



GOKAK TEXTILES LIMITED

Registered Office: #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru – 560 098
Tel: +91 80 2974 4077, +91 80 2974 4078 Fax: +91 80 2974 4066
E-mail: secretarial@gokakmills.com Website: www.gokakmills.com
CIN: L17116KA2006PLC038839

NOTICE

Dear Members,

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Gokak Textiles Limited will be held on Monday, February 13, 2017 at 3.00 P.M. at KRG Hall, Bharatiya Vidya Bhavan, Race Course Road, Bengaluru 560 001 to transact the following business:

SPECIAL BUSINESS

Item No. 1

Increasing the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association

To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“**Resolved that** pursuant to the provisions of Section 61 and any other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of ₹ 77,00,00,000 (Rupees Seventy Seven Crores) divided into 70,00,000 (Seventy Lakhs) Equity Shares of ₹ 10 (Rupees Ten) each and 7,00,00,000 (Seven crore) Non-cumulative Non-convertible Redeemable Preference Shares of ₹ 10 (Rupees Ten) each be and is hereby increased to ₹ 112,00,00,000 (Rupees One Hundred Twelve Crores) divided into 70,00,000 (Seventy lakhs) Equity Shares of ₹ 10 (Rupees Ten) each and 10,50,00,000 (Ten Crore Fifty Lakhs) Non-cumulative Non-convertible Redeemable Preference Shares of ₹ 10 (Rupees Ten) each.

Resolved further that the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. “The Authorised Share Capital of the Company is ₹ 112,00,00,000 (Rupees One hundred Twelve Crores only) divided into 70,00,000 (Seventy lakhs) Equity Shares of ₹ 10 (Rupees Ten) each and 10,50,00,000 (Ten Crores Fifty lakhs) Non-cumulative Non-convertible Redeemable Preference Shares of ₹ 10 (Rupees Ten) each with the power to increase or reduce, subdivide, consolidate, convert the Share Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privilege or conditions as may be determined by or in accordance with the Companies Act, 2013 and Rules as

applicable thereon, for the time being in force and regulations of the Company and to vary, modify or abrogate such rights.”

Resolved further that the Directors/Chief Financial Officer/ Company Secretary of the Company each of them severally, be and is hereby authorized to do all acts, deeds, things and matters as may be deemed expedient, desirable and necessary to give effect to this resolution.

Item No. 2

Issue and Offer of Non-cumulative, Non-convertible, Redeemable Preference Shares on a Private Placement basis

To consider and, if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“**Resolved** that in accordance with the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as may be amended from time to time, and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof constituted/ to be constituted for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot, such number of Preference Shares of the Company of the face value of ₹ 10 each, on such terms and conditions, for an aggregate value not exceeding ₹ 35 crores, in one or more tranches under this offer, as may be decided by the Board of Directors under this offer, for cash at par or otherwise viz., including but not limited to by way of conversion of loan into Non-cumulative, Non-convertible, Redeemable Preference Shares (“NCRPS”) on a private placement basis, to Promoter, Shapoorji Pallonji and Company Private Ltd and/or any other Promoter Group Company and in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

Resolved further that the said Non-cumulative, Non-convertible, Redeemable Preference Shares ("NCRPS") shall not be listed with any Stock Exchanges.

Resolved further that the Non-cumulative, Non-convertible, Redeemable Preference Shares ("NCRPS") shall be non-participating, carry a preferential right, vis –a-vis equity shares of the Company with respect to payment of dividend and repayment in case of winding up or repayment of capital.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to agree and to make such modification (s) and alteration (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient including issuance of 'Offer Document' as may be prescribed under the Act and the Rules made thereunder and to resolve all questions of doubts and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate."

By Order of the Board of Directors

Ramesh R Patil

Chief Executive Officer & Managing Director

Mumbai, January 12, 2017.

Registered Office:

1, 2nd Floor, 12th Cross, Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
Bengaluru 560 098

Ph: +91 80 2974 4077, +91 80 2974 4078

Fax: +91 80 2974 4066

Email: secretarial@gokakmills.com

CIN: L17116KA2006PLC038839

Website: www.gokakmills.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") with respect to the special business set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/

AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

3. Corporate members are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Meeting.
4. Members are requested to bring their attendance Slip along with their copy of the Notice to the Meeting.
5. Documents referred to in Statement pursuant to Section 102 (1) of the Act shall be available for Inspection at the Registered Office of the Company on any working day (Monday to Friday) between 11.00 am to 1.00 pm.
6. **The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.**

As a responsible corporate citizen, the Company is concerned about the environment and encourages the 'Green Initiative' taken by the Ministry of Corporate Affairs (MCA), Government of India. The Company is desirous of effecting electronic delivery of documents including Annual Report, Notices etc to Members on an email ID to be registered by them for this purpose.

The Members holding shares in electronic form, who have not registered their e-mail address are requested to register the same with their Depository Participant (DP).

The Members holding shares in physical form, who have not registered their e-mail address are requested to register the same with the Company's Registrar & Transfer Agents at their following address:

TSR Darashaw Limited

(Unit: Gokak Textiles Limited)

6-10, Haji Moosa Patrawala Industrial Estate

20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011

Tel: +91 22 66568484, Fax: +91 22 66568494

Email: cgs-unit@tsrdarashaw.com

The request letter should be signed by the first/sole holder as per the specimen signature recorded with TSR Darashaw Ltd. and should mention the folio number.

Members are requested to support the 'Green Initiative' and opt for electronic mode of communication.

7. **E-Voting**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies

(Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on February 10, 2017 (9:00 am) and ends on February 12, 2017 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, February 6, 2017 i.e. cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "Gokak Textiles Limited.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Gokak Textiles Limited.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice

with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Gokak Textiles Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cskirandesai43@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided on the attendance slip

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/ PIN
105896	Provided in the Attendance Slip cum Proxy Form	

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VI. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

In case Shareholders are holding shares in dematerialised mode, USER-ID is the combination of (DPID + client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No.).

Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingnsdl.com.

- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of February 6, 2017.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. February 6, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingnsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XI. Mr. Kiran B Desai, Proprietor, Kiran Desai & Associates, Practicing Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours from conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.gokakmills.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the date of EGM i.e. February 13, 2017.

ANNEXURE TO NOTICE

Statement Pursuant to Section 102 (1) of the Companies Act, 2013

The following statement sets out material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

The present Authorised Share Capital of the Company as on December 31, 2016 is ₹ 77,00,00,000 (Rupees Seventy Seven Crore) divided into 70,00,000 (Seventy Lakhs) Equity Shares of ₹ 10 (Rupees Ten) each and 7,00,00,000 (Seven Crores) Non-cumulative Non-convertible Redeemable Preference Shares of ₹ 10 (Rupees Ten) each.

The Paid up Share Capital of the Company as on December 31, 2016 is ₹ 76,49,93,080 divided into 64,99,308 (Sixty four Lakh ninety nine thousand three hundred eight) Equity Shares of ₹ 10 (Rupees Ten) each and 7,00,00,000 (Seven Crores) Non-cumulative Non-convertible Redeemable Preference Shares of ₹ 10 (Rupees Ten) each.

It is proposed to increase the Authorised Share Capital of the Company as ₹ 112,00,00,000 (Rupees One Hundred Twelve Crores) divided into 70,00,000 (Seventy lakhs) Equity Shares of ₹ 10 (Rupees Ten) each and 10,50,00,000 (Ten Crore Fifty Lakhs) Non-cumulative Non-convertible Redeemable Preference Shares of ₹ 10 (Rupees Ten) each.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item no. 1.

The Board recommends the passing of this Resolution at Item No. 1 of the accompanying Notice in the interest of the Company.

Item No. 2

As per Section 42 of the Companies Act, 2013 and Rules framed thereunder, a Company shall not make a private placement of securities unless the proposed offer of securities or invitation to subscribe to securities have been previously approved by the Members of the Company by a Special Resolution.

The Board of Directors have taken decision to implement certain business strategies viz., re-organization of business divisions, productivity improvement, cost reduction measure etc., to implement these decisions on a timely and effective manner, it is proposed to raise long term funds through issue of Preference Shares on Private Placement Basis and it will also help to increase the Net worth of the Company. Shapoorji Pallonji and Company Private Limited, Promoter of the Company has consented to subscribing the entire issue of Non-cumulative, Non-convertible, Redeemable, Preference Shares ('NCRPS') of ₹ 35 Crores in one or more tranches under this offer.

Accordingly, approval of the Members is being sought by way of Special Resolution under Section 42, 55 and other applicable provisions of the Companies Act, 2013 read with Rules made there under for issue of Non-cumulative, Non-convertible, Redeemable, Preference Shares (NCRPS) aggregating to not exceeding ₹ 35 crores in one or more tranches under this offer and allot the 'NCRPS' on a Private Placement basis to Promoter, Shapoorji Pallonji and Company Private Limited and/or any other Promoter Group Company on the terms and conditions as set hereunder:

Name of Proposed Allottee / Class or class of persons to whom allotment is proposed to be made	Shapoorji Pallonji and Company Private Limited and / or any other Promoter Group Company
Intention of Promoters, Directors or KMP to subscribe to the Offer	Promoter / Promoter Group Company would subscribe to the entire offer
% of Subscription by Proposed Allottee	100 %
Size of the issue	₹ 35 crores in one or more tranches under this Offer.
No. of Preference shares	3,50,00,000
Nominal value /Price at which allotment is proposed	₹ 10 per preference share
Basis on which the price has been arrived	Issue is AT PAR
Tenure	Not exceeding 20 years from the date of their issue with or without a put/call option as may be determined by the Board.
Nature of Preference shares	Non-cumulative, Non-convertible, Non-participating, Redeemable Preference Shares
Object of the issue	To raise long term funds for the business of the Company.

Manner of issue of shares	Offer on private placement basis to the Shapoorji Pallonji and Company Private Limited and/or any other Promoter Group Company in one or more tranches as may be decided by the Board of Directors under this offer.
Offer period	To be determined by the Board
Terms of Issue	Preference Shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company.
Rate of Dividend	11 %
Manner and mode of redemption	To be determined by the Board
Terms of redemption including tenure of redemption, redemption of shares at premium	Redeemable at par in accordance with Section 55 of the Companies Act, 2013 out of profits available for distribution as dividend or out of fresh issue of shares made for the purpose of redemption.
Current equity shareholding pattern	Mentioned below.
Expected dilution in equity share capital upon conversion of preference shares	Nil. Since the Redeemable Preference Shares are non convertible.
No subsisting default in the redemption of existing preference shares, payment of dividend.	Not Applicable.

Current and post issue Preference Shareholding Pattern of the Company	As given below
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Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of Preference Shares of ₹ 10 each held	% of Shareholding	No. of Preference Shares of ₹ 10 each held	% of Shareholding
A	Promoter' Holding				
1.	Indian:				
	Individual	0	0	0	0
	Bodies corporate	7,00,00,000	100	10,50,00,000	100
	Sub total	7,00,00,000	100	10,50,00,000	100
2.	Foreign Promoters	0	0	0	0
	Sub total A	7,00,00,000	100	10,50,00,000	100
B	Non-Promoters' Holding				
1.	Institutional Investors	0	0	0	0
2.	Non-Institutional Investors	0	0	0	0
	Sub total B	0	0	0	0
	Grand Total	7,00,00,000	100	10,50,00,000	100

Equity shareholding pattern as on 31.12.2016:

Sl.No.	Name of the shareholder(s)	Percentage to Paid-up Capital (%)
1	Shapoorji Pallonji and Company Private Limited (Promoter)	73.56
2	Financial Institutions/Banks	0.15
3	Central Government/State Government / State Financial Institution	0.85
4	Insurance Companies	4.56
5	FII's/NRI's/OCB's/Foreign Companies	3.65
6	Bodies corporate	4.02
7	Individuals	13.21
	TOTAL	100.00

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the passing of this Resolution at Item No.2 of the accompanying Notice in the interest of the Company.

By Order of the Board of Directors

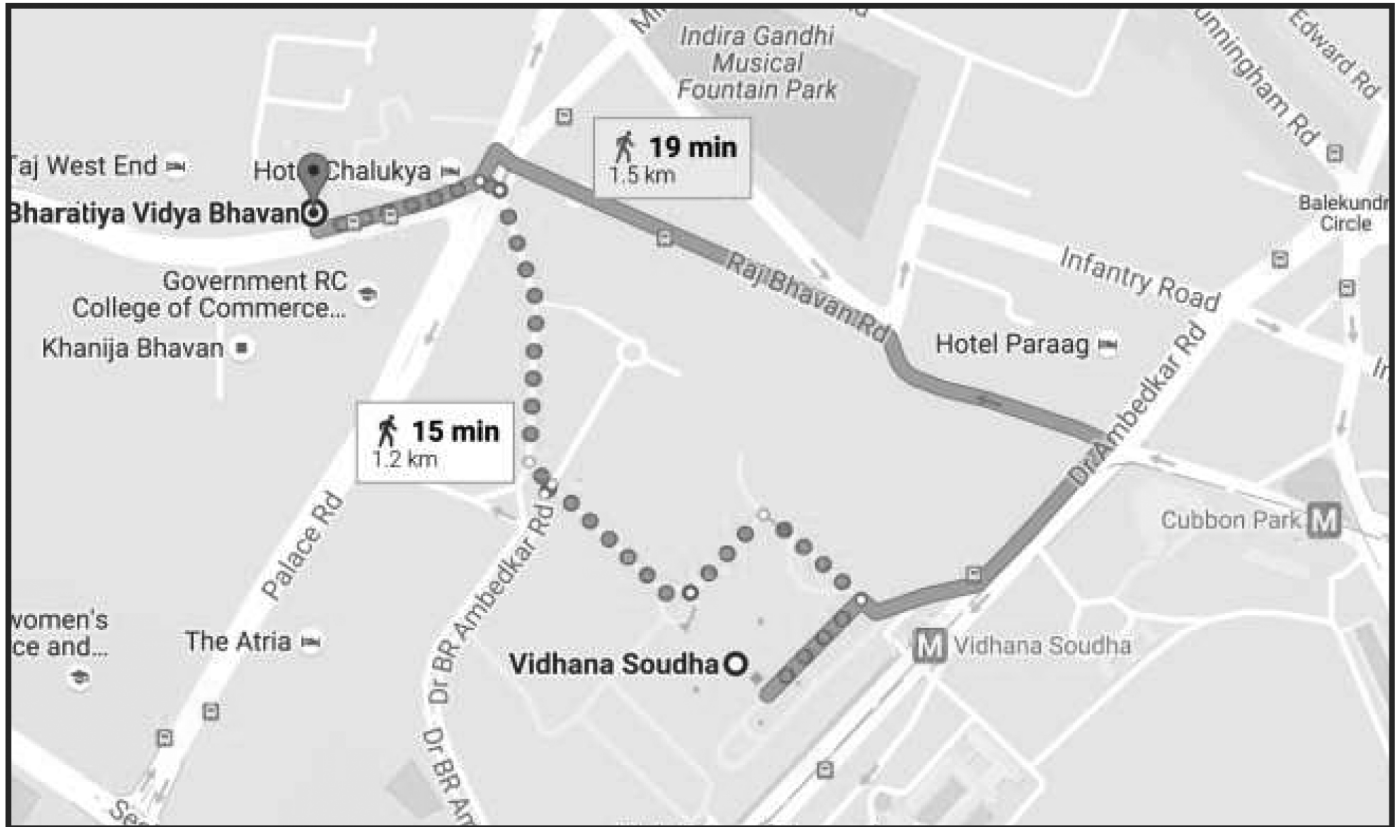
Ramesh R Patil
Chief Executive Officer & Managing Director

Mumbai, January 12, 2017.

Registered Office:

1, 2nd Floor, 12th Cross, Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
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Directions From Vidhana Soudha to KRG Hall, Bharatiya Vidya Bhavan



Vidhana Soudha, Dr Ambedkar Rd, Sampangi Ramnagar, Bengaluru, Karnataka 560001, India

- ↑ Head northeast - 150m
- ↶ Turn left toward Dr BR Ambedkar Rd - 150m
- ↶ Turn left toward Dr BR Ambedkar Rd - 120m
- 📍 At the roundabout, take the 1st exit - 210m
- ↶ Turn left toward Dr BR Ambedkar Rd - 13m
- ↷ Turn right onto Dr BR Ambedkar Rd - 41m
- ↷ Turn right to stay on Dr BR Ambedkar Rd - 300m
- ↶ Turn left to stay on Dr BR Ambedkar Rd - 25m
- ↶ Turn left onto Palace Rd/ Race Course Rd - 190m

Continue to follow Race Course Rd Destination will be on the right

Bharatiya Vidya Bhavan, #43, Race Course Road, Bengaluru, Karnataka 560001, India



GOKAK TEXTILES LIMITED

CIN : L17116KA2006PLC038839
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Rajarajeshwari Nagar, Bengaluru - 560098
Tel. : 080 - 29744077, 29744078 Fax : 080 - 29744066

ATTENDANCE SLIP

(To be presented at the entrance duly signed)

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of GOKAK TEXTILES LIMITED to be held on Monday, February 13, 2017 at 3.00 p.m. at the KRG Hall, Bharatiya Vidya Bhavan, Race Course Road, Bengaluru – 560 001

SIGNATURE OF THE ATTENDING MEMBER / PROXY : _____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please refer to the instructions printed under sl.no. 7 of the Notes to the Notice of Extraordinary General Meeting. The voting period starts from 9.00 AM (IST) on February 10, 2017 and ends at 5.00 PM (IST) on February 12, 2017 The voting shall be disabled by NSDL for voting thereafter.



GOKAK TEXTILES LIMITED

CIN : L17116KA2006PLC038839
Regd Office: #1, 2nd Floor, 12th Cross Ideal Homes, Near Jayanna Circle ,
Rajarajeshwari Nagar, Bengaluru - 560098
Tel. : 080 - 29744077, 29744078 Fax : 080 - 29744066

PROXY FORM

Name of the Member(s) : _____

Registered address : _____

E-mail ID : _____

Folio No/DP ID & 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
- Name : _____
Address : _____
E-mail Id : _____
Signature : _____ or failing him
- 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 Extraordinary General Meeting of Gokak Textiles Limited, to be held on Monday, February 13, 2017 at 3.00 p.m. at the KRG Hall, Bharatiya Vidya Bhavan, Race Course Road, Bengaluru - 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

- Increase in the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association.
- Issue and offer of Non-Cumulative, Non Convertible, Redeemable Preference Shares on a Private Placement basis.

Signed this day of, 2017

Signature of the 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.