15

Annual Report

2019 / 2020

GTN
TEXTILES

Board of Directors

B K Patodia	Chairman & Managing Director
B.L. Singhal	Independent Director
Prem Malik	Independent Director
Shri. N.K.Bafna	Additional Director (Independent Director Category w.e.f. 15.9.2020)
V.N.Balakrishnan	Additional Director (Independent Director Category w.e.f. 31.7.2020)
Shri. C.K.Gopalakrishnan	Additional Director (Independent Director Category w.e.f. 21.9.2020)
Smt. Kalpana Mahesh Thakker	Additional Director (Woman Director Category w.e.f. 14.11.2019)
Shri. Umang Patodia	Additional Director (Promoter Category w.e.f. 15.9.2020)
Mahesh C Thakker	Non Executive Director (up to 7.11.2019)
S.Sundareshan	Independent Director (up to 28.8.2020)
E.K. Balakrishnan	Vice President (Corporate Affairs) & Company Secretary
A.K. Warerkar	Vice President (Finance) & CFO (up to 15.9.2020)
Arun S. Mohan	Chief Financial Officer (w.e.f. 15.9.2020)

Bankers	Central Bank of India State Bank of India
Auditors	M/s.L.U.Krishnan & Co. Chartered Accountants Chennai
Legal Advisors	M/s.Menon & Pai, Kochi
Registered Office	3rd Floor, Palal Towers, Ravipuram, M G Road, Ernakulam, Kochi–682 016
Corporate Office	43, 4th Floor, Mittal Chambers, 228 Nariman Point, Mumbai – 400 021
Corporate ID No (CIN)	L18101KL2005PLC018062

Contents

Notice 3

Directors' Report..... 22

Report on Corporate Governance..... 39

Management Discussion & Analysis..... 54

Auditors' Report..... 57

Balance Sheet..... 64

Statement of Profit and Loss..... 65

Cash Flow Statement..... 66

Statement of Changes in Equity..... 67

Notes to Financial Statements..... 68

Consolidated Auditors' Report..... 91

Consolidate Balance Sheet 96

Consolidated Statement of Profit & Loss..... 97

Consolidated Cash Flow Statement 98

Consolidated Statement of Changes in Equity..... 99

Consolidated Notes to Financial Statements 100

NOTICE

NOTICE is hereby given that the **FIFTEENTH (15TH)** Annual General Meeting of the Members of **GTN TEXTILES LIMITED** will be held on Friday, 30th October 2020 at 12.15 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

ORDINARY BUSINESS:

1) To receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors' thereon

SPECIAL BUSINESS

2) To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing ₹12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of ₹ 10 each to ₹ 17,10,00,000 (Rupees Seventeen Crores and ten lakhs only) comprising:

   1. ₹12,00,00,000 (Rupees Twelve Crores) Equity Share Capital divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of ₹ 10 each; and
   2. ₹ 5,10,00,000 (Rupees five Crores and ten lakhs only) Redeemable Preference Share Capital divided into 5,10,000 Redeemable Preference Shares of ₹ 100/- (Rupees Hundred) each

   Consequently, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Capital Clause (Clause V) with the following:

V. The Authorized Share Capital of the Company is ₹ 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (Rupees One Crore Twenty Lakhs Only) equity shares of ₹ 10/- (Rupees Ten Only) each and ₹ 5,10,00,000 (Rupees five Crores and ten lakhs only) Redeemable Preference Share Capital divided into 5,10,000 Redeemable Preference Shares of ₹ 100/- (Rupees Hundred) each

   "RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/ executive/ representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

3) To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force, and the provisions of the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the authorities, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, hereinafter referred to as the "Board" which expression shall include any Committee constituted by the Board to exercise its powers, including powers conferred on the Board by this Resolution, to issue and allot 5,10,000 Redeemable Preference Shares of the Company of the face value of ₹ 100 each for an aggregate value not exceeding ₹ 5.10 crores (Rupees Five Crores Ten Lakhs only) for cash at par into Non-Cumulative, Non-Convertible, Non-Participating Redeemable Preference Shares ("NCRPS") on a private placement basis, to M/s. Seajuli Developers and Finance Limited, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

   "RESOLVED FURTHER THAT the Board or any officer/ executive/ representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorize the officers of the Company for the aforesaid purpose, as deemed fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

4) To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special**

NOTICE (Contd...)

Resolution:

"**RESOLVED THAT** in accordance with the provisions of Sections 196,197,198, 203 and any other applicable provisions of the Companies Act,2013 (the "Act") and the Rules made thereunder read with Schedule V of the Companies Act,2013 (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 the re-appointment of Shri. B.K. Patodia (DIN: 00003516), who has already attained the age of 75 years as Chairman & Managing Director of the Company, for a period of five years with effect from 19.12.2020, on the terms and conditions including remuneration as are set out and approved by the Nomination & Remuneration Committee and the 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 Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and or remuneration and or agreement, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 including any statutory re-enactment thereof for the time being in force or as may hereafter 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".

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197, 198 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 2% of the net profits of the Company in that financial year".

"**RESOLVED FURTHER 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 V to the Act".

"**RESOLVED FURTHER THAT** Shri B.K. Patodia shall not be liable to retire by rotation"

AND

"**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".

5) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

"RESOLVED THAT Shri N.K.Bafna (DIN:00019372), aged about 81 years who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 15.9.2020 and who holds office up to the date of this Annual General meeting of the Company in terms of Section 161 of the Companies Act 2013 ("Act") and in respect of whom, the Company has received a notice in writing under Section 160 of the Act proposing his candidature as an Independent Director of the company pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and Shri N.K.Bafna (DIN:00019372), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 25(8) of the SEBI (LODR) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from the date of this Annual General Meeting i.e. 30th October 2020 to 29th October 2025."

"**FURTHER RESOLVED THAT** pursuant to Regulation 17 (1A) of SEBI (LODR) (Amendment) Regulations, 2018, approval of the members of the company be and is hereby accorded to Shri N.K.Bafna (DIN:00019372), who has attained the age of 81 (eighty one) years, to continue as an Independent Director effective from the date of this Annual General Meeting i.e. from 30th October 2020 up to 29th October 2025"

"**RESOLVED FURTHER THA**T the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

"**RESOLVED THAT** Shri. V.N.Balakrishnan (DIN 08820393) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 31.7.2020 and who holds office up to the date of this Annual General meeting of the Company in terms of Section 161 of the Companies Act 2013 ("Act") and in respect of whom, the Company has received a notice in writing under Section 160 of the Act proposing his candidature as an Independent Director of the company pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment

thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and Shri. V.N.Balakrishnan (DIN 08820393), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 25(8) of the SEBI (LODR) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from the date of this Annual General Meeting i.e. 30th October 2020 to 29th October 2025."

"FURTHER RESOLVED THAT pursuant to Regulation 17 (1A) of SEBI (LODR) (Amendment) Regulations, 2018, approval of the members of the company be and is hereby accorded to Shri. V.N.Balakrishnan (DIN 08820393) who has attained the age of 75 (seventy five) years, to continue as an Independent Director effective from the date of this Annual General Meeting i.e. from 30th October 2020 up to 29th October 2025"

"RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

"RESOLVED THAT Shri. C.K.Gopalakrishnan Nair (DIN 00521840) who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director of the Company with effect from 21.9.2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act 2013 ("Act") and in respect of whom, the Company has received a notice in writing under Section 160 of the Act proposing his candidature as an Independent Director of the company pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and Shri. C.K.Gopalakrishnan Nair (DIN 00521840), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 25(8) of the SEBI (LODR) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from the date of this Annual General Meeting i.e. 30th October 2020 to 29th October 2025."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Shri C.K Gopalakrishnan Nair (DIN 00521840) as the Independent Director of the Company, who will be above the age of 75 (Seventy Five) years during the year 2022".

"RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

"RESOLVED THAT Smt. Kalpana Mahesh Thakker (DIN: 08601866) who was appointed as an Additional Director of the Company w.e.f. 14th November 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer herself for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying his intention to propose Smt. Kalpana Mahesh Thakker's candidature for the office of the Director, be and is hereby appointed as a Non-executive, Non Independent Woman Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

9) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

"RESOLVED THAT Shri. Umang Patodia (DIN: 00003588) who was appointed as an Additional Director of the Company w.e.f. 15th September 2020 by the Board of Directors and who holds office upto the date

of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying his intention to propose Shri. Umang Patodia's candidature for the office of the Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

10) To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force), M/s. Hareesh K.N and Associates, Cost Accountants (Firm Reg. No. 101974), who have been appointed as Cost Auditors by the Board of Directors of the Company to conduct the Audit of the Cost records of the Company for the financial year ending on 31st March, 2021, be paid a remuneration of ₹ 35,000 (Rupees Thirty-Five Thousand Only) plus reimbursement of all out of pocket expenses as may be incurred in connection with the audit, be and is hereby ratified.

By Order of the Board of Directors

E.K BALAKRISHNAN
Company Secretary
Membership No. A7629

Place: Kochi
Date :21/09/2020

NOTES:-

I. General Information:

1. In view of the ongoing COVID-19 pandemic, the MCA has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM only. In accordance with the MCA Circulars, special business mentioned at Item Nos. 2 to 10 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.
2. Since this AGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36 of the SEBI (LODR) Regulations, 2015 in respect of the Special Business of the above Notice is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 23rd October 2020 to Friday 30th October 2020 (both days inclusive) for the purpose of AGM.
6. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 15th AGM along with the Annual Report for Financial Year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Company's Registrar and Transfer Agent (RTA) . A copy of this Notice along with the Annual Report for Financial Year 2019-20 is uploaded on the Company's website www.gtntextiles.com, websites of the Stock Exchanges i.e. The BSE Limited (www.bseindia.com) and The National Stock Exchange of India Limited (www.nseindia.com) respectively.
7. In case the shareholder holding shares in physical mode has not registered his/her e-mail address with the Company/STA/Depositories, he/she may do so by sending a duly signed request letter to M/s. Integrated Registry Management Services Private Limited by providing Folio No. and Name of shareholder at 2nd Floor, Kences Towers, No.1, Ramakrishna Street, T Nagar, Chennai-600017, Tel: 044 28140801-803; E-Mail: corpserv@integratedindia.in
8. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.
9. Members seeking any information with regard to Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statements are requested to write to the Company on or before Monday 26th

October, 2020, through email on cs@gtntextiles.com. The same will be replied by the Company suitably.

10. With effect from April 01, 2019, in terms of SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not being processed unless the securities are held in the dematerialized form with the depositories. Therefore, Members holding shares in physical form are requested to dematerialize shares held in physical form at the earliest available opportunity
11. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
12. Members are advised to avail the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to IRMSPL. Members holding shares in dematerialized form may contact their respective DP for availing this facility.

II. General Instruction

1. Pursuant to Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 15th AGM. CDSL will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
2. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is Friday 23rd October 2020 ('Cut-off Date').
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com with a copy marked to the Company on cs@gtntextiles.com . However, if the Member is already registered with CDSL for remote e-voting, then he/she/it can use his/her/its existing User ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36 of the SEBI (LODR) Regulations, 2015 in respect of the Special Business of the above Notice is annexed hereto.
5. Members who need technical assistance relating to attending the AGM through VC/OAVM or e-voting before / during the AGM, may contact Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited at helpdesk.evoting@cdslindia.com
6. The Board of Directors of the Company has appointed Shri MRL Narasimha (Membership No.2851, CP.NO 799), Practicing Company Secretary or failing him, Shri. Abhilash N.A, Practicing Company Secretary (Membership No. 22601 CP.No. 4524) as Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014
7. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to mrln54@outlook.com with a copy marked to the Company on cs@gtntextiles.com.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on Tuesday, 27th October, 2020 a 9:00 a.m and ends on Thursday, 29th October,2020 at 5:00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 23rd October 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

NOTICE (Contd...)

(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <GTN TEXTILES LIMITED> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting".** The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA email id : corpserv@integratedindia.in
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to RTA email id corpserv@integratedindia.in
3. The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

The VC facility shall be kept open at least 15 minutes before the scheduled time of the AGM and shall not be closed till expiry of 15 minutes after the conclusion of the scheduled time for the AGM.

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **by Monday 26th October 2020** mentioning their name, demat account number/folio number, email id, mobile number at cs@gtntextiles.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by Monday 26th October 2020 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. **The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.**
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at mrln54@outlook.com and to the Company at the email address at cs@gtntextiles.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

NOTICE (Contd...)

Details of Directors seeking appointment/re-appointment at the forthcoming AGM in pursuance of Regulation 36 of SEBI (LODR) Regulations 2015

Name of the Director	**Shri B.K. Patodia**		
DIN	**00003516**		
Age & Date of Birth	75 years, 1.1.1945		
Nationality	Indian		
Qualification	B.E. (Birla Institute of Science and Technology, Pilani)		
Expertise	Shri. B.K.Patodia (00003516) is the past Chairman of the Cotton Textiles Export Promotion Council, (Texprocil), Mumbai, the Indian Cotton Mills' Federation, (now known as Confederation of Indian Textile Industry) and Southern India Mills' Association, Coimbatore. He has also served as President of Cochin Chamber of Commerce and Industry, Kochi and Employers' Federation of Southern India, Chennai. He is the past Chairman of the Joint Cotton Committee of International Textile Manufacturers Federation (ITMF), Zurich. He is a member of the Advisory Board on the Committee of Management of ITMF. He is also a member of the Spinners Committee of ITMF. Shri. B.K. Patodia is Director on the Boards of several leading Companies and was also Member of several Government Committees including the Cotton Advisory Board and Cotton Yarn Advisory Board appointed by the Ministry of Textiles, Government of India. He was also actively involved in the Sub-Group on Cotton to formulate National Fibre Policy of the Ministry of Textiles..		
Date of Appointment in the Company	20.09.1991		
Other Directorships (Listed / Public Co.)	Patspin India Limited Hind Rectifiers Limited GTN Enterprises Limited India Thermit Corporation Limited		
Membership / Chairman in other Committees	GTN Enterprise Limited	Audit Committee	- Member
	India Thermit Corporation Limited	1. Audit Committee 2. Nomination and Remuneration Committee 3. CSR Committee	- Member - Member - Member
Shareholding in the Company	11,95,580 Equity Shares of ₹10 each		
Relationship between Directors Inter -se Directors	Related to Shri. Umang Patodia, Director		

Name of the Director	**Shri. N.K Bafna**		
DIN	**00019372**		
Age & Date of Birth	81 years, 03.07.1939		
Nationality	Indian		
Qualification	B.Com, FCA, Law Graduate		
Expertise	Practicing Chartered Accountant and a Senior Partner of M/s. Lodha & Co. Chartered Accountants, Mumbai. Besides his proficiency in Finance and Accounts, he is also an expert in Company Law matters.		
Date of Appointment in the Company	15.9.2020		
Other Directorships (Listed / Public Co.)	Patspin India Limited Prime Urban Development India Ltd		
Membership / Chairman in other Committees	Patspin India Limited	1. Audit Committee 2. Stakeholders Relationship Committee 3. Nomination and Remuneration Committee	- Chairman - Member - Chairman
	Prime Urban Development India Ltd	1. Stakeholders Relationship Committee 2. Audit Committee	- Chairman - Member
Shareholding in the Company	NIL		
Relationship between Directors Inter -se Directors	NIL		