

Ref. GTNC/19

Date: May 15, 2019

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

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

Dear Sir,

Sub: Annual Secretarial Compliance Report of the Company for the year ended
March 31, 2019

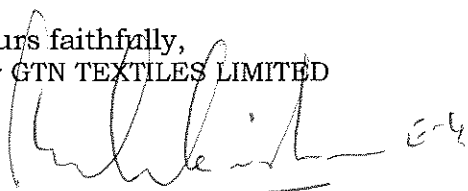
Ref: GTN Textiles Limited

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, 2019, 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



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: 91-484-2370812/2661980
E-mail: cs@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

**Secretarial compliance report of GTN Textiles Limited for the year ended
31st March, 2019**

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 31st March, 2019 ("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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2009
- (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:



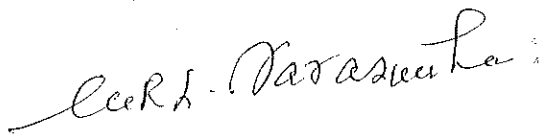
M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

- (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) The Company has not issued any securities during the year under review and hence the question of compliance of provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 does not arise;
- (d) The company has not bought back any securities during the year under review and hence the question of compliance of provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 does not arise.
- (e) The Company has not issued any securities during the year under review and hence the question of compliance of provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 does not arise;
- (f) The company has not delisted its securities from any of the Stock Exchanges in which it is listed during the period under review and hence the question of complying with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 does not arise;
- (g) The company has not issued any Non Convertible and Redeemable Preference shares securities from any of the Stock Exchanges in which it is listed during the period under review and hence the question of complying with the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 does not arise
- (h) The company has not issued any Debt securities from any of the Stock Exchanges in which it is listed during the period under review and hence the question of complying with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 does not arise



M.R.L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

- A. During review period, there were no actions taken against the listed entity/ its 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.
- B. 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.

Place: Kochi Date: 03.05.2019	 MRL Narasimha Practicing Company Secretary FCS No2851
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M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M.No: 2851, C.P. 799,
Old No:34-C, New No: 8, 11rd CROSS,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE - 641 038.