

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	Yearly
Date of Report	31-03-2024
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							Textual Information(1)	
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	Ramesh R. Patil	AAQPP8859E	07568951	Executive Director	Not Applicable		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
7	Mr	Gautam V. Kumtakar	ALZPK2810J	09791999	Executive Director	Not Applicable		28-06-1978

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
7	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		18-07-2016	18-07-2022	06-01-2024		1	0	2	0	Others		
2	NA		12-09-2008	29-12-2019		110	3	3	5	2			
3	NA		22-05-2019			58	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		110	3	3	1	2			
6	NA		01-08-2018	14-07-2023	14-02-2024		1	0	0	0	Others		
7	NA		08-01-2024				1	0	2	0			

Text Block

Textual Information(1)

1. Mr. Ramesh R. Patil (DIN: 07568951) resigned from the position of Chief Executive Officer & Managing Director of the Company with effect from close of business hours on January 06, 2024.
2. Mr. Gautam V. Kumtakar (DIN: 09791999) was appointed as an Additional Director and Managing Director & Chief Executive Officer of the Company with effect from January 08, 2024.
3. Ms. Tripti J. Navani (DIN: 08190106) resigned from the position of Non-Executive Non-Independent Director of the Company with effect from close of business hours on February 14, 2024.

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	Ramesh R. Patil	Executive Director	Member	26-09-2016	06-01-2024	
4	09791999	Gautam V. Kumtakar	Executive Director	Member	22-01-2024		

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	Ramesh R. Patil	Executive Director	Member	24-08-2016	06-01-2024	
4	00160408	D. G. Prasad	Non-Executive - Independent Director	Member	22-01-2024		

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								
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)	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*
1	09-11-2023				Yes	6	5	3
2		14-02-2024	96		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	09-11-2023				Yes	3	3	2	0
2	Audit Committee	14-02-2024	96			Yes	3	3	2	0
3	Nomination and remuneration committee	09-11-2023				Yes	3	3	2	0
4	Nomination and remuneration committee	14-02-2024	96			Yes	3	3	2	0
5	Stakeholders Relationship Committee	14-02-2024				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 January 01, 2024 to March 31, 2024, Gokak Textiles Limited purchased power amounting to Rs. 72,84,550 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

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://gokaktextiles.com/wp-content/uploads/2023/02/Business-Details.pdf
2	Terms and conditions of appointment of independent directors	Yes		https://gokaktextiles.com/wp-content/uploads/2023/04/Letter-of-Appointment-of-Independent-Director.pdf
3	Composition of various committees of board of directors	Yes		https://gokaktextiles.com/composition-of-committees-of-the-board/
4	Code of conduct of board of directors and senior management personnel	Yes		https://gokaktextiles.com/wp-content/uploads/2023/02/Code-of-Conduct.2011.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://gokaktextiles.com/wp-content/uploads/2023/04/Whistle-Blower-Policy_Vigil-Mechanism.pdf
6	Criteria of making payments to non-executive directors	Yes		https://gokaktextiles.com/wp-content/uploads/2023/03/Criteria-for-making-payment-to-Non-Executive-Directors.pdf
7	Policy on dealing with related party transactions	Yes		https://gokaktextiles.com/wp-content/uploads/2023/12/Related-Party-Policy-1.pdf
8	Policy for determining ‘material’ subsidiaries	Yes		https://gokaktextiles.com/wp-content/uploads/2023/04/Policy-on-Material-Subsidiary.pdf
9	Details of familiarization programmes imparted to	Yes		https://gokaktextiles.com/independent-directors/

	independent directors			
10	Email address for grievance redressal and other relevant details	Yes		https://gokaktextiles.com/wp-content/uploads/2023/03/Designated-Officials-and-Registrar-Share-Transfer-Agents.pdf
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://gokaktextiles.com/wp-content/uploads/2023/03/Designated-Officials-and-Registrar-Share-Transfer-Agents.pdf
12	Financial results	Yes		https://gokaktextiles.com/financial-results/
13	Shareholding pattern	Yes		https://gokaktextiles.com/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://gokactextiles.com/newspaper-publications/
18	Credit rating or revision in credit rating obtained	Yes		https://gokactextiles.com/corporate-announcements/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://gokactextiles.com/audited-financials-of-subsidiary-company/
20	Secretarial Compliance Report	Yes		https://gokactextiles.com/secretarial-compliance-report/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://gokactextiles.com/wp-content/uploads/2023/12/Policy-for-Determination-of-Materiality-for-Disclosures.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://gokactextiles.com/wp-content/uploads/2024/04/Disclosure-of-Contact-Details-of-KMP-for-the-purpose-of-determining-materiality-as-required-under-regulation-305-of-SEBI-LODR.pdf

23	Disclosures under regulation 30(8)	Yes		https://gokaktextiles.com/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://gokaktextiles.com/annual-returns/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://gokaktextiles.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://gokaktextiles.com/

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

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

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

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

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	642730237	599057270	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Vipan Kumar Sharma		
Designation	CFO		
Place	Bengaluru		
Date	20-04-2024		

Text Block

Textual Information(2)

During the year ended March 31, 2024, the Company has entered into a Novation agreement (the Agreement) in respect of transfer of the Inter-corporate-deposits (ICDs) aggregating to Rs. 6,427.30 lakhs (including interest) outstanding in the books of its subsidiary company Gokak Power & Energy Limited (GPEL) repayable to the Ultimate Holding Company Shapoorji Pallonji and Company Private Limited (SPCPL). According to the said Agreement, the Company has assumed the ICD liabilities towards SPCPL and obtained rights to the ICDs receivable from GPEL for the said ICDs from the effective date on existing terms. Accordingly, during the period, the Company has recognized the ICD and accrued interest payable to SPCPL and ICD given to GPEL for the aforesaid amount.

Details of Cyber security incidence		
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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Rakesh M. Nanwani
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	20-04-2024

