



August 29, 2017

**To
The Department of Corporate Affairs,
M/s. Bombay Stock Exchange Limited,
25th Floor, Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001**

Dear Sir/Madam,

Sub: Notice of the 31st Annual General Meeting of the Company – Reg.,


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In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of notice of the 31st Annual General Meeting of the Company to be held on 23.09.2017 at Registered office of the Company at #16/137, Siddhartha Nagar No.5, Near Prabodhan Krida Bhawan, Goregaon (West), Mumbai – 400104.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours truly,

For Gayatri Tissue and Papers Limited


(CS DINESH VEMULA)
Company Secretary and Compliance Officer



NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Company will be held on Saturday, the 23rd of September, 2017 at 3.00 p.m at Registered office of the Company at #16/137, Siddhartha Nagar No.5, Near Prabodhan Krida Bhawan, Siddhartha Nagar, Goregaon (West), Mumbai - 400104 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash flow Statement for the year ended as on that date and the reports of the Directors and Auditor's thereon.
2. To appoint a Director in place of Mrs. T. Indira Subbarami Reddy, who retires by rotation and being eligible offers herself for re-appointment.
3. **TO APPOINT AUDITORS AND FIX THEIR REMUNERATION**

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. N G RAO & Associates, Chartered Accountants, Hyderabad be and are hereby appointed as Auditors of the Company, in the place of retiring auditors M/s. VAS & Co, Chartered Accountants to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 36th Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors from time to time."

SPECIAL BUSINESS:

4. **APPOINTMENT OF SHRI. J. N. KARAMCHETTI AS INDEPENDENT DIRECTOR OF THE COMPANY.**

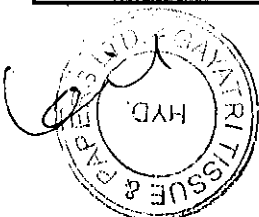
To consider and if thought fit, to pass with or without modification, the following resolution as an SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provision of Section 149 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, Shri. J.N. Karamchetti (holding DIN 00940963), who was appointed as additional director of the Company on 18.01.2017 and who holds office up to the date of this annual general meeting and in respect of whom the company has received a notice in writing form a member in terms of Section 160 of the Companies Act, 2013 along with a deposit of Rs. 1 lakh signifying his intention to propose the appointment of Shri. J.N. Karamchetti as Independent Director, be and is hereby appointed as Independent Director of the Company for a period of consecutive term of 5 years from 18.01.2017."

For and on behalf of the Board

Place: Hyderabad
Date : 14.08.2017

Sd/-
(P. MARUTHI BABU)
Executive Director
DIN : 00016650



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. Proxies duly stamped and signed must be deposited at the company's registered office not less than 48 hours before the time for holding the meeting.
2. Members desirous of obtaining any information concerning the accounts and operations of the company, are requested to sent their queries to the Company at least seven days before the date of the meeting, so that the information required by the members may be made available at the meeting.
3. The Register of Members and the Share Transfer Registers will be closed from 19th of September, 2017 to Saturday the 23rd of September, 2017 (both days inclusive).
4. Members are requested to intimate the Registrars and share transfer agents of the Company, M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharatnagar, Hyderabad - 500018 Ph: 23818475 immediately of any change in their address.
5. Members holding more than one share certificate in the same name under different folios are requested to apply for consolidation of such folios in one folio and send relevant share certificates to the company's registrars and share transfer agents M/s Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharatnagar, Hyderabad – 500 018 Ph: 23818475.
6. Members/proxies are requested to bring along with them the Annual Reports being sent to them.
7. **Appointment / Re-appointment of Directors**

At the ensuing Annual General Meeting, Smt T. Indira Subbarami Reddy Director retire by rotation and being eligible offers herself for re-appointment

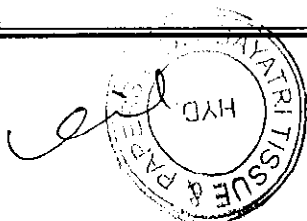
Details of the director seeking re-appointment:

Name of the Director	T. Indira Subbarami Reddy
Director Identification No	00009906
Date of Birth	13.03.1951
Date of appointment	08.03.1996
Occupation	Industrialist
Relationship between directors inter-se	Nil
Nature of expertise in specific functional area	25 years of experience in the construction industry
Directorship in other Companies	19
Shareholding in the Company	1124700

E-Voting Facility:

Process and Manner for members opting for e-voting is as under:-

8. Voting through electronic means;
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Securities Depository Limited (CSDL).
 - b. The instructions for e-voting are as under:
The instructions for members for voting electronically are as under:-



Thirtyfirst Annual Report

In case of members receiving e-mail:

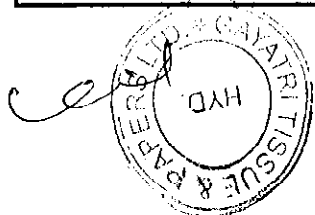
- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "**Gayatri Tissue and Papers Limited**" from the drop down menu and click on "SUBMIT"
- (iv) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares In Physical Form	For Members holding shares In Demat Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the Folio Number in the PAN field. Eg. If your name is Ramesh Kumar with Folio Number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <**Gayatri Tissue and Papers Limited**> on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cDSLindia.com.

The e-voting period commences on 20.09.2017 (9:00 am) and ends on 22.09.2017 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

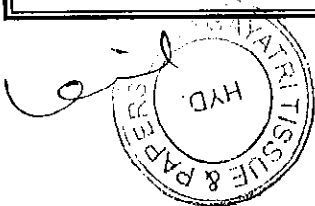
The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e 16.09.2017

Mr. Y. Koteswara Rao, Practicing Company Secretary (Membership No. 3785) and has been appointed as the Scrutinizer to scrutinize the e-voting and ballot process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairperson of the Company.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gtpltd.co.in and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

12. All documents referred to in the accompanying Notice and the Explanatory Statement shall open for inspection at the Registered Office of the Company during normal business hours 9.00am to 5.00 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company



EXPLANATORY STATEMENT PURSUANT TO SECTION

(Pursuant to Section 102 of the Companies Act, 2013)

Item No.4:

Shri. J.N. Karamchetti (holding DIN 00940963) is a Chairman of the Audit and Nomination and Remuneration Committee of the Board of Directors of the Company and appointed as additional director of the Company on 18.01.2017.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 is proposed to be appointed as an Independent Director for five consecutive years for a term w.e.f 18.01.2017. A notice has been received from a member proposing Shri. J.N. Karamchetti as a candidate for the office of Director of the Company along with a deposit of Rs. 1 Lakh.

In the opinion of the Board, Shri. J.N. Karamchetti fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri. J.N. Karamchetti as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his appointment would be of immense benefit to the Company and it is desirable to appoint Shri. J.N. Karamchetti as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. J.N. Karamchetti as an Independent Director, for the approval by the shareholders of the Company by way of special resolution.

Except Shri. J.N. Karamchetti, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

