



# 13<sup>TH</sup> ANNUAL REPORT 2017-2018



## Board of Directors



## Contents

B. K. Patodia	Chairman & Managing Director
B. L. Singhal	Independent Director
Prem Malik	Independent Director
S. Sundareshan	Independent Director
Pamela Anna Mathew	Independent Director
Mahesh C Thakker	Non Executive Director

E. K. Balakrishnan	Vice President (Corporate Affairs) & Company Secretary
A. K. Warerkar	Vice President (Finance) & Chief Financial Officer

Bankers & Financial Institution  
Central Bank of India  
State Bank of India  
Export-Import Bank of India  
Bank of India  
Axis Bank Limited

Auditors	M/s. L. U. Krishnan & Co. Chartered Accountants, Chennai
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Legal Advisors	M/s. Menon & Pai, Kochi
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Registered Office	Door No. VIII/911, Erumathala P O., Aluva, Ernakulam 683 112
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Corporate Office	43, 4th Floor, Mittal Chambers, 228 Nariman Point, Mumbai 400 021
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Corporate ID No. (CIN)	L18101KL2005PLC018062
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# GTN TEXTILES LIMITED

## DIRECTORS' REPORT

### To the Members,

Your Directors present the THIRTEENTH Annual Report together with the Audited Statement of Accounts (Standalone & Consolidated) for the year ended 31<sup>st</sup> March, 2018

### 1. FINANCIAL RESULTS

(₹ in lakhs)

Particulars	Financial Year ended			
	Standalone		Consolidated	
	31.3.2018	31.3.2017	31.3.2018	31.3.2017
<b>REVENUE</b>				
Income from operations	14278	11363	14278	11363
Other income	43	39	43	39
Changes in Inventories	196	(163)	196	(163)
Total	14517	11239	14517	11239
<b>EXPENSES</b>				
a) Cost of materials	8037	6271	8037	6271
b) Employee benefits expense	2277	2009	2277	2009
c) Other expenses	2974	2270	2974	2270
Total	13288	10550	13288	10550
<b>OPERATING PROFIT</b>	1229	689	1229	689
Finance Costs	1060	989	1060	989
<b>PROFIT/(LOSS) BEFORE DEPRECIATION, AMORTISATION &amp; TAX EXPENSES</b>	169	(300)	169	(300)
Depreciation and Amortisation Expenses	370	392	370	392
<b>PROFIT/(LOSS) BEFORE TAX AND BEFORE EXCEPTIONAL ITEM</b>	(201)	(692)	(201)	(692)
<b>EXCEPTIONAL ITEM</b>	(64)	(165)	(64)	(165)
<b>PROFIT/(LOSS) BEFORE TAX AFTER EXCEPTIONAL ITEM</b>	(265)	(857)	(265)	(857)
<b>SHARE OF PROFIT / (LOSS) OF ASSOCIATE</b>	-	-	(201)	462
Tax Expenses				
Deferred Taxation	(47)	(227)	(47)	(227)
<b>PROFIT/(LOSS) AFTER TAX</b>	(218)	(630)	(419)	(168)

Your company has adopted Indian Accounting Standards (IND AS) effective 1<sup>st</sup> April 2017 (transition date being 1<sup>st</sup> April 2016) and accordingly, the financial statements for the Year 2017-18 and the previous year ended 31<sup>st</sup> March 2017 have been prepared in accordance with the recognition and measurement principle laid down in the IND AS prescribed under section 133 of the Companies Act 2013 read with the relevant rules issued thereunder and other accounting principles generally accepted in India.

### 2. FINANCIAL PERFORMANCE

The Textile Industry saw a year of turbulence (FY 2017-18) with a short-term disruption on account of rollout of GST, a major Indirect Tax reform by converging various complex indirect taxes into a unified platform. It took some time for the Indian cotton textiles Industry in general and Spinning industry in particular to align itself with the new tax regime, while impacting the financial performance of most players in the Industry. There was a significant fall in exports of Cotton Yarn mainly due to substantial reduction of imports by China which is a largest importer of Cotton yarn in the World. Cotton, the main raw material for Spinning Mills witnessed substantial rise in the prices without any commensurate rise in the yarn prices. Cotton yarn saw changes in several incentives after implementation of Goods and

Services Tax (GST) including reduction in drawback rates. Cotton growing states like Gujarat, Maharashtra, Madhya Pradesh etc. gave liberal incentives and concessions resulting in huge new capacity build up. These newly established Spinning Mills had substantial cost advantages resulting in tremendous pricing pressure and erosion in profit margins of existing companies.

Amidst the aforesaid challenges, your company could register higher revenue of ₹ 14517 lakhs for the FY 2017-18 as against ₹ 11239 lakhs in the F.Y. 2016-17, mainly on account of higher capacity utilization during the year under review. The export turnover for the year was at ₹ 6531 lakhs as against ₹ 3373 lakhs for FY 2016-17, the company also earned Agency Commission income of ₹ 680 lakhs from Other business segment-Commission

## DIRECTORS' REPORT (Contd...)

Agency. However, the operating margins were under pressure due to lower price realization, higher raw material cost as well as reduction in revenue from export incentives to ₹ 91.51 lakhs during the year as against ₹ 155.14 lakhs for FY 2016-17, due to decrease in duty drawback rates to 1.20 % from 3.00%, with the introduction of GST regime. As a result, despite higher revenue, the company has incurred Loss of ₹ 218 lakhs as against loss of ₹ 630 lakhs in the previous year.

Due to continued stress in liquidity position, Your Board have approved a proposal to monetise some of its non-core assets in a phased manner and have identified surplus land of approx. 5.07 acres situated at the Company's plant at Aluva. The proposed sale would in no way affect the functioning of the company's spinning mill situated in the same premises. The proceeds will be utilised to reduce company's debts, modernization of plant, upgradation of technology as well as to shore up networking capital requirements

### 3. DIVIDEND

Your company has incurred loss for the year and hence the Board is unable to recommend dividend for the financial year ended 31<sup>st</sup> March, 2018.

### 4. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements, prepared in accordance with the applicable accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report. The Auditors Report on the consolidated financial statements also attached. The same is with unmodified opinion (unqualified).

### 5. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

The Company did not have any Subsidiary or Joint Venture during the financial year. The Company has one Associate Company, Patspin India Limited.

A Statement containing the salient features of the financial statement of the Associate company is given in Annexure A to the Consolidated financial statements.

The Audited financial statements including the Consolidated financial statements of the company and all other documents required to be attached thereto may be accessed on the Company's website [www.gtn textiles.com](http://www.gtn textiles.com). These documents will also will be available for inspection during business hours at the Registered office of the company.

### 6. MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on the Management discussion and analysis forms an integral part of this report.

### 7. PUBLIC DEPOSITS

The Company discontinued its Fixed Deposit Scheme from 1<sup>st</sup> April, 2014. During the year under review, your Company did not accept any deposits within the meaning of Chapter V of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

### 8. CORPORATE GOVERNANCE

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance practices followed by the Company, together with a Certificate from the Company's Auditors confirming compliance, forms an integral part of this Report.

### 9. DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and Company's Articles of Association, Shri Mahesh C Thakker, Director retires by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for reappointment. The Board recommends the same for your approval.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (LODR) Regulations, 2015.

During the year under review, there is no change in the Board of Directors of the company.

### 10. NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board held during the year ended 31<sup>st</sup> March, 2018 forms part of the Corporate Governance Report

### 11. KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company:

- (i) Shri. B.K. Patodia : Chairman & Managing Director
- (ii) Shri. A.K. Warerkar : Chief Financial Officer
- (iii) Shri. E.K. Balakrishnan : Company Secretary

### 12. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors met once during the Financial Year under review. The Meeting was conducted without the presence of the Non-Independent Directors and members of management.

### 13. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act 2013, the Directors states that to the best of their knowledge and belief and according to the information and explanations obtained by them:

- (i) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your company as at 31<sup>st</sup> March 2018 and of the profit or loss of the company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your company and for preventing and detecting fraud and other irregularities;

## DIRECTORS' REPORT (Contd...)

- (iv) they have prepared the Annual Accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 14. BOARD EVALUATION

In compliance with the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. A structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent directors was completed. The performance evaluation of the Chairman and the Non – Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

### 15. FAMILIARISATION PROGRAMME FOR DIRECTORS

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the Compliance required from him under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same.

The Chairman and the Management has also one to one discussion with the Directors to familiarize with the company's operations.

### 16. AUDITORS

M/s. L.U.Krishnan & Co. (Regn.No.001527S) Chartered Accountants, Chennai were appointed as the Auditors of the Company at the 12<sup>th</sup> Annual General Meeting (AGM) held on 22<sup>nd</sup> September, 2017 to hold office from the conclusion of the 12<sup>th</sup> AGM till the conclusion of the 17<sup>th</sup> AGM of the Company.

Reports issued by the Statutory Auditors on the Standalone and Consolidated financial statements for the year ended 31<sup>st</sup> March 2018 are with unmodified opinion (unqualified).

### 17. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed Shri. MRL Narasimha, Practising Company Secretary to undertake the Secretarial Audit of the Company. The same is attached as Annexure I and forms an integral part of this Report. The Secretarial Audit Report does not contain any qualification, reservations or adverse remark.

### 18. COST AUDITORS

Pursuant to the provisions of Section 148 (3) of the Companies Act, 2013, the Board of Directors on the recommendation of the Audit Committee, appointed M/s. Hareesh K.N and Associates, Cost Accountants, as the Cost Auditors of the company for the year ended 31<sup>st</sup> March, 2018. The remuneration payable to the Cost Auditor is subject to approval of the Members at the Annual General Meeting. Accordingly, the remuneration payable to the Cost Auditors forms a part of the Notice convening 13<sup>th</sup> Annual General Meeting and the resolution is recommended for your approval.

### 19. EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT-9 as per Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of Companies (Management & Administration) Rules, 2014 is annexed hereto as **Annexure II** and forms part of this report.

### 20. RELATED PARTY TRANSACTIONS

There were no materially significant related party transactions which could have had a potential conflict with the interests of the Company. Transactions with related parties are in the ordinary course of business on arm's length and are periodically placed before the Audit Committee and Board for its approvals and the particulars of contracts entered during the year, in Form AOC-2 is enclosed as **Annexure - III**.

The Board of Directors, as recommended by the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Agreement. This Policy has been uploaded on the website of the Company.

### 21. LOANS & INVESTMENTS

Details of loans, guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to Financial Statements forming part of this report.

### 22. RISK MANAGEMENT

The company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor business risks. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/ mitigate the same through a properly defined framework.

During the year, a risk analysis and assessment was conducted and no major risks were noticed, which may threaten the existence of the company.

### 23. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The company has a Vigil Mechanism / Whistle Blower Policy to report genuine concerns or grievances. The Vigil Mechanism (Whistle Blower Policy) has been posted on the company's website ([www.gtntextiles.com](http://www.gtntextiles.com)).

## DIRECTORS' REPORT (Contd...)

### 24. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not yet attracted, the company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

### 25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information required under section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given in the Annexure IV forming part of this report

### 26. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an effective internal control and risk mitigation system designed to effectively control the operations at its Head Office, Plants and Depots. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets. The Company has well designed Standard Operating Procedures. Independent Internal Auditors conduct audit covering a wide range of operational matters and ensure compliance with specified standards. Planned periodic reviews are carried out by Internal Audit. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors.

Based on the deliberations with Statutory Auditors to ascertain their views on the financial statements including the Financial Reporting System and Compliance to Accounting Policies and Procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the Internal Controls and Systems followed by the company.

### 27. NOMINATION & REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a frame work in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. More details on the same are given in the Corporate Governance Report.

### 28. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an anti-sexual harassment policy in line with the requirements of the sexual harassment of women at the workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Compliance Committee (ICC) is already been functioned for redressing complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has not received any complaints under this policy during the year ended 31<sup>st</sup> March, 2018.

### 29. PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134 (3) (q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required pursuant to section 134 (3) (q) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the company will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered office of the company during business hours on working days of the company up to the date of the ensuing Annual General meeting. If any Member is interested in obtaining a copy thereof, such member may write to the company in this regard.

### 30. PERSONNEL & INDUSTRIAL RELATIONS

Industrial Relations were cordial and satisfactory except the situation explained in the review of financial performance. There were no employees whose particulars are to be given in terms of Section 134(3)(q) of the companies Act, 2013 read with Rule 5(2) and 5(3) of the companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

### 31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant and material orders passed by the Regulators or Courts or Tribunals that would impact the going concern status of your Company and its future operations.

### 32. GENERAL

- a) There was no issue of equity shares with differential rights as to dividend, voting or otherwise: and;
- b) There was no issue of shares (including sweat equity shares) to the employees of the company under any scheme.

### 33. ACKNOWLEDGEMENT

Your Directors place on record their gratitude to Central Bank of India, State Bank of India, Export-Import Bank of India, Bank of India and Axis Bank Limited and the concerned Departments of the State and Central Government, valuable customer, Employees and Shareholders for their assistance, support and co-operation to the Company.

For and on behalf of the Board of Directors

Place: Kochi  
Date: 14<sup>th</sup> August, 2018

B K PATODIA  
(DIN:00003516)  
Chairman

## ANNEXURE- I

### FORM MR - 3

#### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members of

**M/s. GTN TEXTILES LIMITED**

(CIN: L18101KL2005PLC018062)

I have conducted a secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **GTN TEXTILES LIMITED** (hereinafter called "the Company"). I have conducted the Secretarial Audit in a manner that provided me a reasonable basis for evaluating the Company's corporate conducts/statutory compliances and expressing my opinion there on.

I am issuing this report based on my verification of the books, papers, minutes books and other records maintained by the Company, forms and returns filed, compliance related action taken by the Company, during the financial year ended 31<sup>st</sup> March, 2018 and also after 31<sup>st</sup> March, 2018 but before the issue of this report and the information provided by the Company, its officers, agents and authorized representatives during my conduct of secretarial audit.

I hereby report that, in my opinion, during the audit period covering the financial year ended on 31<sup>st</sup> March 2018 (hereinafter referred to as "the year"), the Company has complied with the statutory provisions listed hereunder and also has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made here in after. The members are requested to read this report along with my letter of even date annexed to this report as Annexure- A.

1. I have examined the books, papers, minutes books and other records maintained by the Company and the forms and returns filed during the year according to the applicable provisions of:
  - i. The Companies Act, 2013 (the Act), the rules made there under.
  - ii. The Companies Act, 1956.
  - iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
  - iv. The Depositories Act, 1996 and the regulations and bye-laws framed there under.
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ;
    - (c) The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; and
    - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
  - vi. The following laws, that are specifically applicable to the Company:
    - (a) Essential Commodities Act 1955, with reference to "Hank Yarn Packing Notification 2003" (No.2/TDRO/8/2003 dated 17<sup>th</sup> April, 2003).
2. I am informed that, during the year the Company was not required to maintain any books, papers, minute books or other records or to file any forms / returns according to the provisions of:
  - i. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - ii. The following Regulations and Guidelines prescribed under the SEBI Act:
    - (a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ;
    - (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    - (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998;
    - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
3. I am also informed that for the year, there were no other laws specifically applicable to the company, the books, papers, minute books, forms and returns of which were required to be examined by me for the purpose of this report.

## **ANNEXURE- I (Contd...)**

4. i) I have also examined compliance with the Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
- ii) The Security Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 .
5. During the period under review, and also considering the compliance related action taken by the Company after 31<sup>st</sup> March, 2018 but before the issue of this report, the Company has complied with the provisions of the Acts, Rules, Regulations and Agreements mentioned under paragraph 1 above, to the extent applicable.
6. **I further report that:**
  - (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
  - (ii) Adequate notice is given to all directors to schedule the Board Meetings. Notice of Board meetings were sent at least seven days in advance. Agenda and detailed notes on agenda were sent at least seven days in advance.
  - (iii) A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings. Majority decision is carried through. I am informed that there were no dissenting members' views on any of the matters during the year that were required to be captured and recorded as part of the minutes.
  - (iv) There are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
  - (v) The Company has during the period of audit, altered Objects clause and Liability clause of Memorandum of Association and adopted new set of Articles of Association.

Place : Coimbatore  
Date : 14.08.2018

**M.R.L. NARASIMHA**  
Practising Company Secretary  
Membership No: 2851  
Certificate of Practice:799

## **ANNEXURE - A TO SECRETARIAL AUDIT REPORT OF EVEN DATE**

To,  
The Members,  
G T N TEXTILES LIMITED, [CIN:L18101KL2005PLC018062],

**My Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31<sup>st</sup> March, 2018 is to be read along with this letter.**

1. Maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management of the Company. My responsibility is to express an opinion on the secretarial records produced for my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this report, I have also taken into consideration the compliance related action taken by the Company after 31<sup>st</sup> March, 2018 but before the issue of this report.
4. I have verified the records to see whether the correct facts are reflected in the secretarial records. I also examined the compliance procedures followed by the Company. I believe that the processes and practices I followed provide a reasonable basis for my opinion. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
5. I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
6. My Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Coimbatore  
Date : 14.08.2018

**M.R.L. NARASIMHA**  
Practising Company Secretary  
Membership No. 2851  
C.P. No. 799



**ANNEXURE - II****FORM NO. MGT.9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31/03/2018**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:****i. CIN:-L18101KL2005PLC018062****ii. Registration Date: 28/03/2005****iii. Name of the Company: GTN TEXTILES LIMITED****iv. Category / Sub-Category of the Company: PUBLIC, HAVING SHARE CAPITAL****v. Address of the Registered office and contact details:**

NAME AND REGISTERED OFFICE ADDRESS OF COMPANY:	
Name	GTN Textiles Limited
Address	Door No. VIII/911, Erumathala PO, Aluva, Kochi Ernakulam
Town / City	Ernakulam
State	Kerala
Pin Code:	683112
Country Name :	India
Country Code	91

**vi. Whether listed company: YES****vii. Name, Address and Contact details of Registrar and Transfer Agent, if any**

Registrar & Transfer Agents ( RTA ):-	M/s Integrated Registry Management Services Private Limited
Address	2 <sup>nd</sup> floor, Kences Towers, No. 1, Ramakrishna Street, T. Nagar
Town / City	Chennai
State	Tamil Nadu
Pin Code:	600017
Telephone (With STD Area Code Number)	044-28140801 044-28140803
Fax Number :	044-28142479
Email Address	csdstd@integratedindia.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	COTTAN YARN SPINNING	13111	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES** [No. of Companies for which information is being filled]

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	Applicable Section
1	Patspin India Limited 3 <sup>rd</sup> Floor, Palal Towers, M. G. Road Ravipuram, Kochi-682016	L18101KL1991PLC006194	Associate	Section 2(6)

## ANNEXURE - II (Contd...)

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01 April -2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	5022089	0	5022089	43.14	5045889	0	5045889	43.34	0.20
b) Central Govt	0	0	0	0.00					
c) State Govt(s)	0	0	0	0.00					
d) Bodies Corp.	2329850	0	2329850	20.02	2329850	0	2329850	20.02	0
e) Banks / FI	0	0	0.00	0.00	0	0	0	0	0
f) Any other	0	0	0	0.00	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	7351939	0	7351939	63.16	7375739	0	7375739	63.36	0.20
<b>Sub total (A) (1)</b>	7351939	0	7351939	63.16	7375739	0	7375739	63.36	0.20
<b>(2) Foreign</b>									
a) NRIs – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub total (A) (2)</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>B. Public Shareholding</b>									
1. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
a) Mutual Funds	300	1486	1786	0.01	300	1486	1786	0.01	0.00
b) Banks / FI	800	42	842	0.01	800	42	842	0.01	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	87277	100	87377	0.75	87277	100	87377	0.75	0.00
g) FIs	0	1900	1900	0.02	0	1900	1900	0.02	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0	0.00
<b>Sub-total (B)(1):—</b>	88377	3528	91905	0.79	88377	3528	91905	0.79	0.00
2. Non-Institutions									
a) Bodies Corp.	214262	11891	226153	1.94	348443	11891	360334	3.09	1.15
i) Indian	0	0	0	0.00	0	0	0	0	0
ii) Overseas	0	0	0	0.00	0	0	0	0	0
b) Individuals	0	0	0	0.00	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto ₹ 2 lakh	2522001	486068	3008069	25.84	2808961	477352	3286313	28.23	2.39
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	756246	0	756246	6.50	454701	0	454701	3.90	-2.60
c) Others (specify)	0	0	0	0.00	17251	0	17251	0.15	0.00
Non Resident Indians	0	0	0	0.00	0	0	0	0	0
Clearing Members	205966	0	205966	1.77	54035	0	54035	0.46	-1.31
Trust/LLP	200	0	200	0.00	200	0	200	0.00	0.00
<b>Sub-total (B)(2):-</b>	3698675	497959	4196634	36.04	3683591	489243	4172834	35.84	0.20
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	3787052	501487	4288539	36.84	3771968	492771	4264739	36.64	0.20
<b>OC. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	11138991	501487	11640478	100.00	11147707	492771	11640478	100.00	0.00