

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To, The Chairman,

15th (Fifteenth) Annual General Meeting (AGM) of the Equity Shareholders of GTN TEXTILES Limited held on Friday, October 30, 2020, at 12:15 p.m. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Dear Sir,

I, M.R.L. Narasimha, Practicing Company Secretary, residing at 34-C 3rd Cross Ramalinga Nagar K.K.Pudur Coimbatore 641-038, appointed as Scrutinizer by the Board of Directors of GTN TEXTILES LIMITED (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 15th Annual General Meeting of the Equity Shareholders of the Company held on Friday, October 30, 2020 at 12:15 p.m. through VC, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 15th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favor or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited (CDSL)

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3. In accordance with the Notice of the 15th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on October 7, 2020, the remote e-voting opened at 9:00 AM on October 27, 2020 and remained open up to 5:00 PM on October 29, 2020.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
5. The Equity Shareholders holding shares as on October 23, 2020, "cut off date", were entitled to vote electronically on the resolutions stated in the Notice of the 15th Annual General Meeting of the Company.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services Limited ([https:// www.evotingindia.com](https://www.evotingindia.com)) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favor or against all the resolutions proposed in the Notice dated September 21, 2020 of the AGM are as under

a) Resolution-1: Ordinary Resolution

To consider and adopt audited Standalone Financial Statements and Consolidated Financial Statements of the company for the financial year ended 31st March, 2020, together with Reports of Board of Directors and Auditors there on

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	78	73,97,915	99.998
Dissent	12	150	0.002
Abstain	-	-	-
Rejections	-	-	-
Total	90	73,98,065	100

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b) Resolution-2: Special Resolution

To consider increase in Authorised Share Capital and alteration of Capital Clause (Clause V) of the Memorandum of Association

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	78	73,97,915	99.998
Dissent	12	150	0.002
Abstain	-	-	-
Rejections	-	-	-
Total	90	73,98,065	100

c) Resolution-3: Special Resolution

To consider issue of Non-Cumulative, Non-Convertible, Non-Participating Redeemable Preference Shares ('NCRPS') on a private placement basis for Seajuli Developers and Finance Limited

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	78	73,97,915	99.998
Dissent	12	150	0.002
Abstain	-	-	-
Rejections	-	-	-
Total	90	73,98,065	100

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d) Resolution-4: Special Resolution

To consider re-appointment of Shri. B.K.Patodia as Managing Director for a period of 5 years and fixing of his remuneration for a period of 3 years

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	78	73,97,915	99.998
Dissent	12	150	0.002
Abstain	-	-	-
Rejections	-	-	-
Total	90	73,98,065	100

e) Resolution-5: Special Resolution

To Appoint Shri. N.K.Bafna (DIN:00019372) as an Independent Director

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	78	73,97,915	99.998
Dissent	12	150	0.002
Abstain	-	-	-
Rejections	-	-	-
Total	90	73,98,065	100

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f) Resolution-6: Special Resolution

To Appoint Shri. V.N.Balakrishnan (DIN08820393) as an Independent Director

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	78	73,97,915	99.998
Dissent	12	150	0.002
Abstain	-	-	-
Rejections	-	-	-
Total	90	73,98,065	100

g) Resolution-7: Special Resolution

To Appoint Shri. C.K.Gopalakrishnan Nair (DIN 00521840) as an Independent Director

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	78	73,97,915	99.998
Dissent	12	150	0.002
Abstain	-	-	-
Rejections	-	-	-
Total	90	73,98,065	100

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h) Resolution-8: Ordinary Resolution

To Appoint Smt. Kalpana Mahesh Thakker (DIN: 08601866) as a Non Executive, Non Independent woman Director, liable to retire by rotation

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	78	73,97,915	99.998
Dissent	12	150	0.002
Abstain	-	-	-
Rejections	-	-	-
Total	90	73,98,065	100

i) Resolution-9: Ordinary Resolution

To Appoint Shri. Umang Patodia (DIN:00003588) as a Non-executive, Non Independent Director, liable to retire by rotation

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	78	73,97,915	99.998
Dissent	12	150	0.002
Abstain	-	-	-
Rejections	-	-	-
Total	90	73,98,065	100

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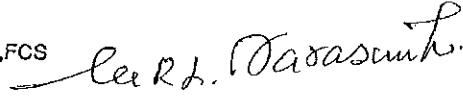
j) Resolution-10: Ordinary Resolution

Ratification of remuneration of M/s. Hareesh K.N and Associates, Cost Accountants (Firm Registration No. 101974) as Cost Auditors of the Company.

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	78	73,97,915	99.998
Dissent	12	150	0.002
Abstain	-	-	-
Rejections	-	-	-
Total	90	73,98,065	100

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 15th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M.No: 2851; C.P. 799,
Old No:34-C, New No: 8, 11thrd CROSS,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE - 641 038.



Place:- Coimbatore

Date:- 30-10-2020

UDIN:- F002851B001106481

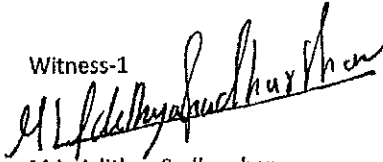
M.R.L. Narasimha

Practising Company Secretary

FCS:- 2851

COP:- 799

Witness-1



M.L. Adithya Sudharshan

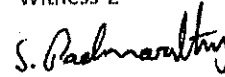
Lotus 370-A

Alagesan Road

S.B. Mission Post

Coimbatore 641-011

Witness-2



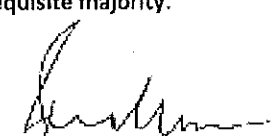
S. Padmavathy

599 Telegu Street

Coimbatore 641-001

Based on the Scrutinizer's report the resolutions 1 to 10 has been passed with requisite majority.

Place : Mumbai
Date: 31.10.2020



B.K. Palodia
Chairman & Managing Director
DIN No: 00003518