# GTN INDUSTRIES LIMITED

(A Government recognised 'TWO STAR EXPORT HOUSE')
CIN : L18101TG1962PLC054323, GSTNo :36AAACG8605N1ZB
Corp : Off : Plot No.29, Nagarjuna Hills,Punjagutta,
Hyderabad - 82. Telangana, INDIA. Phone :+91-40-43407777
Email :sharedept@gtnindustries.com , Website : Www.gtnindustries.com
AEO Certificate No. INAAACG8605N1F181

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


REF : GIL:CG:SE:2024-25/2024
Dated : 05th Oct, 2024

To
**The Dy. General Manager**
Department of Corporate Services
**BSEC LTD.,**
Phiroze Jeejeebhoy Towers
**Dalal Street,**
**MUMBAI - 400 001**

Dear Sir(s),

**Sub:** **Quarterly** Compliance Report on Corporate Governance for the **Half year/Quarter** ended **30th Sept, 2024** in pursuance of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Ref:** **Company Scrip Code: 500170 .**

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We are herewith forwarding the Half Year/Quarterly Compliance Report on Corporate Governance for the quarter ended **30th Sept, 2024** in pursuance of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Listing Agreement entered with Stock Exchange(s).

This is for your information and record.

Thanking you,

Yours faithfully,

For **GTN INDUSTRIES LIMITED**
Pammidi Marri Prabhakara Rao
**(P.Prabhakara Rao)**
Company Secretary
Encl : As above

GTN INDUSTRIES LIMITED HYD.

| General information about company | |
|---|---|
| Scrip code | 500170 |
| NSE Symbol | DELISTED |
| MSEI Symbol | 0 |
| ISIN | INE537A01013 |
| Name of the entity | GTN INDUSTRIES LIMITED |
| Date of start of financial year | 01-04-2024 |
| Date of end of financial year | 31-03-2025 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2024 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Any other |

GTN INDUSTRIES LIMITED

# Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

### I. Composition of Board of Directors

| | |
|---|---|
| Disclosure of notes on composition of board of directors explanatory | |
| Whether the listed entity has a Regular Chairperson | Yes |
| Whether Chairperson is related to MD or CEO | No |

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth |
|---|---|---|---|---|---|---|---|---|
| 1 | Mr | MAHENDRA KUMAR PATODIA | AFKPP4069B | 00004752 | Executive Director | Chairperson | MD | 25-08-1951 |
| 2 | Mr | C GEORGE JOSEPH | ACRPC5582E | 00309739 | Non-Executive - Non Independent Director | Not Applicable | | 02-02-1950 |
| 3 | Mr | RANGANATH VENKATA MAMIDPUDI | ACAPM9615R | 00200486 | Non-Executive - Independent Director | Not Applicable | | 18-05-1957 |
| 4 | Mr | ASHOK KUMAR TIRUVALLUR THATTAI | ABIPT9436A | 08927060 | Non-Executive - Independent Director | Not Applicable | | 11-04-1953 |
| 5 | Mrs | SABARI S KAMBLI | ADFPK0670C | 00039148 | Non-Executive - Independent Director | Not Applicable | | 30-06-1960 |
| 6 | Mr | M R VIKRAM | ACAPM9633P | 00008241 | Non-Executive - Independent Director | Not Applicable | | 18-05-1957 |
| 7 | Mrs | RAJUL KOTHARI | AEQPJ5540N | 06903721 | Non-Executive - Independent Director | Not Applicable | | 20-09-1982 |

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## I. Composition of Board of Directors

### Disqualification of Directors under section 164 of the Companies Act, 2013

| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
|---|---|---|---|---|---|
| 1 | No | | | | Active |
| 2 | No | | | | Active |
| 3 | No | | | | Active |
| 4 | No | | | | Active |
| 5 | No | | | | Active |
| 6 | No | | | | Active |
| 7 | No | | | | Active |

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## I. Composition of Board of Directors

| Sr | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | NA | | 01-12-2014 | 27-09-2024 | | 60 | 1 | 0 | 0 | 1 | | | |
| 2 | Yes | 27-09-2024 | 29-09-2018 | 27-09-2024 | | 60 | 1 | 0 | 3 | 0 | | | |
| 3 | Yes | 27-09-2024 | 06-08-2024 | 27-09-2024 | | 60 | 1 | 1 | 1 | 2 | | | |
| 4 | Yes | 27-09-2024 | 06-08-2024 | 27-09-2024 | | 60 | 1 | 1 | 1 | 0 | | | |
| 5 | Yes | 27-09-2024 | 06-08-2024 | 27-09-2024 | | 60 | 0 | 0 | 0 | 0 | | | |
| 6 | NA | | 07-08-2014 | 07-08-2019 | 06-08-2024 | 120 | 1 | 1 | 1 | 2 | Tenure Completion | | |
| 7 | NA | | 07-08-2014 | 07-08-2019 | 06-08-2024 | 120 | 1 | 1 | 1 | 0 | Tenure Completion | | |

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**Audit Committee Details**

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00200486 | RANGANATH VENKATA MAMIDPUDI | Non-Executive - Independent Director | Chairperson | 06-08-2024 | | |
| 2 | 08927060 | ASHOK KUMAR TIRUVALLUR THATTAI | Non-Executive - Independent Director | Member | 06-08-2024 | | |
| 3 | 00309739 | C GEORGE JOSEPH | Non-Executive - Non Independent Director | Member | 26-06-2020 | | |
| 4 | 00008241 | M R VIKRAM | Non-Executive - Independent Director | Chairperson | 27-09-2019 | 06-08-2024 | |
| 5 | 06903721 | RAJUL KOTHARI | Non-Executive - Independent Director | Member | 27-09-2019 | 06-08-2024 | |

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| Nomination and remuneration committee | | | | | | | |
|---|---|---|---|---|---|---|---|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 08927060 | ASHOK KUMAR TIRUVALLUR THATTAI | Non-Executive - Independent Director | Chairperson | 06-08-2024 | | |
| 2 | 00039148 | SABARI S KAMBLI | Non-Executive - Independent Director | Member | 06-08-2024 | | |
| 3 | 00309739 | C GEORGE JOSEPH | Non-Executive - Non Independent Director | Member | 26-06-2020 | | |
| 4 | 00008241 | M R VIKRAM | Non-Executive - Independent Director | Chairperson | 27-09-2019 | 06-08-2024 | |
| 5 | 06903721 | RAJUL KOTHARI | Non-Executive - Independent Director | Member | 27-09-2019 | 06-08-2024 | |

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| Stakeholders Relationship Committee | | | | | | | |
|---|---|---|---|---|---|---|---|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00200486 | RANGANATH VENKATA MAMIDPUDI | Non-Executive - Independent Director | Chairperson | 06-08-2024 | | |
| 2 | 00039148 | SABARI S KAMBLI | Non-Executive - Independent Director | Member | 06-08-2024 | | |
| 3 | 00309739 | C GEORGE JOSEPH | Non-Executive - Non Independent Director | Member | 26-06-2020 | | |
| 4 | 00008241 | M R VIKRAM | Non-Executive - Independent Director | Chairperson | 27-09-2019 | 06-08-2024 | |
| 5 | 06903721 | RAJUL KOTHARI | Non-Executive - Independent Director | Member | 27-09-2019 | 06-08-2024 | |

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| Risk Management Committee | | | | | | | |
|---|---|---|---|---|---|---|---|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | No | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

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| Corporate Social Responsibility Committee | | | | | | | |
|---|---|---|---|---|---|---|---|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | No | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

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**Other Committee**

| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
|---|---|---|---|---|---|---|

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# Annexure 1

## Annexure 1

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
|---|---|---|---|---|---|---|---|---|
| 1 | 28-05-2024 | | | | Yes | 4 | 4 | 2 |
| 2 | | 06-08-2024 | 69 | | Yes | 4 | 4 | 2 |

# Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reson for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Audit Committee | 28-05-2024 | | | | Yes | 3 | 3 | 2 | 2 |
| 2 | Audit Committee | 06-08-2024 | 69 | | | Yes | 3 | 3 | 2 | 2 |
| 3 | Nomination and remuneration committee | 06-08-2024 | | | | Yes | 3 | 3 | 2 | 2 |

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## Annexure 1

**V. Related Party Transactions**

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|---|---|---|---|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | Yes | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

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## Annexure 1

**VI. Affirmations**

| Sr | Subject | Compliance status (Yes/No) |
|---|---|---|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

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## Annexure 1

| Sr | Subject | Compliance status |
|---|---|---|
| 1 | Name of signatory | P PRABHAKARA RAO |
| 2 | Designation | Company Secretary and Compliance Officer |

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## Annexure III

**III. Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|---|---|---|---|---|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report | 24A(1) | Yes | |
| 6 | Submission of Annual Secretarial Compliance Report | 24A(2) | Yes | |
| 7 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |



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| Annexure III | | |
|---|---|---|
| 1 | Name of signatory | P PRABHAKARA RAO |
| 2 | Designation | Company Secretary and Compliance Officer |

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| Additional Half yearly Disclosure | | |
| --- | --- | --- |
| Applicability of disclosure | Not Applicable | |
| Reason for Non Applicability | Textual Information(1) | |

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| Text Block | |
|---|---|
| Textual Information(1) | Existing promoters only having major stake of 74.34% |

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| Details of Cyber security incidence | | |
|---|---|---|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | No |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | | |
| Sr. | Date of the event | Brief details of the event |

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| Signatory Details | |
|---|---|
| Name of signatory | P PRABHAKARA RAO |
| Designation of person | Company Secretary and Compliance Officer |
| Place | HYDERABAD |
| Date | 05-10-2024 |

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