

GPI TEXTILES LIMITED

Registered office: Bharatgarh Road, Nalagarh-174101
District Solan, Himachal Pradesh
CIN: U17117HP2000PLC026391
Website: www.gpitextiles.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of GPI TEXTILES LIMITED will be held at its registered office at Bharatgarh Road, Nalagarh-174101, District Solan, Himachal Pradesh on Thursday, the 31st day of August, 2017, at 11.30 AM to transact the following business:

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill casual vacancy

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

“Resolved that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Deepak Jindal & Co., Chartered Accountants (Registration No. 023023N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pathak H.D. & Associates, Chartered Accountants.

Resolved further that M/s. Deepak Jindal & Co., Chartered Accountants shall hold the office of the Statutory Auditors of the Company to conduct audit of the annual accounts of the Company for the financial year 2011-12 and shall hold the office of auditor of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting to be held relating to the financial year 2011-12, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

By Order of the Board
For GPI Textiles Limited

Place: Nalagarh
Date: 22nd July 2017

RAJESH GUPTA
Chief Financial Officer Cum Company Secretary

NOTES:

1. **A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not to be 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 ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.**

Proxies in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting. The proxy form is enclosed herewith the Notice.

2. Corporate member intending to send their authorized representative, to attend the meeting, are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of the notice.
4. Notice of the meeting is given to preference shareholders also who are eligible to exercise their right of voting as per provisions of Section 47(2) of the Companies Act, 2013 due to default in payment of their dividend for a period exceeding 2 years.
5. M/S MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata- 700 026 are Registrar and Transfer Agents (RTA) of the Company. All requests for transfer of Equity Shares and allied matters along with relevant transfer deeds and shares certificate should preferably be sent directly to the Company's RTA

and those Members who are holding their DP Account with Depository may send their transfer and allied matter advice through their DP to Depository.

6. Members who are holding shares in identical order of names in more than one folio are requested to write to Registrar and Transfer Agent of the Company to enable the Company to consolidate their holding in one folio.
7. Member who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in attendance slip for attendance at meeting.
8. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Annual report and Notice of EGM by email and others are being sent by post.
9. The Company is sending communications through email to shareholders whose emails are registered with the Company. While going through the Register of Members, we have noticed that there are members who have not registered their email IDs with the Company. Consequently, we are unable to send communications to them electronically. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013 and Rules made there under, we request the members to register their email IDs with the Company or their Depository Participants if they are holding shares in electronic form by adhering to the following procedure:
 - a) Shareholders holding shares in physical form may kindly register / send their email IDs at the RTA of the Company at the following address either by post or by e-mail :
MCS Share Transfer Agent Limited
12/1/5, Manohar Pukur Road,
Kolkata- 700 026
Telephone (033) 4072- 4051/4052/4053, Fax (033) 4072-4050
E mail: mcssta@rediffmail.com
Attn. Mr. Subhash Bhattacharya, Compliance officer
 - b) Shareholders holding shares in electronic/demat mode may kindly register their email IDs with their respective DPs.
 - c) Shareholders whose email IDs have undergone any change or whose IDs require any correction, may kindly follow the procedure detailed in (b), above.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

M/s Pathak H.D. & Associates, Chartered Accountants, was appointed as Statutory Auditor of the Company at the Extra Ordinary General Meeting held on 11th April 2015 to conduct the audit of accounts of the Company for the financial year 2011-12. They had almost completed their audit in August 2015 and released their draft Audit Report on 21st November 2016 but continued to hold final report due to continuous dispute between major shareholders and issues regarding going concern. Auditors have finally submitted their resignation on 3rd July 2017, resulting into a casual vacancy in the office of Statutory Auditors of the Company.

In terms of the provisions of Section 139(8) of the Companies Act, 2013 casual vacancy caused by the resignation of auditors can only be filled up by the Company in General meeting of shareholders. M/s. Deepak Jindal & Co., Chartered Accountants have expressed their willingness to be appointed as auditor and conduct audit of account of the Company for the period starting from 1st October, 2011 to 30th September, 2012. M/s. Deepak Jindal & Co. has confirmed that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board has recommended that M/s. Deepak Jindal & Co., Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pathak H.D. & Associates, Chartered Accountants.

None of the Directors, Key Managerial Personnel or their relatives, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholdings, if any.

By Order of the Board
For GPI Textiles Limited

Place: Nalagarh
Date: 22nd July 2017

RAJESH GUPTA
Chief Financial Officer Cum Company Secretary

GPI TEXTILES LIMITED

Registered office: Bharatgarh Road, Nalagarh-174101
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ATTENDANCE SLIP

| | |
|---------------------------------|--|
| Folio No./ DP ID/ Client ID No. | |
| No. of Shares held | |

I/We hereby record my/our presence at the EXTRAORDINARY GENERAL MEETING of the Company at its registered office at GPI Textiles Limited, Bharatgarh Road, Nalagarh-174101, District Solan, Himachal Pradesh on Thursday, the 31st August 2017, at 11.30 AM or at any adjournment thereof.

| | |
|--|--|
| NAME OF THE SHAREHOLDER(S) (In Block letters) | |
| SIGNATURE OF THE SHAREHOLDER(S) | |
| NAME OF THE PROXY (In Block letters) | |
| SIGNATURE OF THE PROXY | |

Note: Please fill attendance slip and hand it over at the entrance of the meeting hall.

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | | | |
|-----------------------|--|-------|--|
| CIN | U17117HP2000PLC026391 | | |
| Name of the Company | GPI Textiles Limited | | |
| Registered Office | Bharatgarh Road, Nalagarh-174101 District Solan, Himachal Pradesh | | |
| 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:

| | | | |
|----|----------------|-----------|--|
| 1. | Name | | |
| | Address | | |
| | E-mail Id | Signature | |
| | Or failing him | | |
| 2. | Name | | |
| | Address | | |
| | E-mail Id | Signature | |
| | Or failing him | | |
| 3. | Name | | |
| | Address | | |
| | E-mail Id | Signature | |
| | | | |

as my/our proxy to vote (on a poll) for me/us on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the Company to be held on Thursday, the 31st August 2017, at 11.30 AM at its registered office at GPI Textiles Limited, Bharatgarh Road, Nalagarh-174101, District Solan, Himachal Pradesh or at any adjournment thereof.

Resolution No:

| | | |
|----|--|--|
| 1. | Appointment of Statutory Auditor to fill the casual vacancy caused by the resignation of M/s Pathak HD & Associates, Chartered Accountants | |
|----|--|--|

Signed this.....day of.....2017

Signature of Shareholder

Affix a Revenue Stamp

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

GPI TEXTILES LIMITED

Registered office: Bharatgarh Road, Nalagarh-174101
District Solan, Himachal Pradesh
CIN: U17117HP2000PLC026391
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1. Name and registered :
Address of the sole/first
Named Members
(IN BLOCK LETTERS)
2. Name of Joint holders (if any) :
(IN BLOCK LETTERS)
3. Registered Folio No./ DP ID/ :
Client ID No.
4. No. of Shares held :

Dear Member,

Subject: Process and manner for availing E-voting Facility

Pursuant to provisions of sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the business to be transacted at the Extraordinary General Meeting of the Company to be held on Thursday, 31st August 2017 at 11.30 AM may be transacted through electronic voting system and the company is providing facility for voting by electronic means. The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The electronic voting particulars are set out below:

| EVSN (Electronic Voting sequence number) | User ID | Password/PIN |
|---|----------------|---------------------|
| | | |

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

| | |
|--------------------------|--|
| Commencement of e-voting | Monday, 28 th August 2017 at 9 AM |
| End of e-voting | Wednesday, 30 th August 2017 at 5PM |

During the period mentioned above, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date of 24th August 2017, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the Extraordinary General Meeting to be held on 31st August 2017.

Process for members opting for e-voting is as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rules framed there under, the Members are provided with the facility to exercise their vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):

- i. Open the e-mail and also open PDF file namely "GPITL e-voting.pdf " with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting Active e-Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of GPI Textiles Limited. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to kanwalcs@gmail.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company's email ID: rgupta@gpitrtextiles.com. In case the same do not reach Scrutinizer/ NSDL before closure of voting, the vote so exercised will be rejected in the system.
 - xiii. Once the vote on a resolution is cast by the shareholder s/he shall not be allowed to change it subsequently.
 - xiv. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of EGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from SI. No. (ii) to SI. No. (xiii) above to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Monday, 28th August 2017 (9.00 AM IST) and ends on Wednesday, 30th August 2017 (5.00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on 24th August 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up Equity & Preference share capital of the Company as on 24th August 2017 and as per the entitlements/Register of Members of the Company.
 - iii. Mr. Kanwaljit Singh Thanewal, Practicing Company Secretary (Membership No. F 5901/ CP No. 5870), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot

Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. The Chairperson of the meeting shall declare the result along with the Scrutinizer's Report on or before 2nd September 2017. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gpitextiles.com and on the website of NSDL on or before 2nd September 2017.
- vi. The notice of the meeting is also available on the website of the Company at www.gpitextiles.com and of NSDL at www.evoting.nsdl.com.