

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L17116KA2006PLC038839

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCG8244P

(ii) (a) Name of the company

GOKAK TEXTILES LIMITED

(b) Registered office address

#1, 2nd Floor, 12th Cross Ideal Homes,
Near Jayanna Circle ,Rajarajeshwari Nagar,
Bangalore
Bangalore
Karnataka
560002

(c) *e-mail ID of the company

secretarial@gokaktextiles.com

(d) *Telephone number with STD code

08029744077

(e) Website

www.gokakmills.com

(iii) Date of Incorporation

27/03/2006

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay	1

(b) CIN of the Registrar and Transfer Agent

U67120MH1985PLC037369

Pre-fill

Name of the Registrar and Transfer Agent

TSR DARASHAW LIMITED

Registered office address of the Registrar and Transfer Agents

6-10 Haji Moosa Patrawala Industrial Estate,
20 Dr. E. Moses Road, Mahalaxmi

(vii) *Financial year From date 01/04/2016 (DD/MM/YYYY) To date 31/03/2017 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 26/09/2017

(b) Due date of AGM 30/09/2017

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SHAPOORJI PALLONJI AND CO	U45200MH1943PTC003812	Holding	73.56
2	GOKAK POWER & ENERGY LIM	U40103KA2012PLC062107	Subsidiary	51

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	7,000,000	6,499,308	6,499,308	6,499,308
Total amount of equity shares (in Rupees)	70,000,000	64,993,080	64,993,080	64,993,080

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	7,000,000	6,499,308	6,499,308	6,499,308
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	70,000,000	64,993,080	64,993,080	64,993,080

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	105,000,000	105,000,000	105,000,000	105,000,000
Total amount of preference shares (in rupees)	1,050,000,000	1,050,000,000	1,050,000,000	1,050,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	105,000,000	105,000,000	105,000,000	105,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,050,000,000	1,050,000,000	1,050,000,000	1,050,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				

At the beginning of the year	6,499,308	64,993,080	64,993,080	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	6,499,308	64,993,080	64,993,080	
Preference shares				
At the beginning of the year	40,000,000	400,000,000	400,000,000	
Increase during the year	65,000,000	650,000,000	650,000,000	0
i. Issues of shares	65,000,000	650,000,000	650,000,000	
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0

i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	105,000,000	1,050,000,000	1,050,000,000	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>		
Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			793,316,299.09
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			119,700,000
Deposit			0
Total			913,016,299.09

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

775,787,162

(ii) Net worth of the Company

256,807,831

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	4,780,845	73.55929277	105,000,000	100
10.	Others	0	0	0	0
	Total	4,780,845	73.56	105,000,000	100

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	854,953	13.15452353	0	0
	(ii) Non-resident Indian (NRI)	11,734	0.1805423	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	55,171	0.84887499	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	296,057	4.55520803	0	0
4.	Banks	9,773	0.15036985	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	200,635	3.08702096	0	0
7.	Mutual funds	196	0.00301571	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	265,509	4.08518876	0	0
10.	Others Public	24,435	0.3759631		0
	Total	1,718,463	26.44	0	0

Total number of shareholders (other than promoters)

9,348

**Total number of shareholders (Promoters+Public/
Other than promoters)**

9,350

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	9,546	9,348
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	6	1	5	0	0
(i) Non-Independent	1	3	1	2	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ramesh R Patil	07568951	Managing Director	0	
Pradip N Kapadia	00078673	Director	0	
Kaiwan D Kalyaniwalla	00060776	Director	0	
Vasant N Sanzgiri	01757117	Director	0	
Govinda Prasad Dasu	00160408	Director	0	
Zarine K Commissariat	07146151	Director	0	20/07/2017
Vikram V Nagar	AEIPN1122N	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Sachin Kulkarni	06787605	Whole-time director	16/05/2016	Cessation
Ramesh R Patil	07568951	Managing Director	18/07/2016	Appointment
Vikram V Nagar	07526281	Additional director	05/08/2016	Cessation
Ashok Barat	00492930	Director	19/09/2016	Cessation
Mohan Ketkar	ANSPK9884H	Company Secretary	02/01/2017	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	02/09/2016	9,474	36	73.6
Extra-ordinary General Meeting	13/02/2017	9,441	38	73.59

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/04/2016	7	6	85.71428571
2	16/05/2016	7	6	85.71428571
3	27/05/2016	6	5	83.33333333
4	21/06/2016	7	7	100
5	08/07/2016	7	6	85.71428571
6	08/09/2016	7	7	100
7	02/12/2016	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
8	13/02/2017	6	3	50

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	11/04/2016	3	3	100
2	Audit Committee	21/06/2016	3	3	100
3	Audit Committee	08/07/2016	3	3	100
4	Audit Committee	08/09/2016	3	3	100
5	Audit Committee	02/12/2016	3	3	100
6	Audit Committee	13/02/2017	3	3	100
7	Nomination and Remuneration	16/05/2016	3	3	100
8	Nomination and Remuneration	27/05/2016	3	3	100
9	Nomination and Remuneration	15/06/2016	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 26/09/2017 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Ramesh R Patil	3	3	100	2	2	100	Yes
2	Pradip N Kapur	8	8	100	9	9	100	Yes
3	Kaiwan D Kalyan	8	7	87.5	3	3	100	No
4	Vasant N Sanjay	8	5	62.5	3	3	100	Yes
5	Govinda Prasad	8	8	100	6	6	100	No
6	Zarine K Komarpant	8	7	87.5	0	0	0	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sachin Kulkarni	Wholetime Direc	220,934	0	0	1,000,000	1,220,934
2	Ramesh R Patil	Chief Executive	2,736,521	0	0	85,573	2,822,094
3	Vikram V Nagar	Wholetime Direc	530,824	0	0	0	530,824
	Total		3,488,279	0	0	1,085,573	4,573,852

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vikram V Nagar	CFO	2,667,228	0	0	93,730	2,760,958
2	Mohan Ketkar	Company Secre	589,710	0	0	74,328	664,038
	Total		3,256,938	0	0	168,058	3,424,996

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pradip N Kapadia	Director	0	0	0	270,000	270,000
2	Kaiwan D Kalyaniwa	Director	0	0	0	200,000	200,000
3	Govinda Prasad Da	Director	0	0	0	230,000	230,000
4	Vasant N Sanzgiri	Director	0	0	0	160,000	160,000
5	Zarine K Commissa	Director	0	0	0	140,000	140,000
6	Ashok Barat	Director	0	0	0	120,000	120,000
	Total		0	0	0	1,120,000	1,120,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Kiran Desai

Whether associate or fellow

Associate Fellow

Certificate of practice number

12924

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

PATIL RAMESH
Digitally signed by PATIL RAMESH
Date: 2017.11.11 15:28:20 +05'30'

DIN of the director

To be digitally signed by

RAKESH NANWANI
Digitally signed by RAKESH NANWANI
Date: 2017.11.11 15:28:49 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

List Of Equity And Preference Shareholder
Gokak Textiles MGT-8 2017.pdf
List of Transfers.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company