

GTN TEXTILES LIMITED

NOTICE

NOTICE is hereby given that the **FIFTEENTH (15TH)** Annual General Meeting of the Members of **GTN TEXTILES LIMITED** will be held on Friday, 30th October 2020 at 12.15 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors' thereon

SPECIAL BUSINESS

- 2) To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing ₹12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of ₹ 10 each to ₹ 17,10,00,000 (Rupees Seventeen Crores and ten lakhs only) comprising:

1. ₹12,00,00,000 (Rupees Twelve Crores) Equity Share Capital divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of ₹ 10 each; and
2. ₹ 5,10,00,000 (Rupees five Crores and ten lakhs only) Redeemable Preference Share Capital divided into 5,10,000 Redeemable Preference Shares of ₹ 100/- (Rupees Hundred) each

Consequently, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Capital Clause (Clause V) with the following:

- V. The Authorized Share Capital of the Company is ₹ 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (Rupees One Crore Twenty Lakhs Only) equity shares of ₹ 10/- (Rupees Ten Only) each and ₹ 5,10,00,000 (Rupees five Crores and ten lakhs only) Redeemable Preference Share Capital divided into 5,10,000 Redeemable Preference Shares of ₹ 100/- (Rupees Hundred) each

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/ executive/ representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this

resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

- 3) To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force, and the provisions of the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the authorities, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, hereinafter referred to as the "Board" which expression shall include any Committee constituted by the Board to exercise its powers, including powers conferred on the Board by this Resolution, to issue and allot 5,10,000 Redeemable Preference Shares of the Company of the face value of ₹ 100 each for an aggregate value not exceeding ₹ 5.10 crores (Rupees Five Crores Ten Lakhs only) for cash at par into Non-Cumulative, Non-Convertible, Non-Participating Redeemable Preference Shares ("NCRPS") on a private placement basis, to M/s. Seajuli Developers and Finance Limited, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

"RESOLVED FURTHER THAT the Board or any officer/ executive/ representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorize the officers of the Company for the aforesaid purpose, as deemed fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

- 4) To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special**

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Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196,197,198, 203 and any other applicable provisions of the Companies Act,2013 (the “Act”) and the Rules made thereunder read with Schedule V of the Companies Act,2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the re-appointment of Shri. B.K. Patodia (DIN: 00003516), who has already attained the age of 75 years as Chairman & Managing Director of the Company, for a period of five years with effect from 19.12.2020, on the terms and conditions including remuneration as are set out and approved by the Nomination & Remuneration Committee and the Board of Directors. The draft remuneration structure placed before this meeting is specifically sanctioned with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and or remuneration and or agreement, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 including any statutory re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Shri. B.K. Patodia”.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Act, the remuneration payable to Shri. B.K. Patodia by way of salary, perquisites, commission and other allowance shall not in any event exceed 2% of the net profits of the Company in that financial year”.

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Shri. B.K. Patodia, the remuneration, perquisites and other allowances shall be governed by the limits prescribed in Section II of Part II of Schedule V to the Act”.

“RESOLVED FURTHER THAT Shri B.K. Patodia shall not be liable to retire by rotation”

AND

“FURTHER RESOLVED THAT the Board be and is hereby authorized to take all such steps as may be necessary proper or expedient to give effect to this resolution”.

- 5) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

“RESOLVED THAT Shri N.K.Bafna (DIN:00019372), aged about 81 years who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive Independent Director of the Company

with effect from 15.9.2020 and who holds office up to the date of this Annual General meeting of the Company in terms of Section 161 of the Companies Act 2013 (“Act”) and in respect of whom, the Company has received a notice in writing under Section 160 of the Act proposing his candidature as an Independent Director of the company pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and Shri N.K.Bafna (DIN:00019372), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 25(8) of the SEBI (LODR) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from the date of this Annual General Meeting i.e. 30th October 2020 to 29th October 2025.”

“FURTHER RESOLVED THAT pursuant to Regulation 17 (1A) of SEBI (LODR) (Amendment) Regulations, 2018, approval of the members of the company be and is hereby accorded to Shri N.K.Bafna (DIN:00019372), who has attained the age of 81 (eighty one) years, to continue as an Independent Director effective from the date of this Annual General Meeting i.e. from 30th October 2020 up to 29th October 2025”

“RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

- 6) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

“RESOLVED THAT Shri. V.N.Balakrishnan (DIN 08820393) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 31.7.2020 and who holds office up to the date of this Annual General meeting of the Company in terms of Section 161 of the Companies Act 2013 (“Act”) and in respect of whom, the Company has received a notice in writing under Section 160 of the Act proposing his candidature as an Independent Director of the company pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment

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thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and Shri. V.N.Balakrishnan (DIN 08820393), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 25(8) of the SEBI (LODR) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from the date of this Annual General Meeting i.e. 30th October 2020 to 29th October 2025.”

“FURTHER RESOLVED THAT pursuant to Regulation 17 (1A) of SEBI (LODR) (Amendment) Regulations, 2018, approval of the members of the company be and is hereby accorded to Shri. V.N.Balakrishnan (DIN 08820393) who has attained the age of 75 (seventy five) years, to continue as an Independent Director effective from the date of this Annual General Meeting i.e. from 30th October 2020 up to 29th October 2025”

“RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

- 7) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

“RESOLVED THAT Shri. C.K.Gopalakrishnan Nair (DIN 00521840) who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director of the Company with effect from 21.9.2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act 2013 (“Act”) and in respect of whom, the Company has received a notice in writing under Section 160 of the Act proposing his candidature as an Independent Director of the company pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and Shri. C.K.Gopalakrishnan Nair (DIN 00521840), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 25(8) of the SEBI (LODR) Regulations, 2015 and who is eligible for appointment,

be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from the date of this Annual General Meeting i.e. 30th October 2020 to 29th October 2025.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Shri C.K Gopalakrishnan Nair (DIN 00521840) as the Independent Director of the Company, who will be above the age of 75 (Seventy Five) years during the year 2022”.

“RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

- 8) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

“RESOLVED THAT Smt. Kalpana Mahesh Thakker (DIN: 08601866) who was appointed as an Additional Director of the Company w.e.f. 14th November 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer herself for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying his intention to propose Smt. Kalpana Mahesh Thakker’s candidature for the office of the Director, be and is hereby appointed as a Non-executive, Non Independent Woman Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

- 9) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

“RESOLVED THAT Shri. Umang Patodia (DIN: 00003588) who was appointed as an Additional Director of the Company w.e.f. 15th September 2020 by the Board of Directors and who holds office upto the date

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of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying his intention to propose Shri. Umang Patodia's candidature for the office of the Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

- 10) To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution** **"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force), M/s. Hareesh K.N and Associates, Cost Accountants (Firm Reg. No. 101974), who have been appointed as Cost Auditors by the Board of Directors of the Company to conduct the Audit of the Cost records of the Company for the financial year ending on 31st March, 2021, be paid a remuneration of ₹ 35,000 (Rupees Thirty-Five Thousand Only) plus reimbursement of all out of pocket expenses as may be incurred in connection with the audit, be and is hereby ratified.

By Order of the Board of Directors

E.K BALAKRISHNAN

Company Secretary

Membership No. A7629

Place: Kochi

Date :21/09/2020

NOTES:-

I. General Information:

1. In view of the ongoing COVID-19 pandemic, the MCA has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM only. In accordance with the MCA Circulars,

special business mentioned at Item Nos. 2 to 10 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.

2. Since this AGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36 of the SEBI (LODR) Regulations, 2015 in respect of the Special Business of the above Notice is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 23rd October 2020 to Friday 30th October 2020 (both days inclusive) for the purpose of AGM.
6. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 15th AGM along with the Annual Report for Financial Year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Company's Registrar and Transfer Agent (RTA) . A copy of this Notice along with the Annual Report for Financial Year 2019-20 is uploaded on the Company's website www.gntextiles.com, websites of the Stock Exchanges i.e. The BSE Limited (www.bseindia.com) and The National Stock Exchange of India Limited (www.nseindia.com) respectively.
7. In case the shareholder holding shares in physical mode has not registered his/her e-mail address with the Company/STA/Depositories, he/she may do so by sending a duly signed request letter to M/s. Integrated Registry Management Services Private Limited by providing Folio No. and Name of shareholder at 2nd Floor, Kences Towers, No.1, Ramakrishna Street, T Nagar, Chennai-600017, Tel: 044 28140801-803; E-Mail: corpserv@integratedindia.in
8. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.
9. Members seeking any information with regard to Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statements are requested to write to the Company on or before Monday 26th

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- October, 2020, through email on cs@gtn textiles.com. The same will be replied by the Company suitably.
10. With effect from April 01, 2019, in terms of SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not being processed unless the securities are held in the dematerialized form with the depositories. Therefore, Members holding shares in physical form are requested to dematerialize shares held in physical form at the earliest available opportunity
 11. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
 12. Members are advised to avail the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to IRMSPL. Members holding shares in dematerialized form may contact their respective DP for availing this facility.

II. General Instruction

1. Pursuant to Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 15th AGM. CDSL will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
2. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is Friday 23rd October 2020 ('Cut-off Date').
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com with a copy marked to the Company on cs@gtn textiles.com. However, if the Member is already registered with CDSL for remote e-voting, then he/she/it can use his/her/its existing User ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36 of the SEBI (LODR) Regulations, 2015 in respect of the Special Business of the above Notice is annexed hereto.
5. Members who need technical assistance relating to attending the AGM through VC/OAVM or e-voting before / during the AGM, may contact Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited at helpdesk.evoting@cdslindia.com
6. The Board of Directors of the Company has appointed Shri MRL Narasimha (Membership No.2851, CP.No 799), Practicing Company Secretary or failing him, Shri. Abhilash N.A, Practicing Company Secretary (Membership No. 22601 CP.No. 4524) as Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014
7. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to mrln54@outlook.com with a copy marked to the Company on cs@gtn textiles.com.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday, 27th October, 2020 a 9:00 a.m and ends on Thursday, 29th October, 2020 at 5:00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 23rd October 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <GTN TEXTILES LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA email id : corpse@integratedindia.in
- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to RTA email id corpse@integratedindia.in
- The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

The VC facility shall be kept open at least 15 minutes before the scheduled time of the AGM and shall not be closed till expiry of 15 minutes after the conclusion of the scheduled time for the AGM.

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **by Monday 26th October 2020** mentioning their name, demat account number/folio number, email id, mobile number at cs@gtntextiles.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by Monday 26th October 2020 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. **The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.**
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at mrln54@outlook.com and to the Company at the email address at cs@gtntextiles.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatnal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

NOTICE (Contd...)**Details of Directors seeking appointment/re-appointment at the forthcoming AGM
in pursuance of Regulation 36 of SEBI (LODR) Regulations 2015**

Name of the Director	Shri B.K. Patodia		
DIN	00003516		
Age & Date of Birth	75 years, 1.1.1945		
Nationality	Indian		
Qualification	B.E. (Birla Institute of Science and Technology, Pilani)		
Expertise	Shri. B.K.Patodia (00003516) is the past Chairman of the Cotton Textiles Export Promotion Council, (Texprocil), Mumbai, the Indian Cotton Mills' Federation, (now known as Confederation of Indian Textile Industry) and Southern India Mills' Association, Coimbatore. He has also served as President of Cochin Chamber of Commerce and Industry, Kochi and Employers' Federation of Southern India, Chennai. He is the past Chairman of the Joint Cotton Committee of International Textile Manufacturers Federation (ITMF), Zurich. He is a member of the Advisory Board on the Committee of Management of ITMF. He is also a member of the Spinners Committee of ITMF. Shri. B.K. Patodia is Director on the Boards of several leading Companies and was also Member of several Government Committees including the Cotton Advisory Board and Cotton Yarn Advisory Board appointed by the Ministry of Textiles, Government of India. He was also actively involved in the Sub-Group on Cotton to formulate National Fibre Policy of the Ministry of Textiles..		
Date of Appointment in the Company	20.09.1991		
Other Directorships (Listed / Public Co.)	Patspin India Limited Hind Rectifiers Limited GTN Enterprises Limited India Thermit Corporation Limited		
Membership / Chairman in other Committees	GTN Enterprise Limited	Audit Committee	- Member
	India Thermit Corporation Limited	1. Audit Committee 2. Nomination and Remuneration Committee 3. CSR Committee	- Member - Member - Member
Shareholding in the Company	11,95,580 Equity Shares of ₹10 each		
Relationship between Directors Inter -se Directors	Related to Shri. Umang Patodia, Director		

Name of the Director	Shri. N.K Bafna		
DIN	00019372		
Age & Date of Birth	81 years, 03.07.1939		
Nationality	Indian		
Qualification	B.Com, FCA, Law Graduate		
Expertise	Practicing Chartered Accountant and a Senior Partner of M/s. Lodha & Co. Chartered Accountants, Mumbai. Besides his proficiency in Finance and Accounts, he is also an expert in Company Law matters.		
Date of Appointment in the Company	15.9.2020		
Other Directorships (Listed / Public Co.)	Patspin India Limited Prime Urban Development India Ltd		
Membership / Chairman in other Committees	Patspin India Limited	1. Audit Committee 2. Stakeholders Relationship Committee 3. Nomination and Remuneration Committee	- Chairman - Member - Chairman
	Prime Urban Development India Ltd	1. Stakeholders Relationship Committee 2. Audit Committee	- Chairman - Member
Shareholding in the Company	NIL		
Relationship between Directors Inter -se Directors	NIL		

NOTICE (Contd...)

Name of the Director	Shri V.N.Balakrishnan		
DIN	08820393		
Age & Date of Birth	75 years, 30.10.1945		
Nationality	Indian		
Qualification	Diploma in Textile Technology Engineering		
Expertise	Shri V.N. Balakrishnan, having more than 5 decades of experience in Textile Industry., a qualified Textile Technology Engineer from Govt. Polytechnic, Cannanore. Worked in Various Textile Companies like M/s Meenakshi Mills, Madurai and M/s RBM Mills, Pune. He was in employment with M/s GTN Textiles Ltd. from year 1974 to year 2013 and retired as Plant in Charge, designated as Vice President (Technical). Thereafter, he Continued as Group Technical Advisor till 31 st December 2016. He was also actively associated with Textile Research Institutions like ATIRA, SITRA, BTRA and also SIMA		
Date of Appointment in the Company	31.7.2020		
Other Directorships (Listed / Public Co.)	Patspin India Limited		
Membership / Chairman in other Committees	Patspin India Ltd	1. Audit Committee 2. Stakeholders Relationship Committee 3. Nomination & Remuneration Committee	- Member - Member - Member
Shareholding in the Company	270 equity shares		
Relationship between Directors Inter -se Directors	NIL		

Name of the Director	Shri C.K.Gopalakrishnan Nair		
DIN	00521840		
Age & Date of Birth	73 years, 17.1.1947		
Nationality	Indian		
Qualification	Diploma in Textile Technology Engineering, CTex ATI		
Expertise	Shri. C.K.Gopalakrishnan Nair, aged 73 years, is a Textile Engineer having professional experience over 35 years as Senior positions in Textile Industry and also 10 years in the capacity of Managing Director of public sector companies viz. M/s. Malappuram Co Operative Spinning Mills, M/s. Sitaram Textiles and M/s. Kerala State Textiles Corporation. He was also actively associated with Textile Institute Manchester, I R C Textiles and Kerala Management Association, Palakkad..		
Date of Appointment in the Company	21.9.2020		
Other Directorships (Listed / Public Co.)	Patspin India Limited		
Membership / Chairman in other Committees	NIL		
Shareholding in the Company	NIL		
Relationship between Directors Inter -se Directors	NIL		

NOTICE (Contd...)

Name of the Director	Smt. Kalpana Mahesh Thakker
DIN	08601866
Age & Date of Birth	57 years, 10.1.1963
Nationality	Indian
Qualification	Graduate
Expertise	Mrs. Kalpana Mahesh Thakker (DIN 08601866), aged 57 years, possessed qualification in Bachelor of Arts. She is the Managing Director of M/s. Purav Trading Limited engaged in procurement of raw cotton both from domestic and overseas markets. In addition to the same, she is partner in M/s. Perfect Cotton Company, M/s Patcot Company, and Standard Cotton Company, Mumbai, leading players in raw cotton market. Her family is in the Business of Raw Cotton Procurement for the last 4 to 5 Decades and have special expertise in Import and Export of Raw Cotton. She is actively involved in her family business for last many years. Presently, she is controlling the whole family business.
Date of Appointment in the Company	14.11.2019
Other Directorships (Listed / Public Co.)	Patspin India Limited Purav Trading Limited
Membership / Chairman in other Committees	NIL
Shareholding in the Company	17351 equity shares
Relationship between Directors Inter -se Directors	NIL

Name of the Director	Shri. Umang Patodia		
DIN	00003588		
Age & Date of Birth	51 years, 17.6.1969		
Nationality	Indian		
Qualification	Graduate		
Expertise	Shri. Umang Patodia, aged 51 years, is the Managing Director of Patspin India Limited since August 1994. He is a Commerce Graduate and has over 2 decades of experience in the textile business and has a successful presence in the textile business segment. He was Executive Director (Exports) in GTN Textiles Limited before he took over the post of Managing Director of Patspin India Limited. Presently, he is holding Directorship in the Confederation of Indian Textile Industry (CITI), New Delhi and The Cotton Textiles Export Promotion Council (TEXPROCIL), Mumbai. He was past Chairman of CII, Kerala State Council and member of various Committees, including Southern India Mills Association (SIMA).		
Date of Appointment in the Company	15.9.2020		
Other Directorships (Listed / Public Co.)	Patspin India Limited		
Membership / Chairman in other Committees	Patspin India Limited	1. Audit Committee 2. Stakeholders Relationship Committee	- Member - Member
Shareholding in the Company	835120 equity shares		
Relationship between Directors Inter -se Directors	Related to Shri. B.K. Patodia, Managing Director		

By Order of the Board of Directors

Place: Kochi
Date :21/09/2020**E.K BALAKRISHNAN**
Company Secretary
Membership No.A 7629

NOTICE (Contd...)

Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (LODR) Regulations, 2018

Item No. 2

The Present Authorised Share Capital of the Company is ₹ 12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (one crore twenty lakhs) Equity Shares of ₹ 10 (Rupees Ten) each.

In order to meet the additional fund requirement, it is proposed to increase the Authorized Share Capital of the Company as 12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (one crore twenty lakhs) Equity Shares of ₹ 10 (Rupees Ten) each and 5,10,000 (Five lakhs ten thousand) Redeemable Preference Shares of ₹ 100 (Rupees hundred) each.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item no. 2.

Board recommends the passing of this Resolution at Item No. 2 of the accompanying Notice in the interest of the Company.

Item No. 3

Your Company is engaged in business of manufacture of high-quality combed cotton yarn both for domestic and international markets. The Company has suffered substantial losses over the last few years due to external challenges in the form of fluctuating cotton prices, demand constraints and tight liquidity conditions, therefore, the margins of the Company have been under pressure. In view of the same, for augmenting Working Capital Resources of the Company, the Board of Directors at their meeting held on 15th September 2020 have taken decision to raise long term funds through issue of Non-Cumulative Non-Convertible Non-Participating Redeemable Preference Shares (NCRPS) on private placement basis. M/s. Seajuli Developers and Finance Limited has consented to subscribing the entire issue of Non-Cumulative, Non-convertible, Non-Participating Redeemable, Preference Shares ('NCRPS') of ₹ 5.10 Crores under this offer. Accordingly, approval of the members is being sought by way of Special Resolution under Section 42, 55 and other applicable provisions of the Companies Act, 2013 read with Rules made there under for issue of Non-Cumulative Non-Convertible, Non - Participating Redeemable Preference Shares (NCRPS) aggregating to not exceeding ₹ 5.10 crores under this offer and allot the 'NCRPS' on a Private Placement basis to M/s. Seajuli Developers & Finance Limited on the terms and conditions as set hereunder:

The size of the issue and number of preference shares to be issued and nominal value of each share	5,10,000 (Five Lakhs Ten Thousand) Non-Cumulative, Non-Convertible, Non-Participating Redeemable Preference Shares of ₹ 100 each
The nature of such shares	Non-Cumulative, Non-Convertible, Non-Participating, Redeemable Preference Shares (NCRPS) shall carry a preferential right, vis-a- vis equity shares of the Company with respect to payment of dividend and repayment in case of winding up or repayment of capital The NCRPS shall not be listed with any Stock Exchanges.
The objectives of the issue	For augmenting Working Capital Resources
Manner of issue of shares	The NCRPS are proposed to be issued on private placement basis to M/s. Seajuli Developers & Finance Limited, Kolkata
The price at which such shares are proposed to be issued	NCRPS are proposed to be issued at nominal value of ₹100 each.
Basis on which the price has been arrived	NCRPS will be issued at PAR.
The terms of issue, including terms and rate of dividend on each share, etc.	The NCRPS are proposed to be issued for a period not exceeding 15 years from the date of allotment and shall be fully redeemed at par at maturity. However, the Company shall have an option for early redemption either partially or fully at any time after two (2) years from the date of allotment by giving written notice to the Preference shareholders. The NCRPS may be redeemed in accordance with Section 55 of the Companies Act 2013 read with relevant rules frames thereunder. Dividend on NCRPS is payable at 6.50% p.a.

NOTICE (Contd...)

The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The NCRPS are proposed to be issued for a period not exceeding 15 years from the date of allotment and shall be fully redeemed at par at maturity. However, the Company shall have an option for early redemption either partially or fully at any time after two (2) years from the date of allotment by giving written notice to the Preference shareholders. The NCRPS may be redeemed in accordance with Section 55 of the Companies Act 2013 read with relevant rules frames thereunder. The NCRPS are non-convertible and will be redeemed at par value.
The manner and modes of redemption	The NCRPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules.
The expected dilution in equity share capital upon conversion of preference shares	Not applicable since the NCRPS are proposed to be issued on non-convertible basis.
Listing of Non-Cumulative, Non-Convertible, Non-Participating Redeemable Preference Shares	The NCRPS shall not be listed with any Stock Exchanges.

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company at its meeting held on 15 th September 2020 approved the issuance of 5,10,000 NCRPS to M/s. Seajuli Developers and Finance Limited, on a private placement basis, for an amount not exceeding ₹ 5.10 crore at a coupon rate of 6.50% per annum
Kinds of securities offered and the price at which security is being offered	The Company proposes to issue non-cumulative, non-convertible, non-participating redeemable preference shares at nominal value of ₹ 100 per share
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The NCRPS will be issued at par.
Name and address of valuer who performed valuation	Not Applicable, since the Issue is at par
Amount which the Company intends to raise by way of such securities	The Company intends to raise up to ₹ 5.10 crores by way of issue of NCRPS.
Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<ul style="list-style-type: none"> • The Company proposes to issue 5,10,000 non-cumulative, non-convertible, non-participating redeemable preference shares at a nominal value of ₹ 100 per share to M/s. Seajuli Developers & Finance Limited on a private placement basis. • The NCRPS are unsecured and do not carry any charge on the assets of the Company. • The NCRPS are proposed to be issued for a period not exceeding 15 years from the date of allotment. However, the Company shall have an option for early redemption either partially or fully at any time after two (2) years from the date of allotment by giving written notice to the Preference shareholders. • The redemption will be at par value. • The proceeds of the issue will be utilized to augment working capital resources of the company. • Neither the Promoters nor the Directors of the Company propose to participate in this issue.

NOTICE (Contd...)

Current and post issue Preference Shareholding Pattern of the Company

S. N.	Category	Pre issue		Post issue	
		No. of Preference Shares of ₹ 100 each	% of shareholding	No. of Preference Shares of ₹ 100 each	% of shareholding
1	Promoter holding				
	Indian	0	0	0	0
	Individuals	0	0	0	0
	Body Corporates	0	0	0	0
	Sub total (A)	0	0	0	0
2	Non Promoter holding				
	Body corporate	0	0	5,10,000	100
	Others	0	0	0	0
	Subtotal (B)	0	0	5,10,000	100
	Grand Total	0	0	5,10,000	100

Current equity shareholding pattern

S.N.	Category	No of shares (Issued Equity)	%
01)	Promoters & Associates	7375739	63.36
02)	Indian Financial Institutions, Banks, Mutual Funds	89279	0.77
03)	Foreign Institutional Investors / NRIs	44202	0.38
04)	Others	4131258	35.49
	Total :	11640478	100.00

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends passing of this Resolution at Item No.3 of the accompanying Notice in the interest of the Company.

Item No.4

The present term of office of Shri B.K. Patodia as Chairman & Managing Director will expire on 18th December, 2020. Subject to shareholders' approval, the Board of Directors, at their meeting held on 21.09.2020 have re-appointed him for a further period of five years from the expiry date of his term on the remuneration determined by the Nomination & Remuneration Committee of the Board of Directors.

In accordance with the provisions of Section 203 and Schedule V of the Companies Act, 2013 (the Act), a person who has attained the age of 70 years can be appointed as Managing Director only by passing a Special Resolution, in which case, the explanatory statement annexed to the Notice for such motion shall indicate the justification for appointing such person.

Shri. B.K.Patodia (DIN 00003516) aged 75 years is an Engineering graduate from BITS, Pilani. He is the past Chairman of the Cotton Textiles Export Promotion Council, (TEXPROCIL), Mumbai, the Indian Cotton Mills' Federation, (now known as Confederation of Indian Textile Industry) and Southern India Mills' Association, Coimbatore. He has also served as President of Cochin Chamber of Commerce and Industry, Kochi and Employers' Federation of Southern India, Chennai. Shri. B.K. Patodia is the past Chairman of the Joint Cotton Committee of International Textile Manufacturers Federation (ITMF), Zurich. He is a member of the Advisory Board on the Committee of Management of ITMF. He is also a member of the Spinners Committee of ITMF. Shri. B.K. Patodia is a Director on the Boards of several leading Companies and is also a Member of several Government Committees including the Cotton Advisory Board and Cotton Yarn Advisory Board appointed by the Ministry of Textiles, Government of India. He was also actively involved in the Sub-Group on Cotton to formulate National Fibre Policy of the Ministry of Textiles.

The Board of Directors is of the opinion that the B.K.Patodia is a person of integrity, possess relevant expertise and vast experience. The guidance in the past is notable and supportive to the Company in dealing with the complex matters. Accordingly, it is felt that his association as Chairman & Managing Director will be beneficial and in the best interest of the company. Therefore, it is proposed to appoint Shri. B.K.Patodia as Chairman & Managing Director of the Company for a further period of 5 years and fixing his remuneration for a period of 3 years pursuant to Schedule V to the Companies Act, 2013.

NOTICE (Contd...)

Nomination & Remuneration Committee constituted by the Board had met on 21.9.2020 and approved and recommended remuneration package of Shri. B.K. Patodia, Managing Director for a period of three years, in accordance with Schedule V to the Companies Act, 2013

In terms of Section II Part II of the Schedule V of the Companies Act 2013, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person not exceeding, the limits under (A) and (B) given below

A	Where the effective capital is	Yearly limit do not exceed (Rupees in lakhs)
i.	Negative or less than 5 crores	60.00
ii.	5 crores and above but less than 100 crores	84.00
iii.	100 crores and above but less than 250 crores	120.00
iv.	250 crores and above	120 lakhs plus 0.01% of the effective capital in excess of ₹ 250 crores

Provided that the remuneration in excess of above limits may be paid if the resolution passed by the shareholders is a special resolution

B.

(B) In case of a managerial person who is functioning in a professional capacity, [remuneration as per item (A) may be paid], if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialised knowledge in the field in which the company operates:

Provided that any employee of a company holding shares of the company not exceeding 0.5% of its paid up share capital under any scheme formulated for allotment of shares to such employees including Employees Stock Option Plan or by way of qualification shall be deemed to be a person not having any interest in the capital of the company;

Note:

Provided further that the above limits shall apply if;

- Payment of remuneration is approved by a resolution passed by the Nomination & Remuneration Committee and the Board of Directors;
- The company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person;
- a special resolution has been passed at the general meeting of the company for payment of remuneration for a period not exceeding three years; and
- a statement along with notice calling the General Meeting referred to in Clause(iii) is given to the shareholders containing certain information as specified in the Schedule V.

Shri. B.K.Patodia was drawing a monthly salary of ₹ 3,00,000/- in the scale of ₹ 3,00,000- ₹ 10,000- ₹ 3,20,000, plus usual perquisites. Under his leadership, the company has recorded significant growth. Therefore, the Nomination and remuneration committee unanimously recommended to retain the remuneration of ₹3,00,000/- per month in the scale of ₹3,00,000- ₹ 10,000- ₹3,20,000 plus usual perquisites to Shri. B.K. Patodia, Chairman & Managing Director for a period of three (3) years from 1st October 2020 to 30th September 2023

- Salary:**
₹3,00,000/- per month in the Scale ₹300000–10000–320000 for a period of 3 years from 1st October 2020 to 30th September 2023.
- Commission:**
Subject to the overall limits laid down in Sections 197 of the Companies Act, 2013 such percentage of the Net Profit of the Company or such quantum as may be fixed by the Board of Directors for each financial year not exceeding 2% of the Net Profits of the Company, each year, restricted to an overall limit of ₹60 lacs per annum.
- Perquisites as follows:**
 - Housing: Rent free accommodation will be provided to the appointee for which actual amount of lease rental paid or payable by the Company or 10% of the salary, whichever is lower, shall be recovered. In case no accommodation is provided by the Company, House Rent Allowance, subject to a ceiling of 60% of the appointee's salary shall be

NOTICE (Contd...)

paid. In addition, the appointee shall be allowed Company owned furniture and fixtures, if required.

- (ii) The expenditure incurred by the appointee on gas, electricity and water shall be reimbursed by the Company.
- (iii) All Medical Expenses incurred by the appointee for self and his family shall be reimbursed.
- (iv) Leave Travel Concession for the appointee and his family will be allowed once in a year as per the Rules of the Company.
- (v) Fees of Clubs: Subject to a maximum of 2 Clubs. This will not include admission and life membership fees.
- (vi) Personal Accident Insurance: As per Rules of the Company.
- (vii) Provision of Car with driver and telephone at the residence for use of Company's business.

Perquisites not included in Managerial Remuneration

- a) contribution to Provident Fund, Superannuation or Annuity Fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961
 - b) gratuity payable at a rate not exceeding half a months salary for each completed year of service; and
 - c) encashment of leave at the end of the tenure.
- d) **Overall Remuneration:**

The aggregate of salary, commission and perquisites in any financial year shall not exceed the limits prescribed from time to time under Section 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may for the time being in force.

- e) **Minimum Remuneration:**

In case of loss or inadequacy of profits in any financial year during the currency of tenure of his service, the payment of salary, commission and perquisites shall be governed by the limits prescribed under the Section II of Part II of Schedule V to the Act.

Furthermore, approval of the members in general meeting by way of a special resolution is required to be obtained for payment of minimum remuneration, by way of salary and perquisites and allowance as specified above in the event of absence or inadequacy of profits in any financial year during the tenure of Shri B.K Patodia, Chairman & Managing Director of the Company.

Information require to be disclosed in terms of Schedule V of the Companies Act, 2013

General information:

i. **Nature of industry:**

Textiles Industry- the company is mainly engaged in manufacture and exports of cotton yarn in the segment of medium, fine and superfine combed yarns.

ii. **Date or expected date of commencement of commercial production**

The commercial production has commenced during October 1964

iii. **In the case of new companies, expected date of commercial activities as per project approved by financial appearing in the prospectus**

Not Applicable

iv. **Financial performance:**

(₹ In lakhs)

Particulars	FY 2017-18	FY 2018-19	FY 2019-20
Revenue from Operations	14278	14226	13100
Other income	43	36	40
Operating Profit	1229	438	45
Finance Costs	1060	949	858
PBDT	169	(511)	(813)
Profit /(Loss)Before Tax	(201)	(840)	(1136)
Profit / (Loss)After Tax	(218)	(733)	(873)
Amount of Equity Dividend Paid	Nil	Nil	Nil
Rate of Dividend Declared (%)	Nil	Nil	Nil

Note : The company has a negative effective capital as on 31.3.2020

The company has not made any default in the repayment on its dues or interest payments thereon. The company has not accepted any deposits from the public. The company has also not issued any debentures.

NOTICE (Contd...)

v) Export performance and net foreign exchange contribution: (₹ In lakhs)

Financial Year	Export Turnover
2017-18	6623
2018-19	5937
2019-20	5792

vi) Foreign investments or Collaboration, if any:

The company does not have any Foreign Exchange Collaboration

II. Information about the appointee: Shri. B.K. Patodia

Vide item No 4 of the notice of this Annual General Meeting of the company the approval of the members is being sought for fixation the remuneration of Shri. B.K Patodia, Managing Director effective from 1.10.2020 for a period of 3 (three) years upto 30.9.2023. Shri. B.K Patodia, aged 75 years is a citizen of India, holds the Engineering Degree from Birla Institute of Science and Technology, Pilani, is the past Chairman of the Cotton Textiles Export Promotion Council, (TEXPROCIL), Mumbai. He is also the past Chairman of the Indian Cotton Mills' Federation, (now known as Confederation of Indian Textile Industry) and Southern India Mills' Association, Coimbatore. He has also served as President of Cochin Chamber of Commerce and Industry, Cochin and Employers' Federation of Southern India, Chennai.

Shri. B.K Patodia is the past Chairman of the Joint Cotton Committee of International Textile Manufacturers Federation (ITMF), Zurich. He is a member of the Advisory Board on the Committee of Management of ITMF. He is also a member of the Spinners Committee of ITMF.

Shri.B.K Patodia is Director on the Boards of several leading Companies and was also Member of several Government Committees including the Cotton Advisory Board and Cotton Yarn Advisory Board appointed by the Ministry of Textiles, Government of India. He was also actively involved in the Sub-Group on Cotton to formulate National Fibre Policy of the Ministry of Textiles.

During the financial year 2019-20, he was paid the following remuneration

Salary	Commission	Perquisites	P.F/Gratuity/ Superannuation	Total
36,00,000	-	6,24,740	5,39,052	47,63,792

Pecuniary Relationship: The Company had not entered into any transaction of material in nature with any of the related parties which were in conflict with the interest of the company. Further, all transactions with the related parties were in the ordinary course of business and at arm's length

III. Other information

The Directors Report forming part of the Annual Report mentioned in details" Other Information" as required under Schedule V of the Companies Act, 2013

Draft agreement referred in the resolution would be available for inspection by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the Annual General Meeting.

Shri. B K Patodia is deemed to be interested in the resolution mentioned in Item No.4 of the notice. None of the other Directors, Key Managerial Personnel and their relatives except Shri. Umang Patodia, Director are in any way concerned or interested, financial or otherwise in the resolution.

The terms and conditions mentioned in Item No 4 of the notice may also be taken as an abstract of the agreement to be made by the company with Shri. B.K Patodia, pursuant to Section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

The Board of Directors of the Company at the meeting held on 15.9.2020 have appointed Shri N.K.Bafna (DIN: 00019372) as an Additional Director in the capacity of Non Executive Independent Director of the Company to hold office with effect from 15.9.2020 upto the date of the next Annual General Meeting of the Company.

As an Additional Director, Shri N.K.Bafna holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from him confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (LODR) Regulations, 2015. Shri N.K.Bafna is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

Regulation 17(1A) of SEBI (LODR) Regulations, 2015 mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special

NOTICE (Contd...)

Resolution is passed to that effect. The Company has received individual notice in writing from Member of the Company under the provisions of Section 160(1) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, proposing the candidature of Shri N.K.Bafna (DIN: 00019372) for the office of Director of the Company for his first term of five years effective from the date of this Annual General Meeting i.e. 30.10.2020.

Shri. N.K.Bafna is a Practising Chartered Accountant and more than 6 decades of experience in the field of Finance & Accounts. He is the Senior Partner of M/s. Lodha & Co. Chartered Accountants, Mumbai. Besides his proficiency in Finance and Accounts, he is also an expert in Company Law matters. The Board of Directors of the Company, based on recommendation of the Nomination & Remuneration Committee meeting held on 21st September, 2020, approved the appointment of Shri. N.K.Bafna, as Non-Executive Independent Director of the Company for first term of five years from the date of this Annual General Meeting i.e. 30.10.2020 to 29.10.2025, as mentioned in the Resolutions set out under Item No. 5. The Board considers that Shri. N.K.Bafna have requisite expertise, versatility, extensive and enriched experience that will be of benefit to the company. In the opinion of the Board, Shri. N.K.Bafna fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

Copy of the draft letter of appointment of Shri. N.K.Bafna as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company between 11 a.m. to 1 p.m. on all days except Saturdays, Sundays and public holidays, till the conclusion of the ensuing Annual General Meeting. The same is also available at the Company's website at www.gtnntextiles.com.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

The Board of Directors of the Company at the meeting held on 31.7.2020 have appointed Shri V.N. Balakrishnan (DIN 08820393) as an Additional Director of the Company to hold office with effect from 31.7.2020 upto the date of the next Annual General Meeting of the Company.

As an Additional Director, Shri V.N. Balakrishnan holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from him confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (LODR) Regulations, 2015. Shri V.N. Balakrishnan is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

Regulation 17(1A) of SEBI (LODR) Regulations, 2015 mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution is passed to that effect. The Company has received individual notice in writing from Member of the Company under the provisions of Section 160(1) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, proposing the candidature of Shri V.N. Balakrishnan for the office of Director of the Company for his first term of five years effective from the date of this Annual General Meeting i.e. 30.10.2020.

Shri. V.N.Balakrishnan has rich experience in the field of textile technology and has worked over 5 decades in textile industry. He was also actively associated with Textile Research Institutions like ATIRA, SITRA, BTRA and also SIMA. The Board of Directors of the Company, based on recommendation of the Nomination & Remuneration Committee meeting held on 21st September, 2020, approved the appointment of Shri V.N. Balakrishnan, as Non-Executive Independent Director of the Company for first term of five years from the date of this Annual General Meeting i.e. 30.10.2020 to 29.10.2025, as mentioned in the Resolutions set out under Item No. 6.

The Board considers that Shri. V.N. Balakrishnan have requisite expertise, versatility, extensive and enriched experience that will be of benefit to the company. In the opinion of the Board, Shri. V.N. Balakrishnan fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

Copy of the draft letter of appointment of Shri. V.N.Balakrishnan as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company between 11 a.m. to 1 p.m. on all days except Saturdays, Sundays and public holidays, till the conclusion of the ensuing Annual General Meeting. The same is also available at the Company's website at www.gtnntextiles.com.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No.7

The Board of Directors of the Company at the meeting held on 21.9.2020 have appointed Shri CK Gopalakrishnan Nair (DIN00521840) as an Additional Director in the capacity of Independent Director of the Company to hold office with effect from 21.09.2020 upto the date of the next Annual General Meeting of the Company.

NOTICE (Contd...)

As an Additional Director, Shri C.K.Gopalakrishnan Nair holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from him confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (LODR) Regulations, 2015. Shri C.K.Gopalakrishnan Nair is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

Shri. C.K.Gopalakrishnan Nair will be completing 75 years of age during the year 2022. In compliance with Regulation 17(1A) of SEBI (LODR) (Amendment) Regulations, 2018, approval of members by Special Resolution is necessary to continue as Non-Executive Independent Director of the Company after attaining age of 75 years.

The Company has received individual notice in writing from Member of the Company under the provisions of Section 160(1) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, proposing the candidature of Shri C.K.Gopalakrishnan Nair for the office of Director of the Company for his first term of five years effective from the date of this Annual General Meeting i.e. 30.10.2020.

Shri. C.K.Gopalakrishnan Nair, aged 73 years, is a Textile Engineer having professional experience over 35 years as Senior positions in Textile Industry and also 10 years in the capacity of Managing Director of public sector companies viz. M/s. Malappuram Co Operative Spinning Mills, M/s. Sitaram Textiles and M/s. Kerala State Textiles Corporation. He was also actively Associated with Textile Institute, Manchester, I R C Textiles and Kerala Management Association, Palakkad

The Board of Directors of the Company, based on recommendation of the Nomination & Remuneration Committee meeting held on 21st September, 2020, approved the appointment of Shri C.K.Gopalakrishnan Nair, as Non-Executive Independent Director of the Company for first term of five years from the date of this Annual General Meeting i.e. 30.10.2020 to 29.10.2025, as mentioned in the Resolutions set out under Item No. 7.

The Board considers that Shri. C.K.Gopalakrishnan Nair have requisite expertise, versatility, extensive and enriched experience that will be of benefit to the company. In the opinion of the Board, Shri. C.K.Gopalakrishnan Nair fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

Copy of the draft letter of appointment of Shri. C.K.Gopalakrishnan Nair as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company between 11 a.m. to 1 p.m. on all days except Saturdays, Sundays and public holidays, till the conclusion of the ensuing Annual General Meeting. The same is also available at the Company's website at www.gtntextiles.com.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

The Board of Directors, at their meeting held on 14th November 2019 had appointed Smt. Kalpana Mahesh Thakker (08601866) as an Additional Director (Non-executive, Non Independent Woman Director) from the date of that meeting. In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Smt. Kalpana Mahesh Thakker (08601866) holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Smt. Kalpana Mahesh Thakker, being eligible has offered herself for appointment as a Director.

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on 21.9.2020 approved the appointment of Smt. Kalpana Mahesh Thakker pursuant to provisions of Section 161 of the Companies Act 2013 as well as 17 (1) of SEBI (LODR) Regulations 2015 as amended up to date. The Board considers that Smt. Kalpana Mahesh Thakker have requisite expertise, versatility, extensive and enriched experience that will be of benefit to the company.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

Item No. 9

Pursuant to SEBI Regulation 17(1) (c) of Listing Regulations stipulated the composition of Board of Directors of the top 2000 listed entities, with effect from April 1, 2020, shall comprise of not less than six (6) Directors. Considering the same, the Board of Directors, at their meeting held on 15th September 2020 had appointed Shri. Umang Patodia (00003588) as an Additional Director (Non-executive, Non Independent Director) from the date of that meeting. In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Shri. Umang Patodia (00003588) holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Shri. Umang Patodia, being eligible has offered himself for appointment as a Director.

NOTICE (Contd...)

Shri. Umang Patodia, aged 51 years, is the Managing Director of Patspin India Limited since August 1994. He is a Commerce Graduate and has over 2 decades of experience in the textile business and has a successful presence in the textile business segment. He was Executive Director (Exports) in GTN Textiles Limited before he took over the post of Managing Director of Patspin India Limited. Presently, he is holding Directorship in the Confederation of Indian Textile Industry (CITI), New Delhi and The Cotton Textiles Export Promotion Council (TEXPROCIL), Mumbai. He was past Chairman of CII, Kerala State Council and member of various Committees, including Southern India Mills Association (SIMA).

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on 21.9.2020 approved the appointment of Shri. Umang Patodia pursuant to provisions of Section 161 of the Companies Act 2013 as well as 17 (1) of SEBI (LODR) Regulations 2015 as amended up to date. The Board considers that Shri. Umang Patodia have requisite expertise, versatility, extensive and enriched experience that will be of benefit to the company.

None of the Directors, Key Managerial Personnel and their relatives except Shri. B.K. Patodia, Managing Director are in any way, concerned or interested in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

Item No.10

The Board of Directors of the company, on the recommendation of the Audit Committee, approved the appointment of M/s Hareesh K.N & Associates, Cost Accountants as Cost Auditors to conduct the audit of the cost records of the company's textile units at a remuneration of ₹ 35,000 (Rupees thirty five thousand only) plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the financial year 2020-21

In terms of the provisions of section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Cost Records & Audit) Rules, 2014, the remuneration payable to the cost auditor has to be ratified by the members of the company. Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No 10 of the notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March 2021.

None of the Directors and / or Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise in the resolution set out at Item No 10

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the members.

By Order of the Board of Directors

Place: Kochi
Date: 21/09/2020

E.K BALAKRISHNAN
Company Secretary
Membership No. A7629