

Ref. GTNC/2022-23  
01.10.2022



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

Dear Sir / Madam,

**Sub: Results of voting and Scrutinizers Report – 17<sup>th</sup> Annual General Meeting held on 30.9.2022**

**Ref: GTN TEXTILES LIMITED**

With reference to the above subject, please find attached the following documents with regard to voting results of the business transacted at the 17<sup>th</sup> Annual General Meeting of the shareholders of the company held on 30.9.2022.

1. Voting results in the format prescribed under Regulation 44 of SEBI (LODR) Regulations, 2015
2. Consolidated Report of Scrutinizer, Shri. MRL Narasimha, FCS Practising Company Secretary on remote e-voting and voting at the AGM

This is for your kind information.

Thanking you,  
Yours faithfully,  
For **GTN TEXTILES LIMITED**

E.K. Balakrishnan  
Company Secretary



**GTN TEXTILES LIMITED**

CIN: L18101KL2005PLC018062

**MARKETING / HEAD OFFICE :**

3rd Floor, Palal Towers, M.G. Road, Ravipuram, Kochi-682 016, India  
Phone :91-484-2661900, Fax:91-484-2370812/2661980  
E-mail: cs@gtntextiles.com

**REGISTERED OFFICE :**

Door No.VIII/911, Erumathala P.O., Aluva - 683 112, India  
Phone:91-484-2661000, Fax:91-484-2838585  
E-mail: alw@gtntextiles.com

**CORPORATE OFFICE :**

43, Mittal Chambers, 4th Floor, 228, Nariman Point, Mumbai-400 021 India.  
Phones:91-22-2202 1013 / 22028246, Fax: 91-22-2287 4144  
E-mail: mumbai@gtntextiles.com  
www.gtntextiles.com

**ISO 9001 : 2015 / 14001 : 2015 Certified**

**GTN Textiles Limited**

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

<b>Date of the AGM</b>	30 <sup>th</sup> September 2022
<b>Total number of shareholders on record date:</b>	15184
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public (i) Shareholders in person (ii) Shareholders represented by proxies	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	9 64

**Detail of the Agenda:**

**Resolution No.1**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31st, 2022, together with the Board's Report and the Auditors' thereon.

**Resolution required:** Ordinary

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

Promoter/ Public	Mode of voting	No. of shares held 1	No. of votes polled 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 3	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	7375739	4697575	63.68	4697575	0	100	0
	Ballot Poll		0	0	0	0	0	0
	Total		4697575	63.68	4697575	0	100	0
Public – Institution	E-voting	56597	0	0	0	0	0	0
	Ballot Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institution	E-voting	4208142	80323	1.90	80314	9	99.99	0.011
	Ballot Poll		0	0	0	0	0	0
	Total		80323	1.90	80314	9	99.99	0.011
<b>Total</b>		11640478	4777898	41.04	4777889	9	99.99	0.002

- The above resolution has been passed with requisite majority.





**Resolution No.2**

To appoint Smt. Kalpana Mahesh Thakker, Non-Executive Director (DIN: 08601866), who retires by rotation and being eligible, offers herself for re-appointment

**Resolution required:** Ordinary

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

Promoter/ Public	Mode of voting	No. of shares held 1	No. of votes polled 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 3	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	7375739	4697575	63.68	4697575	0	100	0
	Ballot Poll		0	0	0	0	0	0
	Total		4697575	63.68	4697575	0	100	0
Public – Institution	E-voting	56597	0	0	0	0	0	0
	Ballot Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public – Non Institution	E-voting	4208142	80323	1.90	79964	359	99.55	0.44
	Ballot Poll		0	0	0	0	0	
	Total		80323	1.90	79964	359	99.55	0.44
<b>Total</b>		<b>11640478</b>	<b>4777898</b>	<b>41.04</b>	<b>4777539</b>	<b>359</b>	<b>99.99</b>	<b>0.007</b>

- The above resolution has been passed with requisite majority.

**Resolution No.3**

To re-appoint Statutory Auditors for their second term of five years and fix their remuneration

**Resolution required:** Ordinary

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

Promoter/ Public	Mode of voting	No. of shares held 1	No. of votes polled 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 3	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	7375739	4697575	63.68	4697575	0	100	0
	Ballot Poll		0	0	0	0	0	
	Total		4697575	63.68	4697575	0	100	0
Public – Institution	E-voting	56597	0	0	0	0	0	0
	Ballot Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public – Non Institution	E-voting	4208142	80323	1.90	80064	259	99.67	0.32
	Ballot Poll		0	0	0	0	0	
	Total		80323	1.90	80064	259	99.67	0.32
<b>Total</b>		<b>11640478</b>	<b>4777898</b>	<b>41.04</b>	<b>4777639</b>	<b>259</b>	<b>99.99</b>	<b>0.005</b>

- The above resolution has been passed with requisite majority.





**Resolution No.4**

Proposal for Sale of assets to repay dues to Lenders

Resolution required: Special

Whether promoter / promoter group are interested in the agenda / resolution: No

Promoter/ Public	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 3	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
		1	2					
Promoter and Promoter Group	E-voting	7375739	4697575	63.68	4697575	0	100	0
	Ballot Poll		0	0	0	0	0	0
	Total		4697575	63.68	4697575	0	100	0
Public – Institution	E-voting	56597	0	0	0	0	0	0
	Ballot Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public – Non Institution	E-voting	4208142	80323	1.90	79964	359	99.55	0.44
	Ballot Poll		0	0	0	0	0	
	Total		80323	1.90	79964	359	99.55	0.44
Total		11640478	4777898	41.04	4777539	359	99.99	0.007

- The above resolution has been passed with requisite majority.

**Resolution No.5**

Approval for Material Related Party Transactions with GTN Enterprises Ltd

Resolution required: Ordinary

Whether promoter / promoter group are interested in the agenda / resolution: Yes

Promoter/ Public	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 3	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
		1	2					
Promoter and Promoter Group	E-voting	7375739	0	0	0	0	0	0
	Ballot Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public – Institution	E-voting	56597	0	0	0	0	0	0
	Ballot Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public – Non Institution	E-voting	4208142	80323	1.90	79964	359	99.55	0.44
	Ballot Poll		0	0	0	0	0	
	Total		80323	1.90	79964	359	99.55	0.44
Total		11640478	80323	0.69	79964	359	99.55	0.44

- The above resolution has been passed with requisite majority.

## Notes:

- Nine folios totalling 23,67,725 votes have abstained from voting in accordance with the Regulation 23 (4) of SEBI LODR Regulations 2015
- Three folios totalling 2329850 votes rejected in accordance with Regulation 23(4) of SEBI (LODR) Regulations 2015





**Resolution No.6**

Approval for Material Related Party Transactions with Patspin India Ltd

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

Promoter/ Public	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 3	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
		1	2					
Promoter and Promoter Group	E-voting	7375739	0	0	0	0	0	0
	Ballot Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Institution	E-voting	56597	0	0	0	0	0	0
	Ballot Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public – Non Institution	E-voting	4208142	80323	1.90	79964	359	99.55	0.44
	Ballot Poll		0	0	0	0	0	
	Total		80323	1.90	79964	359	99.55	0.44
Total		11640478	80323	0.69	79964	359	99.55	0.44

- The above resolution has been passed with requisite majority.

Notes:

- Nine folios totalling 23,67,725 votes have abstained from voting in accordance with the Regulation 23 (4) of SEBI LODR Regulations 2015
- Three folios totalling 2329850 votes rejected in accordance with Regulation 23(4) of SEBI (LODR) Regulations 2015

**Resolution No.7**

Ratification of Remuneration payable to Cost Auditors for FY 2022-23

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

Promoter/ Public	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 3	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
		1	2					
Promoter and Promoter Group	E-voting	7375739	4697575	63.68	4697575	0	100	0
	Ballot Poll		0	0	0	0	0	
	Total		4697575	63.68	4697575	0	100	0
Public – Institution	E-voting	56597	0	0	0	0	0	0
	Ballot Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public – Non Institution	E-voting	4208142	80323	1.90	80314	9	99.98	0.011
	Ballot Poll		0	0	0	0	0	
	Total		80323	1.90	80314	9	99.98	0.011
Total		11640478	4777898	41.04	4777889	9	99.99	0.002

- The above resolution has been passed with requisite majority.



01-October-2022

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To, The Chairman,

17<sup>th</sup> (Seventeenth) Annual General Meeting (AGM) of the Equity Shareholders of GTN TEXTILES LIMITED held on Friday, September 30, 2022, at 12:15 p.m. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Dear Sir,

I, M.R.L. Narasimha, Practicing Company Secretary, residing at 'LOTUS' 370-A Alagesan Road SB Mission Post Coimbatore 641-011, appointed as Scrutinizer by the Board of Directors of GTN TEXTILES LIMITED (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 17<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Friday, September 30, 2022 at 12:15 p.m. through VC, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 17<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favor or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited (CDSL)





3. In accordance with the Notice of the 17<sup>th</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on September 1, 2022, the remote e-voting opened at 9:00 AM on September 27, 2022 and remained open up to 5:00 PM on September 29, 2022.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
5. The Equity Shareholders holding shares as on September 23, 2022, "cut off date", were entitled to vote electronically on the resolutions stated in the Notice of the 17<sup>th</sup> Annual General Meeting of the Company.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services Limited ([https:// www.evotingindia.com](https://www.evotingindia.com)) in the presence of two witnesses, Mr. M.L. Adithya Sudharshan, Jayanthi Narasimha who are not in the employment of the company at 01.13 Pm on September 30 2022. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favor or against all the resolutions proposed in the Notice dated August 12,2022 of the AGM are as under



**Consolidated Results**

**a) Resolution-1: Ordinary Business**

**Ordinary Resolution**

To receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	146	47,77,889	99.99
Dissent	9	9	0.01
<b>Total</b>	<b>155</b>	<b>47,77,898</b>	<b>100</b>





**Consolidated Results**

**b) Resolution-2: Ordinary Business**

**Ordinary Resolution**

To appoint Smt. Kalpana Mahesh Thakker, Non Executive Director (DIN: 08601866), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
<b>Assent</b>	144	47,77,539	99.98
<b>Dissent</b>	11	359	.02
<b>Total</b>	<b>155</b>	<b>47,77,898</b>	<b>100</b>

*M. R. L.*

**Consolidated Results**

**c) Resolution-3: Ordinary Business**

**Ordinary Resolution**

To re-appoint Statutory Auditors for their second term of five years and fix their remuneration.

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	145	47,77,639	99.99
Dissent	10	259	.01
<b>Total</b>	<b>155</b>	<b>47,77,898</b>	<b>100</b>





**Consolidated Results**

**d) Resolution-4: Special Business**

**Special Resolution**

Proposal for Sale of assets to repay dues to Lenders.

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
<b>Assent</b>	144	47,77,539	99.98
<b>Dissent</b>	11	359	.02
<b>Total</b>	<b>155</b>	<b>47,77,898</b>	<b>100</b>



**Consolidated Results**

**e) Resolution-5: Special Business**

**Ordinary Resolution**

Approval for Material Related Party Transactions with GTN Enterprises Limited.

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	132	79,964	99.55
Dissent	11	359	0.45
<b>Total</b>	<b>143</b>	<b>80,323</b>	<b>100</b>

- i. 9 Folios, totaling 23,67,725 votes, have abstained from voting, in accordance with Regulation 23 sub clause 4 of SEBI's Listing Obligation and Disclosure Requirements
- ii. 3 Folios, totaling 23,29,850 votes, have been rejected in accordance with Regulation 23 sub clause 4 of SEBI's Listing Obligation and Disclosure Requirements





**Consolidated Results**

**f) Resolution-6: Special Business**

**Ordinary Resolution**

Approval for Material Related Party Transactions with Patspin India Ltd..

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	132	79,964	99.55
Dissent	11	359	0.45
<b>Total</b>	<b>143</b>	<b>80,323</b>	<b>100</b>

- i. 9 Folios, totaling 23,67,725 votes, have abstained from voting, in accordance with Regulation 23 sub clause 4 of SEBI's Listing Obligation and Disclosure Requirements
- ii. 3 Folios, totaling 23,29,850 votes, have been rejected in accordance with Regulation 23 sub clause 4 of SEBI's Listing Obligation and Disclosure Requirements



**Consolidated Results**

**g) Resolution-7: Special Business**

**Ordinary Resolution**

Ratification of Remuneration payable to Cost Auditors for FY 2022-23.

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	146	47,77,889	99.99
Dissent	9	9	0.01
<b>Total</b>	<b>155</b>	<b>47,77,898</b>	<b>100</b>





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

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 17<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

*M. R. L. Narasimha*

Place:- Coimbatore

Date:- 01-10-2022

UDIN:- F002851D001110287

M.R.L. Narasimha

Practicing Company Secretary

FCS:- 2851

COP:- 799

PRC.No:-1420/2021

M.R.L. NARASIMHA. B.Com.,FCS  
Practising Company Secretary  
M.No: 2851 C. P. 799, PR. No. 1420/2021  
'Lotus' 370-A, Alagesan Rd, SB Mission Post,  
Coimbatore - 641 011

Witness-1

*M. L. Adithya Sudharshan*

M.L. Adithya Sudharshan

Lotus 370-A

Alagesan Road

S.B. Mission Post

Coimbatore 641-011

Witness-2

*Jayanthi Narasimha*

Jayanthi Narasimha

LOTUS 370-A

Alagesan Road

S.B. Mission Post

Coimbatore 641-011

Based on the Scrutinizer's report the resolutions 1 to 7 has been passed with requisite majority.

For GTN TEXTILES LIMITED

For GTN TEXTILES LIMITED

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

Page 10 of 10



TO WHOMSOEVER IT MAY CONCERN



**Sub:** Authorization to receive, accept and counter sign "Scrutinizer's Report" from M/s. MRL Narasimha FCS, Practicing Company Secretary in respect of the 17<sup>th</sup> Annual General Meeting of the Company

**Ref** GTN Textiles Limited – 17<sup>th</sup> Annual General Meeting held on 30.9.2022

With reference to the above, I hereby authorize Shri E K Balakrishnan, Company Secretary to receive, accept and counter sign "Scrutinizer's Report" from M/s. MRL Narasimha, FCS Practicing Company Secretary in respect of the voting results (remote e-voting) for the resolutions moved at the 17<sup>th</sup> Annual General Meeting held on 30.9.2022 through VC/OAVM.

**B.K. Patodia**  
Chairman & Managing Director  
DIN: 00003516

**Place : Mumbai**  
**Date: 29.9.2022**



**GTN TEXTILES LIMITED**

CIN: L18101KL2005PLC018062

**MARKETING / HEAD OFFICE :**

3rd Floor, Palal Towers, M.G. Road, Ravipuram, Kochi-682 016, India  
Phone : 91-484-2661900, Fax: 91-484-2370812/2661980  
E-mail: cs@gtntextiles.com

**REGISTERED OFFICE :**

Door No. VIII/911, Erumathala P.O., Aluva - 683 112, India  
Phone: 91-484-2661000, Fax: 91-484-2838585  
E-mail: alw@gtntextiles.com

**CORPORATE OFFICE :**

43, Mittal Chambers, 4th Floor, 228, Narlman Point, Mumbai-400 021 India.  
Phones: 91-22-2202 1013 / 22028246, Fax: 91-22-2287 4144  
E-mail: mumbai@gtntextiles.com  
www.gtntextiles.com

**ISO 9001 : 2015 / 14001 : 2015 Certified**