

Ref. GTNC/2015-16

26<sup>th</sup> September, 2016

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

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

Dear Sirs,

Sub: Result of voting and Scrutinizers Report – 11<sup>th</sup> AGM held on 23.9.2016  
Ref: GTN Textiles Limited

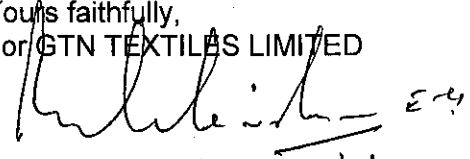
With reference to the above subject, please find attached the following documents with regard to voting results of the business transacted at the 11<sup>th</sup> Annual General Meeting of the shareholders of the company held on 23<sup>rd</sup> September, 2016.

1. Voting Results in the format prescribed under Regulation 44 of SEBI (LODR) Regulations, 2015.
2. Consolidated Report of Scrutinizer of Shri. MRL Narasimha, Practicing Company Secretary on remote e-voting and voting at the AGM.

This is for your kind information.

Thanking you,

Yours faithfully,  
For GTN TEXTILES LIMITED

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

**Copy to:-**

Mr. Bhushan Mokashi  
Deputy Manager  
Dept. of Corporate Services  
**BSE – The Stock Exchange**  
**MUMBAI** Fax (022)2272 1072]

**GTN TEXTILES LIMITED**

CIN: L18101KL2005PLC018062

**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 : 2008 / 14001 : 2004 Certified**

**GTN Textiles Limited**

**Details of Voting Results as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016**

<b>Date of the AGM</b>	23 <sup>rd</sup> September, 2016
<b>Total number of shareholders on record date:</b>	23761
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	2
Public	
(i) Shareholders in person	43
(ii) Shareholders represented by proxies	7
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	NIL
Public:	NIL

**Detail of the Agenda:**

**Resolution No.1**

To receive, consider and adopt

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Directors and the Auditors' thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of Auditors' thereon

**Resolution required: Ordinary**

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

Promoter/ Public	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	7250438	7250438	100%	7250438	0	100%	0.00%
	Ballot Poll		0	0.00%	0	0	0.00%	0.00%
	Total		7250438	100%	7250438	0	100%	0.00%
Public – Institution	E-voting	91905	0	0.00%	0	0	0.00%	0.00%
	Ballot Poll		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public – Non Institution	E-voting	4298135	9314	0.21%	8814	500	94.63%	5.37%
	Ballot Poll		2618	0.06%	2618	0	100%	0.00%
	Total		11932	0.27%	11432	500	95.81%	4.19%
<b>Total</b>		<b>11640478</b>	<b>7262370</b>	<b>62.39%</b>	<b>7261870</b>	<b>500</b>	<b>99.99%</b>	<b>0.01%</b>



**Resolution No.2**

Re-appointment of Shri Mahesh Thakker (holding DIN 01386254) as Director

**Resolution required: Ordinary****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	7250438	7250438	100%	7250438	0	100%	0.00%
	Ballot Poll		0	0.00%	0	0	0.00%	0.00%
	Total		7250438	100%	7250438	0	100%	0.00%
Public – Institution	E-voting	91905	0	0.00%	0	0	0.00%	0.00%
	Ballot Poll		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public – Non Institution	E-voting	4298135	9314	0.21%	8714	600	93.55 %	6.45%
	Ballot Poll		2618	0.06%	2618	0	100%	0.00%
	Total		11932	0.27%	11332	600	94.97%	5.03%
Total		11640478	7262370	62.39%	7261770	600	99.99%	0.01%

**Resolution No.3**

Ratification of Appointment of Statutory Auditors M/s M S Jagannathan &amp; Visvanathan ,Chartered Accountants.

**Resolution required: Ordinary****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	7250438	7250438	100%	7250438	0	100%	0.00%
	Ballot Poll		0	0.00%	0	0	0.00%	0.00%
	Total		7250438	100%	7250438	0	100%	0.00%
Public – Institution	E-voting	91905	0	0.00%	0	0	0.00%	0.00%
	Ballot Poll		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public – Non Institution	E-voting	4298135	9314	0.21%	8714	600	93.55 %	6.45%
	Ballot Poll		2618	0.06%	2618	0	100%	0.00%
	Total		11932	0.27%	11332	600	94.97%	5.03%
Total		11640478	7262370	62.39%	7261770	600	99.99%	0.01%

**Resolution No.4**

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

**Resolution required:** Ordinary

**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	7250438	7250438	100%	7250438	0	100%	0.00%
	Ballot Poll		0	0.00%	0	0	0.00%	0.00%
	Total		7250438	100%	7250438	0	100%	0.00%
Public – Institution	E-voting	91905	0	0.00%	0	0	0.00%	0.00%
	Ballot Poll		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public – Non Institution	E-voting	4298135	9314	0.21%	8814	500	94.63%	5.37%
	Ballot Poll		2618	0.06%	2618	0	100%	0.00%
	Total		11932	0.27%	11432	500	95.81%	4.19%
<b>Total</b>		<b>11640478</b>	<b>7262370</b>	<b>62.39%</b>	<b>7261870</b>	<b>500</b>	<b>99.99%</b>	<b>0.01%</b>



For GTN TEXTILES LIMITED

*E-4*  
**E. K. BALAKRISHNAN**  
Vice President (Corporate Affairs)  
& Company Secretary

September 24, 2016

**REPORT OF SCRUTINIZER**

*{Pursuant to the section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015}*

To  
The Chairman  
GTN TEXTILES LIMITED  
Erumathala PO,  
Aluva 683 112

Dear Sir,

I, M.R.L. Narasimha B.Com, FCS, Practicing Company Secretary, Coimbatore was appointed as Scrutinizer for the 11<sup>th</sup> (Eleventh) Annual General Meeting of Equity Shareholders of GTN TEXTILES LIMITED to be held on 23<sup>rd</sup> September 2016 at 12.15 PM at Oceanic Hall, Hotel Periyar, Aluva-683 101 for the purpose of scrutinizing the E-Voting process and Physical Ballot Voting at the venue carried out as per section 108 of the Companies Act 2013, and Rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the (Listing Obligations And Disclosure Requirements) Regulations, 2015 on the resolutions referred to this report.

I Submit my Report as under

1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 12<sup>th</sup> August 2016 to vote on the proposed 4 (four) Resolutions as mentioned in the Notice of Annual General Meeting of GTN TEXTILES LIMITED (Item No.1 (one) to Item No.4 (four) of the Notice of the Annual General Meeting of GTN TEXTILES LIMITED. The members holding equity shares as on the cutoff date i.e. 16<sup>th</sup> September 2016 were only considered for E-voting and voting at the meeting of the venue.
2. The E-Voting period remained open from 09.00 AM on 20<sup>th</sup> September 2016 up to 05.00 PM on 22<sup>nd</sup> September 2016.
3. The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of Annual General Meeting on the Ballot Forms provided at the meeting venue to all those members who were present at the meeting but have not cast their votes by availing the remote E-voting.



4. After the conclusion of the Meeting, the Ballot boxes were opened in my presence and the Physical Ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at meeting through these Ballot Forms.
5. The votes cast through E-Voting were unblocked on 23<sup>rd</sup> September 2016 at 05.36PM in the presence of Mr.M.L. Adithya Sudharshan and Mr. Abhilash N.A. who are not in employment of the company.
6. In tune with the Instructions contained in the instructions given for E-voting sent along with the Notice dated on 01<sup>st</sup> August 2016, in respect of members who have voted in two modes (ie E-Voting, Physical Ballot form voted at the venue, I have considered only E-Voting by not reckoning the voting done through Ballot form at the venue of the meeting.
7. Five Ballot Forms were rejected for the following details:-
  - a. Incomplete Ballot Forms
  - b. Voting performed both through E-Voting and Voting at the Venue.
  - c. Selecting both Assent and Dissent option.
8. I have collated the votes received through E-Voting process, Physical Ballot forms voted at venue and the same have been furnished hereunder: -

**Consolidated Results**

- i. Adoption of Audited Financial Statements of the company (including Consolidated Financial Statements) for the Financial Year ended 31<sup>st</sup> March 2016, together with the Reports of the Directors and Auditors thereon

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	29	72,59,252	27	2,618	56	72,61,870	99.99
Dissent	1	500	-	-	1	500	0.01
Total	30	72,59,752	27	2,618	57	72,62,370	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.1 of the Notice dated on 01<sup>st</sup> August,2016, has been passed with requisite majority



**Consolidated Results**

- ii. Reappointment of Shri. Mahesh C. Thakker (DIN 01386254) as Director of the company

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	28	72,59,152	27	2,618	55	72,61,770	99.99
Dissent	2	600	-	-	2	600	0.01
<b>Total</b>	<b>30</b>	<b>72,59,752</b>	<b>27</b>	<b>2,618</b>	<b>57</b>	<b>72,62,370</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.2 of the Notice dated on 01<sup>st</sup> August,2016, has been passed with requisite majority

**Consolidated Results**

- iii. Ratification of Appointment of M/s M.S. Jagannathan & Visvanathan (Firm Regn No.001209S) as Auditors of the company

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	28	72,59,152	27	2,618	55	72,61,770	99.99
Dissent	2	600	-	-	2	600	0.01
<b>Total</b>	<b>30</b>	<b>72,59,752</b>	<b>27</b>	<b>2,618</b>	<b>57</b>	<b>72,62,370</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.3 of the Notice dated on 01<sup>st</sup> August,2016, has been passed with requisite majority



**Consolidated Results**

- iv. Ratification of remuneration of M/s Hareesh K.N & Associates, Cost Accountants (Firm Regn No. 101974) as Cost Auditors of the company.

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	29	72,59,252	27	2,618	56	72,61,870	99.99
Dissent	1	500	-	-	1	500	0.01
Total	30	72,59,752	27	2,618	57	72,62,370	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.4 of the Notice dated on 01<sup>st</sup> August,2016, has been passed with requisite majority

9. Based on the aforesaid results, I report that FOUR Ordinary Resolutions as contained in Item No.1 to Item No.4, of the notice dated 1<sup>st</sup> August 2016 have been passed with requisite majority.

Thanking you,

Yours faithfully,

*M.R.L. Narasimha*

(M.R.L. NARASIMHA)  
SCRUTINIZER

**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**

*Counter Signed by*  
For GTN TEXTILES LIMITED

*P. Sekaria*  
P.C. SEKSARIA  
Chief Executive

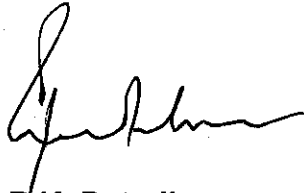


TO WHOMSOEVER IT MAY CONCERN

Sub: Authorization to receive, accept and counter sign "Scrutinizer's Report" from M/s. MRL Narasimha, Practicing Company Secretary in respect of the 11<sup>th</sup> Annual General Meeting of the Company

Ref: GTN Textiles Limited – Annual General Meeting held on 23.9.2016

With reference to the above, I hereby authorize Shri. P.C.Seksaria, Chief Executive and in his absence Shri. E.K. Balakrishnan, Company Secretary to receive, accept and counter sign "Scrutinizer's Report" from M/s. MRL Narasimha, Practicing Company Secretary in respect of the combined voting results (remote e-voting as well as ballot poll) for the resolutions moved at the 11<sup>th</sup> Annual General Meeting held on 23.9.2016 at Hotel Periyar, Aluva.



**E.K. Patodia**  
Chairman

Place : Kochi  
Date: 23.9.2016

**GTN TEXTILES LIMITED**

CIN: L18101KL2005PLC018062

**MARKETING / HEAD OFFICE :**

3rd Floor, Palal Towers, M.G. Road, Ravipuram, Kochi-682 016, India  
Phone: 91-484-3928300, Fax: 91-484-2370812/3928380  
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**REGISTERED OFFICE :**

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