

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L18101KA2004PLC033475

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCG0895N

(ii) (a) Name of the company

GOKALDAS EXPORTS LIMITED

(b) Registered office address

No. 25, Second Cross, Third Main, Industrial Suburb, Yeshw
antpur NA
Bangalore
Bangalore
Karnataka
560022

(c) *e-mail ID of the company

cs@gokaldasexports.com

(d) *Telephone number with STD code

08068951000

(e) Website

www.gokaldasexports.com

(iii) Date of Incorporation

01/03/2004

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

13

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ALL COLOUR GARMENTS PRIV/	U17111KA2004PTC034055	Subsidiary	100
2	GOKALDASEXPORTS ACHARPL	U17299KA2021PTC151158	Subsidiary	100

3	SNS CLOTHING PRIVATE LIMITED	U19100KA2004PTC034457	Subsidiary	100
4	SRI SUSAMYUTA KNITS PRIVATE LIMITED	U17299KA2022PTC156633	Subsidiary	100
5	VIGNESH APPARELS PRIVATE LIMITED	U18101KA2004PTC033759	Subsidiary	100
6	MATRIX DESIGN & INDUSTRIES PRIVATE LIMITED	U18209HR2020PTC085127	Subsidiary	100
7	GOKALDAS EXPORTS CORPORATION		Subsidiary	100
8	GOKALDAS EXPORTS FZCO		Subsidiary	100
9	NAVA APPARELS L.L.C-FZ		Subsidiary	100
10	AMIBROS S.A.		Subsidiary	100
11	ATRACO LOGISTICS CO. LLC		Subsidiary	100
12	ASHTON MOMBASA APPAREL MANUFACTURING PRIVATE LIMITED		Subsidiary	100
13	ASHTON APPAREL MANUFACTURING PRIVATE LIMITED		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	85,000,000	63,382,860	63,382,860	63,382,860
Total amount of equity shares (in Rupees)	425,000,000	316,914,300	316,914,300	316,914,300

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	85,000,000	63,382,860	63,382,860	63,382,860
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	425,000,000	316,914,300	316,914,300	316,914,300

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	614	60,577,380	60577994	302,889,970	302,889,970	
Increase during the year	2,731,366	73,502	2804868	14,024,340	14,024,340	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	2,731,366	0	2731366	13,656,830	13,656,830	0
v. ESOPs	0	73,500	73500	367,500	367,500	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify	0	2	2	10	10	
Dematerialisation of shares						
Decrease during the year	2	0	2	10	10	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	2	0	2	10	10	
Dematerialisation of shares						
At the end of the year	2,731,978	60,650,882	63382860	316,914,300	316,914,300	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE887G01027

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

21,390,628,000

(ii) Net worth of the Company

13,415,676,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	249,391	0.39	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,455,957	10.19	0	
10.	Others	0	0	0	
	Total	6,705,348	10.58	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	16,990,814	26.81	0	
	(ii) Non-resident Indian (NRI)	593,849	0.94	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,817,578	2.87	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	13,444,737	21.21	0	
7.	Mutual funds	16,577,767	26.15	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,594,674	10.4	0	
10.	Others Alternate Investment Fund:	658,093	1.04	0	

	Total	56,677,512	89.42	0	0
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Total number of shareholders (other than promoters) 67,058

Total number of shareholders (Promoters+Public/
Other than promoters) 67,060

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company 104

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
SPDR S&P EMERGING +				45,867	0.07
SSGA SPDR ETFS EURC +				991	0
MEDIOLANUM BEST B +				186,430	0.29
EMERGING MARKETS C +				5,284	0.01
VANGUARD FIDUCIAR +				16,155	0.03
ISHARES MSCI EMERG +				16,430	0.03
EMERGING MARKETS S +				93,395	0.15
STATE STREET MSCI E +				10,566	0.02
LAZARD ASSET MANA +				445	0
AMERICAN CENTURY I +				3,063	0
EMERGING MARKETS T +				12,764	0.02
COLLEGE RETIREMENT +				35,591	0.06
MERCER QIF FUND PL +				6,323	0.01
AMERICAN CENTURY I +				11,200	0.02
CALIFORNIA STATE TE +				20,181	0.03
ASHOKA INDIA EQUIT +				422,046	0.67
NORTHERN TRUST CO +				2,694	0
DFA INTERNATIONAL +				1,309	0
EMERGING MARKETS I +				6,064	0.01
GOLDMAN SACHS FUI +				3,312,165	5.23

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS I +				5,459	0.01
THE EMERGING MARK +				13,860	0.02
SAINT CAPITAL FUND				30,000	0.05
SPARTAN GROUP TRU +				287	0
SPDR PORTFOLIO MSC +				2,681	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	44,314	67,058
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	3	3	3	4	1.84	0
(i) Non-Independent	3	0	3	0	1.84	0
(ii) Independent	0	3	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	3	4	3	5	1.84	0
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MATHEW CYRIAC	01903606	Director	0	
SIVARAMAKRISHNAN	07954560	Managing Director	1,000,000	
RAMA BIJAPURKAR	00001835	Director	0	
GEORGE VARUGHES	09702009	Director	0	
SHIVANANDAN ASHC	09151791	Director	0	08/07/2024
PRABHAT KUMAR SIN	08275987	Whole-time director	0	
SUNDARARAJAN POC	07302844	Director	164,174	
PAVITRA RAJARAM	09322283	Director	0	
SATHYAMURTHY ANI	APLPS2325E	CFO	125,000	
GOURISH GANAPATI	ANNPH4903M	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PAVITRA RAJARAM	09322283	Additional director	26/04/2023	Appointment
PAVITRA RAJARAM	09322283	Director	01/07/2023	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	20/09/2023	63,170	89	3.11
Extraordinary General Meet	29/02/2024	77,264	68	1.93

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	8	8	100
2	07/08/2023	8	7	87.5
3	28/08/2023	8	8	100
4	30/10/2023	8	8	100
5	01/02/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committ	25/05/2023	3	3	100
2	Audit Committ	07/08/2023	3	3	100
3	Audit Committ	28/08/2023	3	3	100
4	Audit Committ	30/10/2023	3	3	100
5	Audit Committ	01/02/2024	3	3	100
6	Nomination &	25/05/2023	3	3	100
7	Nomination &	07/08/2023	3	3	100
8	Nomination &	30/10/2023	3	3	100
9	Nomination &	01/02/2024	3	3	100
10	Stakeholders'	13/03/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MATHEW CY	5	5	100	15	15	100	
2	SIVARAMAKR	5	5	100	5	5	100	
3	RAMA BIJAPL	5	5	100	7	7	100	
4	GEORGE VAF	5	5	100	11	11	100	
5	SHIVANANDA	5	5	100	7	7	100	
6	PRABHAT KU	5	5	100	0	0	0	
7	SUNDARARA	5	5	100	0	0	0	
8	PAVITRA RAJ	5	4	80	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SIVARAMAKRISHN	Vice Chairman &	29,250,000	0	0	57,666,000	86,916,000
2	PRABHAT KUMAR	Whole Time Dire	6,875,000	0	0	1,500,000	8,375,000
	Total		36,125,000	0	0	59,166,000	95,291,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SATHYAMURTHY	Chief Financial C	19,088,000	0	0	0	19,088,000
2	GOURISH GANAP	Company secreta	1,723,000	0	0	0	1,723,000
	Total		20,811,000	0	0	0	20,811,000

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MATHEW CYRIAC	Non-Executive Dir	0	0	0	1,520,000	1,520,000
2	RAMA BIJAPURKA	Independent Dir	0	0	0	960,000	960,000
3	GEORGE VARUGH	Independent Dir	0	0	0	1,280,000	1,280,000
4	SHIVANANDAN AS	Independent Dir	0	0	0	880,000	880,000
5	PAVITRA RAJARAJ	Independent Dir	0	0	0	320,000	320,000
6	SUNDARARAJAN F	Executive Direc	12,004,000	0	0	10,000,000	22,004,000
	Total		12,004,000	0	0	14,960,000	26,964,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Nagendra D Rao

Whether associate or fellow

Associate Fellow

Certificate of practice number

7731

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

08

dated

26/05/2024

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

08275987

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

44775

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Details of Committee Meetings_FY 2023-2 Details of FII_GEL_31 March 2024.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

