



August 28, 2018

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

Dear Sir/Madam,

**Sub: Notice of the 32<sup>nd</sup> Annual General Meeting of the Company – Reg.,**

.....

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 32<sup>nd</sup> Annual General Meeting of the Company to be held on 21.09.2018 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



Regd. Office :  
Gayatri Tissue & Papers Limited  
16/137, No. 5, Near Prabodhan Krida Bhawan,  
Siddhartha Nagar, Goregaon (West), Mumbai 400 104.

Corp Office :  
B1, 6-3-1090, TSR Towers, Raj Bhavan Road,  
Somajiguda, Hyderabad 500 082. A.P.

T +91 40 2331 0330/4284  
F +91 40 2339 8435

www.gtptld.co.in

## NOTICE

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Company will be held on Friday, the 21<sup>st</sup> of September, 2018 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 31<sup>st</sup> March, 2018 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.

### SPECIAL BUSINESS:

3. **TO KEEP REGISTERS, COPIES OF RETURNS ETC., AT CORPORATE OFFICE OF THE COMPANY AT HYDERABAD (I.E. AT A PLACE OTHER THAN REGISTERED OFFICE)**

To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 94(1) of the Companies Act, 2013 ("the Act") and all other applicable provisions of the Act and relevant Rules applicable, if any, consent of the members of the Company be and is hereby accorded to keep the Register of Members and other registers/ records to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act at the Corporate Office of the Company situated at B-1 TSR Towers, 6-3-1090, Rajbhavan Road, Somajiguda, Hyderabad -500082 (i.e. place other than Registered Office where the Registers, returns and other documents are proposed to be kept);

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution."

For and on behalf of the Board

Place : Hyderabad  
Date : 14.08.2018

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 17<sup>th</sup> September, 2018 to 21<sup>st</sup> September, 2018 (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

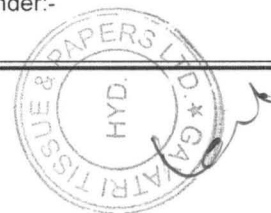
**Details of the director seeking re-appointment:**

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	18
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:-



## Thirty Second Annual Report

In case of members receiving e-mail:

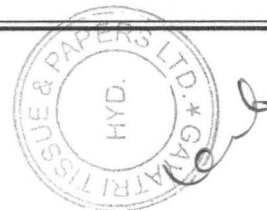
- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "**Gayatri Tissue and Papers Limited**" from the drop down menu and click on "SUBMIT"
- (iv) Now enter your User ID (For CDSL: 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](http://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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The e-voting period commences on 18.09.2018 (9:00 am) and ends on 20.09.2018 (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 14.09.2018, 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 14.09.2018.

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](http://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.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION**

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

The Company was incorporated under the provisions of Companies Act, 1956 in the State of Maharashtra. Further, the Corporate Office of the Company is located at Hyderabad. To exercise better administrative and economic control which will reduce overheads, rationalise costs, eliminate duplication of records and enable the Company to streamline its operations as well as management of affairs of the Company it is proposed to keep the Register of Members and other registers/ records to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act at the Corporate Office of the Company situated at B-1 TSR Towers, 6-3-1090, Rajbhavan Road, Somajiguda, Hyderabad -500082.

In terms of the provisions of Sec. 94(1) of the Companies Act 2013, Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, if approved by a Special Resolution by the members of the Company.

Out of the total number of members of 186 as on 10.08.2018, 109 members reside in Hyderabad. The Board recommends to keep the registers maintained under Section 88(1) of the Companies Act, 2013 ("the Act") [i.e. Register of Members etc.] and copies of the annual returns filed under Section 92 of the Act at the Corporate Office at Hyderabad.

The Board therefore recommends the resolution as set out at Item No. 3 for approval of the members as Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the said Resolution.

**For and on behalf of the Board**

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

Place : Hyderabad  
Date : 14.08.2018

