Sd/-

**P. Prabhakara Rao**

**Company Secretary & Compliance Officer**

Date: 05.06.2026

Place: Hyderabad

**NOTES:**

1. The statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at this Extra – Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members

and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.

3. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection during all working days except holidays 10:00 A.M. to 5:00 P.M. upto the date of EGM also during the EGM at the Registered Office of the Company and Members who wish to inspect the said documents electronically are requested to send an email to [sharedept@gtnindustries.com](mailto:sharedept@gtnindustries.com) commenting their name, demat account number/folio number.
4. The route map showing directions to reach the venue of the meeting is annexed. Members/proxies/authorized representatives are requested to bring their copies of Notice and produce duly filled in attendance slip at the entrance of the venue.
5. Members holding shares in Demat form shall write their DP ID and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of Notice will not be provided at the meeting.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send at Company's Registered Office, a certified copy of the board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. Members may also note that the Notice of the Extra Ordinary General Meeting is available on the Company's website i.e. [www.gtnindustries.com](http://www.gtnindustries.com).
9. Notice of the EGM is being sent through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice will also be available on the Company's website at [www.gtnindustries.com](http://www.gtnindustries.com), websites of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Company's Registrar and Transfer Agent, Integrated Registry Management Services Pvt. Ltd.
10. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and Transfer Agent, M/s. Integrated Registry Management Services Pvt. Ltd, if the shares are held by them in physical form.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Transfer Agent, M/s. Integrated Registry Management Services Pvt. Ltd.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent, M/s. Integrated Registry Management Services Pvt. Ltd in this regard.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Integrated Registry Management Services Pvt. Ltd for facilitating voting through electronic means, as the authorized E-Voting agency. The facility of casting votes by a member using remote e-voting will be provided by National Securities Depository Limited ("NSDL")
14. The facility for voting by poll shall also be made available at the EGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM by poll. Poll is conducted under the supervision of the Scrutinizer appointed for the remote e-voting and poll. Scrutinizer decision on validity of votes will be final.
15. The Chairman shall at the meeting, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
16. The Company has appointed Ms. Ansu Thomas, M/s. DVM & Associates LLP, [L2017KR002100] Practicing Company Secretaries (MP No. 8994), who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall submit his/her report of the votes cast in favour or against, if any, to the Chairman of the Company within 2 working days of the completion of EGM.
17. The cut-off date for the purpose of remote e-voting and voting at the EGM shall be Monday, June 29, 2026. The voting right of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Cut-off date.

18. The remote e-voting period begins on Friday, July 3, 2026 at 09.00 A.M. and ends on Sunday, July 5th, 2026 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, June 29, 2026 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

**INSTRUCTIONS FOR E-VOTING:**

The remote e-voting period begins on 3<sup>rd</sup> July 2026 at 9:00 A.M. and ends on 5<sup>th</sup> July 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 29<sup>th</sup> June 2026.

How do I vote electronically using NSDL e- Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

Type of shareholders	Login Method
	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Help desk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ansu@dvmgopalandassociates.in](mailto:ansu@dvmgopalandassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [www.gtnindustries.com](http://www.gtnindustries.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [www.gtnindustries.com](http://www.gtnindustries.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

For and On behalf of the Board  
**GTN INDUSTRIES LIMITED**

Sd/-

**P. Prabhakara Rao**

**Company Secretary & Compliance Officer**

Date: 05.06.2026

Place: Hyderabad

**ANNEXURE TO AND FORMING PART OF THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**ITEM NO. 1**

The Board of Directors at its meeting held on 5<sup>th</sup> June, 2026, subject to approval of shareholders of the Company and such other approvals as may be required, has considered and approved the proposal to issue and allot up to 24,59,622 (Twenty Four Lakh Fifty Nine Thousand Six Hundred and Twenty Two Only) fully paid-up equity shares of Face Value of Rs. 10/- each, to the below mentioned Proposed Allottees on preferential basis at an issue price of Rs. 24/- each (including Rs. 14/- premium) as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

Sl. No.	Name of the Proposed Allottees/ Investors	PAN	Category	Number of Equity Shares to be allotted	Price of Each Security	Total Amount
1.	Rakesh Kalapala	ACRPK5809L	Public	6,00,000	24	1,44,00,000
2.	Atluri Raja Babu	AEKPA5450J	Public	6,00,000	24	1,44,00,000
3.	Kollu Anantha Srinivasa Rao	AEOPK6614E	Public	4,00,000	24	96,00,000
4.	Manepalli V Gana Suresh	AUGPM0918D	Public	3,00,000	24	72,00,000
5.	Nandigam Abhishek	AGAPN1256D	Public	2,59,622	24	62,30,928
6.	Mohit Gurjar	AKTPG9711F	Public	2,00,000	24	48,00,000
7.	Ramarao Talluri	AFNPT4680H	Public	1,00,000	24	24,00,000
			<b>TOTAL</b>	<b>24,59,622</b>		<b>5,90,30,928</b>

The proposed Preferential Issue is being undertaken further to intimation to the stock exchange dated 5<sup>th</sup> June 2026. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of the Companies Act, 2013.

The investor/proposed allottee named hereinabove have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the ICDR Regulations.

Pursuant to the applicable provisions of Sections 23(1)(b), 42 and 62 of the Companies Act, 2013 ('Act') and Rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), the Preferential issue of Equity Shares on private placement basis requires approval of the Members by way of a Special Resolution.

The Board therefore recommends this Item No. 1 for the approval of the Shareholders as set out in the Notice by way of passing a 'Special Resolution'. The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI ICDR Regulations read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, as amended, with respect to the additional disclosures for objects of the issue and are set forth below:

**1. Objects of the preferential issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- The Company intends to utilize the proceeds raised through the Preferential Issue for Redemption of Existing 0.01% Non-cumulative Redeemable Preference Shares & General Corporate Purpose.

The amount of funds proposed to be utilized against as follows:

Sl. No.	Objects of the Issues	Amount (Rs)	Period of Utilization
1	Redemption of 5,90,000 0.01% Non-Cumulative Redeemable Preference Shares of Rs 100/- each	5,90,00,000	Within a period of 1 month
2	General Corporate Purpose	30,928	Within a period of 1 month

**2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:**

At its meeting held on Friday, 5<sup>th</sup> June 2026, the Board of Directors, subject to Members' approval and regulatory consents, if any, as may be applicable, approved raising of funds aggregating upto 24,59,622 (Twenty Four Lakh Fifty Nine Thousand Six Hundred and Twenty Two Only) fully paid up equity shares of face value of Rs. 10/- (Rupees ten only) each, in one or more tranches, at a price of Rs.24/- (Rupees Twenty Four Only) per equity share ("Equity Shares") aggregating to an amount not exceeding Rs. 5,90,30,928 /- (Rupees Five Crore Ninety Lakh Thirty Thousand Nine Hundred and Twenty-Eight Only) not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to the following select group of persons ("**Proposed Allottees/Investors**"), for cash consideration on a preferential basis ("Preferential Issue") who have agreed to subscribe to the proposed preferential issue and has confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations").

Sr. No.	Name of the Proposed Allottee/ Investor	Category	No of Equity Shares of the Company to be Issued
1.	Rakesh Kalapala	Public	6,00,000
2.	Atluri Raja Babu	Public	6,00,000
3.	Kollu Anantha Srinivasa Rao	Public	4,00,000
4.	Manepalli V Gana Suresh	Public	3,00,000
5.	Nandigam Abhishek	Public	2,59,622
6.	Mohit Gurjar	Public	2,00,000
7.	Ramarao Talluri	Public	1,00,000
	<b>Total</b>		<b>24,59,622</b>

The allotment of Equity Shares to Proposed Allottees/Investors belonging to "Non-Promoters" of the Company is proposed to be made at an issue price of Rs. 24/- (Rupees Twenty Four Only) per equity share based on the pricing criteria mentioned in Chapter V of SEBI ICDR Regulations and the valuation report obtained from Mr. V Gangadhara Rao N, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10709 ('Registered Valuer / Independent Valuer'), certifying the fair value price of each Equity Share in accordance with Regulation 165, 166A and other applicable regulations of the SEBI ICDR Regulations as amended.

**3. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:**

The equity shares of the Company are listed at BSE Limited ('BSE'). In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, the equity shares of the Company are not frequently traded as the traded turnover during the 240 Trading days preceding the relevant date is less than 10% of total number of shares of the Company.

Accordingly, in terms of Chapter V of the SEBI ICDR Regulations, 2018, if the shares of the Company are not frequently traded on the stock exchange, the aforesaid equity shares(s) shall be allotted in accordance with the price determined in terms of Chapter V of the SEBI ICDR Regulations, 2018.

Since Allottee 1 and Allottee 2 are persons acting in concert, their proposed allotment of equity shares will result in more than 5% post issue diluted capital of the Company. Consequently, Regulation 166A of the SEBI (ICDR) Regulations, 2018 becomes applicable to this preferential issue.

Accordingly, the issue price is the determined under valuation report from independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

We hereby confirm that the Articles of Association does not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

The Fair value per Equity Share is Rs. 24/- (Rupees Twenty Four only) as per the valuation obtained from Mr. V Gangadhara Rao N, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10709 ('Registered Valuer / Independent Valuer'), certifying the fair value price of each Equity Share in accordance Chapter V of the SEBI ICDR Regulations, as amended. Since there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

The Issue price per equity share of Rs.10/- each is fixed at Rs. 24/- (Rupees Twenty Four Only), including a premium of Rs. 14/- (Rupees Fourteen only), which is higher than the minimum issue price per Equity Share derived as per the valuation report issued by a registered valuer.

In terms of Regulation 165, 166A of the SEBI (ICDR) Regulations, 2018, the Company has obtained a valuation report dated June 5, 2026 from Mr. V Gangadhara Rao N, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10709 ('Registered Valuer / Independent Valuer') and same has been uploaded on the Website of the company and Website at [www.gtnindustries.com](http://www.gtnindustries.com)

**4. Relevant date with reference to which the price has been arrived at:**

The "Relevant Date" in relation to the issue of these Securities in accordance with the Chapter V of SEBI (ICDR) Regulations shall be Friday, June 05, 2026, being the day preceding the date that is 30 (thirty) days prior to the date of the General Meeting (Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date).

**5. Certificate from Practicing Company Secretaries**

A certificate from M/s. V.Sidvilas, Company Secretaries will certify that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the last date of the Extra-Ordinary General Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. www.gtnindustries.com

**6. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the offer:**

The preferential issue is being made to the "Non-Promoter Group" of the Company (referred as proposed Allottees) as listed in the Resolution under Item No. 1 of the Notice, None of the Promoters, Directors or key managerial personnel or senior management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the preferential issue or separately in furtherance of the objects specified herein above.

**7. Name and address of valuer who performed valuation:**

In terms of Regulation 165, 166A of the SEBI (ICDR) Regulations, 2018, the Company has obtained a valuation report dated June 5, 2026 from Mr. V Gangadhara Rao N, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10709 ("Registered Valuer / Independent Valuer") and the Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at www.gtnindustries.com

**8. Principal terms of Assets charged as securities: Not Applicable**

**9. Shareholding pattern of the issuer before and after the preferential issue:**

The Pre and Post shareholding pattern of the Company is given below:

Sr. No.	Category	Pre-Issue Equity Shareholding		Allotment of Equity Shares		Post Issue Equity Holdings (Assuming allotment of 24,59,622 equity shares)	
		No. of Shares	% of Share holding	No. of Equity Shares	% of Equity Holding	No. of Shares	% of Share holding
<b>A.</b>	<b>Promoter Holding</b>						
1.	Indian	-	-	-	-	-	-
	Individual	43,54,149	24.82	-	-	43,54,149	21.77
	Bodies Corporate	86,84,679	49.51	-	-	86,84,679	43.43
	Relatives	-	-	-	-	-	-
	Sub Total	1,30,38,828	74.34	-	-	1,30,38,828	65.20
2.	Foreign promoters	-	-	-	-	-	-
	Sub Total (A)	1,30,38,828	74.34	-	-	1,30,38,828	65.20
<b>B.</b>	<b>Non-Promoter Holding</b>						
1.	Institutional Investors	-	-	-	-	-	-
2.	Non- Institutions	-	-	-	-	-	-
	Private Corporate Bodies/ Limited Liability Partnerships	-	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-	-
	Indian Public	45,01,550	25.66	24,59,622	12.29	69,61,172	34.80
	Others (Including NRIs)	-	-	-	-	-	-
	Sub Total (B)	45,01,550	25.66	24,59,622	12.29	69,61,172	34.80
	Grand Total	1,75,40,378	100	24,59,622	12.29	2,00,00,000	100

**Notes:**

- 1) The pre-issue shareholding pattern is as on 31<sup>st</sup> March 2026.
- 2) The above post issue shareholding pattern assumes issue of 24,59,622 fully paid-up equity shares to the Non-Promoter Group of the Company
- 3) Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date on which the pre-issue shareholding pattern.

**10. Time frame within which the preferential issue shall be completed:**

Pursuant to Regulation 170(1) of SEBI (ICDR) Regulations, allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution or in the event allotment of securities would require any approval(s) from any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be.

**11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

The proposed allottees are individuals as stated above so the above clause is not applicable.

**12. Change in control consequent to the preferential issue:**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

**13. Undertakings:**

The Company hereby undertakes and confirms the following:

- that the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations where it is required to do so;
- if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees;
- Neither the Company nor any of its Promoters or Directors are wilful defaulters or fraudulent borrowers;
- None of its Directors or Promoters are fugitive economic offenders;
- The said preferential issue is not for consideration other than cash;
- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations;
- The Company shall make an application to BSE Ltd. at which the existing shares are listed, for listing of the aforementioned Equity Shares;
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;

**14. Material terms of raising such securities: NA**

**15. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the period from 1<sup>st</sup> April, 2026 till the date of this Notice, the Company has not made any Preferential Issue of any securities

**16. Lock In:**

- The proposed allotment of Equity Shares pursuant to this resolution shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.
- The pre-preferential shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

**17. Payment of Consideration:**

In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations, full consideration of specified securities other than warrants, shall be paid by the allottees at the time of allotment of such specified securities except in case of shares issued for consideration other than cash.

**18. Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:**

It is hereby declared that neither the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

**19. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Sr. No.	Name of the Proposed Allottee	Current Status of Proposed Allottee namely Promoter or Non-Promoter	Proposed Status of Allottee (Post the Preferential Issue namely Promoter or Non-Promoter)
1.	Rakesh Kalapala	Non-Promoter	Non-Promoter
2.	Atluri Raja Babu	Non-Promoter	Non-Promoter
3.	Kollu Anantha Srinivasa Rao	Non-Promoter	Non-Promoter
4.	Manepalli V Gana Suresh	Non-Promoter	Non-Promoter
5.	Nandigam Abhishek	Non-Promoter	Non-Promoter
6.	Mohit Gurjar	Non-Promoter	Non-Promoter
7.	Ramarao Talluri	Non-Promoter	Non-Promoter

**20. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any:**

Sr. No.	Name of the Allottee	Pre Issue		Proposed Type of Security	Proposed No. of Shares	Post Issue	
		No. of Shares	%			No. of Shares	%
1.	Rakesh Kalapala	0	0	Equity Shares	6,00,000	6,00,000	3.00
2.	Atluri Raja Babu	0	0	Equity Shares	6,00,000	6,00,000	3.00
3.	Kollu Anantha Srinivasa Rao	0	0	Equity Shares	4,00,000	4,00,000	2.00
4.	Manepalli V Gana Suresh	0	0	Equity Shares	3,00,000	3,00,000	1.50
5.	Nandigam Abhishek	0	0	Equity Shares	2,59,622	2,59,622	1.29
6.	Mohit Gurjar	0	0	Equity Shares	2,00,000	2,00,000	1.00
7.	Ramarao Talluri	0	0	Equity Shares	1,00,000	1,00,000	0.50
	<b>Total</b>	<b>0</b>	<b>0</b>		<b>24,59,622</b>	<b>24,59,622</b>	<b>12.29</b>

Issue of the said Equity Shares would be well within the expanded Authorized Share Capital of the Company. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 01 in the accompanying notice for approval by the Members.

No preferential allotment is being made to any director of the Company or their relatives or key managerial personnel of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board, therefore, recommends the proposed resolution as set out at Item No.1 to the Notice, to the members of the company for their approval by way of passing a special resolution.

For and On behalf of the Board  
**GTN INDUSTRIES LIMITED**

Sd/-

**P. Prabhakara Rao**

**Company Secretary & Compliance Officer**

Date: 05.06.2026

Place: Hyderabad

**PRABAKARA RAO**  
**PAMIDIMARRY**

Digitally signed by  
PRABAKARA RAO  
PAMIDIMARRY  
Date: 2026.06.11 11:35:29  
+05'30'



# GTN INDUSTRIES LIMITED

CIN: L18101TG1962PLC054323

Regd. Off : Chitkul Village, Patancheru Mandal, Sangareddy Dist., - 502307, Telangana.  
Corp.Off: Plot No. 29, Nagarjuna Hills, Punjagutta, Hyderabad - 500 082, Telangana,  
Email: sharedept@gtnindustries.com, Website: www.gtnindustries.com

## Form MGT-11 Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Folio No./Client Id: \_\_\_\_\_ DP Id: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of **GTN Industries Limited**, hereby appoint

1.Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him

2.Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him

3.Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, July 6, 2026 at 11.00 AM at Registered Office Situated at Chitkul Village Pattancheru Mandal, Sangareddy, Telangana, India, 502307 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution (s)
1.	Issuance of 24,59,622 Equity Shares of The Company on Preferential Basis

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

Affix  
Revenue  
Stamp

### Note:

- This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company Situated at Chitkul Village Pattancheru Mandal, Sangareddy,, Telangana, India, 502307 not less than 48 hours before the commencement of the Meeting. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/ Proxy.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra- Ordinary General Meeting.
- Please complete all details including details of member(s) in above box before submission.



# GTN INDUSTRIES LIMITED

CIN: L18101TG1962PLC054323

Regd. Off : Chitkul Village, Patancheru Mandal, Sangareddy Dist., - 502307, Telangana.  
Corp.Off: Plot No. 29, Nagarjuna Hills, Punjagutta, Hyderabad – 500 082, Telangana,  
Email: sharedept@gtnindustries.com, Website: www.gtnindusreis.com

## ATTENDANCE SLIP

Extra-Ordinary General Meeting to be held on Monday, July 6, 2026 at 11.00 AM at the Registered Office Situated at Chitkul Village Pattancheru Mandal, Sangareddy, Telangana, India, 502307.

Name and Address of the Shareholder: \_\_\_\_\_

No. of Share(s) held: \_\_\_\_\_

I certify that I am a member/proxy for a member of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company held at the Registered Office Situated at Chitkul Village Pattancheru Mandal, Sangareddy, Telangana, India, 502307 at 11.00 AM on Monday, July 6, 2026.

..... Member's/Proxy's Signature

### Notes:

- Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
- This Attendance Slip is valid only in case shares are held on the date of the meeting.



# GTN INDUSTRIES LIMITED

CIN: L18101TG1962PLC054323

Regd. Off : Chitkul Village, Patancheru Mandal, Sangareddy Dist., - 502307, Telangana.  
Corp.Off: Plot No. 29, Nagarjuna Hills, Punjagutta, Hyderabad – 500 082, Telangana,  
Email: sharedept@gtnindustries.com, Website: www.gtnindusreis.com

## Form No. MGT-12

### POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

1. Name of the First Named Shareholder (in block letters) \_\_\_\_\_
2. Postal Address: \_\_\_\_\_
3. Registered Folio No./\*Client ID No. .... (\*Applicable to investors holding shares in dematerialized form)
4. Class of Share(s) .....

I hereby exercise my vote at the Extra-Ordinary General Meeting of the Company to be held on Monday, July 6, 2026 at 11.00 AM at the Registered Office Situated at Chitkul Village Pattancheru Mandal, Sangareddy, Telangana, India, 502307, in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Resolution No.	Resolution (s)	Optional	
		For	Against
1.	Issuance of 24,59,622 Equity Shares of the Company on Preferential Basis		

(Name & Signature of the PROXY) (Signature of the Shareholder)

Note: Proxy who are attending and voting in this general meeting on behalf of some members are requested to first write their name before signing it.

Date: \_\_\_\_\_

Place: \_\_\_\_\_

**BOOK-POST**

TO

**PRABAKARA  
RAO  
PAMIDIMARRY**

Digitally signed by  
PRABAKARA RAO  
PAMIDIMARRY  
Date: 2026.06.11 11:36:04  
+05'30'

If Undelivered return to:

From:

Company Secretary  
**GTN INDUSTRIES LIMITED**  
Corp Off: Plot No.29, Nagarjuna Hills, Punjagutta,  
Hyderabad - 82.Telangana, India  
Ph.No. 91-040-43407777