

**General information about company**

Scrip code	532957
NSE Symbol	
MSEI Symbol	
ISIN	INE642I01014
Name of the entity	Gokak Textiles Limited
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

No

Whether Chairperson is related to MD or CEO

No

Sl. No. of Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
h R.	AAQPP8859E	07568951	Executive Director	Not Applicable	CEO-MD	05-10-1957	NA		18-07-2016	18-07-2019			1	0	2	0	
N. ia	AAEPK2147G	00078673	Non-Executive - Independent Director	Not Applicable		30-09-1951	NA		12-09-2008	29-12-2019		74	3	3	6	3	
J.	AENPB5028A	00414281	Non-Executive - Independent Director	Not Applicable		07-04-1958	NA		22-05-2019			22	2	2	0	2	
J. awat	ACFPB6418A	02873571	Non-Executive - Non Independent Director	Not Applicable		05-12-1967	NA		15-01-2021				1	0	2	0	

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number members in Audit Stakeholder Committee including listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	D. G. Prasad	AAYPG2176M	00160408	Non-Executive - Independent Director	Not Applicable		30-06-1948	Yes	20-09-2019	28-05-2012	29-12-2019		74	4	4	2
6	Ms	Tripti J. Navani	ADSPN3179Q	08190106	Non-Executive - Non Independent Director	Not Applicable		29-11-1985	NA		01-08-2018	29-09-2020			1	0	0

**Text Block**

Textual Information(1)

The Company does not have a regular Chairperson, the Directors present at the meeting of Board of Directors elect one amongst themselves to act as the chairperson of that particular meeting.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00160408	D. G. Prasad	Non-Executive - Independent Director	Chairperson	28-05-2012		Textual Information(1)
2	00078673	Pradip N. Kapadia	Non-Executive - Independent Director	Member	21-11-2015		
3	07568951	Ramesh R. Patil	Executive Director	Member	26-09-2016		

**Sr Text Block**

Textual Information(1)

Appointed as Chairman of Audit Committee with effect from February 05, 2016

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00414281	Nikhil J. Bhatia	Non-Executive - Independent Director	Chairperson	22-05-2019		
2	00078673	Pradip N. Kapadia	Non-Executive - Independent Director	Member	11-03-2016		
3	02873571	Vinod J. Bhandawat	Non-Executive - Non Independent Director	Member	15-01-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00078673	Pradip N. Kapadia	Non-Executive - Independent Director	Chairperson	14-05-2015		Textual Information(1)
2	02873571	Vinod J. Bhandawat	Non-Executive - Non Independent Director	Member	15-01-2021		
3	07568951	Ramesh R. Patil	Executive Director	Member	24-08-2016		

**Sr Text Block**

Textual Information(1)

Appointed as Chairman of Stakeholders Relationship Committee with effect from September 26, 2016

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00414281	Nikhil J. Bhatia	Non-Executive - Independent Director	Chairperson	22-05-2019		
2	00078673	Pradip N. Kapadia	Non-Executive - Independent Director	Member	13-08-2014		
3	02873571	Vinod J. Bhandawat	Non-Executive - Non Independent Director	Member	15-01-2021		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	11-11-2020				Yes	6	3
2		11-02-2021	91		Yes	6	3

**Annexure 1**

<b>IV. Meeting of Committees</b>								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	11-11-2020				Yes	3	2
2	Nomination and remuneration committee	11-11-2020				Yes	3	2
3	Audit Committee	11-02-2021				Yes	3	2
4	Nomination and remuneration committee	11-02-2021				Yes	3	2
5	Stakeholders Relationship Committee	11-02-2021				Yes	3	1

**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

**Text Block**

Textual Information(1)

Gokak Textiles Limited is a subsidiary of Shapoorji Pallonji and Company Private Limited.

Suryoday One Energy Private Limited is a subsidiary of Shapoorji Pallonji Infrastructure Capital Company Private Limited, a subsidiary of Shapoorji Pallonji and Company Private Limited.

Shapoorji Pallonji Infrastructure Capital Company Private Limited holds 49% of the paid up share capital of Gokak Power & Energy Limited, a subsidiary of Gokak Textiles Limited.

Gokak Power & Energy Limited holds 0.007 % of the paid up share capital of Suryoday One Energy Private Limited.

The shareholders of Gokak Textiles Limited at their meeting held on September 18, 2018 approved an arrangement for purchase of power under power purchase agreement with Suryoday One Energy Private Limited for an initial period of 10 years at Rs. 4.20 for every unit with 2 % escalation in basic price at the end of each contract year. The estimated monetary value of the said transaction on an annual basis would aggregate to approximately Rs. 7 crores. The shareholder approval was obtained as a matter of abandon caution as the value of the proposed transaction may exceed the threshold limits set out in Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 and may be considered as a Material Related Party Transaction.

However, no transaction took place between Gokak Textiles Limited and Suryoday One Energy Private Limited for purchase of power till September 30, 2019.

During the quarter January 01, 2021 to March 31, 2021, Gokak Textiles Limited purchased power amounting to Rs. 2,14,000 from Suryoday One Energy Private Limited. As this transaction does not amount to Material Related Party Transaction the same is not reported as required under Regulation 27(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Rakesh M. Nanwani
2	Designation	Company Secretary and Compliance Officer

**Text Block**

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
12	Financial results	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
13	Shareholding pattern	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.gokakmills.com">http://www.gokakmills.com</a>

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

**Annexure II**

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	Rakesh M. Nanwani
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Rakesh M. Nanwani
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Rakesh M. Nanwani
Designation of person	Company Secretary and Compliance Officer
Place	Gokak Falls
Date	15-04-2021

