

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

June 30, 2020

Security Code: 532957
Security ID : GOKAKTEX

Subject: Submission of Annual Secretarial Compliance Report for the FY 2019-20.

Dear Sir / Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are forwarding herewith the Secretarial Compliance Report for the financial year ended March 31, 2020.

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

GOKAK TEXTILES LIMITED

Registered Office: #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle,
Rajarajeshwari Nagar, Bengaluru - 560 098
Telephone No. : +91 80 29744077 / 29744078 / 29744066, www.gokakmills.com
GSTIN: 29AACCG8244P1ZX CIN: L17116KA2006PLC038839

SECRETARIAL COMPLIANCE REPORT OF GOKAK TEXTILES LIMITED

For the Financial Year Ended March 31, 2020

(As per Circular dated 08th February, 2019 Circular No: CIR/CFD/CMD1/27/2019)

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 fillings/ 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 31st March, 2020 ("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; (not applicable to the Company for the period under review)
- 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; (not applicable to the company for the period under review)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

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	NIL	-	

- 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:

Sl. No.	Observations of the Practicing Company Secretary in previous report	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity if any	Comments of The Practicing Company Secretary on the actions taken by the listed entity
1	There is a 4 days delay in transmission of shares in one particular instance	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.	The company has clarified that the delay was unintentional and Registrar & Transfer Agents have completed the formalities by complying all other requirements	The clarification given and action taken by the company to complete the process at the earliest was satisfactory

Place: Bangalore
 Date: 29th June, 2020

For KDSH & Associates LLP

**KIRAN
 DESAI**

Digitally signed by KIRAN DESAI
 DN: c=IN, o=AARAV LEGAL ARENA
 LLP, postalCode=560056,
 st=Karnataka,
 serialNumber=ea4d3c4fb80062f0c-
 bc8e16d8480cd39891df2602620
 32e3d861d776e08b7f, cn=KIRAN
 DESAI
 Date: 2020.06.29 13:16:09 +05'30'

Kiran Desai
 Designated Partner
 FCS10056 | CP No: 12924
 UDIN: F010056B000394077