

Ref. GTNC/16

Date : July 9, 2016

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 Sirs,

Sub: Quarterly Compliance Report on Corporate Governance for  
the quarter ended 30<sup>th</sup> June, 2016

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

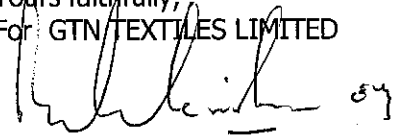
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With reference to the above, please find enclosed herewith Quarterly Compliance Report on  
Corporate Governance for the quarter ended 30<sup>th</sup> June,2016.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,  
For GTN TEXTILES LIMITED

  
E K Balakrishnan  
Vice President (Corporate Affairs) &  
Company Secretary

End:a\A

**GTN TEXTILES LIMITED**

CIN: L18101KL2005PLC018062

**MARKETING / HEAD OFFICE :**

3rd Floor, Palal Towers, M.G. Road, Ravipuram, Kochi-682 016, India  
Phone : 91-484-3928300, Fax: 91-484-2370812/3928380  
E-mail: cs@gtntextiles.com

**REGISTERED OFFICE :**

Door No.VIII/911, Erumathala P.O., Aluva - 683 112, India  
Phone: 91-484-3080100, 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 : 2008 / 14001 : 2004 Certified**

**Compliance Report on Corporate Governance**

1. Name of Listed Entity **GTN TEXTILES LIMITED**  
 2. Quarter ending **30<sup>th</sup> JUNE,2016**

**I Composition of Board of Directors**

Title M/Ms	Name of the Director	PAN & DIN	Category (Chairman/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Approved by and Remuneration Committee and Board of Director.	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	AFUJPP397ZR 00003516	C-E	27.05.2015- 19.09.2014	Approved by Nomination and Remuneration Committee and Board of Director. 07.08.2015- shareholders by way of Special resolution 19.12.2015- Effective date of Appointment	--	3	2	Nil
Mr.	B L Singhal	AUIPSS166R 00006433	I-NE	19.09.2014		5 years	3	6	3
Mr.	Prem Malik	AAAGPM2710F 00023051	I-NE	19.09.2014		5 years	4	6	1
Mr.	S.Sundareshan	ABHPPS3714K 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 C Thakker	AACPT1848B 01386254	NE	07.08.2015		--	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.



<b>II</b>	<b>Composition of Committees</b>
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	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. Sundarshan 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. Sundarshan	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. Sundarshan Mr. B. K. Patodia	C-I-NE I-NE I-NE I-NE E
<ul style="list-style-type: none"> <li>Category of Directors means Chairman (C), Executive (E), Non-Executive (NE) Independent (I) Nominee (N).</li> </ul>			

<b>III</b>	<b>Meeting of Board of Directors</b>
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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
09.02.2016	28.04.2016	78 Days
---	30.05.2016	32 Days

**Note:** During the relevant quarter, there were two Board meetings and the time gap between these meetings were 32 days

<b>IV</b>	<b>Meeting of Committees</b>
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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	28.04.2016	Yes- All members were present.	09.02.2016	78 Days
Audit Committee	30.05.2016	Yes- All members were present.	---	32 Days
Stakeholders Relationship Committee	30.05.2016	Yes- All members were present	09.02.2016	110 Days

**Note:** During the relevant quarter, there were two Audit Committee meetings and the time gap between these meetings were 32 days

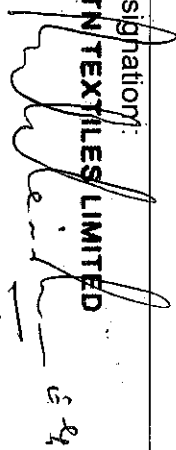


**V Related Party Transactions**

Whether prior approval of audit committee obtained	Subject	Compliance status (Yes/No/NA)
Whether shareholder approval obtained for material RPT		Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes
		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	
	<ul style="list-style-type: none"> <li>a) Audit Committee</li> <li>b) Nomination &amp; Remuneration committee</li> <li>c) Stakeholders relationship committee</li> <li>d) Risk Management committee (applicable to the top 100 listed entities)</li> </ul>	
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements), 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:**  
**FOR GTN TEXTILES LIMITED**  
  
**E. K. BALAKRISHNAN**  
**Vice President (Corporate Affairs)**  
**& Company Secretary**  
**Company Secretary & Compliance Officer**

