



September 2, 2017

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

Dear Sir,

Intimation of 11th Annual General Meeting of the Company

The 11th Annual General Meeting (11th AGM) of the Members of the Company will be held on Tuesday, September 26, 2017 at 3.00 P.M at KRG Hall, Bharatiya Vidya Bhavan, Race Course Road, Bengaluru 560 001 to transact the Ordinary and Special business as set out in the attached Notice of 11th AGM.

Kindly acknowledge receipt.

Yours faithfully,
For GOKAK TEXTILES LIMITED

(Rakesh Nanwani)
Company Secretary



NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of Gokak Textiles Limited will be held at KRG Hall, Bharatiya Vidya Bhavan, Race Course Road, Bengaluru 560 001 on Tuesday, September 26, 2017 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon

To receive, consider and adopt:

- the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Report of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Report of the Auditors thereon.

2. Appointment of a Director

To appoint a Director in place of Mr. Vasant N. Samzari (DIN: 01757117), who retires by rotation at this Annual General Meeting and being eligible offers himself, for re-appointment.

3. Appointment of Statutory Auditors and to authorize the Board of Directors to determine their remuneration

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), Batliboi & Purnot, Chartered Accountants, (Firm Registration No. 101048W) be and are hereby appointed Statutory Auditors of the Company in place of retiring Statutory Auditors of the Company, Kalyaniwala & Mistry LLP, (Firm Registration No. 104507W), to hold office for a term of 5 (five) years from the conclusion of the Eleventh Annual General Meeting until the conclusion of the Sixteenth Annual General Meeting, subject to ratification at every intervening Annual General Meeting, if so, required under the Act, at such remuneration plus applicable taxes, out of pocket, travelling and other expenses as may be determined by the Board of Directors of the Company.

Resolved further that the Board of Directors of the Company (including any duly constituted Committee thereof) be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

4. Appointment of Ms. Rouna V. Tarkhad (DIN: 07879587) as a Director of the Company

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"Resolved that Ms. Rouna V. Tarkhad (DIN: 07879587), who was appointed as an Additional Director of the Company with effect from August 11, 2017 and who holds office upto the date of this Annual General Meeting in terms of section 161 of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation."

5. Ratification of remuneration to Cost Auditor of the Company for the Financial Year 2017-18.

To consider and, if thought fit, to pass, the following resolution, as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the payment of remuneration of Rs. 3.00 lakhs plus applicable taxes and out of pocket expenses to Messrs. A.G. Anikindi & Co., (Firm Registration No. 1000449), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost accounts of the Company for the financial year ending March 31, 2018 be and is hereby confirmed, approved and ratified.

Resolved further that the Board of Directors of the Company (including any duly constituted Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Increasing the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 112,00,00,000 (Rupees One hundred twelve crores) divided into 70,00,000 (Seventy lakhs) Equity Shares of Rs. 10 each and 10,50,00,000 (Ten Crores fifty lakh) Non-Cumulative, Non-convertible, Redeemable, Preference Shares of Rs. 10 each be and is hereby increased to Rs. 147,00,00,000 (Rupees One hundred forty seven crores) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10 each and 14,00,00,000 (Fourteen crores) Non-Cumulative, Non-convertible, Redeemable, Preference Shares of Rs. 10 each.



Resolved further that the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"The Authorized Share Capital of the Company is Rs. 147,00,00,000 (Rupees One hundred forty seven crores) divided into 70,00,000 (Seventy lakhs) Equity Shares of Rs. 10 (Rupees Ten) each and 14,00,00,000 (Fourteen crores) Non-Cumulative, Non-convertible, Redeemable Preference Shares of Rs. 10 (Rupees Ten) each with the power to increase or reduce, subdivide, consolidate, convert, the Share Capital for the time being into several classes, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Companies Act, 2013 and Rules as applicable, for the time being in force and regulations of the Company and to vary, modify or abrogate such rights."

"Resolved further that the Directors/ Company Secretary of the Company each of them severally, be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed expedient, desirable and necessary to give effect to this resolution and/or incidental thereto."

7. Issue and Offer of Non-cumulative, Non-convertible, Redeemable Preference Shares on a Private Placement basis

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"Resolved that in accordance with the provisions of Sections 42, 55, and other applicable provisions, (if any) of the Companies Act, 2013 ("Act") read with the Rules framed there under, as may be amended from time to time, and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof constituted) to be constituted for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot, such number of Preference Shares of the Company of the face value of Rs. 10 each, on such terms and conditions, for an aggregate value not exceeding Rs. 35 crores, in one or more tranches under this offer, as may be decided by the Board of Directors under this offer, for cash at par or otherwise viz., including but not limited to by way of conversion of loan into Non-cumulative, Non-convertible, Redeemable Preference Shares ("NCRPS") on a private placement basis, to Promoter, Shapoorji Pallonji and Company Private Ltd and/or any other Promoter Group Company and in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

Resolved further that the said Non-cumulative, Non-convertible, Redeemable Preference Shares ("NCRPS") shall not be listed with any Stock Exchanges.

Resolved further that the Non-cumulative, Non-convertible, Redeemable Preference Shares ("NCRPS") shall be non-participating, carry a preferential right, viz –a– via equity shares of the Company with respect to payment of dividend and repayment in case of winding up or repayment of capital.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to agree and to make such modifications (s) and alteration (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient including issuance of "Offer Document" as may be prescribed under the Act and the Rules made thereunder and to resolve all questions of doubts and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate."

8. Adoption of new set of Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution, as a Special Resolution:

"Resolved that the new set of Articles of Association placed before the meeting and initialed by the Chief Executive Officer & Managing Director for the purpose of identification be and the same is adopted in substitution for, and to the exclusion of, the present set of Articles of Association of the Company.

Resolved further that the Board of Directors of the Company and Key Managerial Personnel be and are hereby authorized to do or cause to be done all such acts, deeds and things and to execute and sign all such documents, instruments etc as may be necessary or expedient to give effect to this resolution and/or incidental thereto including signing and submitting forms/documents that may be required to be filed with Registrar of Companies/Ministry of Corporate Affairs."



By Order of the Board of Directors

Ramesh R. Patil

Chief Executive Officer & Managing Director

Mumbai, August 29, 2017.

Registered Office:

#1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle,

Rajajeshwari Nagar, Bengaluru 560 098

Ph: +91 80 2974 4077, +91 80 2974 4078

Email: secretarial@gokultextiles.com

CTN: L1716KA2006PLC038839

Website: www.gokulmills.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") with respect to the special business set out in the Notice is annexed hereto.
2. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [(SEBI (LODR), 2015)] and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at the meeting is enclosed as Annexure to this Notice.

3. A member entitled to attend and vote at the Annual General Meeting (AGM), is entitled to appoint one or more proxies to attend and vote instead of himself / herself and a proxy need not be a Member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly filled, stamped and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

In case of joint holders attending the meeting, only such jointholder who is higher in the order of names will be entitled to vote.

Members/Proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting auditorium.

Members are requested to attend the meeting along with the copy of the Annual Report, already sent to them.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 20, 2017 to Tuesday, September 26, 2017 (both days inclusive).
5. Corporate members are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
6. Members are requested to immediately notify the REGISTRARS AND SHARE TRANSFER AGENTS or the DEPOSITORY PARTICIPANTS (in case of shares which have been dematerialised) if any change in their address.
7. Members are requested to update their email address with Depository Participant/Company to enable us to send you Annual Report and other communications electronically.
8. The Notice of the AGM along with the Annual Report for Financial Year 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their e-mail address are requested to register the same with RTA/Depositories.
9. Members desiring any additional information/clarification on the Financial Statements are requested to send such requests at the earliest so as to enable the Management to keep the information ready at the AGM.

10. E-Voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended by The Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR), 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, September 23, 2017 (9:00 am) and ends on Monday, September 25, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote or a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i) Open email and open PDF file viz: "Gokak Textiles Limited.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.



- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Gokak Textiles Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to compliance@kiran-cs.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

- (i) Initial password is provided as below on the letter/attendance slip accompanying the Notice of AGM

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
-------------------------------------	---------	--------------

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 19, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 19, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or reg-umt@nsdl.co.in.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Re-set Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Kiran B Desai, Proprietor, Kiran Desai & Associates, Practising Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinitizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinitizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.gokaknfls.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the date of AGM i.e. September 26, 2017.



ANNEXURE TO NOTICE

Statement Pursuant to Section 102 (1) of the Companies Act, 2013

The following explanatory statement sets out material facts relating to the business for Item Nos. 3 to 8 of the accompanying Notice:

Item No. 3

This explanatory statement is provided, though strictly not required as per Section 102 of the Companies Act, 2013 ("Act").

As per the provisions of Section 139 of the Act read with applicable Rules framed thereunder, Kalyanirwalla & Mistry LLP, the present Statutory Auditors of the Company complete their term on conclusion of this Annual General Meeting and are not eligible for re-appointment as Statutory Auditors as per the Act.

Accordingly, the Board of Directors have recommended the appointment of Bailibot & Purnbit, Chartered Accountants (Firm Registration No. 101045W) as Statutory Auditors of the Company, in place of the retiring auditors, Kalyanirwalla & Mistry LLP, for a period of 5 years from the conclusion of the Eleventh Annual General Meeting until the conclusion of the Sixteenth Annual General Meeting (subject to ratification at every intervening Annual General Meeting, if so required under the Act), at such remuneration plus applicable taxes, out of pocket, travelling and other expenses as may be determined by the Board of Directors of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

The Board recommends the passing of Ordinary Resolution at Item No. 3 of the accompanying Notice in the interests of the Company.

Item No. 4

Ms. Roopa V. Tarkhad was appointed as an Additional Director of the Company with effect from August 11, 2017 by the Board of Directors under section 161 of the Companies Act, 2013 (Act) and Article 124 of the Articles of Association of the Company. As per provisions of Section 161 of the Act, Ms. Roopa V. Tarkhad holds office only upto the date of forthcoming Annual General Meeting of the Company, and is eligible for appointment as a Director.

A Notice alongwith the requisite deposit under section 160 (1) of the Act has been received from member proposing appointment of Ms. Roopa V. Tarkhad as Director of the Company. This disclosure under Regulation 36(3) of SEBI (LODR), 2015, is provided as Annexure to this Notice.

Except Ms. Roopa V. Tarkhad, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolutions set out at Item No. 4. Ms. Roopa V. Tarkhad is not related to any other Director or Key Managerial Personnel of the Company.

The Board recommends the passing of Ordinary Resolutions at Item No. 4 of the accompanying Notice, in the interests of the Company.

Item No. 5

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Messrs. A.G. Ankhindi & Co., (Firm Registration No. 100049) as cost auditors of the Company at a remuneration of Rs. 3.00 lakhs plus out of pocket expenses for the financial year ending March 31, 2018.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (Act), read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution at Item No. 5 of the Notice.

The Board recommends the passing of Ordinary Resolution at Item No. 5 of the accompanying Notice in the interests of the Company.

Item No. 6

The present Authorised Share Capital of the Company as on March 31, 2017 is Rs. 112,00,00,000 (Rupees One Hundred Twelve Crores) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs.10 (Rupees Ten) each and 10,50,00,000 (Ten Crore Fifty Lakhs) Non-cumulative Non-convertible Redeemable Preference Shares of Rs.10 (Rupees Ten) each.

The Paid up Share Capital of the Company as on March 31, 2017 is Rs.111,49,93,000 divided into 64,99,308 (Sixty four Lakhs ninety nine thousand three hundred eight) Equity Shares of Rs.10 (Rupees Ten) each and 10,50,00,000 (Ten Crores Fifty Lakhs) Non-cumulative Non-convertible Redeemable Preference Shares of Rs.10 (Rupees Ten) each.

It is proposed to increase the Authorised Share Capital of the Company to Rs. 147,00,00,000 (Rupees One Hundred Forty Seven Crores) divided into 70,00,000 (Seventy lakhs) Equity Shares of Rs.10 (Rupees Ten) each and 14,00,00,000 (Fourteen Crores) Non-cumulative Non-convertible Redeemable Preference Shares of Rs.10 (Rupees Ten) each.



None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in this resolution set out at Item No.6.

The Board recommends the passing of Resolution at Item No.6 of the accompanying Notice, in the interest of the Company.

Item No.7

As per Section 42 of the Companies Act, 2013 and Rules framed thereunder, a Company shall not make a private placement of securities unless the proposed offer of securities or invitation to subscribe to securities have been previously approved by the Members of the Company by a Special Resolution.

The Board of Directors have taken decision to implement certain business strategies viz., re-organization of business divisions, productivity improvement, cost reduction measure etc., to implement these decisions in a timely and effective manner, it is proposed to raise long term funds through issue of Preference Shares on Private Placement Basis and it will also help to increase the Net worth of the Company. Shapooji Pallonji and Company Private Limited, Promoter of the Company has consented to subscribing the entire issue of Non-cumulative, Non-convertible, Redeemable, Preference Shares (NCRPS) of Rs.35 Crores in one or more tranches under this offer.

Accordingly, approval of the Members is being sought by way of Special Resolution under Section 42, 55 and other applicable provisions read with Rules made there under for issue of Non-cumulative, Non-convertible, Redeemable, Preference Shares (NCRPS) aggregating an amount not exceeding Rs.35 crores in one or more tranches under this offer and allot the 'NCRPS' on a Private Placement basis to Promoter, Shapooji Pallonji and Company Private Limited and/or any other Promoter Group Company or on the terms and conditions as set hereunder:

Name of Proposed Allottee / Class or class of persons to whom allotment is proposed to be made	Shapooji Pallonji and Company Private Limited and /or any other Promoter Group Company
Intention of Promoters, Directors or KMP to subscribe to the Offer	Promoter / Promoter Group Company would subscribe to the offer
% of Subscription by Proposed Allottee	100 %
Size of the issue	Rs.35 crores in one or more tranches under this Offer.
No. of Preference shares	3,50,00,000
Nominal value /Price at which allotment is proposed	Rs.10 per preference share
Basis on which the price has been arrived	N.A. Issue is AT PAR
Tenure	Not exceeding 20 years from the date of their issue with or without a put/call option as may be determined by the Board.
Nature of Preference shares	Non-cumulative, Non-convertible, Non-participating, Redeemable Preference Shares
Object of the issue	To raise long term funds for the business of the Company.
Manner of issue of shares	Offer on private placement basis to the Shapooji Pallonji and Company Private Limited and/or any other Promoters Group Company in one or more tranches as may be decided by the Board of Directors under the offer.
Offer period	To be determined by the Board
Terms of issue	Preference Shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company.
Rate of Dividend	11 %
Manner and mode of redemption	To be determined by the Board
Terms of redemption including tenure of redemption, redemption of shares at premium	Redeemable at par in accordance with Section 55 of the Companies Act, 2013 out of profits available for distribution as dividend or out of fresh issue of shares made for the purpose of redemption.



Current equity shareholding pattern	Mentioned below
Expected dilution in equity share capital upon conversion of preference shares	Nil. Since the Redeemable Preference Shares are non-convertible
No subsisting default in the redemption of existing preference shares	Not Applicable

Current and post issue Preference Shareholding Pattern of the Company	As given below
---	----------------

Sr. No	Category	Pre-Issue		Post-Issue	
		No. of Preference Shares held	% of Shareholding	No. of Preference Shares held	% of Shareholding
A	Promoter's Holding				
1.	Indian:				
	Individual	0	0	0	0
	Bodies corporate	10,50,00,000	100	14,00,00,000	100
	Sub total	10,50,00,000	100	14,00,00,000	100
2.	Foreign Promoters	0	0	0	0
	Sub total A	10,50,00,000	100	14,00,00,000	100
B	Non-Promoters' Holding				
1.	Institutional Investor	0	0	0	0
2.	Non-Institutional Investors	0	0	0	0
	Sub total B	0	0	0	0
	Grand Total	10,50,00,000	100	14,00,00,000	100

Equity shareholding pattern as on 31.03.2017:

Sl. No.	Name of the shareholder	Percentage to Paid-up Capital (%)
1	Shapoorji Pallonji and Company Private Limited (Promoter)	73.56
2	Financial Institutions/Banks	0.15
3	Central Government/State Government / State Financial Institution	0.85
4	Insurance Companies	4.56
5	FII's/NRIs/CIBs/Foreign Companies	3.64
6	Bodies corporate	4.09
7	Individuals	13.15
	TOTAL	100.00

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board stands the passing of Special Resolution at Item No. 7 of the accompanying Notice, in the interest of the Company.



Item No.8

The present Articles of Association of the Company were originally adopted when the Company was incorporated under the Companies Act, 1956. The same was amended from time to time in accordance with the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, it is proposed to adopt an altogether new set of Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

Pursuant to section 14 of the Companies Act, 2013 the proposed new set of Articles of Association will require the approval of the Members in General Meeting by a special resolution.

The proposed new Articles of Association have been uploaded on the Company's website at www.gokakmills.com.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested, in passing of the said Special Resolution at Item No. 8 of the Notice.

The Board recommends the Special Resolution at Item No. 8 of the accompanying Notice in the interests of the Company.

By Order of the Board of Directors

Ramesh R. Patil
Chief Executive Officer & Managing Director

Mumbai, August 29, 2017.

Registered Office:

#1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle,

Rajarajeshwari Nagar, Bengaluru 560 098

Ph: +91 80 2974 4077, +91 80 2974 4078

Email: secretariat@gokaktextiles.com

CIN: L17116KA2006PLC038039

Website: www.gokakmills.com



Details of Directors whose re-appointment/appointment is proposed at the forthcoming Annual General Meeting
(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Vasant N. Sanghvi	Ms. Roopa V. Turkhad
Director Identification Number (DIN)	01757117	07879587
Date of Birth	September 12, 1960	November 2, 1979
Date of first Appointment on Board	May 22, 2012	August 11, 2017
Qualification	B.Sc. MMS (Human Resource Management)	B.E. (Electrical Engineering), MMS
Relationships between directors inter-se	Not related to any Director of the Company	Not related to any Director of the Company
Expertise in specific functional areas	Mr. Vasant N. Sanghvi has over 25 years of wide and varied experience in Human Resource Management. Mr. Sanghvi has worked with Companies like ICICI Prudential AMC, Taj Mahal Hotel, Cyanamid India Ltd. and specialises in identification, training and developing leadership skills and development and execution of strategic business initiatives in organisations.	Ms. Roopa V. Turkhad has over 15 years of experience in business development and strategy consulting and has worked in MNC's like Siemens Ltd and Hindustan Unilever Ltd. She is a Bachelor of Engineering from VIT and Masters in Management Studies from Jannata Bajaj Institute of Management Studies.
List of Directorship held in Other Public Companies in India (excluding Private and Section 8 Companies)	Aquamill Water Solutions Limited Foryol International Services Limited	Nil
Chairmanship*/ Membership of the Committees of Audit Committee and Stakeholders Relationship Committee of other Indian Public Companies	Nil	Nil
No. of shares held in the Company	Nil	Nil

By Order of the Board of Directors

Ramesh B. Patil
Chief Executive Officer & Managing Director

Mumbai, August 29, 2017.

Registered Office:

#1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle,
Rajarajeshwari Nagar, Bengaluru 560 098
Ph: +91 80 2974 4077, +91 80 2974 4078
Email: secretariat@gokaktextiles.com
CIN: L17116KA2006PLC038839
Website: www.gokaktextiles.com

