



December 27, 2022

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

Security Code: 532957
Security ID : GOKAKTEX

Subject: Voting Results of Hon'ble National Company Law Tribunal (Hon'ble NCLT), Bengaluru Bench convened meeting of equity shareholders of the Company held on December 26, 2022.

In compliance with the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose herewith voting results alongwith the Scrutinizer's Report for the Hon'ble NCLT convened meeting of equity shareholders of the Company held on December 26, 2022 through Video Conferencing/Other Audio Visual Means.

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

Gokak Textiles Limited

| | |
|--|----------------------------------|
| Date of the Meeting | 26/12/2022 |
| Total number of shareholders on record date | 8525 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | Not Applicable Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public | 1 43 |

Agenda- wise disclosure (to be disclosed separately for each agenda item)

| Resolution required: (Ordinary/ Special/ Requisite Majority) | | | Resolution No.1 (Requisite Majority) - To consider and approve the Composite Scheme of Arrangement amongst Suryoday One Energy Private Limited and Gokak Textiles Limited and their respective shareholders. | | | | | | |
|--|--------------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | |
| Category | Mode of Voting | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | (8) |
| Promoter and Promoter Group | E-Voting | 4780845 | 4780845 | 100.0000 | 4780845 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 4780845 | 100.0000 | 4780845 | 0 | 100.0000 | 0.0000 | 0.0000 |
| Public-Institutions | E-Voting | 561267 | 495880 | 88.3501 | 495880 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 495880 | 88.3501 | 495880 | 0 | 100.0000 | 0.0000 | 0.0000 |
| Public-Non Institutions | E-Voting | 1157196 | 3878 | 0.3351 | 3878 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 3878 | 0.3351 | 3878 | 0 | 100.0000 | 0.0000 | 0.0000 |
| Total | | 6499308 | 5280603 | 81.2487 | 5280603 | 0 | 100.0000 | 0.0000 | 0 |

Note: 1. The aforesaid resolution was passed with requisite majority.

For Gokak Textiles Limited

Date: December 27, 2022
Place: Mumbai

Rakesh M. Nanwani
Company Secretary & Compliance Officer



Vinay B L B.com, F.C.S, LLB
Company Secretary

#104, 1st Floor, Sarvaboumanagara,
Chikkalasandra II Main, Chikkalasandra,
Bangalore - 560061
Mob: 9738108249 Ph: 080 - 41105366
E- mail: vinay@vinaybl.com

Report of Scrutinizer(s)

*[Pursuant to directions issued by the Bengaluru Bench of National Company Law Tribunal
("NCLT" or "Tribunal") vide order dated 10th October, 2022 in
CA (CAA) No.40/BB/2022]*

To,

Shri. Ricab Chand,

The Chairman of equity shareholders meeting convened by Tribunal ("Chairman"),

Raheja Chambers, Unit No 316,

3rd Floor, 12 Museum Road, Bengaluru - 560001

Meeting Of the Equity Shareholders of Gokak Textiles Limited

**Held On Wednesday, 14th December, 2022 at 11.30 A.M. Through Video Conferencing (VC) /
Other Audio Visual Means (OAVM)**

Respected Sir,

**Sub: Submission of Scrutinizer's Report - National Company Law Tribunal, Bengaluru
Bench convened Meeting of Equity Shareholders**

I, Vinay B L, Company Secretary in Practice, have been appointed as the Scrutinizer by the Tribunal, vide its order dated 10th October, 2022 for the purpose of scrutinizing the voting process of the meeting of Equity Shareholders of Gokak Textiles Limited ("the Company") to be held on Wednesday, 14th December, 2022 at 11.30 A.M. which was subsequently adjourned to Monday, December 26, 2022 at 11:30 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), for seeking the approval of Equity Shareholders to the proposed Composite Scheme of Arrangement between Suryoday One Energy Private Limited ("Transferor Company") and Gokak Textiles Limited ("Transferee Company") and their respective Shareholders, to be done through remote e-voting.

As a scrutinizer, my responsibility is to ensure that the remote e-voting process of the Meeting convened by the Tribunal, is conducted in a fair and transparent manner and to submit the Scrutinizer's Report on the e-voting to the Chairman of this Meeting, based on the result reflected on the website of the National Securities Depository Limited (NSDL).

It may be noted that the Management of the Company is responsible to ensure the compliance with the requirements of the

- a) Companies Act, 2013 and the rules made thereunder,
- b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- c) Directions issued by the Tribunal vide its order dated 10th October, 2022 in relation to the e-voting of the meeting convened by the Tribunal.

I submit the report as under:

1. As per the information received from the officials of the Company, the Notice of the Meeting convened by the Tribunal along with relevant annexure referred thereto was sent by e-mail on 12th November, 2022 to all the Equity Shareholders whose e-mail addresses were registered with the Company/RTA and couriered to all the Equity Shareholders whose e-mail addresses were not registered with Company/RTA on 12th November, 2022.
2. The prescribed particulars with regard to the meeting were duly advertised on 12th November, 2022 in English Daily "Business Standard" and in Kannada Daily "Kannada Prabha".
3. The facility of voting through electronic means commenced on 11th December, 2022 at 9:00 AM and concluded on Tuesday, 13th December, 2022 at 5.00 P.M beyond which remote e-voting was not allowed.
4. The meeting of the Equity Shareholders was held on 14th December, 2022 at 11.30 A.M. However, the BSE Limited, vide its query dated December 10, 2022, had directed the

Company to be in compliance with its observation letter dated 21st February, 2022, in relation to sending out the information about the Transferor Company in the format prescribed in the abridged prospectus, irrespective of the fact that the Company would only issue unlisted preference shares to the shareholders of the Transferor Company, and not listed equity shares pursuant to sanction of Scheme by this Hon'ble Tribunal. In compliance with the Order of this Hon'ble Tribunal, the Company had convened the meeting of its equity shareholders in accordance with the above directions. In order to comply with the above direction of the BSE Limited, the Company, at the meeting so convened, has adjourned the meeting of the equity shareholders to Monday, 26th December, 2022 at 11:30 A.M., with the permission of the Chairman of the meeting of the equity shareholders, Mr. Ricab Chand. It is observed that the newspaper advertisement relating the adjourned meeting was not provided.

5. As per the information provided by the officials of the Company, notice of the adjourned meeting was sent by e-mail on 17th December, 2022 to all the Equity Shareholders whose e-mail addresses were registered with the Company/RTA and couriered to all the Equity Shareholders whose e-mail addresses were not registered with Company/RTA on 17th December, 2022.
6. The voting facility both for e-voting prior to the meeting (remote e-voting) and voting at the meeting by electronic means (e-voting) was provided by National Securities Depository Limited (NSDL).
7. After announcement about the adjournment of meeting on 14th December, 2022, the votes cast through remote e-voting prior to the meeting were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the Company.

Digitally signed by
BELAGODU
LAKSHMIKANTH
AJSETTY VINAY
DN: cn=AJSETTY VINAY, o=NSDL, ou=NSDL, email=ajsetty.vinay@nsdl.com, c=IN

8. The adjourned meeting was convened on 26th December, 2022 at 11.30 A.M. and concluded at 11.49 A.M. through Cisco Webex Application, provided by National Securities Depositories Limited (NSDL)
9. Shri. Ricab Chand, Advocate, who was appointed as the Chairperson for the aforementioned meeting by the Tribunal, vide its Order dated 10th October, 2022, presided over the meeting.
10. Mr. Rakesh M. Nanwani, host of the meeting assisted the Chairman, Scrutinizer and Equity Shareholders in conducting the adjourned meeting by way of video conferencing. As per the information downloaded from the website of NSDL, none of the Equity Shareholders voted in the meeting.
11. The e-voting data/results were prepared based on the data downloaded from the e-voting system of NSDL.
12. As per the details received from the officials of the Company, 44 (forty-four only) Equity Shareholders were present in the meeting.

The result of voting is as under:

| Sl. No | RESOLUTION PROPOSED IN THE NOTICE OF MEETING |
|--------|---|
| 1 | “RESOLVED THAT pursuant to Sections 230 and 232 of the Companies Act, 2013 (the Act) and Companies (Compromise, Arrangement and Amalgamation), Rule 2016 and the National Company Law Tribunal Rules 2016 (the Rules) and other applicable provisions, if any, of the Act and the Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, and subject to sanction by the Hon’ble National Company Law Tribunal, Bengaluru Bench and other requisite concerns and approvals, if |

any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Hon'ble Tribunal or other appropriate authorities, the Scheme of Arrangement amongst Suryoday One Energy Private Limited (Transferor Company) and Gokak Textiles Limited (Transferee Company) and their respective shareholders in terms of the draft laid before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal, or such other regulatory/statutory authorities while sanctioning the Scheme."

DETAILS OF VOTES CAST:

| Particulars | In favor | | Against | | Invalid | | TOTAL | |
|------------------------------|----------------------|------------------|----------------------|--------------|----------------------|--------------|----------------------|------------------|
| | No. of share holders | No of shares | No. of share holders | No of shares | No. of share holders | No of shares | No. of share holders | No of shares |
| Remote e-voting and e-voting | 54 | 52,80,603 | 0 | 0 | 0 | 0 | 54 | 52,80,603 |
| Total | 54 | 52,80,603 | 0 | 0 | 0 | 0 | 54 | 52,80,603 |

BELAGODU
LAKSHMIKANT
HIRAJ SETTY
VINAY

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BILAKODU
LAKSHMIKANT
HIRAJ SETTY
VINAY
Date: 2023.12.27
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You may accordingly declare the result of the Voting through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM").

Thanking You

Yours Faithfully,

RELAGODH Digitally signed by
LAKSHMIKANTH RELAGODH
RAJSETTY Date: 2022.12.27
VINAY 18:54:29 +05'30'

Vinay B L

Company Secretary in Practice,

Membership No: F9159, C P No: 10760

Date: 27th December, 2022

Place: Bangalore

UDIN: F009159D002807097

 (RICAB CHAND)

Counter Signed by the Chairman