

Ref. GTNC/2019-20

21st September, 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 Complex, Bandra (E),
MUMBAI – 400 051

Dear Sirs,

Sub: Result of voting and Scrutinizers Report – 14th AGM held on 20.9.2019
Ref: GTN Textiles Limited

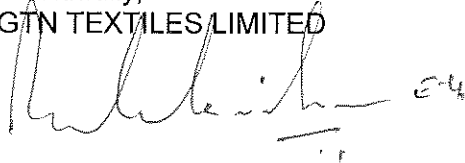
With reference to the above subject, please find attached the following documents with regard to voting results of the business transacted at the 14th Annual General Meeting of the shareholders of the company held on 20.9.2019.

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

This is for your kind information.

Thanking you,

Yours faithfully,
For GTN TEXTILES LIMITED



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

GTN TEXTILES LIMITED

CIN: L18101KL2005PLC018062

MARKETING / HEAD OFFICE :

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

REGISTERED OFFICE :

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

CORPORATE OFFICE :

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

ISO 9001 : 2015 / 14001 : 2015 Certified

GTN Textiles Limited

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

Date of the AGM	20 th September, 2019
Total number of shareholders on record date:	23240
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public	
(i) Shareholders in person	41
(ii) Shareholders represented by proxies	1
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NIL
Public:	NIL

Detail of the Agenda:

Resolution No.1

To receive, consider and adopt

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Directors and the Auditors' thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of Auditors' thereon

Resolution required: Ordinary

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

Promoter/ Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7375739	7375739	100%	7375739	0	100%	0.00%
	Ballot Poll		-	-	-	-	-	-
	Total		7375739	100%	7375739	0	100%	0.00%
Public – Institution	E-voting	287729	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Non Institution	E-voting	3977010	846	0.02%	846	0	100.00%	0.00%
	Ballot Poll		1880	0.05%	1810	70	96.28%	3.72%
	Total		2726	0.07%	2656	70	97.43%	2.57%
Total		11640478	7378465	63.39%	7378395	70	100.00%	0.00%

Resolution No.2

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

Resolution required: Ordinary

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

Promoter/ Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= $[(4)/(2)]*100$	% of Votes against on votes polled (7)= $[(5)/(2)]*100$
Promoter and Promoter Group	E-voting	7375739	7375739	100%	7375739	0	100%	0.00%
	Ballot Poll		-	-	-	-	-	
	Total		7375739	100%	7375739	0	100%	0.00%
Public – Institution	E-voting	287729	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	
	Total		-	-	-	-	-	
Public – Non Institution	E-voting	3977010	846	0.02%	846	0	100.00%	0.00%
	Ballot Poll		1710	0.04%	1640	70	95.91%	4.09%
	Total		2556	0.06%	2486	70	97.26%	2.74%
Total		11640478	7378295	63.38%	7378225	70	100.00%	0.00%

Note : 3 folios having 170 shares abstained from voting

Resolution No.3

Re-appointment of Shri Prem Malik (DIN: 00023051) as an Independent director of the Company for a further period of five years from 19th September, 2019 to 18th September 2024

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	7375739	7375739	100%	7375739	0	100%	0.00%
	Ballot Poll		-	-	-	-	-	
	Total		7375739	100%	7375739	0	100%	0.00%
Public – Institution	E-voting	287729	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	
	Total		-	-	-	-	-	
Public – Non Institution	E-voting	3977010	846	0.02%	846	0	100.00%	0.00%
	Ballot Poll		1880	0.05%	1810	70	96.28%	3.72%
	Total		2726	0.07%	2656	70	97.43%	2.57%
Total		11640478	7378465	63.39%	7378395	70	100.00%	0.00%

Resolution No.4

Re-appointment of Shri B.L.Singhal (DIN: 00006433) as an Independent director of the Company for a further period of five years from 19th September, 2019 to 18th September 2024.

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	7375739	7375739	100%	7375739	0	100%	0.00%
	Ballot Poll		-	-	-	-	-	-
	Total		7375739	100%	7375739	0	100%	0.00%
Public – Institution	E-voting	287729	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Non Institution	E-voting	3977010	846	0.02%	846	0	100.00%	0.00%
	Ballot Poll		1880	0.05%	1810	70	96.28%	3.72%
	Total		2726	0.07%	2656	70	97.43%	2.57%
Total		11640478	7378465	63.39%	7378395	70	100.00%	0.00%

Resolution No.5

Re-appointment of Shri S. Sundareshan (DIN: 01675195) as an Independent director of the Company for a further period of five years from 19th September, 2019 to 18th September 2024

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	7375739	7375739	100%	7375739	0	100%	0.00%
	Ballot Poll		-	-	-	-	-	-
	Total		7375739	100%	7375739	0	100%	0.00%
Public – Institution	E-voting	287729	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Non Institution	E-voting	3977010	846	0.02%	846	0	100.00%	0.00%
	Ballot Poll		1880	0.05%	1810	70	96.28%	3.72%
	Total		2726	0.07%	2656	70	97.43%	2.57%
Total		11640478	7378465	63.39%	7378395	70	100.00%	0.00%

Resolution No.6

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

Resolution required: Ordinary

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

Promoter/ Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	7375739	7375739	100%	7375739	0	100%	0.00%
	Ballot Poll		-	-	-	-	-	-
	Total		7375739	100%	7375739	0	100%	0.00%
Public – Institution	E-voting	287729	-	-	-	-	-	-
	Ballot Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Non Institution	E-voting	3977010	846	0.02%	846	0	100.00%	0.00%
	Ballot Poll		1880	0.05%	1880	0	100.00%	0.00%
	Total		2726	0.07%	2726	0	100.00%	0.00%
Total		11640478	7378465	63.39%	7378465	0	100.00%	0.00%

For GTN TEXTILES LIMITED


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

September 20th, 2019

REPORT OF SCRUTINIZER

{Pursuant to the section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015}

To
The Chairman
GTN TEXTILES LIMITED
CIN:- L18101KL2005PLC018062
VIII/911 Erumathala Post
Aluva
Ernakulam- 683 112

Dear Sir,

I, M.R.L. Narasimha B. Com, FCS, Practising Company Secretary, Coimbatore was appointed as Scrutinizer for the 14th (Fourteenth) Annual General Meeting of Equity Shareholders of GTN TEXTILES LIMITED to be held on 20th September 2019 at 12.15 PM for the purpose of scrutinizing the E-Voting process and Physical Ballot Voting at the venue carried out as per section 108 of the Companies Act 2013, and Rule 20(4) (xii) of the companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the (Listing Obligations And Disclosure Requirements) Regulations, 2015 on the resolutions referred to this report.

I Submit my Report as under

1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 16th August 2019 to vote on the proposed 6 (SIX) Resolutions as mentioned in the Notice of Annual General Meeting of GTN TEXTILES LIMITED (Item No.1 (One) to Item No.6 (Six) of the Notice of the Annual General Meeting of GTN TEXTILES LIMITED. The members holding equity shares as on the cutoff date i.e. 13th September 2019 were only considered for E-voting and voting at the meeting of the venue.
2. The E-Voting period remained open from 09.00 AM on 17th September 2019 up to 05.00 PM on 19th September 2019.
3. The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of Annual General Meeting on the Ballot Forms provided at the meeting venue to all those members who were present at the meeting but have not cast their votes by availing the remote E-voting.
4. After the conclusion of the Meeting, the Ballot boxes were opened in my presence and the Physical Ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at meeting through these Ballot Forms.

Report of Scrutinizer on remote E-voting & Voting by members of M/S. GTN TEXTILES LIMITED at the 14th AGM

Page 1 of 4

M.R.L. Narasimha

5. The votes cast through E-Voting and Ballot at the venue were finalized on 20th September 2019 at 18.02 PM in the presence of Mr. M.L. Adithya Sudharshan and Mr. Rajesh VR who are not in employment of the company.
6. In tune with the Instructions contained in the instructions given for E-voting sent along with the Notice dated on 7th August 2019, in respect of members who have voted in two modes (ie E-Voting, Physical Ballot form voted at the venue, I have considered only E-Voting by not reckoning the voting done through Ballot form at the venue of the meeting.
7. In Ballot Voting at AGM, 1 (one) folio was rejected for want of details.
8. I have collated the votes received through E-Voting process, Physical Ballot forms voted at venue and the same have been furnished hereunder: -

Consolidated Results

1. Adoption of Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended 31st March, 2019, together with the Reports of the Directors and Auditors thereon

Particulars	Remote E-Voting		Voting at AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of votes	
Assent	23	7376585	20	1810	43	7378395	100%
Dissent	-	-	1	70	1	70	
Total	23	7376585	21	1880	44	7378465	100%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.1 of the Notice dated on 07thAugust, 2019, has been passed with requisite majority

2. Reappointment of Shri. Mahesh C Thaker (DIN.01386254) as Director of the Company

Particulars	Remote E-Voting		Voting at AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of votes	
Assent	23	7376585	17	1640	40	7378225	100%
Dissent	-	-	1	70	1	70	
Total	23	7376585	18	1710	41	7378295	100%

3 folios having 170 shares abstained from voting

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.2 of the Notice dated on 07th August,2019, has been passed with requisite majority

Report of Scrutinizer on remote E-voting & Voting by members of M/S. GTN TEXTILES LIMITED at the 14thAGM

M. R. L. Narasimha

3. Re-appointment of Shri Prem Malik (DIN: 00023051) as an Independent Director of the Company for a further period of five years from 19th September, 2019 to 18th September 2024 – Special Resolution

Particulars	Remote E-Voting		Voting at AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of votes	
Assent	23	7376585	20	1810	43	7378395	100%
Dissent	-	-	1	70	1	70	
Total	23	7376585	21	1880	44	7378465	100%

Based on the aforesaid results, I report that the **Special Resolution** as contained in Item.No.3 of the Notice dated on 07th August,2019, has been passed with requisite majority

4. Re-appointment of Shri B.L.Singhal (DIN: 00006433) as an Independent Director of the Company for a further period of five years from 19th September, 2019 to 18th September 2024 - Special Resolution

Particulars	Remote E-Voting		Voting at AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of votes	
Assent	23	7376585	20	1810	43	7378395	100%
Dissent	-	-	1	70	1	70	
Total	23	7376585	21	1880	44	7378465	100%

Based on the aforesaid results, I report that the **Special Resolution** as contained in Item.No.4 of the Notice dated on 07th August,2019, has been passed with requisite majority

5. Re-appointment of Shri S. Sundareshan (DIN: 01675195) as an Independent director of the Company for a further period of five years from 19th September, 2019 to 18th September 2024 - Special Resolution

Particulars	Remote E-Voting		Voting at AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of votes	
Assent	23	7376585	20	1810	43	7378395	100%
Dissent	-	-	1	70	1	70	
Total	23	7376585	21	1880	44	7378465	100%

Based on the aforesaid results, I report that the **Special Resolution** as contained in Item.No.5 of the Notice dated on 07th August,2019, has been passed with requisite majority

Report of Scrutinizer on remote E-voting & Voting by members of M/S. GTN TEXTILES LIMITED at the 14th AGM

M. R. L. Narasimha

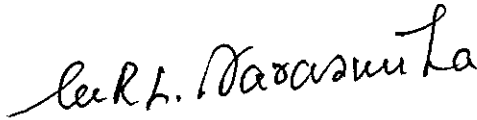
M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

6. Ratification of remuneration of M/s. Hareesh K N & Associates, Cost accountants (Firm Registration No. 101974) as Cost Auditor of the Company - Ordinary Resolution

Particulars	Remote E-Voting		Voting at AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of votes	
Assent	23	7376585	21	1880	44	7378465	100%
Dissent	-	-	-	-	-	-	
Total	23	7376585	21	1880	44	7378465	100%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.6 of the Notice dated on 07th August,2019, has been passed with requisite majority

Thanking you,
Yours faithfully,




(M.R.L. NARASIMHA)
SCRUTNIZER

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.

We the undersigned have witnessed that the votes cast through remote e-voting and voting at the AGM Venue were unblocked from CDSL's e-voting website <https://www.evotingindia.com> in our presence on 20th September 2019 at 18.02 P.M.

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

Name:- Rajesh VR
Address:- Kuttikattu Madom
Near G B H S
Tripunithura
Kochi 682301

Countersigned by:
For GTN TEXTILES LIMITED

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

Report of Scrutinizer on remote E-voting & Voting by members of M/S. GTN TEXTILES LIMITED at the 14th AGM

TO WHOMSOEVER IT MAY CONCERN

Sub: Authorization to receive, accept and counter sign "Scrutinizer's Report" from M/s. MRL Narasimha, Practicing Company Secretary in respect of the 14th Annual General Meeting of the Company

Ref: GTN Textiles Limited – 14th Annual General Meeting held on 20.9.2019

With reference to the above, I hereby authorize Shri. E.K. Balakrishnan, Company Secretary to receive, accept and counter sign "Scrutinizer's Report" from M/s. MRL Narasimha, Practicing Company Secretary in respect of the combined voting results (remote e-voting as well as ballot poll) for the resolutions moved at the 14th Annual General Meeting held on 20.9.2019 at the Hotel Periyar, Aluva.



B.K. Patodia
Chairman

Place : Kochi
Date: 20.9.2019

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

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CORPORATE OFFICE :

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