

<b>General information about company</b>	
Scrip code	532957
NSE Symbol	
MSEI Symbol	
ISIN	INE642I01014
Name of the entity	Gokak Textiles Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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 (Refer Regulation 17A(1) of Listing Regulations)	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)
AAQPP8859E	07568951	Executive Director	Not Applicable	CEO-MD	05-10-1957	NA		18-07-2016	18-07-2019			1	0	2	0
AAEPK2147G	00078673	Non-Executive - Independent Director	Not Applicable		30-09-1951	NA		12-09-2008	29-12-2019		80	3	3	6	3
AENPB5028A	00414281	Non-Executive - Independent Director	Not Applicable		07-04-1958	NA		22-05-2019			28	2	2	0	2
ACFPB6418A	02873571	Non-Executive - Non Independent Director	Chairperson		05-12-1967	NA		15-01-2021				1	0	2	0

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

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	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 (Refer Regulation 17A(1) of Listing Regulations)	Num memb in A Stake Comr includ listed (R Regu 26( Lis Regul
5	Mr	D. G. Prasad	AAYPG2176M	00160408	Non-Executive - Independent Director	Not Applicable		30-06-1948	Yes	20-09-2019	28-05-2012	29-12-2019		80	4	4	2
6	Ms	Tripti J. Navani	ADSPN3179Q	08190106	Non-Executive - Non Independent Director	Not Applicable		29-11-1985	NA		01-08-2018	29-09-2021			1	0	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00160408	D. G. Prasad	Non-Executive - Independent Director	Chairperson	28-05-2012		Textual Information(1)
2	00078673	Pradip N. Kapadia	Non-Executive - Independent Director	Member	21-11-2015		
3	07568951	Ramesh R. Patil	Executive Director	Member	26-09-2016		

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as Chairman of Audit Committee with effect from February 05, 2016

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

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00078673	Pradip N. Kapadia	Non-Executive - Independent Director	Chairperson	14-05-2015		Textual Information(1)
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		

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as Chairman of Stakeholders Relationship Committee with effect from September 26, 2016



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

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

<b>Other Committee</b>						
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)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	12-06-2021				Yes	6	3
2	28-06-2021		15		Yes	6	3
3		12-08-2021	44		Yes	6	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)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	12-06-2021				Yes	3	2
2	Audit Committee	28-06-2021	15			Yes	3	2
3	Nomination and remuneration committee	28-06-2021				Yes	3	2
4	Audit Committee	12-08-2021				Yes	3	2

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
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	Yes	
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)

<b>Text Block</b>	
Textual Information(1)	<p>Gokak Textiles Limited is a subsidiary of Shapoorji Pallonji and Company Private Limited.</p> <p>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.</p> <p>Shapoorji Pallonji Infrastructure Capital Company Private Limited holds 49% of the paid up share capital of Gokak Power &amp; Energy Limited, a subsidiary of Gokak Textiles Limited.</p> <p>Gokak Power &amp; Energy Limited holds 0.007 % of the paid up share capital of Suryoday One Energy Private Limited.</p> <p>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.</p> <p>However, no transaction took place between Gokak Textiles Limited and Suryoday One Energy Private Limited for purchase of power till September 30, 2019.</p> <p>During the quarter July 01, 2021 to September 30, 2021, no transaction took place for purchase of power.</p>

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
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 500 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



<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Rakesh M. Nanwani
2	Designation	Company Secretary and Compliance Officer

**Text Block**

<b>Annexure III</b>				
<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

<b>Annexure III</b>		
1	Name of signatory	Rakesh M. Nanwani
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

<b>Signatory Details</b>	
Name of signatory	Rakesh M. Nanwani
Designation of person	Company Secretary and Compliance Officer
Place	Gokak
Date	21-10-2021

