



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

July 16, 2025

Security Code : 532957  
Security ID : GOKAKTEX

**Subject: Notice of 19<sup>th</sup> Annual General Meeting ('19<sup>th</sup> AGM') of the Company for FY 2024-25**

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice and Explanatory Statement of the 19<sup>th</sup> AGM of the Members of Gokak Textiles Limited to be held on Thursday, August 07, 2025 at 02:30 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

The Annual Report for the Financial Year 2024-25 is available on the website of the Company, [www.gokaktextiles.com](http://www.gokaktextiles.com)

Yours faithfully,  
For Gokak Textiles Limited

Rakesh M. Nanwani  
Company Secretary & Compliance Officer

Encl: As above

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## GOKAK TEXTILES LIMITED

Registered Office: #1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes, Near Jayanna Circle,  
Rajarajeshwari Nagar, Bengaluru - 560 098

Telephone No.: +91 80 29744077 / 29744078 Website: [www.gokaktextiles.com](http://www.gokaktextiles.com)

GSTIN: 29AACCG8244P1ZX CIN: L17116KA2006PLC038839

## NOTICE

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of the Members of Gokak Textiles Limited will be held on Thursday, August 07, 2025 at 02.30 P.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') 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:

- a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Report of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Report of the Auditors thereon.

#### 2. Appointment of a Director

To appoint a Director in place of Mrs. Sunita Khanna (DIN: 01713143), who retires by rotation at this Annual General Meeting and being eligible offers herself, for re-appointment.

### SPECIAL BUSINESS

#### 3. Ratification of remuneration to Cost Auditor of the Company for the Financial Year 2025-26.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution, as an **Ordinary Resolution**:

**“Resolved that** pursuant to the provisions of Section 148 (3) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof), read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of ₹ 1.65 lakhs (Rupees One Sixty Five Thousand Only) plus applicable taxes and out-of-pocket expenses payable to Mr. Mukesh Dekhtawala, Cost Accountant (Firm Registration No. 002315), 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, 2026, 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.”

#### 4. Appointment of Mr. Sanjiv Tipnis (DIN: 05337340) as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s) the following resolution, as a **Special Resolution**:

**“Resolved that** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the said Act and the Company (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Sanjiv Tipnis (DIN 05337340), who was appointed as an Additional Director (Non- Executive- Independent) of the Company by the Board of Directors, on recommendation of the Nomination and Remuneration Committee, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, with effect from May 08, 2025 and who meets the criteria for independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director be and is hereby appointed as an Independent Director of the Company to hold office for five years from May 08, 2025 and whose office shall not be liable to retire by rotation;

**Resolved further that** any one Director or the Company Secretary be and is hereby authorized to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## 5. Appointment of Secretarial Auditors

To consider and, if thought fit, to pass, with or without modification(s) the following resolution, as an Ordinary Resolution:

“**Resolved that** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) and re-enactment thereof for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and on recommendation of Audit Committee and Board of Directors of the Company, M/s KDSH & Associates LLP (LLPIN: AAK-4697) Practicing Company Secretaries (Firm Registration No. L2017KR003000) be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from F.Y 2025-2026 to F.Y 2029-2030 i.e from April 01, 2025 to March 31, 2030;

**Resolved further** that the Audit Committee/ Board of Directors of the Company, be and are hereby authorised to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Secretarial Auditors, during the tenure of their appointment.”

### Registered Office:

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

### By Order of the Board of Directors

**Rakesh M. Nanwani**

Company Secretary & Compliance Officer  
Membership No. A45718  
**Bengaluru, May 23, 2025**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) with respect to the special business set out in the Notice is annexed hereto. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR] and Secretarial Standard on General Meetings (‘SS-2’) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / re-appointment at the Annual General Meeting (AGM) is annexed as Annexure to this Notice.
2. In accordance with the Ministry of Corporate Affairs General Circulars Nos. 20/2020 dated May 5, 2020, No. 09 / 2024 dated September 19, 2024 and SEBI Circular Nos. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“the Circulars”), the companies are allowed to hold AGM through video conference/other audio visual means (“VC/OAVM”) upto September 30, 2025 without the physical presence of members. In compliance with the applicable provisions of the Act, MCA & SEBI circulars, the 19<sup>th</sup> AGM of the Company is convened through Video Conferencing (VC/Other Audio-Visual Means (OAVM) on Thursday, August 07, 2025 at 2.30 P.M. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue for the AGM.

In compliance with the aforesaid circulars issued by MCA and SEBI, Notice of the AGM alongwith the Annual Report for the Financial Year 2024 - 2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. No physical copies of the Annual Report will be sent to Members, except to those Members who have requested for physical copy of the Annual Report for FY 2024 – 25. Notice and Annual Report for the Financial Year 2024-2025 are also available on the website of the Company [www.gokaktextiles.com](http://www.gokaktextiles.com)

In compliance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter specifying the exact web link to the complete annual report is being sent to shareholders who have not registered their email address.

Members who are desirous to have a physical copy of the Annual Report should send a request to the Company's e-mail id viz., [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com) clearly mentioning their Folio number / DP and Client ID.

**Members holding shares in physical mode and whose email IDs are not registered, are requested to register their email ID with MUFG Intime India Private Limited (RTA) at [csg-unit@in.mpms.mufg.com](mailto:csg-unit@in.mpms.mufg.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.**

Members are advised to: (a) submit their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts and complete KYC process to keep demat account active. (b) contact their respective DPs for registering the nomination, in respect of their shareholding in the Company. (c) register / update their mobile number and e-mail address with their respective DPs for receiving communications electronically. (d) inform any change in address and bank mandate to DP.

3. Since the AGM is being held pursuant to the Circulars issued by the Ministry of Corporate Affairs through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly the facility to appoint a proxy by a Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate there at and cast their vote through remote e-voting.
4. Institutional / Corporate Members are requested to send to the Company a scanned copy (PDF/JPEG format) of certified Authorisation /Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorised to participate in the AGM through VC/OAVM on their behalf and to vote through remote e-voting to the Scrutinizer by email to [kiran@kdsh.co.in](mailto:kiran@kdsh.co.in) with copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com)
5. Members are requested to immediately notify the REGISTRARS AND SHARE TRANSFER AGENTS or the DEPOSITORY PARTICIPANTS (in case of shares which have been dematerialised) of any change in their address.
6. Members are requested to update their email address with Depository Participant/Company to enable us to send Annual Report and other communications electronically.

7. As per Regulation 40 of SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; consolidation of securities certificate/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website, [www.forbes.co.in](http://www.forbes.co.in) and on the website of the Company's RTA at <https://www.linkintime.co.in/>. Kindly note that any service request can be processed only after the Folio is KYC compliant. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transmission and transposition shall be processed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023 issued in supersession of earlier circulars nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD RTAMB/P/ CIR/2021/687 dated November 3, 2021 and December 14, 2021 respectively has mandated all the listed companies to record the PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical shares/securities. The Company has vide its circulars dated February 10, 2022, May 24, 2023, June 05, 2024 and June 05, 2025 requested all the shareholders holding shares in physical form to complete updation of PAN, KYC details and Nomination.

Members can contact the Company or Company's Registrar and Transfer Agents, MUFG Intime India Private Limited for assistance in this regard. The Forms for updation of PAN, KYC, bank details and Nomination are available on the Company's website, [www.gokaktextiles.com](http://www.gokaktextiles.com)

8. Members desiring any additional information / clarification on the Financial Statements, or any other matter to be placed at the AGM are requested to send such requests at the earliest through email on [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com) on or before July 31, 2025. The same will be replied by the Company suitably at the AGM. The members should mention their name, demat account number/folio number, email id, mobile number while sending the email.
9. Members desiring inspection of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act during the AGM may send their request in writing to the company [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com) by July 31, 2025.
10. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
11. 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 AGM.
12. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 19<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 19<sup>th</sup> AGM.
13. Members may join the 19<sup>th</sup> AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members 30 minutes before the time scheduled to start the 19<sup>th</sup> AGM and 15 minutes after the scheduled time to start the 19<sup>th</sup> AGM.
14. Members may note that the VC/OAVM facility, provided by NSDL, allows participation of upto 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 19<sup>th</sup> AGM without any restriction on account of first-come first- served principle.
15. **E-Voting**
- i. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI LODR, 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, through e-Voting Services provided by National Securities Depository Limited (NSDL). Those Members participating in the AGM through VC/OAVM Facility and who have not cast their vote by remote e-voting shall be able to exercise their right to vote through e-voting system during the AGM.

- II. The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their vote again.
- III. **The remote e-voting period commences on Monday, August 04, 2025 (9:00 am) (IST) and ends on Wednesday, August 06, 2025 (5:00 pm) (IST).** During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 31, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. The process and manner for remote 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:


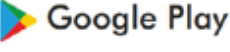


**Step 1: Access to NSDL e-Voting system**

**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"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 remote e-Voting period or joining virtual meeting & voting 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 which is **134390** for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join 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 Format) 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 kiran@kdsh.co.in with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password 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.: 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty at evoting@nsdl.com

**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.com 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 AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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 Meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com) . The same will be replied by the company suitably.
6. Members who would like to express their views during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, PAN, mobile number at [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com) between July 23, 2025 (9.00 A.M. IST) to August 03, 2025 (5.00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views during the AGM. The Company reserves the right to restrict the number of speakers depending on available of time for the AGM.

**A. Other Instructions:**

- I. 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 July 31, 2025 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., NSDL and CDSL. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holds shares as of the cut-off date i.e. July 31, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [csg-unit@in.mpms.mufg.com](mailto:csg-unit@in.mpms.mufg.com)

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” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- II. 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).
- III. 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 or casting vote through e-voting system during the meeting.

- IV. Mr. Kiran B. Desai, Designated Partner, KDSH & Associates LLP, Company Secretaries, has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
- V. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 19<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be disabled by NSDL for voting after 15 minutes of conclusion of meeting.
- VI. The Scrutinizer shall after the conclusion of voting at the AGM, will first download 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 two working days of the conclusion of the AGM, a consolidated scrutinizer'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.
- VII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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.

## 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 special business set out in the accompanying Notice of the Annual General Meeting (AGM):**

### Item No.3

This explanatory statement is provided though not required as per section 102 of the Companies Act, 2013.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Mr. Mukesh Dekhtawala, Cost Accountant, (Firm Registration No. 002315) as cost auditor of the Company at a remuneration of Rs. 1.65 lakhs plus out of pocket expenses and taxes as applicable for the financial year ending March 31, 2026.

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 Auditors for the financial year ending March 31, 2026.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out 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

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Sanjiv Tipnis (DIN: 05337340) as an Additional Director (Non-Executive-Independent) effective from May 08, 2025, through a circular resolution approved on May 08, 2025.

As per the provisions of Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors should be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the Board of Directors recommends the appointment of Mr. Sanjiv Tipnis as an Independent Director for the approval of the Members of the Company as set out in Item No. 4 of the notice for a term of 5 (five) consecutive years, with effect from May 08, 2025, and shall not be liable to retire by rotation.

Mr. Sanjiv Tipnis is a B. Tech. in Chemical Engineering from IIT Kharagpur and has an Executive MBA from IIM Ahmedabad. He has around 43 years of wide-ranging experience in diverse industries from synthetic textiles including industrial textiles, glass fibre, wind energy, epoxy moulding, steel tower making etc. His fields of expertise are in Operations, Strategic Planning, Project Management, Plant & Quality Management, HSE Management, Customer & Supplier Relationship Management as well as Team Building & Leadership. He has recently completed a 5-year contract with Madura Industrial Textiles as President & CEO and before that he had retired from SRF Limited as Senior Vice President Operations.

Mr. Sanjiv Tipnis, pursuant to Section 152 of the Companies Act, 2013, has given his consent to act as a Director of the Company. The Company has also received his declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Sanjiv Tipnis fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and the SEBI LODR for his appointment as an Independent Director of the Company and he is independent of the management of the Company.

Except for Mr. Sanjiv Tipnis and his relatives, none of the Directors or Key Managerial Personnel of the Company, or their relatives, are concerned or interested financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the passing of Special Resolution at Item No. 4 of the accompanying Notice in the interests of the Company.

**Item No.5**

Pursuant to provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to appoint Secretarial Auditor for a consecutive term of 5 years. Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 23, 2025, approved the appointment of M/s KDSH & Associates LLP (LLPIN: AAK-4697) Practicing Company Secretaries (Firm Registration No. L2017KR003000), to conduct the Secretarial Audit of the Company for a term of 5 (Five) consecutive financial years, commencing from FY 2025 - 2026 to FY 2029 - 2030 subject to the approval of the members. They shall be paid remuneration of ₹ 1 Lakh, plus applicable taxes and out-of-pocket expenses incurred in connection with the secretarial audit for FY 2025 - 2026. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required to conduct the audit effectively. Remuneration for subsequent years will be determined by the Audit Committee and/or the Board of Director following mutual discussions with the Secretarial Auditors.

The Company has also received their eligibility and consent to act as Secretarial Auditors. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out 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.

**Details of Secretarial Auditor seeking appointment at the forthcoming Annual General Meeting**

[Pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

Particular Details	Particular Details
Proposed Fees Payable	₹ 1.00 Lakh (Rupees One Lakh only) per annum plus applicable taxes and other out of pocket expenses in connection with the Secretarial audit for Financial Year ending March 31, 2026. Remuneration for subsequent years will be determined by the Audit Committee and/or the Board following mutual discussions with the Secretarial Auditors.
Terms of Appointment	The Board at its meeting held on May 23, 2025, approved the appointment of M/s KDSH & Associates LLP, as Secretarial Auditors, for a term of 5 (five) consecutive years commencing from FY 2025 - 2026 to FY 2029 - 2030, subject to approval of the shareholders at the Annual General Meeting.
Any material change in the fee payable to such Auditor from that paid to the outgoing auditor along with the rationale for such change	NA
Basis of recommendation for appointment including the details in relation to and credentials of the auditor proposed to be appointed	The Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. KDSH & Associates LLP was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company. M/s. KDSH & Associates LLP is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. M/s. KDSH & Associates LLP, specializes in providing services in Company Law, Securities Law, IPO, Secretarial Audit, Due diligence, other areas.

**Details of Directors whose appointment / re-appointment is proposed at the forthcoming Annual General Meeting**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standards – 2 on General Meetings]

<b>Name of Director</b>	<b>Mr. Sanjiv Tipnis</b>	<b>Mrs. Sunita Khanna</b>
<b>Director Identification Number (DIN)</b>	05337340	01713143
<b>Age</b>	66 years	62 years
<b>Date of Birth</b>	July 26, 1958	February 08, 1963
<b>Date of first Appointment</b>	May 08, 2025	August 13, 2024
<b>Qualification</b>	B. Tech. and Executive MBA	B.Com, CA
<b>Relationships between directors inter-se</b>	Not related to any Director of the Company	Not related to any Director of the Company
<b>Brief resume and expertise in specific functional areas</b>	<p>Mr. Sanjiv Tipnis is a B. Tech. in Chemical Engineering from IIT Kharagpur and has an Executive MBA from IIM Ahmedabad. He has around 43 years of wide-ranging experience in diverse industries from synthetic textiles including industrial textiles, glass fibre, wind energy, epoxy moulding, steel tower making etc. His fields of expertise are in Operations, Strategic Planning, Project Management, Plant &amp; Quality Management, HSE Management, Customer &amp; Supplier Relationship Management as well as Team Building &amp; Leadership. He has recently completed a 5-year contract with Madura Industrial Textiles as President &amp; CEO and before that he had retired from SRF Limited as Senior Vice President Operations.</p>	<p>Mrs Sunita Khanna is a Bachelor of Commerce and a Fellow Member of the Institute of Chartered Accountants of India. She has around 41 years of comprehensive experience in the fields of Accounts, Finance, Tax, Internal Audit and Compliance Management.</p> <p>She is presently associated with Shapoorji Pallonji Real Estate Pvt Ltd as Executive Vice President – Internal Audit and Risk Management. She joined the Real Estate Division of Shapoorji Pallonji in 2006 as Chief Financial Officer. Prior to this, she worked with the luggage major Blow Plast Ltd (marketing arm of VIP Industries Ltd) for 21 years.</p> <p>She is currently on the Board of several real estate entities of Shapoorji Pallonji Group.</p>
<b>Skills and capabilities required for the role and the manner in which the Independent Director meets the requirements</b>	Refer Item No. 1 of the Explanatory Statement.	NA
<b>List of Directorships held in other Companies</b>	Nil	<ul style="list-style-type: none"> <li>• Delphi Properties Private Limited</li> <li>• Bengal Shapoorji Developers Private Limited</li> <li>• Highstreet Developers Private Limited</li> <li>• Honcho Properties Private Limited</li> <li>• Manjri Developers Private Limited</li> <li>• Bengal Shapoorji Housing Development Private Limited</li> <li>• Supra Warehousing Private Limited</li> </ul>

<b>Name of Director</b>	<b>Mr. Sanjiv Tipnis</b>	<b>Mrs. Sunita Khanna</b>		
<b>Chairmanship/ Membership of the Committees of Board (includes only Audit Committee and Stakeholders Relationship Committee) of Indian Public/listed Companies*</b>	Nil	Nil		
<b>Name of listed entities from which the person has resigned in the past 3 (three) years*</b>	Nil	Nil		
<b>Terms and conditions of appointment</b>	Appointed as an Independent Director not liable to retire by rotation for 5 (five) consecutive years with effect from May 08, 2025.	Non-executive Director, liable to retire by rotation.		
<b>No. of shares held in the Company*</b>	Nil	Nil		
<b>Number of Equity Shares held in the Company for any other person on a beneficial basis*</b>	Nil	Nil		
<b>Justification for choosing the appointee for appointment as Independent Director</b>	His in-depth practical experience and extensive knowledge of the textile, fibre and power/energy sector as well as in the areas of operations, Strategic Planning, Project Management, Plant & Quality Management, HSE Management, Customer & Supplier Relationship Management as well as Team Building & Leadership, etc. as well as his educational background, enable him to provide the Board with valuable insights and guidance across extensive issues in business and governance matters of the Company.	NA		
<b>Details of Remuneration</b>	Except for payment of sitting fees for attending meetings of the Board and Committee and reimbursement of expenses for participation in the Board and Committee meetings, no other remuneration is paid/ payable.	Except for payment of sitting fees for attending meetings of the Board and Committee and reimbursement of expenses for participation in the Board and Committee meetings, no other remuneration is paid/ payable.		
<b>Number of Board Meetings attended in the Financial Year 2024-25</b>	<b>No. of Meetings held</b>	<b>Attended</b>	<b>No. of Meetings held</b>	<b>Attended</b>
	5	NA (Appointed w.e.f May 08, 2025)	5	5

\*As per disclosures received from the Director.

**Registered Office:**

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

**By Order of the Board of Directors**

**Rakesh M. Nanwani**

Company Secretary & Compliance Officer  
Membership No. A45718  
**Bengaluru, May 23, 2025**