GTN
TEXTILES

Ref. GTNC/18

Date : 30th August, 2018

| | |
|---|---|
| BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>MUMBAI-400 001 | The Manager,<br>Listing Department,<br>The National Stock Exchange of India Ltd.<br>Exchange Plaza, 5th Floor, Plot No. C/1, G-Block,<br>Bandra-Kurla Cmplx, Bandra (E),<br>MUMBAI - 400 051 |

Dear Sirs,

**Sub: (i) Notice calling 13th Annual General Meeting of GTN Textiles Limited and**
**(ii) Letter to Shareholders vide SEBI Circular dated 20th April, 2018 and 5th July, 2018**

With reference to the above,please find enclosed the following;

(i) Copy of Notice calling 13th Annual General Meeting of the company and

(ii) Communication to Physical Shareholders(1st Reminder) mandating updation of PAN and Bank details as well as transfer of securities in dematerialized form as per SEBI Cricular dated 20th April, 2018 and 5th July, 2018 respectively

We would request you to kindly take the above on record

Thanking you,
Yours Faithfully
For GTN TEXTILES LIMITED

E.K BALAKRISHNAN
Vice president ( Corporate Affairs)
& Company Secretray

**GTN TEXTILES LIMITED**
**CIN: L18101KL2005PLC018062**

**MARKETING / HEAD OFFICE :**
3rd Floor, Palal Towers, M.G. Road, Ravipuram, Kochi-682 016, India
Phone : 91-484-3928300, Fax: 91-484-2370812/3928380
E-mail: cs@gtntextiles.com

**REGISTERED OFFICE :**
Door No. VIII/911, Erumathala P.O., Aluva - 683 112, India
Phone: 91-484-3080100, 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

L18101KL2005PLC018062
Registered Office: VIII/911, Erumathala Post, Aluva, Ernakulam – 683112
Website : www.gtntextiles.com

## NOTICE

NOTICE is hereby given that the **THIRTEENTH** Annual General Meeting of the members of **GTN TEXTILES LIMITED** will be held at the Oceanic Hall, Hotel Periyar, Aluva-683101 at 11.45 a.m on Wednesday, the 26th day of September 2018 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt :
   a. the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Directors and Auditors' thereon: and
   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of Auditors' thereon
2. To appoint a Director in place of Shri Mahesh C Thakker (DIN: 01386254), who retires by rotation, and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

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 197,198 and all other applicable provisions of the Companies Act, 2013 (the Act) and Rules 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 fix remuneration to Shri B.K Patodia (DIN: 00003516), as Chairman and Managing Director of the company for his balance tenure from 01.06.2018 to 18.12.2020 on the terms and conditions as set out and approved by the Nomination and 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 terms shall be deemed to include the Nomination and 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 V to the Companies Act, 2013 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"

   **"FURTHER RESOLVED 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 5% of the net profits of the company in that financial year"

   **"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 V to the Act"

   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"

4. Approval of Cost Auditors remuneration

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

   **"RESOLVED THAT** Pursuant to provisions of section 148 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Cost Records & Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Hareesh K.N and Associates, Cost Accountants (Firm Reg. No. 101974), appointed by the Board of Directors of the company to conduct audit of the cost records of the company's textile unit, be paid a remuneration, for the financial year ended 31st March, 2018 amounting to Rs. 25,000 (Rupees Twenty five thousand only) plus applicable taxes if any, and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit"

By Order of the Board of Directors

E.K BALAKRISHNAN
Company Secretary
Membership No.A 7629

Place : Kochi
Date :14/08/2018

**NOTES:-**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

   The instrument appointing proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the commencement of the meeting. A proxy form is send herewith. Proxy submitted on behalf of the Companies, Societies etc, must be supported by an appropriate resolution / authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the Notice.

3. The Company has already notified Closure of Register of Members and Share Transfer Books thereof from Friday, 21.09.2018 to Wednesday, 26.09.2018 (both days inclusive) for the purpose of the Annual General Meeting.

4. Pursuant section 125 of the Companies Act 2013, there is no unclaimed dividend for transferring to Investors Education and Protection Fund (IEPF). Further as per Section 124 (6) of the Act, there is no unclaimed shares to transfer to IEPF Demat Account.

5. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Security Holders are entitled to make nomination in respect of securities held by them in physical form. Individual Security holder(s) can avail of the facility of nomination. The nominee shall be a person in whom all rights of transfer and / or amount payable in respect of the securities shall vest in the event of the death of the Security holder(s). In the case of joint holding; all joint holders shall together nominate any person as nominee. A minor can be a nominee provided the name and address of the guardian is given in the Nomination form. The facility of nomination is not available to non-individual Shareholders such as Bodies-Corporate, Kartas of Hindu Undivided Families, Partnership Firms, Societies, Trust and holders of Power of Attorney. For further details please contact Company's Secretarial Department. Security holders desirous of making nominations are requested to send their requests in Form No.SH-13 (which will be made available on request) to the Registrar and Share Transfer Agent, M/s. Integrated Registry Management Services Private Limited.

**REQUEST TO THE MEMBERS:**

1. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least 7 (Seven) days in advance, so as to enable the Company to keep the information ready.

2. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting.

3. All communications relating to shares including change in their address are to be addressed to the Company's Share Transfer Agent M/s. Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No.1, Ramakrishna Street, T Nagar, Chennai-600017, Tel: 044 28140801-803; E-Mail: csdstd@integratedindia.in

4. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to register/update your e-mail addresses, in respect of shares held in dematerialized form with your respective Depository Participants and in respect of shares held in physical form with above RTA directly to enable Company to send communication / documents via e-mail.

5. Notice of the 13th AGM, Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email address are registered with the Company/ Depository Participant (s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

6. Members who hold shares in physical forms are requested to dematerialize their holdings for facilitating the transfers of Company's equity shares in all stock exchanges connected to the depository system.

7. **Voting through electronic means**

   Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the Company is pleased to offer Remote e voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting (AGM) to be held on Wednesday the 26th day of September 2018 at 11.45 am at Oceanic Hall, Hotel Periyar, Aluva-683 101. Please note that remote e voting through electronic means is optional. The company is also providing the facility of poll at the meeting by way of ballot. The Company has engaged the services of Central Depository Services India Ltd (CDSL) to provide remote e voting facilities. The remote e voting facility is available at the link https://www.evotingindia.com

The Company had fixed on Wednesday,19th September, 2018 as the cutoff date for determining voting right of shareholders entitled to participating in the remote e voting process In this regard, your demat account/folio number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company on e-voting system.

The remote e voting facility will be available during the following period:

| | |
|---|---|
| **Commencement of remote e voting** | **9.00 AM onwards on 23.09.2018** |
| **End of remote e voting** | **Up to 5.00 PM on 25.09.2018** |

During this period, members of the company may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote(s) on a resolution is cast by the member, the member shall not be allowed to change it subsequently, as well as not allowed to vote at the meeting.

The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the company as on Wednesday,19th September, 2018. A person, whose name is recorded in the Register of members or in the Register of beneficial owners maintained by the Depositories as on the cutoff date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.

Any person who acquires shares of the company and becomes member of the company after dispatch of the Notice and holding shares as on cut off date i.e Wednesday,19th September, 2018 may obtain the sequence number by sending a request at csdstd@integratedindia.in.

The instructions for members for voting electronically (both for physical shareholders as well as demat holders) are as under:

(i) The voting period begins on 23.09.2018 at 9.00 am and ends on 25.09.2018 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday,19th September, 2018 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.

(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. Members 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.

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

(vii) 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).<br>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.<br>• 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. |
| 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.<br>• 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 (iv). |

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

(ix) Members holding shares in physical form will then directly reach the Company selection 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,

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

(xi) Click on the EVSN for the relevant <GTN Textiles Limited> on which you choose to vote.

(xii) 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.

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

(xiv) 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.

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

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

(xvii) 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.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

The following person shall be responsible to address grievances concerned with facility for remote e-voting:

Contact Name – Mr. Rakesh Dalvi, Designation - Deputy Manager, Address - 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001. Contact No.18002005533. Email id - helpdesk.evoting@cdslindia.com.

- The company has appointed Shri. MRL Narasimha (Membership No 2851, CP No.799), Practising Company Secretary as the Scrutinizer to scrutinize the remote e voting process in fair and transparent manner
- The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment in the company and make not later than three days of conclusion of the meeting a consolidated Scrutinizers Report of the Total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing who shall counter sign the same. The chairman or the person authorized by him shall declare the result of the voting forthwith
- The results declared alongwith the Scrutinizers Report shall be placed on the Company's website www.gtntextiles.com and on the website of CDSL immediately after the result have been declared by the Chairman. The company shall simultaneously communicate the result to BSE Limited and National Stock Exchange of India Limited, where, the shares of the company are listed.

**DETAILS OF DIRECTOR SEEKING REAPPOINTMENT AT THIS ANNUAL GENERAL MEETING PURSUANT TO SECTION 160 OF THE COMPANIES ACT, 2013**

**(Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

| | |
|---|---|
| Name of Director | Shri Mahesh C Thakker |
| Date of Birth | 7.8.1964 |
| DIN | 01386254 |
| Date of appointment | 31.10.2013 |
| Qualifications | Graduate |
| Expertise in specific functional area | Shri Mahesh C Thakker is aged 54 years and Managing Director of M/s Purav Trading Limited. He is also partner in M/s. Perfect Cotton Company, Mumbai and M/s Patcot Company, Mumbai. These Companies / firms are mainly engaged in raw cotton procurement. He is having more than 25 years of experience in raw cotton procurement line. |
| Shareholding in the Company. | 9475 Equity Shares of 10 each |

Details of other Directorship:-

| Name of Director | Name of the Company | Position held | Committee type | Membership status | Share Holdings |
|---|---|---|---|---|---|
| Shri. Mahesh C Thakker | Purav Trading Ltd | Managing Director | None | None | 7600 Equity Shares |

By Order of the Board of Directors

E.K BALAKRISHNAN
Company Secretary
Membership No. A7629

Place : Kochi
Date: 14/08/2018

**Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No.3**

Shri. B.K Patodia, appointed as a Chairman & Managing Director of the company for a period of 5 years with effect from 19.12.2015 to 18.12.2020. His remuneration had also fixed by the Nomination and Remuneration committee/ Board for a period of 3 years from 01.06.2015 to 31.05.2018.

Nomination and Remuneration committee constituted by the Board had met on 30.05.2018 and approved and recommended remuneration package of Shri. B.K Patodia, Chairman & Managing Director for his balance tenure from 01.06.2018 to 18.12.2020 in accordance with Schedule V to the Companies Act, **2013.**

In terms of Section II Part II of the Schedule V of the Companies Act 2013, where in any financial year, during the currency of the tenure of the managerial person, a company has no profit or its profits are inadequate, it may pay remuneration to a managerial person without Central Government approval not exceeding the higher of the following two limits (A and B):

| | | |
|---|---|---|
| A | Where the effective capital is | Yearly limit do not exceed (Rupees in lakhs) |
| i. | Negative or less than 5 crores | 60.00 |
| ii. | 5 crores and above but less than 100 crores | 84.00 |
| iii. | 100 crores and above but less than 250 crores | 120.00 |
| iv. | 250 crores and above | 120 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores |
| B. | | |
| In the case of managerial person who was not a security holder holding securities of the company of nominal value of rupees five lacks or more or an employee or a director of the companyor not related to any director or promoter at any time during the two years prior to his appointment as a managerial person-2.5% of the current relevant profit | | |

**Note:**

The above limits shall be doubled if the resolution passed by the shareholders is a Special Resolution

Provided further that the above limits shall apply if;

i. Payment of remuneration is approved by a resolution passed by the Nomination & Remuneration Committee and the Board of Directors;

ii. The company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person;

iii. a special resolution has been passed at the general meeting of the company for payment of remuneration for a period not exceeding three years; and

iv. a statement along with notice calling the General Meeting referred to in Clause(iii) is given to the shareholders containing certain information as specified in the Schedule V.

Shri. B.KPatodia was drawing a monthly salary of Rs. 3,00,000/- in the scale of Rs. 3,00,000 - Rs. 10,000 - Rs. 3,20,000 effective from 1st June, 2015, plus usual perquisites. Under his leadership, the company has recorded significant growth. Therefore the Nomination and remuneration committee unanimously recommended to retain the remuneration of Rs 3,00,000/- per month in the scale of Rs.3,00,000 - Rs. 10,000 - Rs 3,20,000 plus usual perquisites to Shri. B.K Patodia, Chairman &Managing Director for his balance tenure from 1.6.2018 to 18.12.2020.

**a) Salary:**

Rs.3,00,000/- per month in the Scale Rs.300000 – 10000 – 320000 for the balance period from 1st June, 2018 to 18th December, 2020.

**b) Commission:**

Subject to the overall limits laid down in Sections 197 of the Companies Act, 2013 such percentage of the Net Profit of the Company or such quantum as may be fixed by the Board of Directors for each financial year not exceeding 2% of the Net Profits of the Company, each year, restricted to an overall limit of Rs.60 lacs per annum.

**c) Perquisites as follows:**

(i) Housing: Rent free accommodation will be provided to the appointee for which actual amount of lease rental paid or payable by the Company or 10% of the salary, whichever is lower, shall be recovered. In case no accommodation is provided by the Company, House Rent Allowance, subject to a ceiling of 60% of the appointees salary shall be paid. In addition, the appointee shall be allowed Company owned furniture and fixtures, if required.

(ii) The expenditure incurred by the appointee on gas, electricity and water shall be reimbursed by the Company.

(iii) All Medical Expenses incurred by the appointee for self and his family shall be reimbursed.

(iv) Leave Travel Concession for the appointee and his family will be allowed once in a year as per the Rules of the Company.

(v) Fees of Clubs: Subject to a maximum of 2 Clubs. This will not include admission and life membership fees.

(vi) Personal Accident Insurance: As per Rules of the Company.

(vii) Provision of Car with driver and telephone at the residence for use of Company's business.

**Perquisites not included in Managerial Remuneration**

a) contribution to Provident Fund, Superannuation or Annuity Fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961

b) gratuity payable at a rate not exceeding half a months salary for each completed year of service; and

c) encashment of leave at the end of the tenure.

**d) Overall Remuneration:**

The aggregate of salary, commission and perquisites in any financial year shall not exceed the limits prescribed from time to time under Section 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may for the time being in force.

**e) Minimum Remuneration:**

In case of loss or inadequacy of profits in any financial year during the currency of tenure of his service, the payment of salary, commission and perquisites shall be governed by the limits prescribed under the Section II of Part II of Schedule V to the Act.

Furthermore, approval of the members in general meeting by way of a special resolution is required to be obtained for payment of minimum remuneration, by way of salary and perquisites and allowance as specified above in the event of absence or inadequacy of profits in any financial year during the tenure of Shri B.K Patodia, Chairman & Managing Director of the Company.

Shri. B K Patodia, Chairman & Managing Director is deemed to be interested in the resolution mentioned in item No.3 of the Notice.

None of the other Directors of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the resolution.

**Information required to be disclosed in terms of Schedule V of the Companies Act, 2013**

**General information:**

**i. Nature of industry:**

Textiles Industry- the company is mainly engaged in manufacture and exports of cotton yarn in the segment of medium, fine and superfine combed yarns.

**ii. Date or expected date of commencement of commercial production**

The commercial production has commenced during October 1964

**iii. In the case of new companies, expected date of commercial activities as per project approved by financial appearing in the prospectus**

Not Applicable

**iv. Financial performance:**

| Particulars | 2015-16 | 2016-17 | 2017-18 |
|---|---|---|---|
| Revenue from Operations | 15292 | 11363 | 14279 |
| Other income | 37 | 39 | 43 |
| Operating Profit | 358 | 671 | 1230 |
| Finance Costs | 931 | 989 | 1060 |
| PBDT | (573) | (318) | 170 |
| Profit /(Loss)Before Tax | (991) | (709) | (201) |
| Profit / (Loss)After Tax | (734) | (647) | (218) |
| Amount of Equity Dividend Paid | 0 | 0 | 0 |
| Rate of Dividend Declared (%) | 0.00 | 0.00 | 0.00 |

The company has a negative effective capital as on 31.03.2018

The company has not made any default in the repayment on its dues or interest payments thereon. The company has not accepted any deposits from the public. The company has also not issued any debentures.

**v) Export performance and net foreign exchange contribution:**

| Financial Year | Export Turnover |
|---|---|
| 2015-16 | 6064.52 |
| 2016-17 | 3373.47 |
| 2017-18 | 6530.59 |

**vi) Foreign investments or Collaboration, if any:**

The company does not have any Foreign Exchange Collaboration

**II. Information about the appointee: Shri. B.K Patodia**

Vide item No 3 of the notice of this Annual General Meeting of the company the approval of the members is being sought for fixation the remuneration of Shri. B.K Patodia, Managing Director effective from 1.6.2018 for his balance tenure upto 18.12.2020. Shri. B.K Patodia, aged 73 years is a citizen of India. , holds the Engineering Degree from Birla Institute of Science and Technology, Pilani, is the past Chairman of the Cotton Textiles Export Promotion Council, (Texprocil), Mumbai. He is also the past Chairman of 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, Cochin and Employers' Federation of Southern India, Chennai.

Shri. B.K Patodia 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 a Director on the Boards of several leading Companies and is also a 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.

During the financial year 2017-18, he was paid the following remuneration

| Salary | Commission | Perquisites | P.F/Gratuity/ Superannuation | | Total |
|---|---|---|---|---|---|
| 36,00,000 | - | 3,61,473 | 5,10,003 | | 44,71,476 |

**Pecuniary Relationship:** The Company had not entered into any transaction of material in nature with any of the related parties which were in conflict with the interest of the company. Further, all transactions with the related parties were in the ordinary course of business and at arm's length

**III. Other information**

The Directors Report forming part of the Annual Report mentioned in details" Other Information" as required under Schedule V of the Companies Act, 2013

Draft agreement referred in the resolution would be available for inspection by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the Annual General Meeting.

Shri. B.K Patodia is deemed to be interested in the resolution mentioned in item No 3 of the Notice. None of the other Directors of the Company or their relatives is in any way concerned or interested, financial or otherwise in the resolution.

The terms and conditions mentioned in item No 3 of the notice may also be taken as an abstract of the agreement to be made by the company with Shri. B.K Patodia, pursuant to Section 190 of the Companies Act, 2013.

Your Directors recommend this resolution for Approval

**Item No.4**

The Board of Directors of the company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Hareesh K.N & Associates, Cost Accountants to conduct the audit of the cost records of the company's textile units for the financial year ended 31st March, 2018. In terms of the provisions of section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Cost Records & Audit) Rules, 2014, the remuneration payable to the cost auditor has to be ratified by the members of the company. Accordingly, the members are requested to ratify the remuneration payable to the cost auditors for the financial year ended 31st March, 2018 as set out in the ordinary resolution for the aforesaid service to be rendered by them.

None of the Directors and / or Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise in the resolution set out at item No 4

Your Directors recommend the resolution for approval.

By Order of the Board of Directors

E.K BALAKRISHNAN
Company Secretary
Membership No. A7629

Place : Kochi
Date: 14/08/2018

# GTN TEXTILES LIMITED

L18101KL2005PLC018062
Registered Office: VIII/911, Erumathala Post, Aluva, Ernakulam – 683 112
Website: gtntextiles.com

**ATTENDANCE SLIP**
(To be presented at the entrance)

Folio No. / Client ID :

Name and address of the shareholder(s):

I/We hereby record my/our presence at the 13th ANNUAL GENERAL MEETING of the Company on Wednesday, 26th day of September, 2018 at 11:45 a.m. at Oceanic Hall, Hotel Periyar, Aluva, Ernakulam 683 101.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy

.....

## Form No. MGT -11
## PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

## GTN TEXTILES LIMITED

L18101KL2005PLC018062
Registered Office: VIII/911, Erumathala Post, Aluva, Ernakulam – 683112. Website : www.gtntextiles.com

| | | |
|---|---|---|
| Name of the member (s): | | |
| Registered address: | | |
| E-mail Id: | | |
| Folio No/ Client Id: | | DP ID: |

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

| | | |
|---|---|---|
| Name: ..... | Name: ..... | Name: ..... |
| Address: ..... | Address: ..... | Address: ..... |
| Email id: ..... | Email id: ..... | Email id: ..... |
| Signature: .....or failing him | Signature: .....or failing him | Signature: ..... |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf on the 13th Annual General Meeting of the company, to be held on the Wednesday, 26th day of September, 2018 at 11:45 a.m. at, Oceanic Hall, Hotel Periyar, Aluva, Ernakulam 683 101 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Resolution | Vote (optional see Note 2) (Please mention No. of shares) | | |
|---|---|---|---|---|
| | | For | Against | Abstain |
| **Ordinary Business** | | | | |
| 1. | Adoption of Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended 31st March, 2018, together with the Reports of the Directors and Auditors thereon | | | |
| 2. | Reappointment of Shri. Mahesh C Thakker (DIN: 01386254) as a Director pursuant to Section 152(6) of the Companies Act, 2013 | | | |
| **Special Business** | | | | |
| 3. | Fixation of remuneration to Shri. B.K Patodia, Chairman & Managing Director for his balance tenure | | | |
| 4 | Ratification of remuneration of M/s. Hareesh K.N & Associates, Cost Accountants (Firm Registration No. 101974) as Cost Auditors of the Company. | | | |

Signed this..... day of.....2018

Affix Revenue Stamp of Rs.1

..... Signature of shareholder

..... Signature of Proxy holder(s)

Note: This Form of Proxy, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the meeting.

# GTN TEXTILES LIMITED

CIN: L18101KL2005PLC018062
Regd. Office: Door No.VIII/911, Erumathala Post, Aluva, Ernakulam - 683 112.
Tel:0484-2661900 Fax:0484-2661980
Email:cs@gtntextiles.com www.gtntextiles.com

GTN TEXTILES

Date: 23rd August, 2018

Dear Shareholder(s)

**Sub: Mandatory updation of PAN and Bank Details against your shareholding in GTN Textiles Ltd**

Pursuant to SEBI circular dated 20th April, 2018, shareholders whose ledger folios do not have or are having incomplete details with regard to PAN and Bank particulars are required to compulsory furnish the details to the RTA/Company for registration in the folio. As per the records with RTA, your folio needs to be upadated with the PAN/complete Bank details so that the shares held by you are fully protected with proper KYC compliance.

ACTION REQUIRED FROM THE SHAREHOLDER

You are requested to submit the following documents within 21 days from the receipt of this letter to update the records.

- Enclosed format duly filled in and signed by all the shareholders
- Self attested copy/ies of PAN Card/s of all the shareholders
- Cancelled Cheque leaf with name (if name is not printed, self attested copy of the Pass Book first Page)
- Address proof (self attested copy of Aadhar Card or Voter ID or Driving Licence or Passport)

Further, you would be aware that SEBI guidelines encourage all shareholders to hold their shares in Demat form. Shares can be held in Demat form in either of the two Depositories, viz National Securities Depository Ltd or Central Depository Services India Ltd, where the shares are held in electronic form through the medium of Depository Participants(DP's). Advantage of holding the shares in Demat form as follows:

i) Possibility of damage or loss of Physical share certificate is eliminated
ii) Cases of forgery or tearing or mutilation of share certificate(s) are eliminated
iii) Demating provides the ease and convenience of Paperless trading of shares. Once a demat account is opened with a DP, shareholder can buy or sell shares in electronic form without any paperwork as applicable to Physical share certificate based transaction(s)
iv) No Stamp duty is payable on transfer of shares in Demat form.

SEBI vide their Circular dated 5th July, 2018 has mandated transfer of security in dematerialized form and physical transfers would not be allowed effective from 5th December, 2018.

Process for Dematerialization of shares in Physical form:

01. For shareholder(s) who are not having a Demat account:

The Shareholder(s) is/are required to approach any Depository Participant (DP) and open a Demat Account with a DP in the same name(s) and style in which the shareholder(s) holds shares in GTN Textiles Limited. After opening of the Demat Account, shareholder(s) has to surrender the Original Share Certificate(s) alongwith duly filled in and signed Demat Request Form (DRF) to the DP, who will forward the same to Company's RTA i.e., Integrated Registry Management Services Private Limited. The RTA will scrutinize/verify the DRF and, if found in order, the shares will be dematerialized and equivalent number of shares will be credited to the Demat account of the shareholder(s) by RTA.

02. For shareholders already having a Demat Account

The shareholder (s) who are already having the Demat Account are required to check whether the existing Demat Account is in the same name(s) and style as per the shareholding in GTN Textiles Limited. If yes, shareholder(s) has to submit duly filled in and signed DRF alongwith original share certificate to the DP for dematerialization of the shares.

If the existing Demat Account is not in the same order of name, the shareholder (s) is/are required to approach his/her DP for guidance.

We request you to convert your Shareholdings from physical form to Demat form at the earliest in view of the advantages of Demat holding as explained above.

In case, if you have any queries or need any assistance in this regard, please contact:-

| | |
|---|---|
| M/s GTN Textiles Limited<br>Palal Towers, M G Road,<br>Ravipuram, Kochi-682016, Kerala.<br>Tel:0484-2661900<br>Email: cs@gtntextiles.com | M/s Integrated Registry Management Services Private Limited<br>2nd floor, 'Kences'Towers, No.1, Ramakrishna Street,<br>North Usman Road, T.Nagar, Chennai – 600 017<br>Tel: 044 - 28140801/03<br>Email: csdstd@integratedindia.in |

Thanking you,

Yours faithfully,
For GTN TEXTILES LIMITED
E K BALAKRISHNAN
Company Secretary

To

Integrated Registry Management Services Private Limited
Unit: GTN TEXTILES LIMITED
2nd Floor, Kences Towers, No. 1 Ramakrishna Street,
North Usman Road, T Nagar, Chennai – 600 017.

**Folio No:**

**PERMANENT ACCOUNT NUMBER(PAN) AND BANK ACCOUNT UPDATION FORM**

| *SHARE HOLDER (S) NAME* | *PAN* |
|---|---|
| *1* | |
| *2* | |
| *3* | |

| **PARTICULARS OF BANK ACCOUNT OF FIRST / SOLE SHAREHOLDER** | |
|---|---|
| **Name of the Bank** | |
| **Branch** | |
| **MICR Code (9-Digit Code Number of the Bank and Branch appearing on the MICR cheque issued by the Bank)** | |
| **IFSC of Bank Branch** | |
| Account Number<br>[ENCLOSE CANCELLED CHEQUE LEAF] | |
| Mobile No. of First / Sole holder (Phone / Mobile No.) | |
| **Email ID of First / Sole holder for serving all future communications including Annual Report, AGM Notice etc.** | |

**(Please attach a blank "cancelled" cheque leaf)**

I, hereby, declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the RTA/Company responsible.

Date :

Signature of Shareholder(First / Sole)

Signature of Joint Holder 1 (if any)

Signature of Joint Holder 2 (if any)

Encl:

(1) Photocopy of PAN Card of registered shareholders (including joint holders) – self attested
(2) Original Cancelled Cheque Leaf / Attested Bank Passbook showing First/Sole Holder name as Account Holder.
(3) Shareholders are requested to get the specimen signature attested by their bank manager, in case of any change in their signature.

In case, the shareholder is not in a position to submit "cancelled cheque leaf", please submit Copy of Bank Pass Book (1st page and Current Transaction page) certified by Concerned Bank Manger as under

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**Certificate of the Shareholder's Bank**

Certified that the particulars furnished above are correct as per our records.

**Date :**

**Signature of the Authorised Official of the Bank**

( Please affix Bank Seal with Identity Number of Bank Official )

**REGISTERED BOOK POST**

If undelivered please return to:
**GTN TEXTILES LIMITED**
Registered Office: VIII/911,
Erumathala PO,
Aluva, Ernakulam – 683 112