

Ref. GTNC/2018-19

27<sup>th</sup> September, 2018

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 Complex, Bandra (E),  
**MUMBAI – 400 051**

Dear Sirs,

Sub: Result of voting and Scrutinizers Report – 13<sup>th</sup> AGM held on 26.9.2018

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 13<sup>th</sup> Annual General Meeting of the shareholders of the company held on 26.9.2018.

1. Voting results in the format prescribed under Regulation 44 of SEBI (LODR) Regulations, 2015
2. Consolidated Report of Scrutinizer, Shri. MRL Narasimha, Practising 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 : 91-484-2661900, Fax: 91-484-2370812/2661980  
E-mail: cs@gtntextiles.com

**REGISTERED OFFICE :**

Door No. VIII/911, Erumathala P.O., Aluva - 683 112, India  
Phone: 91-484-2661000, 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**

<b>Date of the AGM</b>	26 <sup>th</sup> September, 2018
<b>Total number of shareholders on record date:</b>	23604
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	3
Public	
(i) Shareholders in person	33
(ii) Shareholders represented by proxies	5
<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, 2018, 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, 2018, 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	-	100%	0.00%
	Ballot Poll		-	-	-	-	-	
	Sub Total		7351939	100%	7351939	-	100%	0.00%
Public – Institution	E-voting	91905	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	
	Sub Total		-	-	-	-	-	
Public – Non Institution	E-voting	4196634	2197	0.05%	2197	-	100.00%	0.00%
	Ballot Poll		3054	0.07%	2054	1000	67.26%	32.74%
	Sub Total		5251	0.13%	4251	1000	80.96%	19.04%
<b>Total</b>		<b>11640478</b>	<b>7357190</b>	<b>63.20%</b>	<b>7356190</b>	<b>1000</b>	<b>99.99%</b>	<b>0.01%</b>

Note : i) 1 folio was shown as rejected in the Report of Scrutinizer due to insufficient details

ii) 1 folio for 100 shares in the Report of Scrutinizer has not been considered due to "Abstain" from voting.

## Resolution No.2

To appoint a Director in place of Shri Mahesh Thakker (DIN 01386254), Director who retire by rotation and being eligible, offers himself for re-appointment

**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	-	100%	0.00%
	Ballot Poll		-	-	-	-	-	
	Sub Total		7351939	100%	7351939	-	100%	0.00%
Public – Institution	E-voting	91905	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	
	Sub Total		-	-	-	-	-	
Public – Non Institution	E-voting	4196634	2197	0.05%	2197	-	100.00%	0.00%
	Ballot Poll		3054	0.07%	1954	1100	63.98%	36.02%
	Sub Total		5251	0.13%	4151	1100	79.05%	20.95%
Total		11640478	7357190	63.20%	7356090	1100	99.99%	0.01%

Note : i) 1 folio was shown as rejected in the Report of Scrutinizer due to insufficient details

ii) 1 folio for 100 shares in the Report of Scrutinizer has not been considered due to "Abstain" from voting.

## Resolution No.3

To fix the remuneration of Shri. B.K.Patodia, Chairman & Managing Director for his balance tenure

**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	-	100%	0.00%
	Ballot Poll		-	-	-	-	-	
	Sub Total		7351939	100%	7351939	-	100%	0.00%
Public – Institution	E-voting	91905	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	
	Sub Total		-	-	-	-	-	
Public – Non Institution	E-voting	4196634	2197	0.05%	2197	0	100.00%	0.00%
	Ballot Poll		3054	0.07%	1954	1100	63.98%	36.02%
	Sub Total		5251	0.13%	4151	1100	79.05%	20.95%
Total		11640478	7357190	63.20%	7356090	1100	99.99%	0.01%

Note : i) 1 folio was shown as rejected in the Report of Scrutinizer due to insufficient details

ii) 1 folio for 100 shares in the Report of Scrutinizer has not been considered due to "Abstain" from voting.

**Resolution No.4**

To ratify remuneration of M/s. Hareesh K.N & Associates, Cost Accountants (Firm Registration No. 101974) as Cost Auditors of the Company for FY 2017-18

**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		-	-	-	-	-	-
	Sub Total		7351939	100%	7351939	0	100%	0.00%
Public – Institution	E-voting	91905	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	-
	Sub Total		-	-	-	-	-	-
Public – Non Institution	E-voting	4196634	2197	0.05%	2197	0	100.00%	0.00%
	Ballot Poll		3054	0.07%	2052	1002	67.19%	32.81%
	Sub Total		5251	0.13%	4249	1002	80.92%	19.08%
<b>Total</b>		<b>11640478</b>	<b>7357190</b>	<b>63.20%</b>	<b>7356188</b>	<b>1002</b>	<b>99.99%</b>	<b>0.01%</b>

Note : i) 1 folio was shown as rejected in the Report of Scrutinizer due to insufficient details

ii) 1 folio for 100 shares in the Report of Scrutinizer has not been considered due to "Abstain" from voting.

For GTN TEXTILES LIMITED

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

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

September 26<sup>th</sup>, 2018

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  
CIN:- L18101KL2005PLC018062  
VIII/911 Erumathala Post  
Aluva, Ernakulam- 683 112

Dear Sir,

I, M.R.L. Narasimha B. Com, FCS, Practicing Company Secretary, Coimbatore was appointed as Scrutinizer for the 13<sup>th</sup> (Thirteenth) Annual General Meeting of Equity Shareholders of GTN TEXTILES LIMITED to be held on 26<sup>th</sup> September 2018 at 11.45 AM 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 28<sup>th</sup> August 2018 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. 19<sup>th</sup> September 2018 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 23<sup>rd</sup> September 2018 up to 05.00 PM on 25<sup>th</sup> September 2018.
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 and Ballot at the venue were finalized on 26<sup>th</sup> September 2018 at 6.25 P.M 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 14<sup>th</sup> August 2018, 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. In e-voting there were no rejection. In voting at Annual General Meeting, voting representing 1 folio was rejected for insufficient details.
8. I have collated the votes received through E-Voting process, Physical Ballot forms voted at venue and the same have been furnished hereunder: -

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. GTN TEXTILES LIMITED at the 13<sup>th</sup> AGM*

Page 1 of 3

*M. R. L. Narasimha*

**Consolidated Results**

- i. a) Consider and adopt the Audited Financial Statements of the company for the financial year ended 31<sup>st</sup> March 2018, together with the Reports of the Directors and Auditors' thereon.
- b) Consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2018, together with Reports of 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	31	7353136	18	3054	49	7356190	99.9850
Dissent	1	1000	0	0	1	1000	0.0136
Abstain	0	0	1	100	1	100	0.0014
Rejection/Invalid	0	0	1	0	1	0	0
<b>Total</b>	<b>32</b>	<b>7354136</b>	<b>20</b>	<b>3154</b>	<b>52</b>	<b>7357290</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.1 of the Notice dated on 14<sup>th</sup>August, 2018, has been passed with requisite majority

- ii. To Appoint a Director in place of Shri. Mahesh C Thakker (DIN.01386254), Director who retires by rotation and being eligible, offers himself for re-appointment

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	30	7353036	18	3054	48	7356090	99.9836
Dissent	2	1100	0	0	2	1100	0.0150
Abstain	0	0	1	100	1	100	0.0014
Rejection/Invalid	0	0	1	0	1	0	0.0000
<b>Total</b>	<b>32</b>	<b>7354136</b>	<b>20</b>	<b>3154</b>	<b>52</b>	<b>7357290</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 14<sup>th</sup> August,2018, has been passed with requisite majority

- iii. To fix the remuneration of Shri. B K Patodia, Chairman Cum Managing Director for his balance tenure

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	30	7353036	18	3054	48	7356090	99.9836
Dissent	2	1100	0	0	2	1100	0.0150
Abstain	0	0	1	100	1	100	0.0014
Rejection/Invalid	0	0	1	0	1	0	0.0000
<b>Total</b>	<b>32</b>	<b>7354136</b>	<b>20</b>	<b>3154</b>	<b>52</b>	<b>7357290</b>	<b>100</b>

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.3 of the Notice dated on 14<sup>th</sup> August,2018, has been passed with requisite majority

Report of Scrutinizer on remote E-voting & Voting by members of M/S. GTN TEXTILES LIMITED at the 13<sup>th</sup>AGM

*M. R. L. Narasimha*

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

- iv. To ratify remuneration of M/s. Hareesh K N & Associates, Cost accountants (Firm Registration No. 101974)

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	30	7353134	18	3054	48	7356188	99.9850
Dissent	2	1002	0	0	2	1002	0.0136
Abstain	0	0	1	100	1	100	0.0014
Rejection/Invalid	0	0	1	0	1	0	0.0000
<b>Total</b>	<b>32</b>	<b>7354136</b>	<b>20</b>	<b>3154</b>	<b>52</b>	<b>7357290</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.4 of the Notice dated on 14<sup>th</sup> August,2018, has 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

We the undersigned have witnessed that the votes cast through remote e-voting and voting at the AGM Venue were unblocked from CDSL's e-voting website <https://www.evotingindia.com> in our presence on 26<sup>th</sup> September 2018 at 6.25 p.m.

*M.L. Adithya Sudharshan*

Name:- M.L. Adithya Sudharshan  
Address:- Lotus 370-A  
Alagesan Road  
S.B.Mission Post  
Coimbatore 641-011

*Dipu George*

Name:- Dipu George  
Address:- 3<sup>rd</sup> Floor, Palal Towers  
MG Road, Ravipuram  
Kochi 682 016

*Courtesy by:*

For GTN TEXTILES LIMITED

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

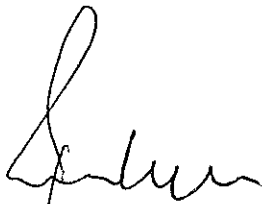
Report of Scrutinizer on remote E-voting & Voting by members of M/S. GTN TEXTILES LIMITED at the 13<sup>th</sup> AGM

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 13<sup>th</sup> Annual General Meeting of the Company

Ref: GTN Textiles Limited – 13<sup>th</sup> Annual General Meeting held on 26.9.2018

With reference to the above, I hereby authorize 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 13<sup>th</sup> Annual General Meeting held on 26.9.2018 at the Hotel Periyar, Aluva.



**B.K. Patodia**  
Chairman

Place : Kochi  
Date: 26.9.2018

**GTN TEXTILES LIMITED**

CIN: L18101KL2005PLC018062

**MARKETING / HEAD OFFICE :**

3rd Floor, Palal Towers, M.G. Road, Ravipuram, Kochi-682 016, India  
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**REGISTERED OFFICE :**

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**CORPORATE OFFICE :**

43, Mittal Chambers, 4th Floor, 228, Nariman Point, Mumbai-400 021 India.  
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