GANGOTRI
Textiles Ltd.
MANUFACTURERS & EXPORTERS OF QUALITY YARN, FABRIC & GARMENTS

TÜV NORD ISO 9001
tibre®

REGD. OFF : P.B.No.1020, 35, Robertson Road, R.S.Puram, Coimbatore - 641 002. Phone : 91 - 422 - 4332100
Fax : 91 - 422 - 2474499 Email : tibre@gangotritextiles.com Website : www.gangotritextiles.com / www.tibre.com

REF / GTL / STO.EXC / 2019 /

15-3-2019

TO
M/s National Stock Exchange of India Limited
Exchange Plaza, Plot No C /1, "G" Block
Bandra – Kurla Complex
Bandra East
Mumbai- 400 051

Scrip : GANGOTRI

Dear Sirs,

Sub : Compliance of the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We inform you that as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Non-Executive Director of a Listed Company who has attained the age of 75 years can continue the Directorship only with the approval of the Shareholders by means of a Special Resolutions with effect from 1st April, 2019. Our Independent Directors Sri. S.Sivashanmugam is aged about 77 years and Sri. N.Venkatesan will be attaining the age of 76 years on 9-4-2019.

Accordingly, the Company has sent the Postal Ballot along with Notice to Shareholders on 21-2-2019 seeking their approval of the Special Resolutions with the Explanatory Statement for the continuation of the above two Directors beyond the age of 75 years. . The Company has also provided e-voting facility to the Shareholders to cast their votes electronically, the cut-off date being 22-2-2019. The Voting period begins on Tuesday, the 26th day of February, 2019 and ends on Wednesday, the 27th March, 2019 ..The Company has appointed a Mr. B.Krishnamoorthy as the Scrutinizer to scrutinize the voting and submit the results. The voting results will be submitted to the Stock Exchange within the due date.

We request you to kindly take on record of the above.

Yours faithfully
For GANGOTRI TEXTILES LIMITED

AUTHORISED SIGNATORY

GANGOTRI TEXTILES LIMITED

REGD OFFICE : 25A, Venkachalam Co-operative Colony,
R.S.Puram, Coimbatore - 641 002
Tel No : 91-422- 4332100 Fax No :91-422-2474499
E-mail : tibre@gangotritextiles.com Website : www.tibre.com
CIN : L17115TZ1989PLC02491

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including any Statutory modification or re-enactment thereof for the time being in force and Regulaton 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and other applicable Laws and Regulations that the resolutions appended below are proposed to be passed by the Members of the Gangotri Textiles Limited hereinafter referred to as " the Company" by way of Postal Ballot / Electronic Voting (e-voting).

The Explanatory Statement pertaining to the aforesaid resolutions setting out the material facts concerning the item and the reasons thereof are annexed hereto with the Postal Ballot Form so as to enable the Members for sending their Assent or Dissent in writing by postal means.

Mr. B. Krishnamoorthi, Chartered Accountant, Coimbatore (Membership No 20439) has been appointed as the Scrutinizer to scrutinize the e-voting process Ballot in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self addressed Business Reply Envelope . Postage will be born and paid by the Company. Postal Ballot Form(s) if sent by the courier at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given in the self addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer , Mr. B.Krishnamoorthi, Chartered Accountant , Kanapathy Towers, 1391 /A-1, Sathy Road, Ganapathy, Coimbatore - 641 006 not later than 17.00 Hrs IST on March, 27,2019 to be eligible for being considered . Failing which, it will be strictly considered that no reply has been received from the Members.

Members desiring to opt for e-voting as per the facilities arranged by the company with the Central Depository Services (India) Limited (CDSL) are requested to read the instructions given in the Notes under "Voting through Electronic Means) of this Notice. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Managing Director or Company Secretary of the Company after the completion of the Postal Ballots (including e-voting) The results will be declared immediately on receipt and communicated to the Stock Exchanges and also would be displayed on the Company's website.

PROPOSED RESOLUTION:

1. **To consider and if thought fit, to pass the following Resolution as a Special Resolution.**

   RESOLVED that pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ,2015 approval of the Shareholders of the Company be and is hereby accorded for the continuation of Sri. S.Sivashanmugam, Director (DIN 08299022) notwithstanding the fact that he has crossed the age of 77 years as an Independent Director of the Company for the remaining term of his current term of appointment.

2. **To consider and if thought fit, to pass the following Resolution as a Special Resolution.**

   RESOLVED that pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ,2015 approval of the Shareholders of the Company be and is hereby accorded for the continuation of Sri. N.Venkateasan, Director (DIN 07029257) notwithstanding the fact that he has crossed the age of 75 years as an Independent Director of the Company for the remaining term of his current term of appointment.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

Subject No. 1 of the Agenda

Sri. S.Sivashanmugam, (DIN 08299022) presently aged about 77 years was co-opted as an Independent Director of the company in the Board Meeting held on 11-12-2018. The Board considers that his continued association would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ,2015 , a Non-executive Director of the company who has attained the age of seventy five years can continue the Directorship only with the approval of the Shareholders through a Special Resolution with effect from 1st April, 2019. Accordingly, the Board recommends this Special

Resolution for the approval of the Shareholders in relation to the continuation of the directorship of of Sri. S.Sivashanmugam , Director (DIN 08299022) as an Independent Director even after the age of 75 years.

Sri.S.Sivashanmugam is a Practising Advocate in Coimbatore. He has got a specialized knowledge in Income Tax Appeals. He was in the service of Income Tax Department and retired as Income Tax Officer in the year 2001. His inclusion in the Board will be of useful in Legal , Tax matters and other contribution incidental to the activities of the Company .

Other Directorship, Membership of Committees of other Companies, Shareholdings : Nil

Sri. S.Sivashanmugam was appointed as an Independent Director with effect from 11-12-2018. He has completed 77 years of age. He has attended one meeting of the Board during the year 2018-19. He is entitled to only Sitting Fee for attending the meeting of the Board, Committees or any other meetings of the Directors..He is not eligible to retire by rotation. He is not related to any other Director or Key Managerial Personnel.

The Explanatory Statement may also be construed as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution except Sri. S.Sivashanmugam , Director being an appointee .

Subject No. 2 of the Agenda

Sri. N.Venkatesan, (DIN 07029257) who will be crossing the age of 76 years on and from 9-4-2019 (Date of Birth 9-4-1943) was appointed as an Independent Director of the company for a period of five consecutive years in the 26th Annual General Meeting to be held on 23-9-2015. Though his term of appointment as an Independent Director ends on 22-9-2020, he will be attaining the age of 76 on 09-4-2019.

As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ,2015 , a Non-executive Director of the company who has attained the age of seventy five years can continue the Directorship only with the approval of the Shareholders through a Special Resolution with effect from 1st April, 2019. He was also the Chairman of the Audit Committee of the company. He is entitled to only Sitting Fee for attending the meeting of the Board , Committees or any other meetings of the Directors..He is not eligible to retire by rotation. He is not related to any other Director or Key Managerial Personnel.

The Board considers that his continued association would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director . Accordingly, the Board recommends this Special Resolution for the approval of the Shareholders in relation to the continuation of the directorship of of Sri. N.Venkatesan, Director (DIN 07029257) as an Independent Director even after the age of 75 years.

Sri.N.Venkatesan is a Practicing Chartered Accountant having vast experience in the field of Accounting and Taxation. .He is also the Internal Auditor for the Karunya University. His inclusion in the Board will be of useful in Accounting , Tax matters and other contribution incidental to the activities of the Company .

Other Directorship, Membership of Committees of other Companies, Shareholdings : Nil

The Explanatory Statement may also be construed as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ,2015 ,

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution except Sri. N.Venkatesan , Director being an appointee .

NOTES:

1. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out material facts are annexed hereto.
2. Please read the Notice and Instructions carefully.
3. The Postal Ballot / e-voting Notice is being sent to the Members whose name appear in the Register of Members / beneficiary positions maintained by the Depositories as on 22-2-2019 (Cut-off Date) and voting right shall be reckoned on the paid-up value of the shares registered in the names of the Member(s) / Beneficial Owner(s) as on the same date.
4. Voting rights in the Postal Ballot / e-voting can not be exercised by a proxy. However, Corporates and Institutional Shareholders shall be entitled to vote through their Authorised Representatives with proof of their authorization.
5. Mr. B,Krishnamoorthi, Chartered Accountant, Coimbatore (Membership No 20439) has been appointed as the Scrutinizer to scrutinize the e-voting process Ballot in a fair and transparent manner.
6. In compliance with the provisions of Section 108 & 110 and other applicable provisions if any of the Companies Act, 2013 read with Companies(Management and Administration)Rules , SEBI (LODR) Regulations, 2015 the company is pleased to provide e-voting facility to all the Members of the Company. The Company has entered an agreement with CDSL for facilitating e-voting to enable their Members to cast their votes electronically instead of dispatching Postal Ballot Forms. However e-voting is optional.

7. The Shareholders can opt for only one mode of voting iethrough Postal Ballot or e-voting . If the Shareholders decide to vote through Postal Ballot they can not through e-voting and vice versa. In case of voting by both the modes , e-voting of such shareholders will alone be considered and counted .
8. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting shall be the final.
9. Electronic copy of the Notice and Postal Ballot Form is being sent to all the Members who have registered their e-mail Id.. For Members who have not registered their e-mail address, physical copy of the Notice and Postal Ballot and self addressed Business envelope are being sent by post. Members who have received Postal Ballot / Notice by e-mail and wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link http://www.cdslindia.com .
10. Resolutions passed by the Members through P[ostal Ballot are deemed to have been passed as if the same have been passed at the General Meeting of the Members.
11. Upon completion of the scrutiny of the Forms , after collating the votes cast through e-voting and votes cast through Postal Ballot , the Scutinizer will submit his report to the Managing Director/ Company Secretary. The results of the Postal Ballot would be announced by the Managing Director/ Company Secretary.at the Registered Office of the Company on or after 27-03-2019. The last date for receipt of duly completed Postal Ballot form or e-voting will be taken to be the date of passing the resolution.
12. The said results along with the Scrutinizer's Report would be displayed at the Registered Office of the Company , intimated to the Stock Exchanges where the shares of the company are listed and also on the Company's website.
13. All he documents referred to in the accompanying Notice and Statement setting out material facts shall be open for inspection at the Registered Office of the Company without any fee on all working days (Monday to Saturday) between 9..00 am and 5.00pm from the date of dispatch of Notice up to the date of declaration of the results of Postal Ballot / e-voting.
14. Voting through Electronic Means the instructions for the shareholders voting electronically are given as under

    The voting period begins at 9.00 am on Tuesday the, 26th day of February, 2019 and ends on 5.00 pm on Wednesday, the 27th day of March, 2019.

    1. The Shareholders should log on to the e-voting website http://www.evotingindia.com
    2. Click on "shareholders" tab.
    3. 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) Members holding shares in physical form should enter folio number registered with the company.

        Next enter the image verification as displayed and click on login
    4. If you are holding shares in demat form and had logged on to http://www.evotingindia.com and casted your vote for any company , then your existing password is to be used.
    5. If you are a first time user, follow the steps given below.

	For Members 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) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the Ballot Form indicated in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg, If your name is Ramesh Kumar with Sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth (DOB)	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio . • Please enter the DOB or Dividend Bank details in order to login. If 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 (iv).

6. After entering these details appropriately, click on "SUBMIT" tab.
7. Members holding shares in physical form will then reach directly the "Gangotri Textiles Limited" screen. However, members 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.
8. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the relevant EVSN – Gangotri Textiles Limited on which you choose to vote.
10. 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.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. 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.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
15. If a Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

    a) Institutional shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.

    They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

    b) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

    The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

    They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

16. In case of members receiving the physical copy:

    i) Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.

    ii) The voting period begins on Tuesday, the 26th day of February, 2019 at 9 AM and ends on Wednesday the 27th March, 2019 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 being Friday the 22nd February 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    iii) In case you have any queries or issues regarding e-voting, you may refer the.Frequently Asked Questions ("FAQs") and e-voting manual available at http://www.evotingindia.co.inunder help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE –A TO THE NOTICE : Additional information pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015

Name of the Director	Expertise in specific functional areas	Qualifications	Disclosure of relationship between the Directors interse	Shareholding in the Company	Directorship held in other Public Companies	Membership/ Chairmanship of other Companies	Brief Profile
S.Sivashanmugam	Legal Matters	B.A, B.L	NIL	NIL	NIL	NIL	Stated
N. Venkatesan	Accounts and Taxation	B.Com A.C.A	NIL	NIL	NIL	NIL	Stated

Place : Coimbatore
Date : 21.02.2019

By Order of the Board
Manoj Kumar Tibrewal
Managing Director

GANGOTRI TEXTILES LIMITED

REGD OFFICE : 25A, Venkachalam Co-operative Colony,
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CIN : L17115TZ1989PLC02491

POSTAL BALLOT FORM

(Please read the instruction printed overleaf carefully before completing this Form)

1.	Registered Folio No./ DP ID No. & Client ID No*/ *(Applicable to investors holding shares in dematerialized form)	:
2.	Name and Registered Address of the sole/first named Member	:
3.	Name(s) of the Joint-Holder(s)/ Member(s), if any	:
4.	Number of shares held	:

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business set out in the Notice of the Company dated 21.02.2019 by conveying my/our assent or dissent to the said Resolutions by putting a tick (✓) mark at the appropriate box :

Item No	Description	Type of Resolution	No of Equity Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Continuation of Directorship of Sri. S.Sivashanmugam, (DIN: 08299022) Independent Director who has attained the age of 77 years.	Special			
2	Continuation of Directorship of Sri. N.Venkatesan, (DIN: 07029257)Independent Director who has attained the age of 75 years.	Special			

Place :

Date :

Signature of the Shareholder

(Please read the instructions printed overleaf carefully before exercising your vote)

E-VOTING PARTICULARS

If desirous of E- Voting, please read the instructions given in the Postal Ballot Notice before exercising.

EVSN No (Electronic Voting Sequence Number)	** Default PAN / Sequence
190223001	

** Those who have not registered their PAN may use Default PAN (PTO)