

GTNC/2017-18
20th December, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

The Manager,
Listing Department,
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No.C/1,
G-Block, Bandra-Kurla Cmplx, Bandra (E),
MUMBAI – 400 051

Dear Sirs,

Sub: Declaration of Postal Ballot - Voting Results
Ref : GTN Textiles Limited

Please refer to our letter dated 18.11.2017 forwarding to you copy of the Postal Ballot Notice dated 31.10.2017, sent to our Members seeking their approval for alteration of Object Clause/ Liability Clause of the Memorandum of Association and adoption of New set of Articles of Association.

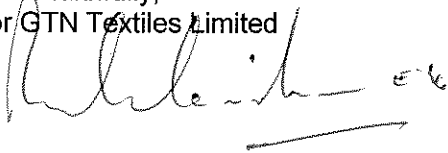
We now wish to inform you that Shri MRL Narasimha, FCS (Membership No.2851, CP.NO 799), Practicing Company Secretary, Scrutinizer has submitted his Report dated 19th December, 2017 on the voting done through Postal Ballot forms as well as through e-voting by the Members.

A copy of the said Report alongwith details of Voting Results as per Regulation 44 (3) of SEBI (LODR) Regulations, 2015 is enclosed herewith for your perusal.

This is for your kind information and records.

Thanking you,

Yours faithfully,
For GTN Textiles Limited



E.K Balakrishnan
Vice President (Corporate Affairs)
&Company Secretary

GTN TEXTILES LIMITED

CIN: L13101KL2005PLC018062

MARKETING / HEAD OFFICE :

3rd Floor, Palal Towers, M.G. Road, Ravipuram, Kochi-682 016, India
Phone : 91-484-3928300, Fax: 91-484-2370812/3928380
E-mail: cs@gtntextiles.com

REGISTERED OFFICE :

Door No. VIII/911, Erumathala P.O., Aluva - 683 112, India
Phone: 91-484-3080100, Fax: 91-484-2838585
E-mail: alw@gtntextiles.com

CORPORATE OFFICE :

43, Mittal Chambers, 4th Floor, 228, Nariman Point, Mumbai-400 021 India
Phones: 91-22-2202 1013 / 22028246, Fax: 91-22-2287 4144
E-mail: mumbai@gtntextiles.com
www.gtntextiles.com

ISO 9001 : 2015 / 14001 : 2015 Certified

GTN Textiles Limited

Details of Voting Results as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Declaration of Postal Ballot	
Cut-off date	8 th November, 2017
Total Number of Shareholders as on Cut-off date	23581
No. of Shareholders who casted their votes	
Promoters and Promoter Group	10
Public	18
Resolution Required	Special
Summary of Resolutions	Approval for : <u>Resolution No. 1</u> Alteration of the Objects Clause of the Memorandum of Association of the Company <u>Resolution No. 2</u> Amendment of the Liability Clause of the Memorandum of Association of the Company <u>Resolution No. 3</u> Adoption of new set of Articles of Association of the Company
Whether Promoter / Promoter Group are interested in the Resolutions	No

Detail of the Agenda:

Resolution No.1

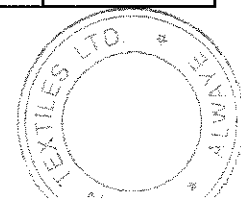
Alteration of the Objects Clause of the Memorandum of Association of the Company

Resolution required:Special

Whether promoter / promoter group are interested in the agenda / resolution : No

Promoter/ Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	7351939	7351939	100%	7351939	0	100%	0.00%
	Ballot Poll		-	-	-	-	-	-
	Total		7351939	100%	7351939	0	100%	0.00%
Public Institution	E-voting	91905	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institution	E-voting	4196634	2834	0.067	2334	500	82.350	17.650
	Ballot Poll		1511	0.036	1511	0	100.00	0
	Total		4345	0.103	3845	500	88.500	11.500
Total		11640478	7356284	63.195	7355784	500	99.993	0.007

Passed with requisite majority



Resolution No.2

Amendment of the Liability Clause of the Memorandum of Association of the Company

Resolution required: Special

Whether promoter / promoter group are interested in the agenda / resolution : No

Promoter/ Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	7351939	7351939	100%	7351939	0	100%	0.00%
	Ballot Poll		-	-	-	-	-	-
	Total		7351939	100%	7351939	0	100%	0.00%
Public Institution	E-voting	91905	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institution	E-voting	4196634	2834	0.067	2234	600	78.828	21.172
	Ballot Poll		1511	0.036	1511	0	100.00	0
	Total		4345	0.103	3745	600	86.191	13.809
Total		11640478	7356284	63.195	7355684	600	99.991	0.009

Passed with requisite majority

Resolution No.3

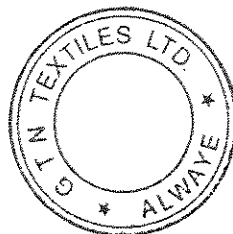
Adoption of new set of Articles of Association of the Company

Resolution required: Special

Whether promoter / promoter group are interested in the agenda / resolution : No

Promoter/ Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	7351939	7351939	100%	7351939	0	100%	0.00%
	Ballot Poll		-	-	-	-	-	-
	Total		7351939	100%	7351939	0	100%	0.00%
Public Institution	E-voting	91905	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institution	E-voting	4196634	2834	0.067	2334	500	82.350	17.650
	Ballot Poll		1511	0.036	1511	0	100.00	0
	Total		4345	0.103	3845	500	88.500	11.500
Total		11640478	7356284	63.195	7355784	500	99.993	0.007

Passed with requisite majority



For GTN TEXTILES LIMITED

E. K. Balakrishnan
E. K. BALAKRISHNAN
Vice President (Corporate Affairs)
& Company Secretary

REPORT OF SCRUTINIZER

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman,
GTN TEXTILES LIMITED
CIN: L18101KL2005PLC018062
VIII/911, Erumathala PO
Aluva, Kochi-683-112

Sir,

Sub:- Scrutinizer Report on voting through postal ballot including electronic voting in respect of passing of Special Resolutions contained in the notice dated 31.10.2017

1. I, M.R.L.Narasimha, Practicing Company Secretary , (M.No 2851, CP.No 799) having office at 34-C, 3rd Cross, Ramalinga Nagar, K.K.Pudur, Coimbatore-641038, have been appointed as a Scrutinizer by the Board of Directors of GTN TEXTILES LIMITED (the company) pursuant to the provisions of Section 110 of Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Postal Ballot including E-voting process in a fair and transparent manner in respect of the Special Resolutions as stated in the Notice of the Postal Ballot dated 31st October, 2017.
2. The Postal Ballot was conducted for Special Resolutions proposed to be passed by the Shareholders enabling the company for :
 - (a) Alteration of the Object Clause of the Memorandum of Association of the Company
 - (b) Amendment of the Liability Clause of the Memorandum of Association of the Company
 - (c) Adoption of new set of Articles of Association of the Company

Management Responsibility

The Company is responsible to ensure compliance with the requirements of relevant provisions of

- i) The Companies Act, 2013 and Rules made there under
- ii) The SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, relating to postal ballot voting by electronic means for the resolutions stated in the Postal Ballot Notice.

Scrutinizers' Responsibility

My responsibility as a Scrutinizer is restricted to make a report on the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. The report is based on the verification of data provided by Central Depository Securities Limited ("CDSL") being the agency appointed for e-voting and the Postal Ballot Form (Physical) as received from the shareholders through post up to 5.00 P.M. (IST) on 19th December, 2017.

3. In accordance with the Notice of the Postal Ballot dated 31st October, 2017, dispatched to the shareholders by Registered Book Post on 18th November 2017 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management And Administration) Rules, 2014 published on 20th November 2017, the voting commenced on 20th November 2017 (at 9.00 hours) and ended on 19th December 2017 (at 17.00 hours) for physical ballots and as well as for E-voting. The E-Voting facility was provided by Central Depository Services Limited(CDSL). The votes were unblocked at 18.45 hours on 19th December 2017 in the presence of two witnesses not in the employment of the company and the E-voting summary statement was downloaded from E-Voting website of Central Depository Services Limited (CDSL) (<http://www.evoting.india.com>).

M.R.L.Narasimha

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

4. The Equity shareholders holding shares as on 8th November 2017, "Cut Off date", were entitled to vote on the resolution stated in the notice of the postal ballot.
5. The Register of the ballots showing Equity Shareholders who have given their "Assent / Dissent and Abstained" and E-voting results downloaded from the E-Voting website of the Central Depository Services Limited (<http://www.evoting.india.com>) are being handed over to the Chairman.
6. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company/RTA and the authorizations / power of attorney etc. lodged with the company. The voters were also Scrutinized for the purpose of eliminating duplicate in voting, i.e. on E-voting as well as by physical ballot.
7. The result of the voting is as under

a) Special Resolution:-

Alteration of the Objects Clause of the Memorandum of Association of the Company

Particulars	Remote E-Voting		Physical Postal Ballot Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	27	73,54,273	14	1,511	41	73,55,784	99.99
Dissent	1	500	-	-	1	500	0.01
Abstain	-	-	-	-	-	-	-
Total	28	73,54,773	14	1511	42	73,56,284	100

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.1 of the Notice dated on 31st October,2017, has been passed with requisite majority

b) Special Resolution :-

Amendment of the Liability Clause of the Memorandum of Association of the Company

Particulars	Remote E-Voting		Physical Postal Ballot Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	26	73,54,173	14	1,511	40	73,55,684	99.99
Dissent	2	600	-	-	2	600	0.01
Abstain	-	-	-	-	-	-	-
Total	28	73,54,773	14	1511	42	73,56,284	100

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.2 of the Notice dated on 31st October,2017, has been passed with requisite majority

c) Special Resolution

Adoption of new set of Articles of Association of the Company:-

Particulars	Remote E-Voting		Physical Postal Ballot Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	27	73,54,273	14	1,511	41	73,55,784	99.99
Dissent	1	500	-	-	1	500	0.01
Abstain	-	-	-	-	-	-	-
Total	28	73,54,773	14	1511	42	73,56,284	100

M. R. L. Narasimha

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

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.3 of the Notice dated on 31st October,2017, has been passed with requisite majority

8. Register of postal ballot and all other relevant records of voting process given/ provided/ maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

M.R.L. Narasimha

M.R.L NARASIMHA
Practicing Company Secretary
Membership No.2851
C.P. No. 799

Place : Kochi
Date: 19.12.2017

M.R.L. NARASIMHA, B.Com., FCS.,
Practising Company Secretary
M. No : 2851, C.P. 799,
Old No : 34-C, New No : 8, IIIrd Cross,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE - 641 038
CELL : 98422 54175

Witness:-

1. Shri. M.L. Adithya Sudharshan
34-C 3rd Cross R.L.Nagar K.K.Pudur
Coimbatore 641038
2. Shri. CS Dipu George
Deputy Company Secretary,
Patspin India Limited,
3rd Floor Palal Towers
MG Road Ravipuram,
Kochi-682.016.

Dipu