

GTNC/2018-19
30.3.2019

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

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

Dear Sirs,

Sub: Declaration of Postal Ballot - Voting Results
Ref : Patspin India Limited

Please refer to our letter dated 27.2.2019 forwarding to you copy of the Postal Ballot Notice dated 13.2.2019, sent to our Members seeking their approval for alteration of Object Clause of the Memorandum of Association and adoption of New set of Articles of Association.

Further we wish to inform you that Shri MRL Narasimha, FCS (Membership No.2851, CP.NO 799), Practicing Company Secretary, Scrutinizer has submitted his Report dated 29th March, 2019 on the voting done through Postal Ballot forms as well as through e-voting by the Members. A copy of the said Report alongwith details of Voting Results as per Regulation 44 (3) of SEBI (LODR) Regulations, 2015 is also enclosed herewith for your reference.

This is for your kind information and records.

Thanking you,

Yours faithfully,
For PATSPIN INDIA LIMITED



Dipu George
Deputy Company Secretary

PATSPIN INDIA LIMITED

CIN: L18101KL1991PLC006194

MARKETING / REGD. 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@patspin.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.patspin.com

Patspin India Limited

Details of Voting Results as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|--|---|
| Date of Declaration of Postal Ballot Result | 30 th March 2019 |
| Cut-off date | 22 nd February 2019 |
| Total Number of Shareholders as on Cut-off date | 17677 |
| No. of Shareholders who casted their votes | |
| Promoters and Promoter Group | 11 |
| Public | 28 |
| Resolution Required | Special |
| Summary of Resolutions | Approval for : <u>Resolution No. 1</u> Alteration of the Objects Clause of the Memorandum of Association of the Company <u>Resolution No. 2</u> Amendment of the Liability Clause of the Memorandum of Association of the Company <u>Resolution No. 3</u> Adoption of new set of Articles of Association of the Company |
| Whether Promoter / Promoter Group are interested in the Resolutions | No |

Detail of the Agenda:

Resolution No.1

Alteration of the Objects Clause of the Memorandum of Association of the Company

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 | 20096918 | 17606918 | 87.61 | 17606918 | - | 100 | - |
| | Ballot Poll | | - | - | - | - | - | |
| | Total | | 17606918 | 87.61 | 17606918 | - | 100 | - |
| Public – Institution | E-voting | 118417 | - | - | - | - | - | - |
| | Ballot Poll | | - | - | - | - | - | |
| | Total | | - | - | - | - | - | |
| Public – Non Institution | E-voting | 10704665 | 151 | 0.001 | 113 | 38 | 74.8344 | 25.1655 |
| | Ballot Poll | | 2210 | 0.021 | 2210 | - | 100 | - |
| | Total | | 2361 | 0.022 | 2323 | 38 | 98.3905 | 1.6094 |
| Total | | 30920000 | 17609279 | 56.95 | 17609241 | 38 | 99.9998 | 0.0002 |

Passed with requisite majority



Resolution No.2

Amendment of the Liability Clause of the Memorandum of Association of the Company

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 | 20096918 | 17606918 | 87.61 | 17606918 | - | 100 | - |
| | Ballot Poll | | - | - | - | - | - | - |
| | Total | | 17606918 | 87.61 | 17606918 | - | 100 | - |
| Public – Institution | E-voting | 118417 | - | - | - | - | - | - |
| | Ballot Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public – Non Institution | E-voting | 10704665 | 151 | 0.001 | 113 | 38 | 74.8344 | 25.1655 |
| | Ballot Poll | | 2210 | 0.021 | 2210 | - | 100 | - |
| | Total | | 2361 | 0.022 | 2323 | 38 | 98.3905 | 1.6094 |
| Total | | 30920000 | 17609279 | 56.95 | 17609241 | 38 | 99.9998 | 0.0002 |

Passed with requisite majority

Resolution No.3

Adoption of new set of Articles of Association of the Company

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 | 20096918 | 17606918 | 87.61 | 17606918 | - | 100 | - |
| | Ballot Poll | | - | - | - | - | - | - |
| | Total | | 17606918 | 87.61 | 17606918 | - | 100 | - |
| Public – Institution | E-voting | 118417 | - | - | - | - | - | - |
| | Ballot Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public – Non Institution | E-voting | 10704665 | 151 | 0.001 | 141 | 10 | 93.3774 | 6.6225 |
| | Ballot Poll | | 2210 | 0.021 | 2110 | 100 | 95.4751 | 4.5248 |
| | Total | | 2361 | 0.022 | 2251 | 110 | 95.3409 | 4.6590 |
| Total | | 30920000 | 17609279 | 56.95 | 17609169 | 110 | 99.9994 | 0.0006 |

Passed with requisite majority



For PATSPIN INDIA LIMITED

Dipu George
Dipu George
(Deputy Company Secretary)
(A 38716)

REPORT OF SCRUTINIZER

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman,
Board of Directors
PATSPIN INDIA LIMITED
CIN: L1810KL1991PLC006194
3rd Floor, Palal Towers,
M.G.Road, Ravipuram
Ernakulam 682 016

Sir,

I, M.R.L.Narasimha, Practicing Company Secretary, (M.No 2851, CP.No 799) having office at 34-C, 3rd Cross, Ramalinga Nagar, K.K.Pudur, Coimbatore-641038, was appointed as scrutinizer by the Board Of Directors of PATSPIN INDIA LIMITED (the company) for the purpose of scrutinizing Postal Ballot including E-voting process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated 13th February 2019 proposed to be passed by the Equity Shareholders of the company, submit my report as under:

1. In accordance with the Notice of the Postal Ballot dated 13th February 2019, dispatched to the shareholders by Registered Book Post on 27th February 2019 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on 28th February 2019, the voting commenced 28th February 2019 (at 9.00 hours) and ended on 29th March 2019 (at 17.00hours) for physical ballots and as well as for E-voting. The E-Voting facility was provided by Central Depository Services Limited(CDSL). The votes were unblocked at 7:16 p.m. on 29th March 2019 in the presence of two witnesses not in the employment of the company and the E-voting summary statement was downloaded from E-Voting website of Central Depository Services Limited (CDSL) (<http://www.evoting.india.com>).
2. The Equity shareholders holding shares as on 22nd February 2019, "Cut Off date", were entitled to vote on the resolution stated in the notice of the postal ballot.
3. The Register of the ballots showing Equity Shareholders who have given their "Assent and Dissent" and E-voting results downloaded from the E-Voting website of the Central Depository Services Limited (<http://www.evoting.india.com>) are being handed over to the Chairman.
4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the company/R&TA and the authorizations / power of attorney etc. lodged with the company. The voters were also scrutinized for the purpose of eliminating duplicate in voting, i.e. on E-voting as well as by physical ballot.

M. R. L. Narasimha

5. The result of the voting is as under

1) Special Resolution:-

Alteration of the Objects Clause of the Memorandum of Association of the company

| Particulars | Remote E-Voting | | Voting through Postal Ballot | | Total | | Percentage |
|-------------------|-----------------|--------------------|------------------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 14 | 1,76,07,031 | 23 | 2,210 | 37 | 1,76,09,241 | 99.9998 |
| Dissent | 2 | 38 | - | - | 2 | 38 | 0.0002 |
| Rejections | - | - | - | - | - | - | - |
| Total | 16 | 1,76,07,069 | 23 | 2,210 | 39 | 1,76,09,279 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.1 of the Notice dated on 13th February, 2019, has been passed with requisite majority

2) Special Resolution: -

Amendment of the Liability Clause of Memorandum of Association of the Company

| Particulars | Remote E-Voting | | Voting through Postal Ballot | | Total | | Percentage |
|-------------------|-----------------|--------------------|------------------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 14 | 1,76,07,031 | 23 | 2,210 | 37 | 1,76,09,241 | 99.9998 |
| Dissent | 2 | 38 | - | - | 2 | 38 | 0.0002 |
| Rejections | - | - | - | - | - | - | - |
| Total | 16 | 1,76,07,069 | 23 | 2,210 | 39 | 1,76,09,279 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.2 of the Notice dated on 13th February,2019, has been passed with requisite majority

3) Special Resolution:-

Adoption of new set of Articles of Association of the Company

| Particulars | Remote E-Voting | | Voting through Postal Ballot | | Total | | Percentage |
|-------------------|-----------------|--------------------|------------------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 15 | 1,76,07,059 | 22 | 2,110 | 37 | 1,76,09,169 | 99.9994 |
| Dissent | 1 | 10 | 1 | 100 | 2 | 110 | 0.0006 |
| Rejections | - | - | - | - | - | - | - |
| Total | 16 | 1,76,07,069 | 23 | 2,210 | 39 | 1,76,09,279 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.3 of the Notice dated on 13th February,2019, has been passed with requisite majority

M. R. L. Narasimha

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

6. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

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

M.R.L. Narasimha

M.R.L NARASIMHA
Practicing Company Secretary
Membership No.2851
C.P. No. 799

Place : Kochi
Date: 29.3.2019

Witness: -

- 1) M.L. Adithya Sudharshan
34-c 3rd Cross R.L.Nagar K.K.Pudur
Coimbatore 641038
- 2) CS E.K.Balakrishnan
Krishna Kripa XXX/160
Thripunithura
Ernakulam - 682.301.

M.L. Adithya Sudharshan

E.K. Balakrishnan 5-4

Counter Sign by
Dipa George,
Deputy Company Secretary
Dipa



PATSPIN INDIA LIMITED

DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Notice of the Postal Ballot dated 13.2.2019 had been circulated to the Shareholders of the Company for seeking their consent by way of Special Resolutions on the matter set out therein. The Notice was containing Special resolution together with the Explanatory Statement stating the material facts and reasons pursuant to Section 180(1) (a) of the Companies Act, 2013.

The Company had also provided e-voting facility to the Shareholders to enable them to cast their votes electronically on the special resolution proposed in the Notice of Postal Ballot.

The voting (by means of Postal Ballot and e-Voting) was opened from 9:00 a.m on 28th February 2019 to 5:00 p.m on 29th March 2019.

The Board of Directors had appointed Shri. MRL Narasimha, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot / e-Voting in a fair and transparent manner.

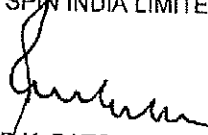
Shri. MRL Narasimha, Scrutinizer has carried out the scrutiny of all the postal ballot forms received and votes casted by means of ballot as well as e-voting and submitted his report on 29th February 2019.

Members of the Company hereby informed that on the basis of report submitted by the Scrutinizer for conducting the postal ballot / e-voting process, the result of the voting in relation to the resolution seeking members consent is given hereunder:

| Resolution | Type of Resolution | No. of Votes in favour | % of votes in favour | No. of Votes against | % of votes against | Remarks |
|---|--------------------|------------------------|----------------------|----------------------|--------------------|--------------------------------|
| Alteration of the Objects Clause of the Memorandum of Association of the Company | Special | 1,76,09,241 | 99.9998 | 38 | 0.0002 | Passed with requisite majority |
| Amendment of the Liability Clause of the Memorandum of Association of the Company | Special | 1,76,09,241 | 99.9998 | 38 | 0.0002 | Passed with requisite majority |
| Adoption of new set of Articles of Association of the Company | Special | 1,76,09,169 | 99.9994 | 110 | 0.0006 | Passed with requisite majority |

Based on the Report of the Scrutinizer, I hereby declare that the Special Resolutions as set out in the Notice of Postal Ballot dated 13th February 2019 has been duly approved by the shareholders with requisite majority.

For PATSPIN INDIA LIMITED


B.K. PATODIA
Chairman
(DIN: 00003516)

Date: 30th March 2019
Place: Mumbai

PATSPIN INDIA LIMITED

CORPORATE OFFICE :

43, Mittal Chambers, 4th Floor, 228, Narlman Point, Mumbai - 400 021, India
Phones : 91-22-22021013/22028246/22020047, Fax : 91-22-22874144
E-mail : mumbai@gntextiles.com

MARKETING / REGD. OFFICE :

3rd/5th Floor, Palal Towers, M.G. Road, Ravipuram, Kochi - 682 016, India
Phones : 91-484-2371822 (6 Lines), Fax : 91-484-2370812/2371007
E-mail : mktg.ho@gntextiles.com
www.gntextiles.com
ISO 9001:2000 Certified



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 Postal Ballot results to be announced on 29.3.2019

Ref: Patspin India Limited

With reference to the above, I hereby authorize Shri. Umang Patodia, Managing Director and in his absence Shri. Dipu George, Deputy Company Secretary to receive, accept and counter sign "Scrutinizer's Report" from M/s. MRL Narasimha, FCS Practicing Company Secretary in respect of the combined voting results (remote e-voting as well as postal ballot) for the resolutions moved at the Postal Ballot Notice dated 13.2.2019 and results to be announced on 29.3.2019.



B.K. Patodia
Chairman

Place : Kochi
Date: 28.3.2019

PATSPIN INDIA LIMITED

CIN: L18101KL1991PLC006194

MARKETING / REGD. 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@patspin.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.patspin.com