

General information about company

Scrip code	532957
NSE Symbol	
MSEI Symbol	
ISIN	INE642I01014
Name of the entity	Gokak Textiles Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Mr. Ramesh R. Patil	AAQPP8859E	07568951	Executive Director	Not Applicable	CEO-MD	05-10-1957
2	Mr	Pradip N. Kapadia	AAEPK2147G	00078673	Non-Executive - Independent Director	Not Applicable		30-09-1951
3	Mr	Nikhil J. Bhatia	AENPB5028A	00414281	Non-Executive - Independent Director	Not Applicable		07-04-1958
4	Mr	Vinod J. Bhandawat	ACFPB6418A	02873571	Non-Executive - Non Independent Director	Chairperson related to Promoter		05-12-1967
5	Mr	D. G. Prasad	AAYPG2176M	00160408	Non-Executive - Independent Director	Not Applicable		30-06-1948
6	Ms	Tripti J. Navani	ADSPN3179Q	08190106	Non-Executive - Non Independent Director	Not Applicable		29-11-1985

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		18-07-2016	18-07-2022			1	0	2	0		
2	NA		12-09-2008	29-12-2019		107	3	3	5	4		
3	NA		22-05-2019			55	2	2	0	2		
4	NA		15-01-2021	29-09-2022			1	0	1	0		
5	Yes	20-09-2019	28-05-2012	29-12-2019		107	3	3	1	2		
6	NA		01-08-2018	14-07-2023			1	0	0	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00160408	D. G. Prasad	Non-Executive - Independent Director	Chairperson	05-02-2016		
2	00078673	Pradip N. Kapadia	Non-Executive - Independent Director	Member	21-11-2015		
3	07568951	Mr. Ramesh R. Patil	Executive Director	Member	26-09-2016		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00414281	Nikhil J. Bhatia	Non-Executive - Independent Director	Chairperson	22-05-2019		
2	00078673	Pradip N. Kapadia	Non-Executive - Independent Director	Member	11-03-2016		
3	02873571	Vinod J. Bhandawat	Non-Executive - Non Independent Director	Member	15-01-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00078673	Pradip N. Kapadia	Non-Executive - Independent Director	Chairperson	26-09-2016		
2	02873571	Vinod J. Bhandawat	Non-Executive - Non Independent Director	Member	15-01-2021		
3	07568951	Mr. Ramesh R. Patil	Executive Director	Member	24-08-2016		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00414281	Nikhil J. Bhatia	Non-Executive - Independent Director	Chairperson	22-05-2019		
2	00078673	Pradip N. Kapadia	Non-Executive - Independent Director	Member	13-08-2014		
3	02873571	Vinod J. Bhandawat	Non-Executive - Non Independent Director	Member	15-01-2021		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)					
1	11-08-2023				Yes	6	5	3
2		09-11-2023	89		Yes	6	5	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	11-08-2023				Yes	3	3	2	0
2	Audit Committee	09-11-2023	89			Yes	3	3	2	0
3	Nomination and remuneration committee	09-11-2023				Yes	3	3	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block

Textual Information(1)

Gokak Textiles Limited is a subsidiary of Shapoorji Pallonji and Company Private Limited.

Suryoday One Energy Private Limited is a subsidiary of Shapoorji Pallonji Infrastructure Capital Company Private Limited, a subsidiary of Shapoorji Pallonji and Company Private Limited.

Shapoorji Pallonji Infrastructure Capital Company Private Limited holds 49% of the paid up share capital of Gokak Power & Energy Limited, a subsidiary of Gokak Textiles Limited.

Gokak Power & Energy Limited holds 0.007 % of the paid up share capital of Suryoday One Energy Private Limited.

The shareholders of Gokak Textiles Limited at their meeting held on September 18, 2018 approved an arrangement for purchase of power under power purchase agreement with Suryoday One Energy Private Limited for an initial period of 10 years at Rs. 4.20 for every unit with 2 % escalation in basic price at the end of each contract year. The estimated monetary value of the said transaction on an annual basis would aggregate to approximately Rs. 7 crores. The shareholder approval was obtained as a matter of abandon caution as the value of the proposed transaction may exceed the threshold limits set out in Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 and may be considered as a Material Related Party Transaction.

However, no transaction took place between Gokak Textiles Limited and Suryoday One Energy Private Limited for purchase of power till September 30, 2019.

During the quarter October 01, 2023 to December 31, 2023, Gokak Textiles Limited purchased power amounting to Rs. 51,84,885 from Suryoday One Energy Private Limited. As this transaction does not amount to Material Related Party Transaction the same is not reported as required under Regulation 27(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Rakesh M. Nanwani
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence	
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Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
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Signatory Details

Name of signatory	Rakesh M. Nanwani
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	19-01-2024

