

Report of Scrutinizer

To,
Chairman
GOKAK TEXTILES Limited

Dear Sir,

I, B S SRINIVAS, appointed as Scrutinizer(s) for the purpose of E voting of the business to be transacted at the 8th Annual General Meeting of GOKAK TEXTILES LIMITED held on 29TH December 2014 at Bharathiya Vidya Bhavan, Bangalore, submit our report as under:

1. In terms of Clause 35B of Listing Agreement, and applicable provisions of Companies Act, 2013, a E voting on all the business to be transacted at the 8th AGM was conducted between 10.A.M. on 23rd December 2014 to 5.00 P.M. on 25th December 2014..

2. After the time fixed for the E Voting was completed, the E voting Portal of NSDL for Gokak Textiles Limited, was logged in by me in presence of two persons who are not the employees of Gokak Textiles limited and the result of the E voting was authorised and downloaded by me..

3. The result of the E voting is as under:

(a) Resolution 1. ADOPTION OF ACCOUNTS AS ORDINARY RESOLUTION -

(i) Voted **in favour** of the resolution:

Number of members and votes held: **2**

Number of votes cast : **7850**

Percentage of votes cast of total votes polled: **100%**

(ii) Voted **against** the resolution: **NIL**

(b) Resolution . REAPPOINTMENT OF SHAPOOR P MISTRY AS DIRECTOR AS ORDINARY RESOLUTION –

(i) Voted **in favour** of the resolution:

Number of members and votes held: **2**

Number of votes cast : **7850**

Percentage of votes cast of total votes polled: **100%**

(ii) Voted **against** the resolution: **NIL**

(C) Resolution 3. RE APPOINTMENT OF AUDITOR AS ORDINARY RESOLUTION

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(i) Voted **in favour** of the resolution:
Number of members and votes held: 2
Number of votes cast : 7850
Percentage of votes cast of total votes polled: 100%

(ii) Voted **against** the resolution: NIL

(D) Resolution 4. RE APPOINTMENT OF BRANCH AUDITOR ORDINARY RESOLUTION -

(i) Voted **in favour** of the resolution:
Number of members and votes held: 2
Number of votes cast : 7850
Percentage of votes cast of total votes polled: 100%

(ii) Voted **against** the resolution: NIL

(E) Resolution 5. APPOINTMENT OF PN KAPADIA AS INDEPENDENT DIRECTOR AS ORDINARY RESOLUTION -

(i) Voted **in favour** of the resolution:
Number of members and votes held: 2
Number of votes cast : 7850
Percentage of votes cast of total votes polled: 100%

(ii) Voted **against** the resolution: NIL

(F) Resolution 6. APPOINTMENT OF R N JHA AS INDEPENDENT DIRECTOR AS ORDINARY RESOLUTION -

(i) Voted **in favour** of the resolution:
Number of members and votes held: 2
Number of votes cast : 7850
Percentage of votes cast of total votes polled: 100%

(ii) Voted **against** the resolution: NIL

(G) Resolution 7. APPOINTMENT OF K KALYANIWALLA AS INDEPENDENT DIRECTOR AS ORDINARY RESOLUTION

(i) Voted **in favour** of the resolution:
Number of members and votes held: 2
Number of votes cast : 7850
Percentage of votes cast of total votes polled: 100%

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(ii) Voted **against** the resolution: NIL

(H) Resolution 8. APPOINTMENT OF D G PRASAD AS INDEPENDENT DIRECTOR AS ORDINARY RESOLUTION

(i) Voted **in favour** of the resolution:
Number of members and votes held: 2
Number of votes cast : 7850
Percentage of votes cast of total votes polled: 100%

(ii) Voted **against** the resolution: NIL

(I) Resolution 9. APPROVAL OF BORROWING LIMITS AS SPECIAL RESOLUTION -

(i) Voted **in favour** of the resolution:
Number of members and votes held: 2
Number of votes cast : 7850
Percentage of votes cast of total votes polled: 100%

(ii) Voted **against** the resolution: NIL

(J) Resolution 10. APPROVAL OF CREATION OF CHARGES ON ASSETS OF COMPANY AS SPECIAL RESOLUTION -

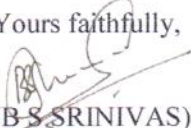
(i) Voted **in favour** of the resolution:
Number of members and votes held: 2
Number of votes cast : 7850
Percentage of votes cast of total votes polled: 100%

(ii) Voted **against** the resolution: NIL

5. A Statement containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking you,

Yours faithfully,


(B-S SRINIVAS)
SCRUTANIZER

**SCRUTINIZER'S REPORT FOR POSTAL BALLOT HELD FOR PASSING
ORDINARY RESOLUTIONS IN THE ANNUAL GENERAL MEETING HELD ON 29TH
DECEMBER 2014**

**The Chairman
Gokak Textiles Limited
1st Floor, No. 45/3, Gopalkrishna Complex,
Residency Cross Road, Bangalore – 560 025**

Dear Sir,

1. The Board of Directors of the Company at its meeting held on **10TH November 2014** has appointed me as a Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
 - 2.1 The Company has completed on **4th December .2014** the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on **21st November 2014**
 - 2.2 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.4 The ballot boxes were opened on 26th **December 2014** in my presence.

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- 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on **21st November 2014**
- 2.6 All postal ballot forms received upto the close of working hours on **25th December 2014**, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.7 No Envelopes containing postal ballot forms were received after **25th December 2014**
- 2.8 No Envelopes containing postal ballot forms were returned undelivered.
- 2.9 I did not find any defaced or mutilated ballot paper.
3. A summary of the postal ballot forms received is given below:

FOR ORDINARY RESOLUTION FOR ADOPTION OF ACCOUNTS

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid-up Equity Capital	% of total valid votes polled
a. Total postal ballot forms received	67	3273	0.05%	XX
b. Less : Invalid postal ballot forms (as per register)	8	109	0.0015%	XX
c. Net valid postal ballot forms (as per register)	59	3164	0.049	100%
d. Postal ballot forms with assent for the Resolution	54	2913	0.049	94.7%
e. Postal ballot forms with dissent for the Resolution	5	163	0.0025%	5.3%

PS: the percentages have been rounded off to the nearest two decimal places.

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FOR ORDINARY RESOLUTION FOR RE APPOINTMENT OF SHAPOOR MISTRY AS DIRECTOR

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid-up Equity Capital	% of total valid votes polled
a. Total postal ballot forms received	67	3273	0.05%	XX
b. Less : Invalid postal ballot forms (as per register)	8	109	0.0015%	XX
c. Net valid postal ballot forms (as per register)	59	3164	0.049%	100%
d. Postal ballot forms with assent for the Resolution	51	2701	0.042%	88.20%
e. Postal ballot forms with dissent for the Resolution	8	375	0.001%	11.80%

PS: the percentages have been rounded off to the nearest two decimal places.

FOR ORDINARY RESOLUTION FOR RE APPOINTMENT OF RETIRING AUDITOR

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid-up Equity Capital	% of total valid votes polled
a. Total postal ballot forms received	67	3273	0.05%	XX
b. Less : Invalid postal ballot forms (as per register)	8	109	0.0015%	XX
c. Net valid postal ballot forms (as per register)	59	3164	0.049%	100%
d. Postal ballot forms with assent for the Resolution	53	2716	0.042%	88.30%
e. Postal ballot forms with dissent for the Resolution	6	360	0.0055%	11.70%

PS: the percentages have been rounded off to the nearest two decimal places

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Email: srinivas@cosecsri.com , srinivas.bs@rediffmail.com

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FOR ORDINARY RESOLUTION FOR REAPPOINTMENT RETIRING BRANCH AUDITOR

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid-up Equity Capital	% of total valid votes polled
a. Total postal ballot forms received	67	3273	0.05%	XX
b. Less : Invalid postal ballot forms (as per register)	8	109	0.0015%	XX
c. Net valid postal ballot forms (as per register)	59	3164	0.049%	100%
d. Postal ballot forms with assent for the Resolution	54	2913	0.047%	94.70%
e. Postal ballot forms with dissent for the Resolution	5	163	0.003%	5.30%

PS: the percentages have been rounded off to the nearest two decimal places

FOR ORDINARY RESOLUTION FOR APPOINTMENT OF P N KAPADIA AS INDEPENDENT DIRECTOR U/S 149(6)

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid-up Equity Capital	% of total valid votes polled
a. Total postal ballot forms received	67	3273	0.05%	XX
b. Less : Invalid postal ballot forms (as per register)	8	109	0.0015%	XX
c. Net valid postal ballot forms (as per register)	59	3164	0.049%	100%
d. Postal ballot forms with assent for the Resolution	53	2880	0.044%	94.80%
e. Postal ballot forms with dissent for the Resolution	6	196	0.003%	6.20%

PS: the percentages have been rounded off to the nearest two decimal places

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**FOR ORDINARY RESOLUTION FOR APPOINTMENT OF R N JHA AS
INDEPENDENT DIRECTOR U/S 149(6)**

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid-up Equity Capital	% of total valid votes polled
a. Total postal ballot forms received	67	3273	0.05%	XX
b. Less : Invalid postal ballot forms (as per register)	8	109	0.0015%	XX
c. Net valid postal ballot forms (as per register)	59	3164	0.049%	100%
d. Postal ballot forms with assent for the Resolution	53	2875	73.83%	93.50%
e. Postal ballot forms with dissent for the Resolution	6	196	0.003%	6.50%

PS: the percentages have been rounded off to the nearest two decimal places

**FOR ORDINARY RESOLUTION FOR APPOINTMENT OF D G PRASAD AS
INDEPENDENT DIRECTOR U/S 149(6)**

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid-up Equity Capital	% of total valid votes polled
a. Total postal ballot forms received	67	3273	0.05%	XX
b. Less : Invalid postal ballot forms (as per register)	8	109	0.0015%	XX
c. Net valid postal ballot forms (as per register)	59	3164	0.049%	100%
d. Postal ballot forms with assent for the Resolution	53	2875	73.83%	93.50%
e. Postal ballot forms with dissent for the Resolution	6	196	0.003%	6.50%

PS: the percentages have been rounded off to the nearest two decimal places

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**FOR ORDINARY RESOLUTION FOR APPOINTMENT OF K
KALYANIWALLA AS INDEPENDENT DIRECTOR U/S 149(6)**

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid-up Equity Capital	% of total valid votes polled
a. Total postal ballot forms received	67	3273	0.05%	XX
b. Less : Invalid postal ballot forms (as per register)	8	109	0.0015%	XX
c. Net valid postal ballot forms (as per register)	59	3164	0.049%	100%
d. Postal ballot forms with assent for the Resolution	51	2663	0.040%	87.81%
e. Postal ballot forms with dissent for the Resolution	8	408	0.006%	12.19%

PS: the percentages have been rounded off to the nearest two decimal places

**FOR SPECIAL RESOLUTION FOR APPROVAL OF BORRWOENG LIMITS
U/S 180(1) (C)**

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid-up Equity Capital	% of total valid votes polled
a. Total postal ballot forms received	67	3273	0.05%	XX
b. Less : Invalid postal ballot forms (as per register)	8	109	0.0015%	XX
c. Net valid postal ballot forms (as per register)	59	3164	0.049%	100%
d. Postal ballot forms with assent for the Resolution	51	2663	0.040%	87.81%
e. Postal ballot forms with dissent for the Resolution	8	408	0.006%	12.19%

PS: the percentages have been rounded off to the nearest two decimal places

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FOR SPECIAL RESOLUTION FOR CREATION OF CHARGE ON ASSETS OF THE COMPANY U/S180(1)(a)

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid-up Equity Capital	% of total valid votes polled
a. Total postal ballot forms received	67	3273	0.05%	XX
b. Less : Invalid postal ballot forms (as per register)	8	109	0.0015%	XX
c. Net valid postal ballot forms (as per register)	59	3164	0.049%	100%
d. Postal ballot forms with assent for the Resolution	51	2663	0.040%	87.81%
e. Postal ballot forms with dissent for the Resolution	8	408	0.006%	12.19%

PS: the percentages have been rounded off to the nearest two decimal places

- I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary/ Director authorized by the Board to supervise the postal ballot process.
- You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,



Name and signature of Scrutinizer

Place: Bangalore

Dated: 30/12/2014

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Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
8th Annual Meeting of the Equity
Shareholders of GOKAK TEXTILES Limited
Held on 29TH December 2014 at Bangalore

Dear Sir,

I, B S SRINIVAS, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 8TH Annual General Meeting meeting of the Equity Shareholders of GOKAK TEXTILES LIMITED held on 29TH December 2014 at Bharathiya Vidya Bhavan, Bangalore, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The pollpapers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

TOTAL NUMBER OF MEMBERS PRESENT IN PERSON & PROXY:	50
NUMBER OF BALLOT PAPERS RECEIVED:	30
NUMBER OF VALID BALLOT PAPERS RECEIVED:	17
NUMBER OF INVALID BALLOT PAPERS RECEIVED	13
NUMBER VOTES HELD IN VALID BALLOT PAPERS	4781337

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COMPANY SECRETARIES

(a) Resolution 1. ADOPTION OF ACCOUNTS AS ORDINARY RESOLUTION -

(i) Voted **in favour** of the resolution:

Number of members present and polled (in person and Proxy) and votes held: 30

Number of members with valid ballots (in person and Proxy) 17

valid votes cast : 4781337

Percentage of valid votes cast of total votes polled: 100

Number of invalid votes: NIL

(ii) Voted **against** the resolution:

Number of members present (in person and Proxy) and votes held:

Number of members (in person and Proxy) NIL

valid votes cast : NIL

Percentage of valid votes cast of total votes polled:

Number of invalid votes NIL

(b) Resolution . REAPPOINTMENT OF SHAPOOR P MISTRY AS DIRECTOR AS ORDINARY RESOLUTION -

(i) Voted **in favour** of the resolution:

Number of members present and polled (in person and Proxy) and votes held: 30

Number of members with valid ballots (in person and Proxy) 17

Valid votes cast : 4781337

Percentage of valid votes cast of total votes polled: 100

Number of invalid votes: NIL

(ii) Voted **against** the resolution:

Number of members present (in person and Proxy) and votes held:

Number of members (in person and Proxy) NIL

Valid votes cast : NIL

Percentage of valid votes cast of total votes polled:

Number of invalid votes NIL

(C) Resolution 3. RE APPOINTMENT OF AUDITOR AS ORDINARY RESOLUTION

(i) Voted **in favour** of the resolution:

Number of members present and polled (in person and Proxy) and votes held: 30

Number of members with valid ballots (in person and Proxy) 17

Valid votes cast : 4781337

Percentage of valid votes cast of total votes polled: 100

Number of invalid votes: NIL

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(ii) Voted **against** the resolution:

Number of members present (in person and Proxy) and votes held:	
Number of members (in person and Proxy)	NIL
Valid votes cast :	NIL
Percentage of valid votes cast of total votes polled:	
Number of invalid votes	NIL

(D) Resolution 4. RE APPOINTMENT OF BRANCH AUDITOR ORDINARY RESOLUTION -

(i) Voted **in favour** of the resolution:

Number of members present and polled (in person and Proxy) and votes held:	30
Number of members with valid ballots (in person and Proxy)	17
Valid votes cast	4781335
Percentage of valid votes cast of total votes polled:	100
Number of invalid votes:	NIL

(ii) Voted **against** the resolution:

Number of members present (in person and Proxy) and votes held:	
Number of members (in person and Proxy)	NIL
Valid votes cast :	NIL
Percentage of valid votes cast of total votes polled:	
Number of invalid votes	NIL

(E) Resolution 5. APPOINTMENT OF PN KAPADIA AS INDEPENDENT DIRECTOR AS ORDINARY RESOLUTION -

(i) Voted **in favour** of the resolution:

Number of members present and polled (in person and Proxy) and votes held:	30
Number of members with valid ballots (in person and Proxy)	17
Valid votes cast :	4781337
Percentage of valid votes cast of total votes polled:	100
Number of invalid votes:	NIL

(ii) Voted **against** the resolution:

Number of members present (in person and Proxy) and votes held:	
Number of members (in person and Proxy)	NIL
Valid votes cast :	NIL
Percentage of valid votes cast of total votes polled:	
Number of invalid votes	NIL

(F) Resolution 6. APPOINTMENT OF R N JHA AS INDEPENDENT DIRECTOR AS ORDINARY RESOLUTION -

(i) Voted **in favour** of the resolution:
Number of members present and polled (in person and Proxy) and votes held: 30
Number of members with valid ballots (in person and Proxy) 17
Valid votes cast 4781337
Percentage of valid votes cast of total votes polled: 100
Number of invalid votes: NIL

(ii) Voted **against** the resolution:
Number of members present (in person and Proxy) and votes held:
Number of members (in person and Proxy) NIL
Valid votes cast : NIL
Percentage of valid votes cast of total votes polled:
Number of invalid votes NIL

(G) Resolution 7. APPOINTMENT OF K KALYANIWALLA AS INDEPENDENT DIRECTOR AS ORDINARY RESOLUTION

(i) Voted **in favour** of the resolution:
Number of members present and polled (in person and Proxy) and votes held: 30
Number of members with valid ballots (in person and Proxy) 17
Valid votes cast : 4781337
Percentage of valid votes cast of total votes polled: 100
Number of invalid votes: NIL

(ii) Voted **against** the resolution:
Number of members present (in person and Proxy) and votes held:
Number of members (in person and Proxy) NIL
Valid votes cast : NIL
Percentage of valid votes cast of total votes polled:
Number of invalid votes: NIL

(H) Resolution 8. APPOINTMENT OF D G PRASAD AS INDEPENDENT DIRECTOR AS ORDINARY RESOLUTION

(i) Voted **in favour** of the resolution:
Number of members present and polled (in person and Proxy) and votes held: 30
Number of members with valid ballots (in person and Proxy) 17
Valid votes cast : 4781337
Percentage of valid votes cast of total votes polled: 100
Number of invalid votes: NIL

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(ii) Voted **against** the resolution:

Number of members present (in person and Proxy) and votes held:	
Number of members (in person and Proxy)	NIL
Valid votes cast :	NIL
Percentage of valid votes cast of total votes polled:	
Number of invalid votes	NIL

(I) Resolution 9. APPROVAL OF BORROWING LIMITS AS SPECIAL RESOLUTION -

(i) Voted **in favour** of the resolution:

Number of members present and polled (in person and Proxy) and votes held:	30
Number of members with valid ballots (in person and Proxy)	16
Valid votes cast :	4781335
Percentage of valid votes cast of total votes polled:	100
Number of invalid votes:	NIL

(ii) Voted **against** the resolution:

Number of members present (in person and Proxy) and votes held:	
Number of members (in person and Proxy)	1
Valid votes cast :	2
Percentage of valid votes cast of total votes polled:	NA
Number of invalid votes	NIL

(J)Resolution 10. APPROVAL OF CREATION OF CHARGES ON ASSETS OF COMPANY AS SPECIAL RESOLUTION -

(i) Voted **in favour** of the resolution:

Number of members present (in person and Proxy) and votes held:	30
Number of members with valid ballots (in person and Proxy)	16
Valid votes cast :	4781335
Percentage of valid votes cast of total votes polled:	100
Number of invalid votes:	NIL

(ii) Voted **against** the resolution:

Number of members present (in person and Proxy) and votes held:	
Number of members (in person and Proxy)	1
Valid votes cast :	2
Percentage of valid votes cast of total votes polled:	NA
Number of invalid votes	NIL

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5. A Statement containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



(B.S. SRINIVAS)

SCRUTANIZER

Place:Bangalore

Dated: 30/12/2014