

Ref. GTNC/2016-17

23rd September, 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: Result of voting and Scrutinizers Report – 12th AGM held on 22.9.2017
Ref: GTN Textiles Limited

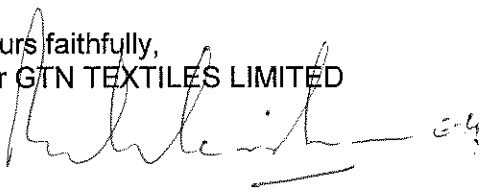
With reference to the above subject, please find attached the following documents with regard to voting results of the business transacted at the 12th Annual General Meeting of the shareholders of the company held on 22nd September, 2017.

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

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, 2015

Date of the AGM	22 nd September, 2017
Total number of shareholders on record date:	23581
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public	
(i) Shareholders in person	51
(ii) Shareholders represented by proxies	59
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NIL
Public:	NIL

Detail of the Agenda:

Resolution No.1

To receive, consider and adopt

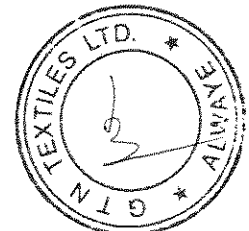
- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Directors and the Auditors' thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the 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 (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	49344	1.18%	48844	500	98.987%	1.013%
	Ballot Poll		308931	7.36%	299095	0	97%	0.000%
	Total		358275	8.54%	347939	500	97.115%	0.140%
Total		11640478	7710214	66.24%	7699878	500	99.866%	0.006%

Note : 4 folios containing 9836 shares were rejected from votes polled



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	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	49344	1.18%	48844	500	98.987%	1.013%
	Ballot Poll		308931	7.36%	299095	0	97%	0.000%
	Total		358275	8.54%	347939	500	97.115%	0.140%
Total		11640478	7710214	66.24%	7699878	500	99.866%	0.006%

Note : 4 folios containing 9836 shares were rejected from votes polled

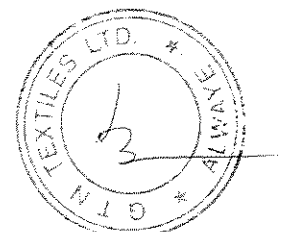
Resolution No.3

Appointment of Statutory Auditors M/s L.U Krishnan & Co. ,Chartered Accountants, Chennai (Firm Regn No. 001527S) as Statutory Auditors of the Company for a period of 5 years.

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	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	49344	1.18%	48844	500	98.9867%	1.0133%
	Ballot Poll		308881	7.36%	299045	0	97%	0.000%
	Total		358225	8.54%	347889	500	97.1147%	0.1396%
Total		11640478	7710164	66.24%	7699828	500	99.8659%	0.0065%

Note : 4 folios containing 9836 shares were rejected from votes polled



Resolution No.4

Approval for Related Party Transactions

Resolution required: Ordinary**Whether promoter / promoter group are interested in the agenda / resolution :** Yes

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	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Institution	E-voting	91905	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Non Institution	E-voting	4196634	49344	1.18%	48844	500	98.987%	1.013%
	Ballot Poll		308921	7.36%	299085	0	97%	0.000%
	Total		358265	8.54%	347929	500	97.115%	0.140%
Total		11640478	358265	3.08%	347929	500	97.115%	0.140%

Notes : (i) 4 folios containing 9836 shares were rejected from votes polled

(ii) 17 Folios of Promoters / Promoters Group having 7351939 shares have abstained from voting since the said resolution related to Related Party Transaction.

Resolution No.5

Ratification of remuneration of M/s. Hareesh K.N & Associates, Cost Accountants (Firm Registration No. 101974) as Cost Auditors of the Company Company for FY 2016-17

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

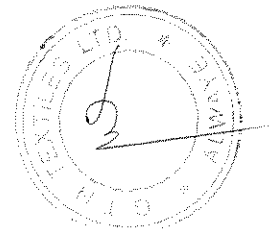
Promoter/ Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	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	49344	1.18%	48844	500	98.987%	1.013%
	Ballot Poll		308921	7.36%	299085	0	97%	0.000%
	Total		358265	8.54%	347929	500	97.115%	0.140%
Total		11640478	7710204	66.24%	7699868	500	99.866%	0.006%

Note : 4 folios containing 9836 shares were rejected from votes polled

For **GTN TEXTILES LIMITED**

E. K. Balakrishnan

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



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 12th (Twelfth) Annual General Meeting of Equity Shareholders of GTN TEXTILES LIMITED to be held on 22nd September 2017 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 18th August 2017 to vote on the proposed 5 (five) Resolutions as mentioned in the Notice of Annual General Meeting of GTN TEXTILES LIMITED (Item No.1 (one) to Item No.5 (five) of the Notice of the Annual General Meeting of GTN TEXTILES LIMITED. The members holding equity shares as on the cutoff date i.e. 15th September 2017 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 19th September 2017 up to 05.00 PM on 21st September 2017.
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.

M. R. L. Narasimha

5. The votes cast through E-Voting were unblocked on 22nd September 2017 at 6.30PM in the presence of Mr.M.L. Adithya Sudharshan and Mr. Dipu George 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 10th August 2017, 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. Two (2) Ballot Forms were rejected for not having proper authorization and Two (2) Ballot Forms were invalidated for being incomplete
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 31st March 2017, together with the Reports of the Directors and Auditors thereon

Particulars	Remote E-Voting		Voting At AGM		Total		Percentage
	No of folios	Number of votes	No of folios	Number of votes	No of folios	Number of votes	
Assent	99	7400783	70	299095	169	7699878	99.860
Dissent	1	500	-	-	1	500	0.006
Abstain	-	-	-	-	-	-	-
Rejection/Invalid	-	-	4	9836	4	9836	0.127
Total	100	7401283	74	308931	174	7710214	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.1 of the Notice dated on 10th August,2017, has been passed with requisite majority

M.R.L. Narasimha

Consolidated Results

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

Particulars	Remote E-Voting		Voting At AGM		Total		Percentage
	No of folios	Number of votes	No of folios	Number of votes	No of folios	Number of votes	
Assent	99	7400783	70	299095	169	7699878	99.865
Dissent	1	500	-	-	1	500	0.006
Abstain	-	-	-	-	-	-	-
Rejection/Invalid	-	-	4	9836	4	9836	0.127
Total	100	7401283	74	308931	174	7710214	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.2 of the Notice dated on 10st August, 2017, has been passed with requisite majority

Consolidated Results

- iii. Appointment of M/s L.U Krishnan & Co. (Firm Regn No.001527S) as Auditors of the company for a period of 5 years

Particulars	Remote E-Voting		Voting At AGM		Total		Percentage
	No of folios	Number of votes	No of folios	Number of votes	No of folios	Number of votes	
Assent	99	7400783	69	299045	168	7699828	99.865
Dissent	1	500	-	-	1	500	0.006
Abstain	-	-	1	50	1	50	0.006
Rejection/Invalid	-	-	4	9836	4	9836	0.127
Total	100	7401283	74	308931	174	7710214	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.3 of the Notice dated on 10th August,2017, has been passed with requisite majority

M. R. L. Narasimha

Consolidated Results

iv. Approval of Related Party Transactions

Particulars	Remote E-Voting		Voting At AGM		Total		Percentage
	No of folios	Number of votes	No of folios	Number of votes	No of folios	Number of votes	
Assent	82	48844	69	299085	151	347929	4.144
Dissent	1	500	-	-	1	500	0.006
Abstain	17	7351939	1	10	18	7351949	95.723
Rejection/Invalid	-	-	4	9836	4	9836	0.127
Total	100	7401283	74	308931	174	7710214	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.4 of the Notice dated on 10th August, 2017, has been passed with requisite majority. 17 folios having 73,51,939 shares have abstained from voting since the said resolution relates to Related Party Transaction

Consolidated Results

v. Ratification of remuneration of M/s Hareesh K.N & Associates, Cost Accountants (Firm Regn No. 101974) as Cost Auditors of the company for FY 2016-17.

Particulars	Remote E-Voting		Voting At AGM		Total		Percentage
	No of folios	Number of votes	No of folios	Number of votes	No of folios	Number of votes	
Assent	99	7400783	69	299085	168	7699868	99.865
Dissent	1	500	-	0	1	500	0.006
Abstain	-	-	1	10	1	10	0.001
Rejection/Invalid	-	-	4	9836	4	9836	0.127
Total	100	7401283	74	308931	174	7710214	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.4 of the Notice dated on 10th August,2017, has been passed with requisite majority

M. R. L. Narasimha

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

9. Based on the aforesaid results, I report that FIVE (5) Ordinary Resolutions as contained in Item No.1 to Item No.5, of the notice dated 10th August 2017 have been passed with requisite majority.

Thanking you,

Yours faithfully,

M.R.L. Narasimha

(M.R.L. NARASIMHA)
SCRUTINIZER

Place : Coimbatore

Date: 23.09.2017

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.

Authorisation by the
chairman to accept
and counter sign
"Scrutinizer's Report".

For GTN TEXTILES LIMITED

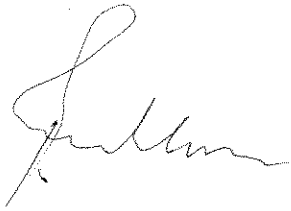
E. K. Balakrishnan
E. K. BALAKRISHNAN
Vice President (Corporate Affairs)
& Company Secretary

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 12th Annual General Meeting of the Company

Ref: GTN Textiles Limited – Annual General Meeting held on 22.9.2017

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 12th Annual General Meeting held on 22.9.2017 at the Hotel Periyar, Aluva.



B.K. Patodia
Chairman

Place : Kochi
Date: 22.9.2017

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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E-mail: alw@gtntextiles.com

CORPORATE OFFICE :

43, Mittal Chambers, 4th Floor, 228, Nariman Point, Mumbai-400 021 India.
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E-mail: mumbai@gtntextiles.com
www.gtntextiles.com

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