



GOKAK TEXTILES LIMITED

CIN: L17116KA2006PLC038839

Registered Office: #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle,
Rajarajeshwari Nagar, Bangalore, Karnataka – 560098

Email: secretarial@gokaktextiles.com Phone :+91 80 297 44 077/297 44 078

NOTICE FOR ADJOURNED MEETING OF THE EQUITY SHAREHOLDERS OF GOKAK TEXTILES LIMITED CONVENED PURSUANT TO THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

MEETING DETAILS :

Day	Monday
Date	December 26, 2022
Time	11:30 A.M. (IST)
Host Venue	Deemed Venue would be #1, 2 nd Floor, 12 th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bangalore, Karnataka – 560098
Mode	Video conference (VC)and/or other audio and visual means (OAVM)

E-VOTING DURING THE MEETING:

E-voting through VC/OAVM facility shall be available to the Equity Shareholders of the Company during the meeting.

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Sd/-
Mr. Ricab Chand
Chairperson appointed by Hon'ble NCLT for the
Meeting of Equity Shareholders of the Gokak Textiles Limited
Dated this 17th day of December 2022 at Bengaluru

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENGALURU BENCH
AT BENGALURU**

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SECTIONS 230 AND 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SURYODAY ONE ENERGY PRIVATE LIMITED AND GOKAK TEXTILES LIMITED

AND

**IN THE MATTER OF SCHEME OF ARRANGEMENT AMONGST SURYODAY ONE ENERGY PRIVATE LIMITED AND
GOKAK TEXTILES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

CA (CAA) NO. 40/BB/2022

SURYODAY ONE ENERGY PRIVATE LIMITED

CIN: U40101KA2017PTC156198

#1, 2nd Floor, 12th Cross, Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
Bangalore, Karnataka- 560098

..... APPLICANT COMPANY NO.1/ TRANSFEROR COMPANY

GOKAK TEXTILES LIMITED

CIN: L17116KA2006PLC038839

#1, 2nd Floor, 12th Cross Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
Bangalore, Karnataka - 560098

..... APPLICANT COMPANY No.2 / TRANSFEREE COMPANY

FORM NO. CAA. 2

[Pursuant to Section 230(3) and Rule 6 and 7]

NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF GOKAK TEXTILES LIMITED

To,
**The Equity Shareholders
Gokak Textiles Limited,**

- In continuation of the notice dated November 12, 2022 (“Original Notice”) Notice is hereby given** that by an order dated **October 10, 2022**, the Bengaluru Bench of National Company Law Tribunal (hereinafter referred as “**Tribunal**”), had directed the meeting of Equity Shareholders of Applicant Company No.2 for the purpose of considering, and if thought fit, approving with or without modification the Scheme of Arrangement amongst Suryoday One Energy Private Limited (Transferor Company) and Gokak Textiles Limited (Transferee Company) and their respective shareholders (“the Scheme”). However, the BSE, vide its query dated December 10, 2022, had directed the Company to be in compliance with its observation letter dated February 21, 2022, in relation to sending out the information about the Transferor Company in the format prescribed in the abridged prospectus, irrespective of the fact that the Company would only issue unlisted preference shares to the shareholders of the Transferor Company, and not listed equity shares. In compliance with the Tribunal Order, the Company had convened the meeting of its Equity Shareholders in accordance with the above directions. In order to comply with the above direction of the BSE, the Company, at the meeting so convened, has adjourned the meeting of the Equity Shareholders to December 26, 2022 at 11:30 AM., with the permission of the Chairman of the meeting of the Equity Shareholders, Mr. Ricab Chand. The abridged prospectus dated December 14, 2022 is annexed as **Annexure 1** to this notice which is duly certified by Kunvarji Finstock Private Limited, a SEBI Registered Merchant Banker.

2. The Resolution to be submitted at the said meetings will read as follows:

“RESOLVED THAT pursuant to Sections 230 and 232 of the Companies Act, 2013 (the Act) and Companies (Compromise, Arrangement and Amalgamation), Rule 2016 and the National Company Law Tribunal Rules 2016 (the Rules) and other applicable provisions, if any, of the Act and the Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, and subject to sanction by the Hon’ble National Company Law Tribunal Bengaluru Bench and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Hon’ble Tribunal or other appropriate authorities, the Scheme of Arrangement amongst Suryoday One Energy Private Limited (Transferor Company) and Gokak Textiles Limited (Transferee Company) and their respective shareholders in terms of the draft laid before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble Tribunal, or such other regulatory/statutory authorities while sanctioning the Scheme.”

3. The adjourned meeting of the Equity Shareholders of the Applicant Company No. 2, will be held on December 26, 2022 at 11:30 A.M., through video conference (VC) and/or other audio and visual means (OAVM) for the purpose of considering, and if thought fit, approving the proposed Scheme following the operating procedures referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as ‘MCA Circulars’) read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (‘SEBI’) (referred as ‘SEBI Circulars’).
4. **TAKE FURTHER NOTICE** that in accordance with the said Order and provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; and Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (**‘Listing Regulations’**), the Company has engaged the services of National Securities Depository Limited (**‘NSDL’**) for the purpose of providing facility of e-voting during the meeting through VC/OAVM. Accordingly, voting by Equity Shareholders of the Company shall be carried out through e-voting during the Meeting through VC/OAVM.
5. **TAKE FURTHER NOTICE** that the Equity Shareholders shall have the facility and option of voting through VC/ OAVM during the meeting. The voting rights of Equity Shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on December 07, 2022, being the cut-off Date (**“Cut-off Date”**). A person who is not an Equity Shareholder as on the Cut-off Date, should treat the Notice for information purpose only.
6. **TAKE FURTHER NOTICE** that pursuant to the Order of the NCLT, the Company has exercised the option to convene the Meeting of Equity Shareholders by VC/OAVM, and there is no requirement of appointment of proxies as per General Circular No. 14/2020 dated April 8, 2020. Accordingly, the facility of appointment of proxies by Equity Shareholders under Section 105 of the Act will not be available for the said Meeting. However, in pursuance of Sections 112 and 113 of the Act read with Rule 10 of the of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, where a body corporate is a member, authorized representatives of the body corporate may be appointed for the purpose of voting through e-voting during the Meeting provided an authority letter/ power of attorney by the Board of Directors or a certified copy of the resolution passed by its Board of Directors or other governing body of such corporate authorizing such person to attend and vote at the Meeting through VC/ OAVM as its representative, who are authorized to vote is emailed to the Company at secretarial@gokaktextiles.com not later than 48 (forty eight) hours before the time scheduled for holding the Meeting.
7. A copy of the Scheme, the Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the Rules, along with the enclosures as indicated in the Index, were enclosed with in the original notice dated November 12, 2022. In compliance with the Order and the MCA and SEBI Circulars, the notice of this Meeting, together with the documents accompanying the same, have already been sent through electronic mode to those Equity Shareholders of the Company whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (RTA)/ Depositories, and by registered post, speed post, courier and / or hand delivery to the Equity Shareholders of the Company whose email addresses are not registered with the Company / RTA/ Depositories. A copy of this Notice and the accompanying documents will be hosted on the website of the Company at <http://www.gokakmills.com> and will also be

available on the website of BSE Limited ('BSE') at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com . A copy of the Scheme along with the Explanatory Statement to the original notice dated November 12, 2022 can be obtained free of charge, between 10.00 a.m. to 4.00 p.m. on any day (except Saturday, Sunday and public holidays) upto one day prior to the date of the Meeting from the Registered Office of the Company or by sending a request, along with details of your shareholding in the Company, by e-mail at secretarial@gokaktextiles.com .

8. In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the Equity Shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the Equity Shareholders of the Company, voting through remote e-voting and e-voting facility made available during the Meeting through VC/ OAVM.
9. Further, in accordance with the SEBI Scheme Circular, the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the aforesaid resolution for approval of the Scheme are more than the number of votes cast by the public shareholders against it.
10. The Tribunal had appointed **Mr. Ricab Chand as the Chairperson** and **Mr. Vinay B.L. as the Scrutinizer** of the said meeting.
11. The above-mentioned Scheme, if approved by the shareholders, will be subject to the subsequent approval of the Tribunal.

Sd/-
Mr. Ricab Chand
Chairperson appointed by Hon'ble NCLT for the
Meeting of Equity Shareholders of the Gokak Textiles Limited
Dated this 17th day of December 2022 at Bengaluru

NOTES:

1. Pursuant to the order dated October 10, 2022 in Company Application No. C.A. (CAA)-40/BB/2022, passed by the Hon'ble National Company Law Tribunal, Bengaluru Bench, the meeting of the Equity Shareholders of Gokak Textiles Limited was to be being convened on Wednesday, December 14, 2022 at 11:30 A.M. IST through VC/OAVM without the physical presence of the Equity Shareholders at a common venue, at the option of the Company and as per applicable procedure (with requisite modifications as may be required) referred to in MCA Circulars and SEBI Circulars for the purpose of considering, and if thought fit, approving the scheme, pursuant to the provisions of Sections 230 to 232, and other applicable provisions of the Act. However, the BSE, vide its query dated December 10, 2022, had asked the Company to be in compliance with its observation letter dated February 21, 2022, in relation to sending out the information about the Transferor Company in the format prescribed in the abridged prospectus, irrespective of the fact that the Company would only issue unlisted preference shares to the shareholders of the Transferor Company, and not listed equity shares. In compliance with the Tribunal Order, the Company had convened the meeting of its Equity Shareholders in accordance with the above directions. However, in order to comply with the above direction of the BSE, the Applicant Company No.2, at the meeting so convened, has adjourned the meeting of the Equity Shareholders to December 26, 2022 at 11:30 A.M., with the permission of the Chairman of the meeting of the Equity Shareholders, Mr. Ricab Chand. Further in accordance with the MCA and SEBI Circulars, provisions of the Act and the Listing Regulations, the Meeting is being held through VC/ OAVM. As per Order and MCA/SEBI Circulars, since the meeting is held through VC/OAVM, the deemed venue of the Meeting shall be registered office of the Company.
2. Only registered Equity Shareholders of the Applicant Company No. 2 can attend and vote at the meeting (either in person or by Authorised Representative). Although pursuant to the provisions of the Act, a member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company, but since this meeting is being held pursuant to the MCA/SEBI circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this meeting and hence the proxy form, attendance slip and route map of this meeting are not annexed to this notice.
3. The cut-off date to determine the eligibility to attend e-voting through VC/OAVM during the Meeting shall be as per applicable law ("**Cut-off Date**"). The Equity Shareholders 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 i.e., Wednesday, December 07, 2022, shall be entitled to avail the facility of e-voting during the Meeting through VC/OAVM, as the case may be.

Members holding shares in physical mode and whose email IDs are not registered, are requested to register their email ID with TSR Consultants Private Limited (RTA) at csg-unit@tcplindia.co.in or secretarial@gokaktextiles.com , by sending a duly signed Form ISR-1 mentioning their Name as registered with the RTA, Address, email ID, Mobile Number, self-attested copy of PAN, DPID/Client ID or Folio Number and number of shares held. Shareholders holding shares in dematerialized mode are requested to register/ update their email address with the relevant Depository Participants.

4. Any person, who acquires shares and becomes a Member of the Company after dispatch of the notice and holding shares as on the cut-off date Wednesday, December 07, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or csg-unit@tclindia.co.in. However, if he/she is already registered with National Securities Depository Limited (NSDL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
5. Only those Equity Shareholders who will be present at the Meeting through VC/OAVM facility and have not cast their vote by remote e-voting prior to the Meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting. However, the Equity Shareholders who have cast their votes by remote e-voting prior to the Meeting will be eligible to participate at the Meeting but shall not be eligible to cast their vote again during the Meeting.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the meeting.
7. Each Equity Shareholders can opt for only one mode of voting i.e. (a) remote e-voting prior to Meeting which was open from December 11, 2022 to December 13, 2022 or (b) and e-voting through VC/OAVM during the Meeting as arranged by NSDL on behalf of the Company. If an Equity Shareholders cast votes by both modes, then voting done through remote e-voting shall prevail. Once the vote on a resolution is cast, the Equity Shareholders shall not be allowed to change the same subsequently or cast the vote again.
8. The Explanatory Statement pursuant to Sections 230(3), 232(1), 232(2) and Section 102 of the Act, and Rule 6 of the Rules setting out the material facts concerning the Special Business and details of the amalgamation is annexed hereto.
9. All the documents referred to in the accompanying notice and explanatory statement, shall be available for inspection through electronic mode, basis the request being sent on secretarial@gokaktextiles.com and also available on company website at <http://www.gokakmills.com>
10. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. **As per the Order, the Quorum for the said meeting is 30 Equity Shareholders.** In case the requisite quorum is not present at the designated time, the meeting shall stand adjourned for half an hour and thereafter the persons present and voting, including authorised representatives, shall be deemed to constitute the quorum.
12. The Tribunal had appointed Mr. Ricab Chand as the Chairperson of the said meeting and Mr. Vinay B.L. as the Scrutinizer (Membership No. F9159 and CP No. 10760), to scrutinize votes cast electronically through remote e-voting and e-voting through VC/OAVM during the Meeting in a fair and transparent manner. The Scrutinizer shall submit a consolidated report on votes cast to the Chairperson of the Meeting or to the person so authorised by the Chairperson. The scrutinizer's decision on the validity of the votes cast electronically shall be final.
13. The e-voting period on the day of meeting commences at **11.30 A.M. (IST) on Monday, December 26, 2022** and ends at **1.00 P.M. (IST) on Monday, December 26, 2022**. The detailed instructions for joining the Meeting through VC/OAVM and process and manner of e-voting form part of this Notice.
14. The Notice convening the original meeting, day, date, place and time of the meeting, along with the Explanatory Statement amongst others, was published through advertisement in the following newspapers, namely, (i) "Business Standard" in the English language; and (ii) "Kannada Prabha" in the Kannada language dated November 12, 2022.
15. **DECLARATION OF RESULTS ON THE RESOLUTION**
 - (i) The Scrutinizer shall, after the conclusion of the Meeting, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution and invalid votes, if any and submit the same to the Chairperson of the Meeting or a person authorized by Chairperson in writing who shall countersign the same.
 - (ii) The result of the voting shall be announced by the Chairperson of the Meeting or a person authorized by the Chairperson in writing within 07 (Seven) working days from the conclusion of the Meeting. The results declared, along with the Scrutinizer's Report, shall be displayed on the Company's website at <http://www.gokakmills.com> and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared. The Company shall also simultaneously forward the results along with the Scrutinizer's Report to BSE Limited, the stock exchange where the Company's equity shares are listed.
 - (iii) Subject to the receipt of requisite majority of votes in favor of the scheme, the resolution shall be deemed to be passed on the date of the Meeting, i.e., on December 26, 2022.

16. A copy of the explanatory statement, the Scheme and other enclosures are enclosed and form part of this notice.
17. **INSTRUCTIONS FOR ATTENDING THE MEETING THROUGH VC/OAVM AND PROCESS AND MANNER FOR E-VOTING ARE AS UNDER**

How do I vote electronically using NSDL e-Voting system?


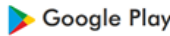


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG For- mat) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vinay@vinaybl.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your pass- word confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@gokaktextiles.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@gokaktextiles.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:-

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the Meeting.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General Meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Facility of joining the meeting through VC / other Audio-Visual Means (OAVM) shall open 60 minutes before the time scheduled for the members to join the meeting. The Shareholders can join the meeting in the VC/OAVM mode 60 minutes before the scheduled time of the commencement of the Meeting by following the necessary procedure mentioned in this Notice.
6. Members who would like to express their views during the meeting may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, demat account number/folio number, PAN, mobile number at secretarial@gokaktextiles.com between December 19, 2022 to December 23, 2022 before (5.00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views during the meeting.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting.

Members who need assistance before or during the meeting can contact NSDL on evoting@nsdl.co.in telephone no. 1800 1020 990 and 1800 224430.

Sd/-
Mr. Ricab Chand
Chairperson appointed by Hon’ble NCLT for the
Meeting of Equity Shareholders of the Gokak Textiles Limited
Dated this 17th day of December 2022 at Bengaluru

KUNVARJI
SINCE 1960

Driven By Knowledge

To
The Board of Directors
Gokak Textiles Limited,
#1, 2nd Floor, 12th Cross Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
Bangalore – 560098, India.

Dear Sir,

Sub: Certificate on adequacy and accuracy of disclosure of information pertaining to the Suryoday One Energy Private Limited in the Abridged Prospectus in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended, SEBI Master Circular– SEBI/HO/CFD/DILI/CIR/P/2020/249 dated December 22, 2020 read with SEBI Circulars SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022, and Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (“SEBI Circular”) for the purpose of Composite Scheme of Arrangement amongst the Gokak Textiles Limited (“Transferee Company”) and Suryoday One Energy Private Limited (“Transferor Company”) and their respective shareholders under section 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”).

We, M/s. Kunvarji Finstock Private Limited (“KFPL”, “Kunvarji”, “We” or “us”), a Category I Merchant Banker registered with SEBI, having registration no. MB/INM000012564 have been appointed by Board of Directors (the “Board”) of Gokak Textiles Limited (Gokak) for the purpose of certifying the adequacy and accuracy of disclosure of information provided in its Abridged Prospectus in connection with the Composite Scheme of Arrangement amongst the Gokak Textiles Limited (“Transferee Company”) and Suryoday One Energy Private Limited (“Transferor Company”).

1. Scope and Purpose of the Certificate:

SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended, SEBI Master Circular– SEBI/HO/CFD/DILI/CIR/P/2020/249 dated December 22, 2020 read with SEBI Circular SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022, and Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (“SEBI Circular”) inter alia prescribed that the listed entity in the present case Gokak Textiles Limited (“Gokak”) shall include the applicable information pertaining to the unlisted entity involved in the scheme in the present certificate, Suryoday One Energy Private Limited (“Suryoday”) in the format specified for Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), in the explanatory statement of Kunvarji Finstock Pvt. Ltd.

Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Makarba, Ahmedabad - 380 051
Phone:+91 79 6666 9000 | Fax : + 91 79 2970 2196 | Email: info@kunvarji.com
Corporate Office : 1218-20 ,12th Floor, Summit Business Bay, Opp PVR Cinema, Near Western Express Highway-Metro Station, Andheri (E), Mumbai - 400093.
CIN - U65910GJ1986PTC008979
000793/2022



www.kunvarji.com

notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking approval of the scheme. SEBI Circular further prescribes that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above mentioned requirement under the SEBI Circular.

This certificate is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

2. **Certification:**

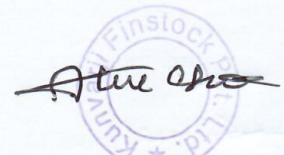
We state and confirm as follows:

- 1) We have examined various documents and other materials made available to us by the management of Gokak and Suryoday in connection with finalization of Abridged Prospectus dated December 14, 2022, pertaining to Suryoday, which will be circulated to the members of all the companies i.e. Suryoday and Gokak at the time of seeking their consent to the Composite Scheme of Arrangement amongst Suryoday and Gokak as a part of explanatory statement to the notice.
- 2) On the basis of such examination and the discussion with the management of Suryoday and Gokak, we confirm that:
 - A. The information contained in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to Suryoday.
 - B. The Abridged Prospectus contains applicable information pertaining to Suryoday as required in terms of SEBI Circular, which, in our view is fair, adequate and accurate to enable the members to make an informed decision on the Composite Scheme of Arrangement.

3) **Disclaimer:**

Our scope of work did not include the following:-

- An audit of the financial statements of Suryoday.
- Carrying out a market survey / financial feasibility for the Business of Suryoday.
- Financial and Legal due diligence of Suryoday.



Kunvarji Finstock Pvt. Ltd.

Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Makarba, Ahmedabad - 380 051

Phone: +91 79 6666 9000 | Fax : + 91 79 2970 2196 | Email: info@kunvarji.com

Corporate Office : 1218-20, 12th Floor, Summit Business Bay, Opp PVR Cinema, Near Western Express Highway-Metro Station, Andheri (E), Mumbai - 400093.

CIN - U65910GJ1986PTC008979
000795/2022



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It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of Suryoday and Gokak.

We do not assume any obligation to update, revise or reaffirm this certificate because of events or transactions occurring subsequent to the date of this certificate.

We understand that the management of Suryoday and Gokak, during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our Certificate.

The fee for our services is not contingent upon the result of the Scheme.

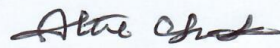
The management of Suryoday and Gokak or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate.

Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the Composite Scheme of Arrangement with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding companies/subsidiaries/associates etc.)

In no event, KFPL, its Directors and employees will be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

Yours faithfully,
For, Kunvarji Finstock Private Limited



Mr. Atul Chokshi
Director (DIN: 00929553)



Date: December 14, 2022
Place: Ahmedabad



www.kunvarji.com

Kunvarji Finstock Pvt. Ltd.

Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Makarba, Ahmedabad - 380 051
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CIN - U65910GJ1986PTC008979
000796/2022

This is an Abridged Prospectus containing salient features of business of Suryoday One Energy Private Limited ("Transferor Company") and Scheme of Arrangement amongst Suryoday One Energy Private Limited ("Transferor Company") and Gokak Textiles Limited ("Transferee Company") and their respective shareholders. You may download the Scheme of Arrangement from the website of Gokak Textiles Limited (<http://www.gokakmills.com>) and the Website of BSE Limited ("BSE") the Stock Exchange where the equity shares of Gokak Textiles Limited are listed ("Stock Exchange"), i.e. www.bseindia.com.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

This Abridged Prospectus consists of 09 pages. Please ensure that you have received all the pages

SURYODAY ONE ENERGY PRIVATE LIMITED

(Suryoday One Energy Private Limited (hereinafter referred to as "Suryoday One") was incorporated under the Companies Act, 2013 bearing CIN- U40101KA2017PTC156198 on February 14, 2017.)

Regd. Office: #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bangalore, Karnataka – 560098

Tel.: 022 67490000; E-mail: secretarial.infra@shapoorji.com

Contact Person: Mr. Sunil Kulkarni

Website: Not Applicable

Promoter of Suryoday One Energy Private Limited: "Shapoorji Pallonji Infrastructure Capital Company Private Limited" and Gokak Power & Energy Limited ("GPEL") and together hold 100% of the total issued and paid-up share capital of Transferor Company

Please ensure that you also read the Scheme of Arrangement which has been approved by the Board of Directors of Transferor Company vide resolution dated November 12, 2021. The shareholders are advised to retain a copy of the Abridged Prospectus for their future reference.

FOR PRIVATE CIRCULATION TO THE SHAREHOLDERS OF TRANSFEEE COMPANY ONLY

ABRIDGED PROSPECTUS

In the nature of an Abridged Prospectus containing salient features of the Scheme of Arrangement amongst Suryoday One Energy Private Limited (Transferor Company) and Gokak Textiles Limited (Transferee Company) and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 and the rules made thereunder of the Companies Act, 2013 (hereinafter referred to as the "Scheme"). This Abridged Prospectus discloses applicable information of the unlisted entity i.e., Suryoday One Energy Private Limited, in compliance with SEBI Circulars bearing reference Number, SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 and SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 21, 2021, as amended (the "SEBI Circular") relating to the Scheme.

This document is prepared to comply with the requirement of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular, and sets out the disclosures in an abridged prospectus format as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR regulations, 2018"), to the extent applicable. The equity shares of Transferee Company are listed on BSE Limited ("BSE") (referred to as the "Stock Exchange"). The Scheme involves, reduction of Share Capital and Re-organisation of reserves of Transferee Company in the manner set out in the Scheme and amalgamation (by way of absorption) of Transferor Company with and into Transferee Company.

TRANSFEROR'S COMPANY ABSOLUTE RESPONSIBILITY

Transferor Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Abridged Prospectus contains all information with regard to Transferor Company and the



Scheme, which is material in the context of the Scheme, that the information contained in the Abridged Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which will make the Abridged Prospectus as a whole, or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

MERCHANT BANKER

Kunvarji Finstock Private Limited

Block B, First Floor, Siddhi Vinayak Towers, Off S.G. Highway Road, Mouje Makarba, Ahmedabad-380051CIN: U65910GJ1986PTC008979

Contact Person: Mr. Niraj Thakkar

Tel No.: +91 79 6666 9000 | F: +91 79 2970 2196

e-mail: niraj.thakkar@kunvarji.com

SEBI Reg. No.: MB/INM000012564



GENERAL INFORMATION

Suryoday One Energy Private Limited is a company incorporated under the Companies Act, 2013 bearing CIN- U40101KA2017PTC156198. The company was incorporated on February 14, 2017. The company is represented by its Director, Mr. Sunil Kulkarni S/o Vasudeo Ramchandra Kulkarni, aged about 63 Years, residing at E-517, National Regency, Plot No. 445, Takka, Tal Panvel Raigad, Maharashtra, India - 410206, Mobile: 022 67490000, email secretarial.infra@shapoorji.com.

Registered Office of Transferor Company

The registered office of the Transferor Company is at #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bangalore, Karnataka - 560098.

Registrar & Share Transfer Agent

Link Intime India Private Limited
247 Park, C-101, 1st Floor,
L.B.S. Marg, Vikhroli West,
Mumbai -400083

Statutory Auditor

MRB & Associates, Chartered Accountants
FRN: 136306W
A-102, 1st Floor, Shraddha Heights,
Telly Gully Cross Road,
Andheri- East, Mumbai 400069

SCHEME DETAILS AND PROCEDURE

Pursuant to the Composite Scheme of Arrangement amongst Suryoday One Energy Private Limited (Transferor Company) and Gokak Textiles Limited (Transferee Company) and their and their respective shareholders under Sections 230 to 232 and the rules made thereunder of the Companies Act, 2013 ("Scheme"), and Part C of the Scheme deals with Reduction of Share Capital and Re-organisation of reserves of Transferee Company and Part D deals with Amalgamation by absorption of Transferor Company with and into Transferee Company.

For the purposes of obtaining approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated stock exchange is the BSE Limited.

ELIGIBILITY FOR THE ISSUE

Whether the company is compulsorily required to allot at least 75% of the net public offer to public, to qualified institutional buyers – Not Applicable.

INDICATIVE TIMELINE

The details in respect of the meetings of the equity shareholders, secured creditors and unsecured creditors of the Transferee Company as convened in accordance with Section 230-232 of the Companies Act, 2013 for the approval of the Scheme will be published in the relevant newspaper as per the directions of the Hon'ble National Company Law Tribunal, Bangalore Bench ("Tribunal" or "NCLT").



PROMOTERS OF TRANSFEROR COMPANY

The Promoters of Transferor Company are "Shapoorji Pallonji Infrastructure Capital Company Private Limited" ("SPICPL") and Gokak Power & Energy Limited ("GPEL") and together holds 100% of the total issued and paid-up share capital of Transferor Company.

The Ultimate Beneficial Owners of the Company are Mr. Shapoorji Mistry who holds 50% control and the balance 50% held by late Mr. Cyrus Mistry is in the process of being transmitted to his two sons viz., Mr. Firoz Cyrus Mistry and Mr. Zahan Cyrus Mistry.

Gokak Textiles Limited, was incorporated as a public limited company in the State of Karnataka under the provisions of the Companies Act, 1956, in the name and style of ANS Textiles (Bangalore) Limited on March 27, 2006 and received its certificate for commencement of business on December 15, 2006. Subsequently, on January 23, 2007, its name was changed to its current name i.e., Gokak Textiles Limited. The Registered Office is situated at #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bangalore - 560098. The equity shares of Transferee Company are listed on BSE Limited. It has its Corporate Identity Number as L17116KA2006PLC038839

The Transferee Company is engaged in the Business of manufacturing, trading, importing, exporting, warehousing and dealing in all kinds of textile and related activities.

BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

Overview

The Transferor Company operates a solar photovoltaic power project with a capacity of around 40MW in the state of Karnataka to supply annually around 90 Mn Units of solar power.

Part C of the Scheme deals with Reduction of Share Capital and Re-organisation of reserves of Transferee Company and Part D deals with the Amalgamation by absorption of Transferor Company with and into Transferee Company.

Rationale of the Scheme

1. Rationale for Part C of the Scheme which deals with the reduction of capital and re-organisation of reserves of the Transferee Company in the manner set out in this Scheme can provide benefits to the shareholders / stakeholders as under:
 - a. Under this Scheme, if approved, will enable the Transferee Company, i.e. Gokak Textiles Limited to consolidate the ownership of the power business and also provide reliable source of power for its textile division;
 - b. The Scheme does not involve any financial outlay or outgo and therefore, would not affect the ability or liquidity of the Transferee Company to meet its obligations or commitments in the normal course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Transferee Company.



2. Rationale for Part D of the Scheme which deals with the amalgamation by absorption of Transferor Company with and into Transferee Company. Integration of the business of the Transferee Company and the Transferor Company can provide benefits to the shareholders / stakeholders as under:
- a) Enabling the Transferee Company, i.e., Gokak Textiles Limited to further consolidate its renewable energy business by adding Solar Power business to existing Hydro Power business of its Subsidiary Company;
 - b) Provide reliable source of power to its textile business; and
 - c) The Transferee Company can explore better avenues for energy business for further expansion in future.

There is no likelihood that interests of any shareholder or creditor of any of the Transferor Company, or the Transferee Company would be prejudiced as a result of the Scheme. The Scheme does not affect the rights of the creditors of the Transferor Company or the Transferee Company. There will not be any reduction in amounts payable to the creditors of the Transferor Company or the Transferee Company, nor there shall be any change in terms with creditors which is adverse to their interest, pursuant to the sanctioning of this Scheme.



BOARD OF DIRECTORS OF TRANSFEROR COMPANY

Sr. No	Name, DIN and Address	Designation	Experience
1.	Mr. Sunil Vasudev Kulkarni DIN: 03137498 E-517, National Regency, Plot No. 445, Takka, Tal - Panvel, Raigad, 410206	Director	Graduated in Mechanical Engineering from IIT Bombay. He has a rich experience of over 30+ years of experience in Development, Financing and Management of power sector projects with expertise in Hydro and Solar sector.
2.	Mr. Ritesh Jayantilal Dedhia DIN: 09663463 3rd Floor, 302, Plot No.204, B wing, Kush Prestige Road No.13, Jawahar Nagar, Goregaon (W), Mumbai- 400104	Director	A Chartered Accountant by profession. He also holds degree of PGEMP from SP Jain Institute of Management & Research. He has a rich experience of over 20 + years of experience. In his career he has worked with organizations such as Nikhil Adhesives Limited and Reliance Industries Ltd (Oil & Gas)

OBJECTS OF THE ISSUE

The Transferor Company does not propose to raise any capital and its equity shares are unlisted.

The Transferor Company will amalgamate with and into the Transferee Company and shall dissolve without winding up pursuant to the Scheme.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issues, if any, of the company in the preceding 10 years: Not Applicable

CAPITAL STRUCTURE OF Transferor Company

PRE-SCHEME	
Authorised Share Capital	Rs. 40,00,00,000 comprising of 4,00,00,000 Equity Shares of Rs. 10- each
Issued, Subscribed and Paid-up Capital	Rs. 35,00,00,000 comprising of 3,50,00,000 Equity Shares of Rs. 10/- each fully paid up
POST SCHEME	
Authorised Share Capital	Transferor Company will merge into Transferee Company and shall dissolve without winding up
Issued, Subscribed and Paid-up Capital	Transferor Company will merge into Transferee Company and shall dissolve without winding up



Based on the above, the pre and post Scheme shareholding pattern of Transferor Company would be as under:

Sr. No.	Particulars	Pre-Scheme (number of shares)	Pre-Scheme (%age holding)	Post Scheme (number of shares) *	Post Scheme (%age holding)
1	Promoter and Promoter Group**	3,50,00,000	100.00	-	-
2	Public	-	-	-	-
3	Custodians / Non-Public Non promoter shareholders	-	-	-	-
Total		3,50,00,000	100.00	-	-

* Transferor Company will merge into Transferee Company and shall dissolve without winding up pursuant the Scheme.

** includes 1 (One) Share held by Mr. Sunil Kulkarni as a nominee of Shapoorji Pallonji Infrastructure Capital Company Private Limited.

SUMMARY OF AUDITED FINANCIALS OF TRANSFEROR COMPANY

Particulars	(Rs. in lakhs)		
	FY 2021-22 ¹	FY 2020-21 ¹	FY 2019-20 ¹
Total income (net) ²	3,298.53	3,289.19	3,158.10
Net Profit / (Loss) after tax	(668.27)	(851.58)	(999.41)
Paid up Equity Share Capital	3,500.00	3,500.00	3,500.00
Other Equity (excluding revaluation reserves)	(3,631.59)	(2,963.32)	(2,111.74)
Net worth ⁴	(131.59)	536.68	1,388.26
Basic earnings per share (in Rs.)	(1.91)	(2.43)	(2.86)
Diluted earnings per share (in Rs.)	(1.91)	(2.43)	(2.86)
Net asset value per share (in Rs.) ⁵	(0.38)	1.53	3.97
Return on net worth (%) ⁶	N.A.	N.A.	N.A.

Note 1: Summary for the period ended March 31, 2022, March 31, 2021 and March 31, 2020 has been extracted from Audited Financial Statements prepared based on Ind-AS (notified under Companies (Indian Accounting Standards) Rules, 2015).

Note 2: Total income includes revenue from operations and other income.

Note 3: Net Profit / (Loss) after tax is income.

Note 4: 'Net Worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

Note 5: Net asset value per share has been derived by dividing Net Worth by the number of outstanding shares.

Note 6: Return on net worth (%) has been arrived at by dividing Basic Earnings per Share by Net Asset Value per Share.



INTERNAL RISK FACTORS

1. The Scheme is subject to the conditions / approvals as envisaged under the Scheme and any failure to receive such approvals will result in non-implementation of the Scheme and may adversely affect the shareholders.
2. The Transferor Company will dissolve without winding up pursuant to Scheme of Arrangement which may or may not adversely affect the shareholders.
3. The Transferor Company is presently an unlisted Company and its securities are presently not available for trading on any stock exchange.
4. The main object of the Transferor Company is the business of erection and operation of power generation plants including all kinds of renewable energy and transmission network of electricity.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTIONS

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION						
1. Total number of outstanding litigations against the company and amount involved						
Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved
Company						
By the Company						
Against the Company			Nil			
Directors						
By the Directors						
Against the Directors			Nil			
Promoter						
By the Promoter						
Against the Promoter			Nil			
2. Brief details of top 5 material outstanding litigations against the company and amount involved – Nil						
3. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any (200 - 300 word limit in total) – Nil						
4. Brief details of outstanding criminal proceedings against Promoters (200 - 300-word limit in total) – Nil						

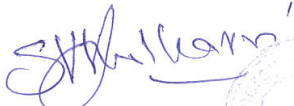

ANY OTHER MATERIAL INFORMATION OF TRANSFEROR COMPANY: NIL



DECLARATION BY TRANSFEROR COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines / regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For Suryoday One Energy Private Limited

Sunil Kulkarni
Director
DIN: 03137498

Date: December 14, 2022
Place: Mumbai