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

September 27, 2017

REPORT OF SCRUTINIZER
[Pursuant to the section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To

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

Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, Coimbatore was appointed as Scrutinizer for the 28th (Twenty Eighth) Annual General Meeting of the Equity Shareholders of **"Gangotri Textiles Limited"** held on 25th September 2017 at 3.30 pm at the mini air conditioned hall, Rajasthani Sangh, D.B.Road, R.S.Puram, Coimbatore 641002 for the purpose of scrutinizing the E-Voting process and Physical Ballot voting at the venue in a fair and transparent manner and ascertaining the requisite majority on E-Voting and Physical Ballot voting at venue carried out as per section 108 of the CompaniesAct,2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this report.

I submit my report as under:

1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 25th August, 2017 to vote on the proposed 4 (Four) Resolutions as mentioned in the Notice of the Annual General Meeting of "Gangotri Textiles Limited" (Item No.1 (One) to 4 (Four) of the Notice of Annual General Meeting of Gangotri Textiles Limited. The Members holding equity shares as on the cut-off date i.e. 18th September, 2017 were only considered for e-voting and for voting at the meeting venue. Number of shareholders as on cut-off date is 9098.

2. The E-Voting period remained open from 09.00 AM on Friday 22nd September, 2017 upto 05.00 PM on Sunday 24th September, 2017.

3. The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of the Annual General Meeting on the Ballot Forms provided at the Meeting venue to all those members who were present at the Meeting but have not cast their votes by availing the remote e-voting.

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

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Phone : 0422 4039900 Fax : 0422 - 2536673 E-mail : bkcacbe@gmail.com
Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371

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4. After the conclusion of the Meeting, the Ballot Boxes were opened in my presence and the physical ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at the Meeting through these Ballot Forms.

5. The Votes cast through E-Voting were unblocked on 25th September, 2017 around 5.51 pm in the presence of two witnesses, namely Mr.K.Marimuthu and Mr.R.Sasidharan, who are not in employment of the Company.

6. In tune with the Instructions for e-voting, sent along with the Notice of the Annual General Meeting dated 13th May, 2017, in respect of members who have voted in both modes (i.e. E-Voting and Physical Ballot form voted at the venue), I have considered only E-Voting by not reckoning the voting done through Physical Ballot Form.

7. No Ballot Forms were incomplete and/ or were otherwise defective.

8. I have collated the votes cast through remote e-voting and votes cast through physical ballot forms at the venue, and the same have been furnished hereunder.

Resolution		Mode	For			Against		
			No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
1	Adoption of report of Directors, Profit and Loss account for the year ended 31st March 2017 and the Balance Sheet as at that date and the Auditors report thereon. (Ordinary resolution)	E-Voting	3	1770	96.721	1	60	3.279
		Ballot form at the AGM venue	20	5813499	100.000	0	0	0.000
		Total	**23**	**5815269**	**99.999**	**1**	**60**	**0.001**
2	To ratify appointment of M/s. M. Gangadharan and Co., Chartered Accountants, Coimbatore (Firm Registration No. 08815) as the Statutory Auditors of the Company. (Ordinary resolution)	E-Voting	3	762	41.639	1	1068	58.361
		Ballot form at the AGM venue	20	5813499	100.000	0	0	0.000
		Total	**23**	**5814261**	**99.982**	**1**	**1068**	**0.018**
3	Appointment of Sri. A.R. Muralidharan (DIN 07087606) as Independent Director of the Company for a period of five years. (Ordinary resolution)	E-Voting	3	762	41.639	1	1068	58.361
		Ballot form at the AGM venue	20	5813499	100.000	0	0	0.000
		Total	**23**	**5814261**	**99.982**	**1**	**1068**	**0.018**

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4	Re-appointment of Sri. Manoj Kumar Tibrewal as Managing Director of the Company for a period of five years and to fix remuneration for a period of three years. (Ordinary resolution)	E-Voting	2	702	38.361	2	1128	61.639
		Ballot form at the AGM venue	20	5813499	100.000	0	0	0.000
		Total	**22**	**5814201**	**99.981**	**2**	**1128**	**0.019**

9. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 28th Annual General Meeting and thereafter the said records will be handed over to the Company Secretary of Gangotri Textiles Limited, for safe custody.

Thanking you,

Yours faithfully,

(B. KRISHNAMOORTHI)
SCRUTINIZER

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Membership No: 20439

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