



August 26, 2019

General Manager,
Department of Corporate Services,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Security Code : 532957
Security ID : GOKAKTEX

Subject: Notice of Book Closure for Annual General Meeting

Dear Sir,

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 14, 2019 to Friday, September 20, 2019 (both days inclusive) for the purpose of 13th Annual General Meeting of the Members of the Company.

Kindly acknowledge receipt.

Yours faithfully,
For Gokak Textiles Limited

Rakesh M. Nanwani
Company Secretary & Compliance Officer





General Manager,
Department of Corporate Services,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

August 26, 2019

Security Code : 532957
Security ID : GOKAKTEX

Subject: Notice of 13th Annual General Meeting ('13th AGM') of the Company for FY 2018-19

Dear Sir,

Pursuant to Regulation 30 read with Para A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice and Explanatory Statement of the 13th AGM of the Members of the Company to be held on Friday, September 20, 2019 at 12.00 Noon at Hotel Chalukya, 44, Race Course Road, Basaveshwara Circle, Bengaluru, Karnataka 560 001 to transact the Ordinary and Special Business as set in the attached Notice of the 13th AGM dated July 30, 2019. The Annual Report for the Financial Year 2018-19 alongwith Attendance Slip, Proxy Form and Route Map is available on the website of the Company, www.gokakmills.com

Kindly acknowledge receipt.

Yours faithfully,
For Gokak Textiles Limited

Rakesh M. Nanwani
Company Secretary & Compliance Officer

Encl: As above



NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Members of Gokak Textiles Limited will be held at Hotel Chalukya, 44, Race Course Road, Basaveshwara Circle, Bengaluru, Karnataka - 560 001 on Friday, September 20, 2019 at 12.00 Noon to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon

To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Report of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Report of the Auditors thereon.

2. Appointment of a Director

To appoint a Director in place of Mr. Vasant N. Sanzgiri (DIN:01757117), who retires by rotation at this Annual General Meeting and being eligible offers himself, for re-appointment.

SPECIAL BUSINESS

3. Ratification of remuneration to Cost Auditor of the Company for the Financial Year 2019-20.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution, as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the payment of remuneration of ₹ 2.00 lakhs (Rupees Two Lakhs Only) plus out of pocket expenses and taxes as applicable payable to Mr. Mukesh Dekhtawala, Cost Accountant, (Firm Registration No. 002315), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost accounts of the Company for the financial year ending March 31, 2020 be and is hereby confirmed, approved and ratified.

Resolved further that the Board of Directors of the Company (including any duly constituted Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Re-appointment of Mr. Ramesh R. Patil (DIN:07568951) as Chief Executive Officer & Managing Director

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“Resolved that pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ramesh R. Patil, (DIN:07568951) as Chief Executive Officer & Managing Director of the Company with effect from July 18, 2019 for a period of three years and payment of salary, perquisites, allowances and other benefits (hereinafter referred to as “remuneration”) for aforesaid period as per terms and conditions as detailed in the explanatory statement to Item No. 4 of this Notice with authority to the Board of Directors (hereinafter referred to as “the Board” which term shall include any duly constituted Committee thereof) to alter and/or vary the terms and conditions of the said appointment and / or remuneration and /or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ramesh R. Patil.

Resolved further that in the event in any financial year, the Company does not earn any profits or earns inadequate profits, the Company shall pay to Mr. Ramesh R. Patil, the remuneration as detailed in the explanatory statement to Item No. 4 of this Notice as the minimum remuneration.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

5. Re-appointment of Mr. Pradip N. Kapadia (DIN: 00078673) as Independent Director of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**Resolved that** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification or re-enactment thereof for the time being in force), Mr. Pradip N. Kapadia (DIN: 00078673) who has been appointed an Independent Director for a term upto December 28, 2019, and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five years commencing from December 29, 2019 and whose office shall not be liable to retire by rotation.

Resolved further that any one Director or the Company Secretary be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Re-appointment of Mr. D G Prasad (DIN: 00160408) as Independent Director of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**Resolved that** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification or re-enactment thereof for the time being in force), Mr. D G Prasad (DIN: 00160408) who has been appointed an Independent Director for a term upto December 28, 2019, and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five years commencing from December 29, 2019 and whose office shall not be liable to retire by rotation.

Resolved further that pursuant to Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the consent of the members be and is hereby accorded to appoint / continue the directorship of Mr. D G Prasad (DIN: 00160408), who is being re-appointed for a second term of five years commencing from December 29, 2019.

Resolved further that any one Director or the Company Secretary be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Appointment of Mr. Nikhil J. Bhatia (DIN: 00414281) as Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

“**Resolved that** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), (including any statutory modification or re-enactment thereof for the time being in force), Mr. Nikhil Bhatia (DIN: 00414281), who has been appointed as an Additional and Independent Director of the Company and who meets the criteria for independence as provided in Section 149(6) of the

Act and Regulation 16(1)(b) of SEBI LODR and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five years from May 22, 2019 and whose office shall not be liable to retire by rotation.

Resolved further that any one Director or the Company Secretary be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. Increasing the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association.

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“**Resolved that** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of ₹1,82,00,00,000 (Rupees One Hundred Eighty Two Crores) divided into 70,00,000 (Seventy Lakhs) Equity Shares of ₹ 10 (Rupees Ten) each and 17,50,00,000 (Seventeen Crores Fifty lakhs) Non-cumulative Non-convertible Redeemable Preference Shares of ₹ 10 (Rupees Ten) each be and is hereby increased to Rs 2,27,00,00,000 (Rupees Two Hundred Twenty Seven Crores) divided into 70,00,000 (Seventy Lakhs) Equity Shares of ₹ 10 each and 22,00,00,000 (Twenty Two Crore) Non-cumulative Non-convertible Redeemable Preference Shares of ₹10 (Rupees Ten) each.

Resolved further that the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. *“The Authorized Share Capital of the Company is ₹ 227,00,00,000 (Rupees Two hundred Twenty Seven crores) divided into 70,00,000 (Seventy lakhs) Equity Shares of ₹ 10 (Rupees Ten) each and 22,00,00,000 (Twenty two crores) Non-Cumulative, Non-convertible, Redeemable Preference Shares of ₹10 (Rupees Ten) each with the power to increase or reduce, subdivide, consolidate, convert the Share Capital for the time being into several classes, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Companies Act, 2013 for the time being in force and regulations of the Company and to vary, modify or abrogate such rights”.*

Resolved further that the Directors/Chief Financial Officer/Company Secretary of the Company each of them severally, be and is hereby authorized to do all acts, deeds, things and matters as may be deemed expedient, desirable and necessary to give effect to this resolution and /or incidental thereto.”

9. Issue and Offer of Non-cumulative, Non-convertible, Redeemable Preference Shares on a Private Placement basis.

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“**Resolved that** in accordance with the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as may be amended from time to time, and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof constituted/ to be constituted for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot, such number of Preference Shares of the Company of the face value of ₹10 each, on such terms and conditions, for an aggregate value not exceeding ₹45 crores, in one or more tranches under this offer, as may be decided by the Board of Directors under this offer, for cash at par or otherwise viz., including but not limited to by way of conversion of loan into Non-cumulative, Non-convertible, Redeemable Preference Shares (“NCRPS”) on a private placement basis, to Promoter, Shapoorji Pallonji and Company Private Limited and / or any other Promoter Group Company and in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

Resolved further that the said Non-cumulative, Non-convertible, Redeemable Preference Shares (“NCRPS”) shall not be listed with any Stock Exchanges.

Resolved further that the Non-cumulative, Non-convertible, Redeemable Preference Shares (“NCRPS”) shall be non-participating, carry a preferential right, vis –a-vis equity shares of the Company with respect to payment of dividend and repayment in case of winding up or repayment of capital.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorised to agree and to make such modification (s) and alternation (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient including issuance of ‘Offer Document’ as may be prescribed under the Act and the Rules made thereunder and to resolve all questions of doubts and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate.”

Registered Office:

#1, 2nd Floor, 12th Cross, Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
Bengaluru 560 098
Ph:+91 80 2974 4077, +91 80 2974 4078
Email: secretarial@gokaktextiles.com
CIN: L17116KA2006PLC038839
Website: www.gokakmills.com

By Order of the Board of Directors

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN: 07568951

Mumbai, July 30, 2019

NOTES AND INSTRUCTIONS:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) with respect to the special business set out in the Notice is annexed hereto. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) in respect of Director seeking re-appointment at the meeting is annexed as Annexure to this Notice
2. **A member entitled to attend and vote at the Annual General Meeting (AGM), is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more that 10% of the total share capital of the company.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 14, 2019 to Friday, September 20, 2019 (both days inclusive).
4. Corporate members are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
5. Members are requested to immediately notify the REGISTRARS AND SHARE TRANSFER AGENTS or the DEPOSITORY PARTICIPANTS (in case of shares which have been dematerialized) of any change in their address.
6. Members are requested to update their email address with Depository Participant/Company to enable us to send Annual Report and other communications electronically.
7. Members are requested to bring their Attendance Slip along with their copies of the Annual Report to the Meeting.
8. Documents referred to in Statement Pursuant to Section 102 (1) of the Act shall be available for Inspection at the Registered Office of the Company on any working day (Monday to Friday) between 11.00 am to 1.00 pm.

9. The Notice of the AGM along with the Annual Report for Financial Year 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. **To support the 'Green Initiative', the Members who have not registered their e-mail addressed are requested to register the same with RTA/Depositories.**

10. **E-Voting**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as may be amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, September 17, 2019 (9:00 am) and ends on Thursday, September 19, 2019 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 13, 2019 i.e. cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)].The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step: 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Member can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step: 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kiran@kdsh.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-22-990 or send a request at evoting@nsdl.co.in

B. Other Instructions

- I. The e-voting period commences on Tuesday, September 17, 2019 at 9:00 a.m (IST) and ends on Thursday, September 19, 2019 at 5:00 p.m (IST) (both days inclusive). During this period, Members of the Company, holding shares in physical form or in dematerialized form, may cast their vote electronically. The e-voting Module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. (Note: e-voting shall not be allowed beyond the said time).
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. The voting rights of members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date of Friday, September 13, 2019 as per the Register of Members/Statement of beneficial ownership maintained by the Depositories i.e NSDL and CDSL.
- IV. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, September 13, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or csg-unit@tsrdarashaw.com However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VI. Mr. Kiran B. Desai, Designated Partner, KDSH & Associates LLP, Company Secretaries, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours from conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.gokakmills.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the date of AGM i.e. September 20, 2019.

ANNEXURE TO NOTICE
Statement Pursuant to Section 102 (1) of the Companies Act, 2013

The following explanatory statement sets out material facts relating to the special business set out in the accompanying Notice of the Annual General Meeting (AGM) :

Item No. 3

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Mr. Mukesh Dekhtawala, Cost Accountant, (Firm Registration No. 002315) as cost auditor of the Company at a remuneration of ₹ 2.00 lakhs plus out of pocket expenses and taxes as applicable for the financial year ending March 31, 2020.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (Act), read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution at Item No.3 of the Notice.

The Board recommends the passing of Ordinary Resolution at Item No. 3 of the accompanying Notice in the interests of the Company.

Item No. 4

Mr. Ramesh R. Patil was appointed as Chief Executive Officer & Managing Director of the Company w.e.f July 18, 2016 for a period of three years. His term of office expired on July 17, 2019. As per the provisions of section 161 of the Companies Act, 2013, The Board of Directors (hereinafter referred to as "the Board" which term shall include any duly constituted Committee thereof) of the Company at their meeting held on May 23, 2019 on the recommendation of Nomination and Remuneration Committee had approved the re-appointment of Mr. Ramesh R. Patil as Chief Executive Officer & Managing Director on the Board of the Company with effect from July 18, 2019 for a period of three years. Approval of the members is required by way of Special Resolution for appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Ramesh R. Patil and the terms and conditions of the appointment are given below:

Scale of Basic Salary per month	₹ 100000 to 250000
Perquisites, allowances and Incentives *	Not exceeding 250 % of Basic Salary

* Perquisites, allowances and other benefits shall be interchangeable.

In addition Mr. Ramesh R. Patil would be entitled to Company's contribution to Provident Fund and other perquisites/facilities/benefits (including Company's car with driver, Telephone/Mobile Allowance and Leave encasement and other benefits) per the Company Policies applicable from time to time.

The Board may revise the terms and conditions of appointment and/ or remuneration of Mr. Ramesh R. Patil as may be deemed fit by it.

The draft of proposed supplementary agreement to be entered by the Company with Mr. Ramesh R. Patil containing the other terms and conditions of his re-appointment as Chief Executive Officer & Managing Director shall be open for inspection at the Registered Office of the Company during normal business hours on any working day (Monday to Friday).

Mr. Ramesh R. Patil is functioning in a professional capacity possessing expertise and specialized knowledge beyond the graduate level qualification and is not having any interest in the capital of the Company or any of its subsidiary companies. Mr. Ramesh R. Patil does not have any direct or indirect personal interest nor he is related to the directors or promoters of the Company or its holding or subsidiary companies.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Ramesh R. Patil as Chief Executive Officer & Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay aforesaid remuneration as minimum remuneration.

The details as required under Schedule V to the Companies Act, 2013, Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2) are provided as Annexure to this Notice.

The Board recommends the passing of this Resolution at Item No. 4 of the accompanying Notice in the interest of the Company.

Except Mr. Ramesh R. Patil and his relatives, none of the Directors or Key Managerial Personnel and their relatives are concerned or interested financially or otherwise, in passing of the Special Resolution at Item No. 4 of the Notice.

Item No. 5

Mr. Pradip N. Kapadia was appointed as an Independent Director of the Company by the members at the 8th AGM of the Company held on December 29, 2014 for a period of five consecutive years commencing from December 29, 2014.

Pursuant to provision of Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company. Mr. Pradip N. Kapadia, being eligible for re-appointment as an Independent Director offers himself for re-appointment.

The Company has received a declaration from Mr. Pradip N. Kapadia confirming that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). He has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Pradip N. Kapadia fulfills the conditions specified in the Companies Act 2013, Rules made thereunder and the SEBI LODR for his appointment as an Independent Director of the Company and he is independent of the management of the Company.

The Board has evaluated the performance of Mr. Pradip N. Kapadia as an Independent Director and is of the opinion that his continued association would be immensely beneficial to the Company and it is therefore desirable to continue Mr. Pradip N. Kapadia as an Independent Director. The Board based on recommendations of Nomination and Remuneration Committee and the evaluation of performance of Mr. Pradip N. Kapadia recommends re-appointment of Mr. Pradip N. Kapadia as an independent Director for second term of five years.

The details as required under Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2) are provided as Annexure to this Notice.

The Board recommends the passing of this Resolution at Item No. 5 of the accompanying Notice in the interest of the Company. Except Mr. Pradip N. Kapadia and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the Special Resolution at Item No. 5 of the Notice.

Item No. 6

Mr. D G Prasad was appointed as an Independent Director of the Company by the members at the 8th AGM of the Company held on December 29, 2014 for a period of five consecutive years commencing from December 29, 2014.

Pursuant to provision of Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company.

In accordance with the regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, Mr. D G Prasad will be completing seventy five (75) years of age on June 30, 2023. It is therefore proposed to obtain the approval of Members by way of special resolution for his re-appointment.

Mr. D G Prasad is a Corporate Advisor and a practicing Chartered Accountant. He has wide and varied experience commercial banking, project finance, treasury management, trade finance, international finance, merchant banking, corporate strategies, mergers and acquisitions, loan syndications, international negotiations and co-financing with Multilateral Funded Agencies, etc.

Mr. D G Prasad, being eligible for re-appointment as an Independent Director offers himself for re-appointment.

The Company has received a declaration from Mr. D G Prasad confirming that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). He has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. D G Prasad fulfills the conditions specified in the Companies Act 2013, Rules made thereunder and the SEBI LODR for his appointment as an Independent Director of the Company and he is independent of the management of the Company.

The Board has evaluated the performance of Mr. D G Prasad as an Independent Director and is of the opinion that his continued association would be immensely beneficial to the Company and it is therefore desirable to continue Mr. D G Prasad as an Independent Director. The Board based on recommendations of Nomination and Remuneration Committee and the evaluation of performance of Mr. D G Prasad recommends re-appointment of Mr. D G Prasad as an independent Director for second term of five years.

The details as required under Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2) are provided as Annexure to this Notice.

The Board recommends the passing of this Resolution at Item No. 6 of the accompanying Notice in the interest of the Company. Except Mr. D G Prasad and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the Special Resolution at Item No. 6 of the Notice.

Item No. 7

The Board of Directors on the recommendations of Nomination and Remuneration Committee of the Company have appointed Mr. Nikhil J. Bhatia, as an Additional and Independent Director of the Company with effect from May 22, 2019.

Mr. Nikhil J. Bhatia (DIN: 00414281) is a Chartered Accountant with over 35 years of experience inter-alia in the areas of Corporate Tax, Transfer Pricing, Business Restructuring, Expatriate Taxation, Company Law and Foreign Exchange Regulations and Foreign Direct investments. Mr. Nikhil Bhatia is presently the Partner of CNK & Associates LLP, Chartered Accountants. Prior to joining CNK & Associates LLP, Mr. Bhatia has been with KPMG for 13+ years and with PwC for 10+ years.

Mr. Nikhil J. Bhatia is a regular speaker on Direct Tax topics at seminars and has co-authored a book for BCAS titled FEMA and Taxation for Non-Residents.

The Company has received a declaration from Mr. Nikhil J. Bhatia confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). He has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Nikhil J. Bhatia fulfills the conditions specified in the Companies Act, 2013, Rules made thereunder and SEBI LODR for his appointment as an Independent Director of the Company and he is independent of the management of the Company.

A Notice under section 160 (1) of the Act has been received from member proposing appointment of Mr. Nikhil J. Bhatia as Director of the Company. The details as required under Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2) are provided as Annexure to this Notice.

The Board recommends the appointment of Mr. Nikhil J. Bhatia as an Independent Director, for a period of 5 years having regard to his knowledge and experience.

Except Mr. Nikhil J. Bhatia and his relatives none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution at Item No. 7 of the Notice.

Item No. 8

The present Authorised Share Capital of the Company as on March 31, 2019 is ₹ 1,82,00,00,000 (Rupees One Hundred Eighty Two Crores) divided into 70,00,000 (Seventy Lakhs) Equity Shares of ₹ 10 (Rupees Ten) each and 17,50,00,000 (Seventeen Crore Fifty Lakhs) Non-cumulative Non-convertible Redeemable Preference Shares of ₹ 10 (Rupees Ten) each.

The Paid up Share Capital of the Company as on March 31, 2019 is ₹ 1,81,49,93,080 divided into 64,99,308 (Sixty four Lakhs ninety nine thousand three hundred eight) Equity Shares of ₹ 10 (Rupees Ten) each and 17,50,00,000 (Seventeen Crore Fifty Lakhs) Non-cumulative Non-convertible Redeemable Preference Shares of ₹ 10 (Rupees Ten) each .

It is proposed to increase the Authorised Share Capital of the Company as ₹ 2,27,00,00,000 (Rupees Two Hundred Twenty Seven Crores) divided into 70,00,000 (Seventy Lakhs) Equity Shares of ₹ 10 each and 22,00,00,000 (Twenty Two crore) Non-cumulative Non-convertible Redeemable Preference Shares of ₹10 (Rupees Ten) each.

The Board recommends the passing of resolution at Item No. 8 of the accompanying Notice, in the interest of the Company. None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 8 of the Notice.

Item No. 9

As per Section 42 of the Companies Act, 2013 and Rules framed thereunder, a Company shall not make a Private Placement of Securities unless the proposed offer of securities or invitation to subscribe to securities have been previously approved by the Members of the Company by a Special Resolution.

The Board of Directors have taken decision to implement certain business strategies viz., re-organization of business divisions, productivity improvement, cost reduction measure etc., to implement these decisions on a timely and effective manner, it is proposed to raise long term funds through issue of Preference Shares on Private Placement Basis and it will also help to increase the Net worth of the Company. Shapoorji Pallonji and Company Private Limited, Promoter of the Company have consented to subscribe the entire issue of Non-cumulative, Non-convertible, Redeemable, Preference Shares (NCRPS) of ₹45 Crores in one or more tranches under this offer.

Accordingly, approval of the Members is being sought by way of Special Resolution under Section 42, 55 and other applicable provisions read with Rules made there under for issue of Non-cumulative, Non-convertible, Redeemable, Preference Shares (NCRPS) aggregating to an amount not exceeding ₹45 crores in one or more tranches under this offer and allot the 'NCRPS' on a Private Placement basis to Promoter, Shapoorji Pallonji and Company Private Limited and / or any other Promoter Group Company on the terms and conditions as set hereunder:

Name of Proposed Allottee / Class or class of persons to whom allotment is proposed to be made	Shapoorji Pallonji and Company Private Limited and / or any other Promoter Group Company
Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the Offer	Promoter / Promoter Group Company would subscribe to the offer
% of Subscription by Proposed Allottee	100 %

Size of the issue	₹45 crores in one or more tranches under this offer.
No. of Preference shares	4,50,00,000
Nominal value /Price at which allotment is proposed	₹10 per preference share
Basis on which the price has been arrived	N.A. Issue is AT PAR
Tenure	Not exceeding 20 years from the date of their issue with or without a put / call option as may be determined by the Board
Nature of Preference shares	Non-cumulative, Non-convertible, Non-participating, Redeemable Preference Shares
Object of the issue	To raise long term funds for the business of the Company.
Manner of issue of shares	Offer on private placement basis to the Shapoorji Pallonji and Company Private Limited and/or any other Promoters Group Company in one or more tranches as may be decided by the Board of Directors under the offer.
Offer period	To be determined by the Board
Terms of Issue	Preference Shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company.
Rate of Dividend	11 %
Manner and mode of redemption	To be determined by the Board
Terms of redemption including tenure of redemption, redemption of shares at premium	Redeemable at par in accordance with Section 55 of the Companies Act, 2013 out of profits available for distribution as dividend or out of fresh issue of shares made for the purpose of redemption.

Current equity shareholding pattern	Mentioned below
Expected dilution in equity share capital upon conversion of preference shares	Nil. Since the Redeemable Preference Shares are non-convertible
No subsisting default in the redemption of existing preference shares	Not Applicable

Current and post issue Preference Shareholding Pattern of the Company	As given below
---	----------------

Sr. No	Category	Pre-Issue		Post-Issue	
		No. of Preference Shares held	% of Shareholding	No. of Preference Shares held	% of Shareholding
A	Promoter' Holding				
1.	Indian:				
	Individual	0	0	0	0
	Bodies corporate	17,50,00,000	100	22,00,00,000	100
	Sub total	17,50,00,000	100	22,00,00,000	100
2.	Foreign Promoters				
	Sub total A	17,50,00,000	100	22,00,00,000	100

Sr. No	Category	Pre-Issue		Post-Issue	
		No. of Preference Shares held	% of Shareholding	No. of Preference Shares held	% of Shareholding
B	Non-Promoters' Holding				
1.	Institutional Investor	0	0	0	0
2.	Non-Institutional Investors	0	0	0	0
	Sub total B	0	0	0	0
	Grand Total	17,50,00,000	100	22,00,00,000	100

Equity shareholding pattern as on 31.03.2019:

Sl. No.	Name of the shareholder	Percentage to Paid-up Capital (%)
1	Shapoorji Pallonji and Company Private Limited (Promoter)	73.56
2	Central/State Government(s)	0.85
3	Nationalised Banks	0.15
4	Bodies Corporate	1.83
5	Insurance Companies	4.56
6	Mutual Funds / UTI	0.00
7	FII's/ NRI's/ OCB/ Foreign Company	3.32
8	Public	15.73
	Total	100.00

The Board recommends the passing of Special Resolution at Item No.9 of the accompanying Notice, in the interest of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 9 of the Notice.

Registered Office:

#1, 2nd Floor, 12th Cross, Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
Bengaluru 560 098
Ph:+91 80 2974 4077, +91 80 2974 4078
Email: secretarial@gokaktextiles.com
CIN: L17116KA2006PLC038839
Website: www.gokakmills.com

By Order of the Board of Directors

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN: 07568951
Mumbai, July 30, 2019

Annexure
Details of Directors whose re-appointment/appointment is proposed at the forthcoming Annual General Meeting
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015] and Secretarial Standard on General Meetings (SS - 2)]

Name of Director	Mr. Vasant N. Sanzgiri	Mr. Nikhil J. Bhatia	Mr. D G Prasad	Mr. Pradip N. Kapadia	Mr. Ramesh R. Patil
Director Identification Number (DIN)	01757117	00414281	00160408	00078673	07568951
Date of Birth	September 12, 1960	April 7, 1958	June 30, 1948	September 30, 1951	October 05, 1957
Date of first Appointment on Board	May 22, 2012	May 22, 2019	May 28, 2012	September 12, 2008	July 18, 2016
Qualification	B.SC, MMS (Human Resource Management)	Chartered Accountant	Chartered Accountant	B. A. LLB	B. Text., D. B. M., EXIM(IMC)
Relationships between directors inter-se	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company
Expertise in specific functional areas	Mr. Vasant Sanzgiri has over 33 years of wide and varied experience in Human Resource Management. Mr. Sanzgiri has worked with Companies like ICICI Prudential AMC, Modi Xerox Ltd., The Indian Hotels Company Ltd., Cyanamid India Ltd., and specialises in identification, training and developing leadership skills and development and execution of strategic business initiatives in organisations	Wide experience in Corporate Tax, Transfer Pricing, Business Restructuring, Expatriate Taxation, Company Law and Foreign Exchange Regulations and Foreign Direct Investments.	Mr. D G Prasad is a Corporate Advisor and a practicing Chartered Accountant. He has wide and varied experience in commercial banking, project finance, treasury management, trade finance, international finance, merchant banking, corporate strategies, mergers and acquisitions, loan syndications, international negotiations and co-financing with Multilateral Funded Agencies, etc.	Mr. Pradip N. Kapadia is a Solicitor and Advocate and Partner of the law firm Vigil Juris. He is Director of several Public Limited Companies. He has expertise in legal matters as Solicitor and Advocate.	Mr. Ramesh R. Patil has over 37 years of strong experience in Textile Industry. He has worked in senior level management position in leading Textile companies in India and has vast experience in operations and management at various unit levels.
List of Directorship held in Other Public Companies in India	1. Forval International Services Limited	1. Forbes & Company Limited 2. Gokak Power & Energy Limited	1. Moschip Technologies Limited 2. Suven Life Sciences Limited 3. Natco Pharma Limited 4. Suven Pharmaceuticals Limited	1. Mafatal Industries Limited 2. Aifcons Infrastructure Limited 3. Navin Fluorine International Limited 4. Gokak Power & Energy Limited	1. Gokak Power & Energy Limited
Chairmanship/ Membership of the Committees of Audit Committee and Stakeholders Relationship Committee of other Indian Public Companies	Nil	Audit Committee 1. Forbes & Company Limited 2. Gokak Power & Energy Limited	Audit Committee 1. Suven Life Sciences Limited 2. Natco Pharma Limited 3. Moschip Technologies Limited	Audit Committee 1. Aifcons Infrastructure Limited 2. Navin Fluorine International Limited 3. Gokak Power & Energy Limited	Nil
No. of shares held in the Company	Nil	Nil	Nil	Nil	Nil
Attendance at the Board Meeting held in Financial year 2018 -2019	No. of Meetings held: 5, Attended: 5	Not Applicable	No. of Meetings held: 5, Attended: 5	No. of Meetings held: 5, Attended: 5	No. of Meetings held: 5, Attended: 5
Details of remuneration	Except for payment of sitting fees for attending meetings of the Board and Committee, no other remuneration is paid / payable.				
	As per details disclosed as required under Schedule V to the Companies Act, 2013, which forms part of the Notice.				

Disclosures as required under Schedule V to the Companies Act, 2013 are as follows:

Annexure

1. General Information:

Nature of Industry	Textile Industry Engaged in manufacture of Cotton Yarn and Knitwear Garments
Date or expected date of Commercial Production	The Company was incorporated on March 27, 2016 consequent upon the scheme of Arrangement for the demerger of the Textiles under taking of Forbes Gokak Limited into Gokak Textiles Limited, Approved by High Court, Bombay & High Court of Karnataka at Bangalore, the Textiles and the Knitwear Business of the Textiles under taking of Forbes Gokak Limited was transferred to Gokak Textiles Limited.
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

2. a) **Standalone Financial Performance** (₹ In Lakhs)

	FY 2016 - 2017	FY 2017 - 2018	FY 2018 - 2019
Total Income from Operations	7757.87	17304.55	17300.46
Total Expenses	12739.75	21223.40	21632.71
Other Income	1289.93	297.40	701.20
Profit / (Loss) before tax	(3691.95)	(3621.45)	(3631.05)
Profit / Loss after tax	(3202.75)	(3725.44)	(3568.62)

2. b) **Consolidated Financial Performance** (₹ In Lakhs)

	FY 2016 - 2017	FY 2017 - 2018	FY 2018 - 2019
Total Income from Operations	8309.04	17733.75	17931.62
Total Expenses	13512.96	21828.85	21980.36
Other Income	1297.51	346.60	753.54
Profit / Loss before tax	(3906.41)	(3748.50)	(3295.20)
Profit / Loss after tax	(2963.14)	(4686.46)	(3228.86)

3. **Foreign Investment or Collaborators, if any.:** - There is no direct foreign investment in the Company except to the extent shares held by Foreign institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.

4. **Information about Mr. Ramesh R. Patil (Chief Executive Officer & Managing Director)**

a. Background Details	Mr. Ramesh R. Patil aged 61 years has over 37 years of strong experience in Textile Industry and has worked in senior level positions in leading Textile Companies in India. He is B. TEXT, D. B. M., EXIM(IMC)						
b. Past Remuneration	Remuneration comprises monthly salary, perquisites, contributions and incentives, the details of which are as follows: (₹ In Lakhs) <table border="1"> <tr> <td>FY 2016 - 2017</td> <td>28.22</td> </tr> <tr> <td>FY 2017 - 2018</td> <td>41.00</td> </tr> <tr> <td>FY 2018 - 2019</td> <td>52.14</td> </tr> </table> <p>*Appointed Chief Executive Officer & Managing Director with effect from July 18, 2016. Annual Performance Incentive for the year is paid in next year.</p>	FY 2016 - 2017	28.22	FY 2017 - 2018	41.00	FY 2018 - 2019	52.14
FY 2016 - 2017	28.22						
FY 2017 - 2018	41.00						
FY 2018 - 2019	52.14						

c.	Recognition or Award	For serving more than 37 years in Textile Industry, Mr. Patil was nominated on All India basis by The Textile Association (India), Mumbai Unit and received Appreciation Certificate (Service Memento) in recognition of his Meritorious Services to the Association and the Textile Industry at the All India Textile Conference held in the month of December 2018 at Coimbatore.
d.	Job profile and his suitability	Mr. Ramesh R. Patil has over 37 years of strong experience in Textile Industry and has worked in senior level positions in leading Textile Companies in India.
e.	Remuneration proposed	As mentioned in the explanatory statement
f.	Comparative remuneration profile with respect of Industry, size of the Company, profile of the position and position (in case of expatriates the relevant details would be with reference to the country of his origin.)	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility, the proposed remuneration is in line with the current remuneration structure of the industry.
g.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Ramesh R. Patil is not holding any shares of the Company. Apart from receiving managerial remuneration there is no other pecuniary relationship with the Company or the Managerial Personnel.

5. Other information:

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

Since past few years Indian Textile industry is running with lots of challenges which has resulted in to stiff competition in Domestic and Export market along with International players. With challenges of increase in input costs such as Cotton, Power, labour cost and working capital constraints, overall sales revenue and margins have reduced. The above conditions have resulted in a considerable decline in the revenue / profits of the company. The Company has been working on various strategies according to market dynamics to improve its performance. The implemented strategies have resulted into strict cost control, various internal control systems. Company has initiated steps to improve the quality of production, introduction of new products in the market. The results of these initiatives are likely to be felt in the coming years.

6. Other Disclosures

The necessary disclosures required under Para IV of Section II of Part II of Schedule V to the Companies Act, 2013 have been disclosed in the Corporate Governance report and explanatory statement sent along with the Annual Report of the Company.

Notes:

- In F.Y. 2019-2020, 2 (Two) Board Meetings have been held till date which were attended by Mr. Vasant N. Sanzgiri, Mr. Nikhil J. Bhatia, Mr. Pradip N. Kapadia, Mr. D G Prasad and Mr. Ramesh R. Patil.
- The terms and conditions for appointment of Director shall be open for inspection at the Registered Office of the Company during normal business hours on any working week day (Monday to Friday) and are also available on the website of the Company viz. www.gokakmills.com

Registered Office:

#1, 2nd Floor, 12th Cross, Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
Bengaluru 560 098
Ph:+91 80 2974 4077, +91 80 2974 4078
Email: secretarial@gokaktextiles.com
CIN: L17116KA2006PLC038839
Website: www.gokakmills.com

By Order of the Board of Directors

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN: 07568951
Mumbai, July 30, 2019



GOKAK TEXTILES LIMITED

CIN: L17116KA2006PLC038839

Registered Office: #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru – 560 098

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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :	
Registered address :	
E-mail ID :	
Folio No/ Client ID :	
DP ID :	

I/We being the member(s) holding _____ equity shares of Gokak Textiles Limited hereby appoint :

- Name :
Address :
E-mail Id :
Signature: _____ or failing him
- Name :
Address :
E-mail Id :
Signature: _____ or failing him
- Name :
Address :
E-mail Id :
Signature:

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 13th Annual General Meeting of Gokak Textiles Limited, to be held on Friday, September 20, 2019 at 12.00 Noon at the Hotel Chalukya, 44, Race Course Road, Basaveshwara Circle, Bengaluru, Karnataka 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

- Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, including Consolidated Financial Statement, Balance Sheet as at March 31, 2019 and the Statement of Profit & Loss account for the financial year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
- To appoint a Director in place of Mr. Vasant N. Sanzgiri (DIN:01757117), who retires by rotation and being eligible seeks re-appointment.
- Ratification of remuneration to Cost Auditor of the Company for the Financial Year 2019-20.
- Re-appointment of Mr. Ramesh R. Patil (DIN:07568951) as Chief Executive Officer & Managing Director
- Re-appointment of Mr. Pradip N. Kapadia (DIN: 00078673) as Independent Director of the Company.
- Re-appointment of Mr. D G Prasad (DIN: 00160408) as Independent Director of the Company.
- Appointment of Mr. Nikhil J. Bhatia (DIN: 00414281) as Independent Director of the Company.
- Increasing the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association.
- Issue and Offer of Non-cumulative, Non-convertible, Redeemable Preference Shares on a Private Placement basis.

Signed this day of 2019
 Signature of shareholder : _____
 Signature of Proxy holder(s) : _____

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



GOKAK TEXTILES LIMITED
CIN: L17116KA2006PLC038839

Registered Office: #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna
Circle, Rajarajeshwari Nagar, Bengaluru – 560 098

Tel: +91 80 2974 4077, +91 80 2974 4078 E-mail: secretarial@gokaktextiles.com Website: www.gokakmills.com

ATTENDANCE SLIP
(To be presented at the entrance duly signed)

I hereby record my presence at the 13th ANNUAL GENERAL MEETING of GOKAK TEXTILES LIMITED to be held on Friday, September 20, 2019 at 12.00 Noon at Hotel Chalukya, 44, Race Course Road, Basaveshwara Circle, Bengaluru, Karnataka 560 001.

SIGNATURE OF THE ATTENDING MEMBER / PROXY : _____

ELECTRONIC VOTING PARTICULARS

Electronic E-Voting Event Number (EVEN)	User ID	Password/Pin

Note:

- 1 For Members opting to vote through electronic means (“e-voting”) instead of voting at the Annual General Meeting, remote e-voting facility is available at the weblink :<https://www.evoting.nsdl.com>. Particulars for e-voting are given above.
- 2 Please refer to the instructions printed under the Notes to the Notice of the 13th Annual General Meeting. The voting period starts from 9.00 AM (IST) on Tuesday, September 17, 2019 and ends at 5.00 PM (IST) on Thursday, September 19, 2019. The voting shall be disabled by NSDL for voting thereafter.



ROUTE MAP TO THE VENUE OF THE 13TH ANNUAL GENERAL MEETING

Directions From Vidhana Soudha to Hotel Chalukya



- ↑ Head north-east on Devaraj Urs Rd - 500m
- ↶ Turn left onto Race Course Rd - 100m
- ↷ Turn right onto Fair Field Layout - 20m
- 📍 Destination will be on the right

Hotel Chalukya

44, Race Course Road, Basaveshwara Circle, Bengaluru, Karnataka 560 001