



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

May 30, 2026

**Security Code: 532957**  
**Security ID : GOKAKTEX**

**Subject: Submission of Annual Secretarial Compliance Report for the FY 2025-26.**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please enclosed find herewith the Annual Secretarial Compliance Report of Gokak Textiles Limited issued by KDSH & Associates LLP, Practicing Company Secretaries for the year ended March 31, 2026.

For **Gokak Textiles Limited**

Rakesh M. Nanwani  
Company Secretary & Compliance Officer  
Membership No. A45718

Encl.: As above

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## **GOKAK TEXTILES LIMITED**

**Registered Office:** #1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes, Near Jayanna Circle,  
Rajarajeshwari Nagar, Bengaluru - 560 098  
**Telephone No.:** +91 80 29744077 / 29744078 **Website:** [www.gokaktextiles.com](http://www.gokaktextiles.com)  
**GSTIN:** 29AACCG8244P1ZX **CIN:** L17116KA2006PLC038839

**Secretarial Compliance Report of Gokak Textiles Limited for the financial year ended:  
31<sup>st</sup> March, 2026**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Gokak Textiles Limited** (hereinafter referred as 'the listed entity'), having its Registered Office: #1, 2nd Floor, 12th Cross Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bangalore-560098. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March 2026 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

- (a) all the documents and records made available to us and explanation provided by Gokak Textiles Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31<sup>st</sup> March 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (No such transaction took place during the Audit Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (No such transaction took place during the Audit Period)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (No such transaction took place during the Audit Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (No such transaction took place during the Audit Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (No such transaction took place during the Audit Period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (i) (Other regulations as applicable) and circulars/ guidelines issued thereunder and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1	The composition of board of directors of the listed entity shall be as follows: (a) board of directors shall have an optimum	SEBI Master Circular No. SEBI/HO/C FD/P	There was no optimum combination of Board as there was a	BSE	Fine	Vacancy was not filled within the prescribed time limit	Rs.2,41,900/- (including GST)	As per Regulations 17 (1) of Securities and Exchange Board of India	The Company had initiated the process of identification	

	<p>combination of executive and non-executive directors with at least one woman director and not less than fifty percent of the board of directors shall comprise of non-executive directors; Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.</p>	<p>oD2/ CIR/P /0155 dated November 11, 2024 (Chapter-VII(A) - Penal Actions for Non-Compliance ).</p>	<p>vacancy of one Independent Director</p>					<p>(Listing Obligations and Disclosures Requirements) Regulations, 2015. Board failed to fill the vacancy of one Independent Director with-in the time lines as mentioned in Regulations 17 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.</p>	<p>and selection of Independent Director who was experienced and were long serving professional /expert in the field the company operated. After due process Independent Director was appointed on May 08, 2025 and the requirements with w.r.t the Composition of the</p>	
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									Board were complied with.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports) PCS	Observations made in the Secretarial compliance report for the year ended 2024 - 2025 (the Years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company has complied with all the conditions of Corporate Governance as stipulated in Regulation 17 to 27 (Listing Obligations and Disclosure Requirements) Regulations, 2015 except Regulation 17(1) pursuant to Non-compliance	The company was liable for penal actions prescribed for non-compliance of regulation 17(1), of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	As per SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (Chapter-VII(A)-Penal Action for Non-Compliance).	The Company has fully paid the fine levied by the BSE Ltd., for non-compliance with the regulations/provisions of composition of the Board in terms of regulation 17(1) of Listing obligation and	Women Director was appointed w.e.f August 13, 2024 and Independent Directors w.e.f January 24, 2025 and May 08, 2025 and the requirements with w.r.t the Composition of the Board were complied	The Company fully paid the fine and the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

	with the requirements pertaining to the composition of the Board including failure to appoint woman director and Independent Directors as per regulatory requirements .			Disclosure requirement Regulation, 2015	with.	
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I/we hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-

Kiran  
Desai

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by Kiran Desai  
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2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	-
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	-
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-

5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>(a) Yes (b) Yes</p>	<p>- -</p>
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under LODR Regulations.</p>	<p>Yes</p>	<p>-</p>
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	<p>-</p>
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	<p>(a)Yes (b) NA</p>	



<p><b>12.</b></p>	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	<p>NA</p>	<p>No such event</p>
<p><b>13.</b></p>	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	<p>No</p>	<p>-</p>

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

**Kiran Desai** Digitally signed by Kiran Desai  
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4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Bangalore  
Date: 25<sup>th</sup> May, 2026

For **KDSH & Associates LLP**

**Kiran**  
**Desai**

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by Kiran Desai  
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Kiran Desai  
Designated Partner  
FCS10056 | CP No: 12924  
UDIN: F010056H000464598  
Peer Review Certificate Number 2406/2022