



GOKAK TEXTILES LIMITED

CIN : L17116KA2006PLC038839
Regd office: No.24, 29th Main, BTM Layout II Stage, Bangalore-560076
Tel : 080 - 26689605, 26689606 Fax : 080 - 26689604

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

I hereby record my presence at the 9th ANNUAL GENERAL MEETING of GOKAK TEXTILES LIMITED to be held on the Monday, the 28th December, 2015 at 3.00 p.m. at the Khincha Hall, Bharatiya Vidya Bhavana, Race Course Road, Bangalore – 560 001

SIGNATURE OF THE ATTENDING MEMBER / PROXY _____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Number (EVEN)	User ID	Password

Note: Please refer to the instructions printed under sl.no.19 of the Notes to the Notice of 9th Annual General Meeting. The voting period starts from 10.00 AM (IST) on 25th December, 2015 and ends at 5.00 PM (IST) on 27th December, 2015 The voting shall be disabled by NSDL for voting thereafter.



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PROXY FORM

Name of the Members (s) :

Registered Address :

E-mail ID :

Folio no/DP ID and Client 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/her
- Name :
Address :
E-mail ID :
Signature : Or failing him/her
- Name :
Address :
E-mail ID :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of Gokak Textiles Limited, to be held on the Monday, the 28th December, 2015 at 3.00 p.m. at the Khincha Hall, Bharatiya Vidya Bhavana, Race Course Road, Bangalore – 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

- Adoption of the Audited Financial Statement for the financial year ended 30th September, 2015, including Consolidated Financial Statement, Balance Sheet as at 30th September, 2015 and the Statement of Profit & Loss account for the financial year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.
- Appointment of a Director in place of Mr. Vasant Sanzgiri (DIN 01757117) who retires by rotation and being eligible, offers himself for re-appointment.
- Ratification of appointment of Messrs. Kalyaniwalla & Mistry, Chartered Accountants (Registration No.104607W) as Statutory Auditors of the Company.
- Ratification of appointment of Messrs. Muruges & Co., Chartered Accountant (Registration no002233S) as Branch Auditors of the Company.

Special Business

- Appointment of Ms. Zaraine K Commissariat (DIN 00078673) as Non- Independent, Women Director of the Company.
- Ratification of remuneration to Cost Auditors for the year 2015-16

Signed this:day of2015

Signature of Shareholder :

Signature of Proxy holder(s) :



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

1. VOTING THROUGH ELECTRONIC MEANS- REMOTE E-VOTING

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, your Company is pleased to provide e-voting facility to the Members holding equity shares either in physical or in dematerialised form as on 22nd December, 2015 (cut-off date) to cast their vote electronically.
2. The Members not casting their vote electronically, may cast their vote through Poll at the Annual General Meeting. The voting rights of Members shall be in proportion to their shares of the paid-up-equity share capital of the Company as on cut-off date.
3. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>
4. The Electronic Voting Event Number (EVEN), User ID and User e-voting particulars are stated above.

Electronic Voting Event Number (EVEN)	User ID	Password
103631	Provided in the Attendance Slip cum Proxy Form	

3. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be for a minimum period of 3 days prior and upto 5.00 p.m. on the previous date of the Annual General Meeting . Accordingly, the e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10.00 AM (IST) on 25th December, 2015
End of e-voting : Upto 5.00 PM (IST) on 27th December, 2015

4. The voting shall not be allowed after the end of e-voting period. The e-voting module shall be disabled by National Securities Depository Ltd., (NSDL) for voting thereafter. Once the vote on a resolution is cast by the Member by e-voting, the Member shall not be allowed to change it subsequently.

2. INSTRUCTIONS AND OTHER INFORMATION RELATING TO REMOTE E-VOTING ARE AS UNDER:

The Members holding shares either in physical form or in dematerialised form, as on 22nd December, 2015 (cut-off date) are entitled to cast their vote electronically on all the resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their shares of the paid-up-equity share capital of the Company as on cut-off date.

I. In case of a Member receives an e-mail from TSR Darashaw Limited to their Registered e-mail ID

- (a) Open the e-mail and also open PDF File namely 'GTL e-voting.pdf' with Client ID or Folio Number as password. The said .PDF file contains your User ID and Password for e-voting. Please note that the password provided in .PDF is an Initial Password.
- (b) Open the internet browser and type the URL <https://www.evoting.nsdl.com>
- (c) Click on Shareholder – Login
- (d) If you are already registered with National Securities Depositories Ltd., (NSDL) for e-voting, then you can use your existing user ID and password for Login.
- (e) If you are logging in for the first time, please enter the User ID and Password provided in the Attendance Slip cum Proxy Form.
- (f) Insert User-ID and Initial Password as noted in step (a) above and click 'Login'
- (g) The Password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains minimum of 8 digits or characters or a combination of both. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (h) Home page of e-voting will open. Click on e-Voting > Active Voting Cycles.
- (i) Select 'EVEN' (E-Voting Event Number) of Gokak Textiles Limited which is 103631. Once you enter the number, the 'Cast Vote' page will open and now you are ready for e-voting
- (j) Cast your vote by selecting appropriate option and click on 'Submit'. Also click on 'Confirm' when prompted. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (k) Once you have voted on a resolution, you will not be allowed to modify your vote. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Annual General Meeting.
- (l) 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, together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through an e-mail at srinivas.cosecsri.com with a copy marked to evoting@nsdl.co.in.

II. In case of a Member receives physical copy of the Notice of Annual General Meeting (AGM) :

- (i) Initial Password is provided, as follows, in the Attendance Slip cum Proxy Form enclosed on the top of the Annual Report.

EVEN (E-voting Event Number)	User ID	Password
103631	Provided in the Attendance Slip cum Proxy Form	

Please follow all steps from Sr. No. (a) to Sr. No. (j) above, to cast your vote.

- (ii) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the 'Downloads' section of NSDL's e-voting website www.evoting.nsdl.com or contact NSDL by e-mail at evoting@nsdl.co.in.

III. Other Instructions :

1. Member(s) can opt for only one mode of voting i.e. either e-voting or Poll at the Annual General Meeting. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.
2. A copy of the said Notice of the Annual General Meeting and e-voting instructions are also available on the website of the Company viz., www.gokakmills.com under Investor Corner.
3. Mr. B. S. Srinivas, Practising Company Secretary / Mr. Kiran Desai, Practising Company Secretary, Bangalore has been appointed as the Scrutinizer to scrutinize the e-voting process including Poll at the Annual General Meeting, in a fair and transparent manner.
4. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unlock the votes in the presence of at least 2 (two) witnesses, not in employment of the Company and make not later than 3 (three) days a Consolidated Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
5. The Scrutinizer's decision on the validity of the vote shall be final and binding.
6. The Results shall be declared on 30th December, 2015 at 11.00 a.m. at the Registered Office of the Company. The Results declared alongwith the Consolidated Scrutinizer's Report shall be placed on the Company's website www.gokakmills.com under 'Investor Corner' and the e-voting website of NSDL www.evoting.nsdl.com and shall also be communicated to the Bombay Stock Exchange Ltd. where the shares of the Company are listed.
7. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the date of the Annual General Meeting, subject to receipt of requisite number of votes in favour, through a compilation of e-voting, and Poll at the venue of Annual General Meeting.