



GTN TEXTILES LIMITED

DETAILS OF VOTING RESULTS AS PER CLAUSE 35A OF THE LISTING AGREEMENT IN THE 8TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30TH JULY,2013 AT ALUVA

1.	Date of the AGM	30 th July,2013
2.	Total number of shareholders on record date:	24894
3.	No. of Shareholders present in the meeting either in person or through proxy:	
	Promoters and Promoter Group:	10
	Public:	55
4.	No. of Shareholders attended the meeting through Video Conferencing	N.A.
	Promoters and Promoter Group	
	Public:	
5.	Details of the Agenda:	
	<u>Resolution No.1</u>	
	<u>Adoption of Accounts for the year 2012-13:</u>	
	Proposed by Mr. N.V.Rajagopal and Seconded by Mr. N.Kumaresan shareholders, the following ordinary Resolution was carried out unanimously.	
	“RESOLVED that the Audited Balance Sheet as at 31 st March, 2013 and the annexed Statement of Profit & Loss alongwith Notes to the Financial Statements for the year ended on that date together with Directors’ Report and Auditor’s Report thereon, be and the same are hereby received and adopted”.	
	Resolution required: (Ordinary/Special)	Ordinary
	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands





	<p><u>Resolution No.2</u></p> <p><u>Re-appointment of Shri. C.D.Thakker as Director:</u></p> <p>Proposed by Mr.P.K.Unnikrishnan and Seconded by Mr. P.A.Krishnakumar, shareholders the following ordinary Resolution was carried out unanimously.</p> <p>“RESOLVED that Shri. C.D.Thakker, who retires by rotation, and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company”.</p>	
	<p>Resolution required: (Ordinary/Special)</p>	<p>Ordinary</p>
	<p>Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)</p>	<p>Show of hands</p>
	<p><u>Resolution No.3</u></p> <p><u>Re-appointment of Shri. N. K.Bafna as Director:</u></p> <p>Proposed by Mr. P.S.Mohanan and Seconded by Mr.V.J.Joseph, shareholders the following ordinary Resolution was carried out unanimously.</p> <p>“RESOLVED that Shri.N.K.Bafna, who retires by rotation, and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company”.</p>	
	<p>Resolution required: (Ordinary/Special)</p>	<p>Ordinary</p>
	<p>Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)</p>	<p>Show of hands</p>
	<p><u>Resolution No.4</u></p> <p><u>Appointment of Auditors and to fix their remuneration:</u></p> <p>Proposed by Mr.G.Sunilkumar and Seconded by Mr. Sahasranaman K S, shareholders the following ordinary Resolution was carried out unanimously.</p> <p>“RESOLVED that pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s.M S Jagannathan & Visvanathan (Firm Registration No.001209S), the retiring Auditors, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General meeting and the Board of Directors / Committee of the Board be and are hereby authorised to fix their remuneration plus applicable Service Tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of Audit ”</p>	





Resolution required: (Ordinary/Special)	Ordinary
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands
<u>Resolution No.5</u>	
<u>Refixing of remuneration to Shri.B.K. Patodia, Chairman & Managing Director for his balance tenure from 1.4.2013 to 18.12.2015.</u>	
Proposed by Mr. Jayesh Badani and Seconded by Mr. Varghese M.P., shareholders the following Special Resolution was carried out unanimously.	
<p>“RESOLVED THAT pursuant to the provisions of Sections 198, 269, and 309, read with schedule XIII and all other applicable provisions of the Companies Act, 1956 and Rules thereunder (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 fix remuneration to Shri B.K. Patodia, Chairman & Managing Director of the Company for his balance tenure from 1.4.2013 up to 18.12.2015 on the terms and conditions as set out and approved by the Remuneration Committee / 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 Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the remuneration structure, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956 including any statutory re-enactment thereof for the time being in force or as may hereinafter 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.”</p> <p>“FURTHER RESOLVED THAT that pursuant to the provisions of Sections 198, 269, 309 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 5% of the net profits of the Company in that financial year”.</p> <p>“FURTHER RESOLVED 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 XIII to the Act”.</p> <p style="text-align: center;">AND</p> <p>“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”.</p>	





Resolution required: (Ordinary/Special)	Special
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands
<u>Resolution No.6</u> <u>Approval to extend mortgage in favour of Company's lenders for the additional financial assistance</u> Proposed by Mr. Dilip K Shah and Seconded by Mr. P X Jolly, shareholders the following ordinary Resolution was carried out unanimously. "RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for creating such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties of the Company wheresoever situate, both present and future and of conferring power to enter upon and take possession of the assets of the Company in certain events, to or in favour of Central Bank of India to secure on pari passu first charge basis for the financial assistance by way of Working Capital Term Loan (WCTL) of Rs 750 lacs (Rupees Seven Hundred and Fifty Lacs only), lent and advanced by Central Bank of India (CBI) to the Company" "FURTHER RESOLVED THAT the Board/Committee of Directors of the Company be and is hereby authorized to do all such acts and things as may be necessary to give effect to the above resolution."	
Resolution required: (Ordinary/Special)	Ordinary
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands

For GTN TEXTILES LIMITED



E K BALAKRISHNAN
General Manager & Company Secretary