

March 28, 2019

**REPORT OF SCRUTINIZER
[E-VOTING]**

[Pursuant to section 110 of the Companies Act, 2013 and rule 20 & 22 of the
Companies (Management and Administration) Rules, 2014]

To

The Chairman
Gangotri Textiles Limited
Regd.Off: 25-A Venkatachalam Co-op Colony
R.S.Puram
Coimbatore – 641 002

Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, was appointed by the Board of Directors of the Company to act as Scrutinizer for conducting the Postal Ballot and e-voting process and to ascertain the requisite majority in a fair and transparent manner on the votes cast through Ballot forms received through post and E-Voting in respect of Postal Ballot carried out as per section 110 of the Companies Act, 2013 and rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 on the resolution referred to in 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 22nd February, 2019 (cut-off date), who were entitled to vote on the proposed 2 (Two) Resolutions as mentioned in the Notice of the Postal Ballot dated 21st February, 2019 of "Gangotri Textiles Limited", by email to those shareholders who had registered their email id's and by post to other shareholders to their registered address.
2. The E-Voting period remained open from 09.00 AM on Tuesday 26th February, 2019 up to 05.00 PM on Wednesday 27th March, 2019.
3. The Votes cast through E-Voting were unblocked on 28th March, 2019 around 09.45 am in the presence of two witnesses, namely Mr.K.Jayakumar and Mr.R.Sasidharan, who are not in employment of the Company.
4. The Company had provided to the shareholders, an option to send their assent or dissent in writing on a postal ballot or through electronic means. The postal ballot forms were dispatched to the shareholders along with the Notice of Postal Ballot and a self addressed Business Reply Envelope. Voting rights reckoned on the shareholding as on the above mentioned cut-off date i.e. 22nd February, 2019. The last date for receipt of the physical ballot forms was on 27th March, 2019. The physical ballot forms received up to the last date stated above, were diligently scrutinized and reconciled with the records maintained by the Registrars and Share Transfer Agents of the Company viz. S.K.D.C. Consultants Limited, Coimbatore.



B.KRISHNA MOORTHY, F.C.A.,
Chartered Accountant
Membership No: 20432

Office : 'Kanapathy Towers' III Floor, No. 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006

Phone : 0422 4039900 Fax : 0422 - 2536673 E-mail : bkcacbe@gmail.com

Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371

B. Krishnamoorthi B.Sc., F.C.A.
Chartered Accountant

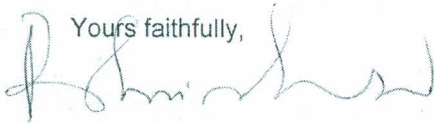
5. In tune with the Instructions for e-voting, sent along with the Notice dated 21st February, 2019, in respect of members who have voted in both modes (i.e. E-Voting and Physical Ballot form), I have considered only E-Voting by not reckoning the voting done through Ballot Form.
6. 3 Ballot Forms involving 1870 shares which were incomplete and / or were otherwise defective were treated as invalid.
7. I have collated the votes cast through remote E-Voting and votes cast through Ballot forms (received by post / hand delivery) and the same have been furnished hereunder.

	Resolution	Mode	For			Against		
			No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
1	Continuation of Directorship of Sri.S.Sivashanmugam (DIN:08299022) Independent Director who has attained the age of 77 years (Special resolution)	E-Voting	5	865	13.656	4	5469	86.344
		Postal Ballot	60	34505	88.293	10	4575	11.707
		Total	65	35370	77.883	14	10044	22.116
2	Continuation of Directorship of Sri.N.Venkatesan (DIN:07029257) Independent Director who has attained the age of 75 years (Special resolution)	E-Voting	5	865	13.656	4	5469	86.344
		Postal Ballot	59	34405	88.037	11	4675	11.963
		Total	64	35270	77.663	15	10144	22.337

8. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the said records will be handed over to the Company Secretary of Gangotri Textiles Limited, for safe custody.

Thanking you,

Yours faithfully,



(B. KRISHNAMOORTHI)
SCRUTINIZER

B.KRISHNAMOORTHI, F.C.A.,
Chartered Accountant
Membership No: 20439

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Gangotri Textiles Limited

Voting details for the postal ballot voting ended on 27th March, 2019

SLNO	RESOLUTION	Promoter/ Public	1 No. of shares held (1)	2 No. of votes polled (2)	3 % of Votes Polled on outstanding shares	4 No. of Votes in favour (4)	5 No. of Votes against (5)	6 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	7 % of Votes against on votes polled (7)=[(5)/(2)]*100
1	Continuation of Directorship of Sri.S.Sivashanmugam (DIN:08299022) Independent Director who has attained the age of 77 years (Special resolution)	Promoter - E-Voting	8000457	-	-	-	-	-	-
		Promoter - Poll at AGM		-	-	-	-	-	-
		Promoter - Ballot by Post		-	-	-	-	-	-
		Total (A)	8,000,457	-	-	-	-	-	-
		Public - Institutions - E-Voting	2212319	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-	-
		Public - Institutions - Ballot by Post		-	-	-	-	-	-
		Total (B)	2,212,319	-	-	-	-	-	-
		Public - Non Institutions - E-Voting	22401858	6334	0.028	865	5469	13.657	86.344
		Public - Non Institutions - Poll at AGM		-	-	-	-	-	-
		Public - Non Institutions - Ballot by Post		39080	0.174	34505	4575	88.293	11.707
		Total (C)	22,401,858	45,414	0.202	35,370	10,044	77.883	22.117
Total (A+B+C)	32,614,634	45,414	0.139	35,370	10,044	77.883	22.117		
2	Continuation of Directorship of Sri.N.Venkatesan (DIN:07029257) Independent Director who has attained the age of 75 years (Special resolution)	Promoter - E-Voting	8000457	-	-	-	-	-	-
		Promoter - Poll at AGM		-	-	-	-	-	-
		Promoter - Ballot by Post		-	-	-	-	-	-
		Total (A)	8,000,457	-	-	-	-	-	-
		Public - Institutions - E-Voting	2212319	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-	-
		Public - Institutions - Ballot by Post		-	-	-	-	-	-
		Total (B)	2,212,319	-	-	-	-	-	-
		Public - Non Institutions - E-Voting	22401858	6334	0.028	865	5469	13.657	86.344
		Public - Non Institutions - Poll at AGM		-	-	-	-	-	-
		Public - Non Institutions - Ballot by Post		39080	0.174	34405	4675	88.037	11.963
		Total (C)	22,401,858	45,414	0.202	35,270	10,144	77.663	22.337
Total (A+B+C)	32,614,634	45,414	0.139	35,270	10,144	77.663	22.337		