

Ref. GTNC/2021-22

June 28, 2021

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI – 400 001

The Manager,  
Listing Department,  
The National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No.C/1, G-  
Block, Bandra-Kurla Cmplx, Bandra (E),  
MUMBAI – 400 051

Dear Sir/Madam,

**Sub:** Annual Secretarial Compliance Report of the Company for  
the year ended March 31, 2021

**Ref:** GTN TEXTILES LIMITED

-----

In terms of Clause 3(b)(iii) of the SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2021, issued by Shri. MRL Narasimha, Practicing Company Secretary and the Secretarial Auditor of the Company.

Kindly acknowledge receipt of the same.

Thanking you,  
Yours faithfully,  
For **GTN TEXTILES LIMITED**

E K Balakrishnan  
Company Secretary

Encl:a/a

**GTN TEXTILES LIMITED**  
CIN: L18101KL2005PLC018062

**MARKETING / HEAD OFFICE :**

3rd Floor, Palal Towers, M.G. Road, Ravipuram, Kochi-682 016, India  
Phone : 91-484-2661900, Fax: 91-484-2370812  
E-mail: fin.ho@gtntextiles.com

**REGISTERED OFFICE :**

Door No. VIII/911, Erumathala P.O., Aluva - 683 112, India  
Phone: 91-484-2661000, 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**



**Secretarial compliance report of GTN Textiles Limited for the year ended  
31<sup>st</sup> March, 2021**

I, M.R.L. Narasimha, Company Secretary in practice, have examined:

- (a) all the documents and records made available to me and explanation provided by **GTN Textiles Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the listed entity during the Review Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the listed entity during the Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the listed entity during the Review Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the listed entity during the Review Period)**

*M. R. L. Narasimha*

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the listed entity during the Review Period)**
- (h) Securities and Exchange Board of India ((De-listing of Equity Shares) Regulations, 2009 **(Not applicable to the listed entity during the Review Period)**
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder.

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) During the review period, the following action was taken against the listed entity (including under the Standard Operating Procedures (SOP) issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued there under

Sno	Action Taken By	Details Of Violation	Details Of Action	Observation/Remarks By PCS
1	National Stock Exchange of India Limited	Non-Compliance of Regulation 17(1) regarding Composition of Board relating to the period 01-04-2020 to 30-06-2020	Levy of Fine amounting to <b>₹5,36,900/-</b> (Five Lakh Thirty-Six Thousand Nine Hundred only)	The Listed Entity has filed application for waiver of fine and the same is pending with their committee's approval.

*M. R. L. Narasimha*

*M. R. L. Narasimha* BCom, FCS

PRACTISING COMPANY SECRETARY

2	National Stock Exchange of India Limited	Non-Compliance of Regulation 17(1) regarding Composition of Board relating to the period 01-07-2020 to 30-07-2020	Levy of Fine amounting to ₹1,77,000/- (One Lakh Seventy-Seven Thousand only)	The Listed Entity has filed application for waiver of fine and the same is pending with their committee's approval
---	--	---	--	--

However, there were no actions taken against the promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

- (d) There were no observations in previous year secretarial audit report. Hence the Company has not taken any action to comply with the observations made in previous secretarial audit report.
- (e) The listed entity has suitably modified the terms of appointment of its Statutory Auditors in compliance with the provisions of Para 6(A) and Para 6(B) of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019

*M. R. L. Narasimha*

Place :- Coimbatore

M.R.L.Narasimha

Date:- 26<sup>th</sup> June 2021

M.No. 2851

UDIN:- F002851C000519565

COP.799

PRNO:517/2017

**M.R.L. NARASIMHA, B.Com., FCS**  
Practising Company Secretary  
M.No: 2851; C.P. 799,  
Old No:34-C, New No: 8, IIIrd CROSS,  
RAMALINGA NAGAR, K.K. PUDUR,  
COIMBATORE - 641 038.