

**COMBINED SCRUTINIZER REPORT FOR E- VOTING AND POLL FOR
M/S GTN TEXTILES LIMITED**

TO,

The Chairman

10th annual general meeting of the equity shareholders of M/s **GTN TEXTILES LIMITED** held on Friday, 7th August 2015 at Puzhayoram Hall, Hotel Periyar, Aluva, 683101

Sub: passing of Resolution through Electronic Voting and poll conducted at the 10th Annual general meeting of the Equity shareholders of M/s GTN TEXTILES LIMITED.

I MRL Narasimha, Company Secretary in Practice, holding Membership No. 2851 and Certificate of Practice number-799 has been appointed as Scrutinizer for the Electronic Voting and for the purpose of the poll taken on the below mentioned resolution at the 10th Annual General Meeting of the Equity Shareholders of M/s GTN TEXTILES LIMITED (CIN: L18101KL2005PLC018062) held on Friday 7th August 2015, at Puzhayoram Hall, Hotel Periyar, Aluva, 683101.

The company had appointed Central Depository Service Limited (CDSL) as the service provider, for extending the facility for the electronic e-voting to the shareholders of the company from Tuesday, 4th August, 2015(9.00A.M) till Thursday 6th August, 2015(5.00 P.M). M/s Integrated Enterprises (India) Limited is the Registrar and Share Transfer Agent of the company.

At the Annual General meeting, the company facilitated the members present in the meeting who could not participate in the e voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT-13 dated 7th August, 2015 attached herewith.



The result of the E-voting together with that of the poll is as under:

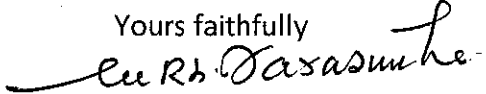
Res.NO	Subject matter of the Resolution	Particulars of Business	Votes in favour of the resolution		Votes against the resolution	
			No	%	No	%
ORDINARY RESOLUTION						
1	Adoption of audited financial statements together with Directors Report and Audited Reports' for the financial Year 31.03.2015	E voting and poll	7262984	99.993	500	0.007
2.	Reappointment of Shri. Mahesh. C. Thakker (DIN:01386254) as Director	E voting and poll	7262473	99.993	500	0.007
3.	Ratification of Appointment of Statutory Auditor,M/s M.S Jagannathan & Visvanathan, Chartered Accountants	E voting and poll	7263440	99.993	500	0.007
SPECIAL BUSINESS(SPECIAL RESOLUTION)						
4.	Re appointment of Shri. B.K Patodia as Managing Director of the company w.e.f 18.12.2015 and fixing his remuneration	E voting and poll	6070597	99.992	500	0.008

SPECIAL BUSINESS(ORDINARY RESOLUTION)						
5.	Appointment of Smt. Pamela Anna Mathew (Holding DIN 00742735) as an Independent Director for a period of Five Years	E voting and poll	7263465	99.993	500	0.007

All the resolutions stand passed under e voting and poll as Ordinary Resolutions/Special resolution with requisite majority as specified under the Companies Act, 2013

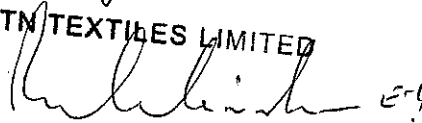
I hereby conform that I am maintaining the Registers received from the Service Provider and Registrar and Share Transfer Agents electronically, in respect of the votes cast through remote e voting and poll by the shareholders of the company

Kochi:
7.8.2015

Thanking you
Yours faithfully

MRL Narasimha

P.S: IN THE CASE OF RESOLUTION NO.4 1192868 VOTES OF THE RELATED PARTIES HAVE BEEN EXCLUDED FROM THE VOTES CAST THROUGH E VOTING AND IN THE CASE OF ALL RESOLUTIONS 70 VOTES CAST THROUGH POLL HAS BEEN EXCLUDED FOR NOT VOTING ANY OF THE RESOLUTION.

M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M No 2851, C.P. 799
34-C, IIIRD CROSS,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE -641 038.

Countersigned by
For GTM TEXTILES LIMITED

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

FORM NO. MGT-13

Report of Scrutinizer

**(Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014**

To,

The Chairman

10th Annual General Meeting of the equity shareholders of M/s **GTN TEXTILES LIMITED** held on Friday, 7th August 2015 at Puzhayoram Hall, Hotel Periyar, Aluva, 683101.

I MRL Narasimha, Company Secretary in Practice, holding Membership No. 2851 and Certificate of Practice number-799 has been appointed as Scrutinizer for the Electronic Voting and for the purpose of the poll taken on the below mentioned resolution(s) at the 10th Annual General Meeting of the Equity Shareholders of M/s GTN TEXTILES LIMITED held on Friday, 7th August 2015 at Puzhayoram Hall, Hotel Periyar, Aluva, 683101 submit my report as under:

1. After the time fixed for closing of the poll by the chairman, 1(one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agent of the authorization/ proxies lodged with the company.
3. The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the poll is as under:

A. Resolution 1

Adoption of financial statements of the company for the year ended 31.03.2015, Reports of Board of Directors and Auditors thereon.

(i) Voted in favour of resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	3433	100

(ii) Votes against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes

Number of members present and voting(in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	70

(b) Resolution 2

Reappointment of Shri. Mahesh. C. Thakker (DIN:01386254) as Director

(i) Votes in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	2441	100



(ii) Votes against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes

Number of members present and voting(in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	70

(c) Resolution No 3.

Ratification of appointment M/s M.S. Jagannathan & Visvanathan, Chartered Accountants as Statutory Auditors of the company

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	3408	100

(ii) Votes against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Cam

(iii) Invalid votes

Number of members present and voting(in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	70

(d) Resolution no.4 (Special Business and Special Resolution)

Re appointment of Shri. B.K Patodia as Managing Director of the company w.e.f 18.12.2015 and fixing his remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	3433	100

(ii) Votes against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes

Number of members present and voting(in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	70



(e) Resolution no: 5(Ordinary Resolution)

Appointment of Smt. Pamela Anna Mathew (Holding DIN 00742735) as an Independent Director for a period of Five Years

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	3433	100

(ii) Votes against the resolution:

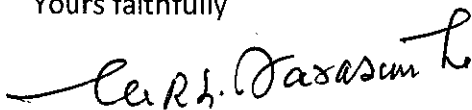
Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes

Number of members present and voting(in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	70

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" "AGAINST" and those votes which were declared invalid for each resolution is enclosed.
6. The poll paper and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the board for safe keeping.

Thanking you
Yours faithfully



MRL Narasimha
FCS: 2851 C.P: 799

M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M No 2851. C.P 799
34-C, IIIRD CROSS,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE-641 038.

KOCHI
7/8/2015