

Ref. GTNC/18

Date : October 4, 2018

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, dupli
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 Sirs,

Sub: Quarterly Compliance Report on Corporate Governance for
the quarter ended 30th September, 2018

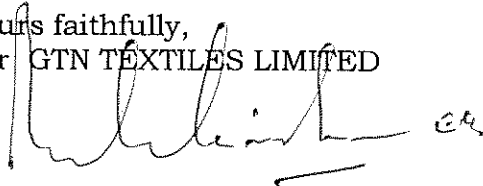
Ref: Regulation 27 of Securities and Exchange Board of India (Listing
Obligations and Disclosure Requirements) Regulations, 2015
("Listing Regulations")

With reference to the above, please find enclosed herewith Quarterly Compliance Report
on Corporate Governance for the quarter ended 30th September, 2018

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For GTN TEXTILES LIMITED



E K Balakrishnan
Vice President (Corporate Affairs) &
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

ISO 9001 : 2015 / 14001 : 2015 Certified

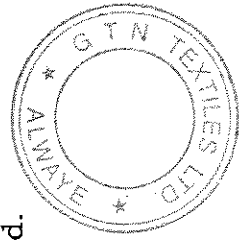
Compliance Report on Corporate Governance

1. Name of Listed Entity **GTN TEXTILES LIMITED**
2. Quarter ending **30th September, 2018**

I Composition of Board of Directors

Title Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairman/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (refer Regulation 26(1) of Listing Regulations)	No of Post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	B.K.Patodia	AFUPP3972R 00003516	C-E	19.12.2015	5 years	3	2	Nil
Mr.	B L Singhal	AUFPSS166R 00006433	I-NE	19.09.2014	5 years	3	6	3
Mr.	Prem Malik	AAGPM2710F 00023051	I-NE	19.09.2014	5 years	5	6	1
Mr.	S.Sundareshan	ABHPS3714K 01675195	I-NE	19.09.2014	5 years	4	6	Nil
Ms	Pamela Anna Mathew	AGTPM9013G 00742735	I-NE	07.08.2015	5 years	3	Nil	Nil
Mr.	Mahesh Thakker	AACPT1848B 01386254	NE	26.09.2018	--	1	Nil	Nil

1. Category of Directors means Chairman (C), Executive (E), Non- Executive (NE) Independent (I) Nominee (N).
2. * To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



II Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. B L Singhal Mr. Prem Malik Mr. S Sundareshan Mr. B K Patodia	C-I-NE I-NE I-NE E
2. Nomination & Remuneration Committee	Mr. B L Singhal Mr. Prem Malik Mr. S.Sundareshan Not Applicable	C-I-NE I-NE I-NE
3. Risk Management Committee (If applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Mr. Prem Malik Mr. B.L Singhal Mr. S.Sundareshan Mr. B K Patodia	C-I-NE I-NE I-NE E

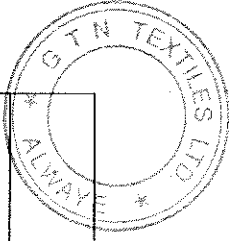
Category of Directors means Chairman (C), Executive (E), Non- Executive (NE), Independent (I) Nominee (N).

III Meeting of Board of Directors

Date(s) of Meeting(if any) in the previous quarter	Date(s) of Meeting (If any) in the relevant quarter	Maximum gap between any two consecutive meetings in number of days
30.05.2018	04.07.2018	35 Days
	14.08.2018	41 Days

IV Meeting of Committees

Name of the Committees	Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	14.08.2018	Yes- (Out of 4 Members, 3 Members including 2 independent Directors were present) Yes- All members were present	30.05.2018	76 Days
Stakeholders' Relationship Committee	14.08.2018	Yes - Out of 4 Members, 3 Members including 2 independent Directors were present)	30.05.2018	76 Days



V Related Party Transactions

Subject	Compliance status(Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

VI Affirmations

1.	The composition of Board of Directors is in terms of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015
2.	The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015
3.	a) Audit Committee b) Nomination & Remuneration Committee c) Stakeholders Relationship Committee d) Risk Management Committee (applicable to the top 100 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation : E.K Balakrishnan,

For GTN TEXTILES LIMITED



E. K. BALAKRISHNAN
Vice President (Corporate Affairs)
& Company Secretary

Company Secretary & Compliance Officer

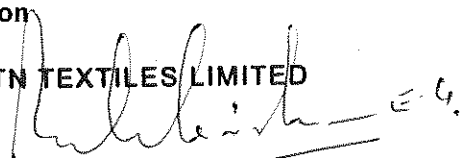
GTN TEXTILES LIMITED

Annexure III for the quarter ended 30.09.2018

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Shri, B.L Singhal, a Practicing Chartered Accountant, is the Chairperson of the Audit Committee. He sought leave due to his prior commitment and was granted leave of absence.
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	Shri, B.L Singhal, is also the Chairperson of the Nomination and Remuneration Committee. Due to his prior commitment he was granted leave of absence.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Name & Designation

For GTN TEXTILES LIMITED


E. K. BALAKRISHNAN
Vice President (Corporate Affairs)
& Company Secretary

Company Secretary / Compliance Officer