



GTL SE CS  
28<sup>th</sup> September, 2015

Bombay Stock Exchange Ltd.,  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers, 25<sup>th</sup> Floor, Dalal Street  
Mumbai - 400 001

Dear Sir,

Sub : Scrutinizers Report -Adjourned Extra-Ordinary General Meeting  
held on 25<sup>th</sup> September, 2015

We are pleased to inform you that all the resolutions set out in the Notice dated 28<sup>th</sup> July, 2015 of the Extra-Ordinary General Meeting of the Members of the Company were passed at the Adjourned Extra-Ordinary General Meeting of Members of the Company held on 25<sup>th</sup> September, 2015 at Bangalore, with requisite majority.

In this regard, please find attached herewith Consolidated Scrutinizers Report for your information and records.

Please acknowledge.

Regards,

Yours faithfully,  
For Gokak Textiles Limited

K Ramananda Pai  
Company Secretary

Encl : As stated

**GOKAK TEXTILES LIMITED**

Registered Office : No. 24, 29<sup>th</sup> Main, BTM Layout 2<sup>nd</sup> Stage, Bangalore 560 076 INDIA  
Tel : +91 80-266 89 605 / 6 Fax : +91 80-266 89 604 www.gokakmills.com  
CIN L17116KA2006PLC038839



  
**GOKAK™**  
TEXTILES LIMITED

**B.S SRINIVAS**  
**COMPANY SECRETARIES**

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Combined Scrutinizers Report on E- Voting Voting by postal ballot & Insta Poll Conducted at the Extra Ordinary General Meeting of Gokak Textiles Limited held at Bangalore on September 18,2015 and Adjourned meeting on September 25,2015

To,

**The Chairman**  
**Gokak Textiles Limited**  
**No.24, 29<sup>th</sup> Main, BTM Layout II Stage**  
**Bangalore – 560 076**

Extra Ordinary General Meeting of Equity Shareholders of Gokak Textiles Limited held on Friday, September 18,2015 and same Adjourned due to Short of Quorum and Adjourned meeting held on September 25,2015 at 3.00 P M at Bharatiya Vidya Bhavan, Race Course Road, Bangalore-560001

Sub: Consolidated Scrutinizers report on remote E voting Conducted Pursuant to the provision of Section 108 of the Companies Act 2013 and rule 20(Xi) of the Companies ( Management and Administration ) Rules 2014, Postal Ballot as per Section 110 of Companies Act and Voting at Extra Ordinary General Meeting of Gokak Textiles Limited held on Friday, September 25, 2015 at 3.00 PM.

I was also appointed as the Scrutinizer to review Postal ballot papers and to conduct the poll process in respect of the voting at the Extra Ordinary General Meeting held on September 25, 2015.

The Votes were unblocked on September 25, 2015 at 6.30 PM in the presence of two witnesses viz., Mr. Kiran Desai residing No 448, 4<sup>th</sup> Main , B S K 1<sup>st</sup> Stage, 1<sup>st</sup> Block, Siri Nagar Bangalore -560050 and Mrs. Komala V residing No 02, typo D Block, KMIO, Campus Bnagalore-560027 who are not in employment of the Company.

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The Notice dated 28<sup>th</sup> July, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the Extra Ordinary General Meeting of the members of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e voting by the shareholders of the company.

The Extra Ordinary General Meeting had also provided voting facility to the shareholders present at the meeting and who had not cast their vote earlier through remote Evoting facility.

The shareholders of the Company holding shares as on the cut off date of 14<sup>th</sup> August, 2015 were entitled to vote on the resolutions as contained in the notice of the Extra Ordinary General Meeting.

The voting period for remote e-voting commenced on Monday, 14<sup>th</sup> September, 2015 (10.00 a.m. 1ST) and ended on Thursday 17<sup>th</sup> September, 2015 (5.00 p.m. 1ST) and the e-voting module was blocked by NSDL thereafter.

After the closure of the voting at the Extra Ordinary General Meeting, the report on the said voting taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of the two witnesses who are not in the employment of the company and after the conclusion of the voting at the Extra Ordinary General Meeting the votes cast there under were counted.

With respect to Poll, after the time fixed for closing of the poll by the Chairman, the ballot box were opened in my presence and poll papers were diligently scrutinized.

The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. There was no polling paper which was incomplete or found defective.

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I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the download from the NSDL e-voting system. Postal Ballot and Poll at the meeting.

I now submit my consolidated report as under on the result of the remote e- voting, postal ballot papers and ballot papers at the meeting in respect of the said resolution.

### **Resolution No. 1- Increasing the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association**

The Authorized Share Capital of the Company of Rs.7,00,00,000 (Rupees Seven crore) divided into 70,00,000 (Seventy lakhs) Equity Shares of Rs.10 each be and is hereby increased to Rs. 27,00,00,000 (Rupees Twenty Seven crore) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs.10 each and 2,00,00,000 (Rupees Two crore) Non-cumulative, Non-convertible, Redeemable, Preference Shares of Rs.10 each

(i) Voting " i n F a v o u r " of the resolution

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
73	4785378	99.74



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(ii) Voting " against " of the resolution

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
06	12470	0.26

(iii) Invalid Votes

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)
15	1115

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## **Resolution No. 2- Alteration of Articles of Association**

Deletion of Article No 4 of the Articles of Association of the Company

(i) Voting " i n F a v o u r " of the resolution

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
71	4785166	99.73

(ii) Voting " against " of the resolution

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
08	12682	0.27

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(iii) Invalid Votes

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)
15	1115

**Resolution No. 3-**

**Issue and Offer of Non-cumulative, Non-convertible, Redeemable Preference Shares on a Private Placement basis**

(i) Voting " i n F a v o u r " of the resolution

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
70	4784877	99.74



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(ii) Voting " against" of the resolution

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
08	12682	0.26

(iii) Invalid Votes

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)
16	1365



**Resolution No. 4-**

**Appointment of Mr.Sachin Kulkarni as the Whole time Director and a Key Managerial Personnel**

(i) Voting " i n F a v o u r " of the resolution

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
72	4796660	99.97

(ii) Voting " against" of the resolution

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
07	1188	0.03

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(iii) Invalid Votes

Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , Postal ballot and Voting at the Meeting	Total Number of votes cast by them(shares)
15	1114

The Register, all other papers and relevant records relating to remote e voting and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Extra Ordinary General meeting and thereafter the same would be handed over to the Company Secretary for the safe keeping

Yours faithfully,



**(B.S. SRINIVAS)**



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**THE FINAL ANALYSIS COMBING THE EVOTING, POSTAL BALLOT PAPERS AND VOTING AT THE MEETING IS AS FOLLOWS:**

Resolution No	Particulars	Total No of Shares voted	Voted in Favor	Voted against	Percentage (in Favor)	Result
1	<b>Increasing the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association</b>	4797848	4785378	12470	99.74	Approved
2	<b>Alteration of Articles of Association</b>	4797848	4785166	12682	99.73	Approved
3	<b>Issue and Offer of Non-cumulative, Non-convertible, Redeemable Preference Shares on a Private Placement basis</b>	4797559	4784877	12682	99.74	Approved

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4	Appointment of Mr.Sachin Kulkarni as the Whole time Director and a Key Managerial Personnel	4797848	4796660	1188	99.97	Approved
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Based on the above information, you may kindly announce the results.

Further to the e-voting statement already furnished, I hereby enclose the copies of the polling papers received as per the above details.

Yours faithfully,



(B.S. SRINIVAS)