



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

May 28, 2019

Security Code: 532957  
Security ID : GOKAKTEX

**Subject: Submission of Annual Secretarial Compliance Report for the FY 2018-19.**

Dear Sir / Madam,

Pursuant to SEBI Circular dated February 8, 2019, all listed entities are required to submit to the Stock Exchanges within 60 days of the end of the financial year, Annual Secretarial Compliance Report, issued by a Practising Company Secretary based on a check of the compliance by such listed entity with the applicable SEBI Regulations and circulars/guidelines issued thereunder.

Accordingly, we are attaching herewith the Annual Secretarial Compliance Report of Gokak Textiles Limited issued by Mr. Kiran Desai of M/s KDSH & Associates LLP, Practising Company Secretaries, for the Financial Year 2018-19.

Kindly take the above information on your record.

Kindly acknowledge receipt.

Yours faithfully,  
For Gokak Textiles Limited

Rakesh M. Nanwani  
Company Secretary & Compliance Officer

Encl.: As above



SECRETARIAL COMPLIANCE REPORT OF GOKAK TEXTILES LIMITED  
For The Financial Year Ended March 31, 2019

To,  
The Members  
**GOKAK TEXTILES LIMITED**  
No.1, 2nd Floor, 12th Cross Ideal Homes  
Near Jayanna Circle  
Rajarajeshwari Nagar  
Bangalore-560098

We have examined:

- a) All the documents and records made available to us and explanation provided by GOKAK TEXTILES LIMITED. ("the Listed Entity")
- b) The filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not applicable to the Company for the period under review)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable to the Company for the period under review)
- e) Securities Exchange Board of India (Share Based Employee Benefits) regulations, 2014 ; (not applicable to the Company for the period under review)
- f) Securities Exchange Board of India (Issue and Listing of Debt Securities) Regulations , 2008; (not applicable to the Company for the period under review)
- g) Securities Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference shares) Regulations , 2013;



- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
i) Any other regulation as applicable: Not Applicable

Based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified below: -

SL No.	Compliance Requirement (Regulation/Circulars/Guidelines/including specific clauses)	Deviations	Observation and remark of the Practicing Company Secretary
1	Regulation 40(3) of SEBI (LODR) Regulation 2015	-	Delay of 4 (Four) days in processing of one request for transmission of shares due to the time taken by Registrar & Transfer Agents to reasonably satisfy itself about genuineness before processing transmission.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of action taken against the listed entity/ its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the afore said Acts/ Regulations and circulars/ guidelines issued thereunder: Not Applicable

SL.No.	Action Taken By	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
-	-	-	-	-

- d) The listed entity has taken the following actions to comply with the observations made in the previous reports : Not Applicable

SL.No.	Observations of the Practicing Company Secretary in previous report	Observations made in the secretarial compliance report for the year ended 31.03.2018	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
-	-	-	-	-

DATE: 20<sup>th</sup> May 2019  
PLACE: Bangalore

For KDSH & ASSOCIATES LLP

  
Kiran Desai,

Designated Partner

ICS 10056 C.P.No. 12924