

gokaldas exports ltd

GEL/SEC/2024-25/71

January 20, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited
The Exchange Plaza
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code - 532630

Scrip Code: GOKEX

Dear Sir / Madam,

Sub: Voting Results and Scrutinizer's Report -Postal Ballot

In continuation to our letter dated December 19, 2024 relating to Notice of Postal Ballot and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Scrutinizer's Report and voting Results of the Postal Ballot.

The voting results along with the Scrutinizer report is also made available on the website of the Company at www.gokaldasexports.com.

This is for your information and records.

Thanking you,

Yours truly,
For Gokaldas Exports Limited

Gourish Hegde
Company Secretary & Compliance Officer

Encl: as above



Regd. Office : # 25, 2nd Cross, 3rd Main,
Industrial Suburb, Yeshwanthpur, Bangalore 560 022.
Tel : +91 80 68951000, Fax : +91 80 68951001
E-Mail : info@gokaldasexports.com CIN : L18101KA2004PLC033475



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Voting results

Record date	13-12-2024
Total number of shareholders on record date	49331
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of 'GEL Employee Stock Option Plan 2024' ("ESOP 2024"/"Plan")				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6705348	6705348	100	6705348	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6705348	6705348	100	6705348	0	100
Public- Institutions	E-Voting	44349058	39886085	89.9367	19328240	20557845	48.4586	51.5414
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		44349058	39886085	89.9367	19328240	20557845	48.4586
Public- Non Institutions	E-Voting	20412055	7698122	37.7136	7696430	1692	99.978	0.022
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20412055	7698122	37.7136	7696430	1692	99.978
Total		71466461	54289555	75.9651	33730018	20559537	62.1298	37.8702
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of grant of employee stock options to the eligible employees of the subsidiary company(ies) of the Company under 'GEL Employee Stock Option Plan 2024' ("ESOP 2024"/"Plan")				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6705348	6705348	100	6705348	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6705348	6705348	100	6705348	0	100
Public-Institutions	E-Voting	44349058	39886085	89.9367	19328240	20557845	48.4586	51.5414
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		44349058	39886085	89.9367	19328240	20557845	48.4586
Public- Non Institutions	E-Voting	20412055	7698122	37.7136	7696410	1712	99.9778	0.0222
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20412055	7698122	37.7136	7696410	1712	99.9778
Total		71466461	54289555	75.9651	33729998	20559557	62.1298	37.8702
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of grant of employee stock options under 'GEL Employee Stock Option Plan 2024' ("ESOP 2024"/"Plan") equal or more than 1% of Issued Capital to the identified employees				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6705348	6705348	100	6705348	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6705348	6705348	100	6705348	0	100
Public-Institutions	E-Voting	44349058	39886085	89.9367	19328240	20557845	48.4586	51.5414
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		44349058	39886085	89.9367	19328240	20557845	48.4586
Public- Non Institutions	E-Voting	20412055	7698122	37.7136	7696415	1707	99.9778	0.0222
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20412055	7698122	37.7136	7696415	1707	99.9778
Total		71466461	54289555	75.9651	33730003	20559552	62.1298	37.8702
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Enhancing the limits for giving loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6705348	6705348	100	6705348	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6705348	6705348	100	6705348	0	100
Public- Institutions	E-Voting	44349058	39886085	89.9367	20029237	19856848	50.2161	49.7839
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		44349058	39886085	89.9367	20029237	19856848	50.2161
Public- Non Institutions	E-Voting	20412055	7698122	37.7136	7696566	1556	99.9798	0.0202
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20412055	7698122	37.7136	7696566	1556	99.9798
Total		71466461	54289555	75.9651	34431151	19858404	63.4213	36.5787
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								





Nagendra D. Rao, B.Com., LL.B., F.C.S.
Practising Company Secretary

January 20, 2025

To,

The Chairman,
Gokaldas Exports Limited,
No. 25, Second Cross, Third Main,
Industrial Suburb, Yeshwantpura,
Bengaluru – 560 022.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Nagendra D. Rao, Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of Gokaldas Exports Limited (the Company) vide their Board Resolution dated November 29, 2024 to conduct the Postal Ballot process in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated November 29, 2024.

Sr. No.	Particulars	Nature of Resolution
1	Approval of 'GEL Employee Stock Option Plan 2024' ("ESOP 2024"/ "Plan").	Special Resolution
2	Approval of grant of employee stock options to the eligible employees of the subsidiary company(ies) of the Company under 'GEL Employee Stock Option Plan 2024' ("ESOP 2024"/ "Plan").	Special Resolution
3	Approval of grant of employee stock options under 'GEL Employee Stock Option Plan 2024' ("ESOP 2024"/ "Plan") equal or more than 1% of Issued Capital to the identified employees.	Special Resolution
4	Enhancing the limits for giving loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013.	Special Resolution

Pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with Rule 20 and Rule 22 of the Companies Management and Administration) Rules, 2014, ("the Rules"), (including any statutory modification or re-enactment thereof for the time being in force) read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circulars No.11/2022



dated December 28, 2022 and 09/2023 dated September 25, 2023, and General Circular No 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, Secretarial Standard-2 on General Meetings (SS-2), via Postal Ballot only through remote E-voting (Voting through Electronic means) for the above said resolutions.

Accordingly, the company has made arrangement with the system provider viz, KFin Technologies Limited for providing a system of recording votes of the shareholders electronically through e-voting. Necessary Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Postal Ballot Notice dated November 29, 2024. The Postal Ballot Notice has been sent to the shareholders by email on December 19, 2024 to their registered e-mail id's who have registered their email addresses with their Depositories / Depository Participant/the Company's Registrar and Share Transfer Agent, KFin Technologies Limited. Pursuant to the MCA Circulars and the Circulars issued by SEBI, the Company has sent notice by e-mail only to all its shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository(ies).

Total shareholders of the Company as on the cut-off date i.e., Friday, December 13, 2024 were 49,331 (Forty-Nine Thousand Three Hundred Thirty-one only).

Pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014 and Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an advertisement was published by the Company in English Language in 'Financial Express' Newspaper and Kannada language in 'Prajavani' Newspaper on December 20, 2024, informing about the completion of dispatch of the postal ballot notice through email along with the details of activities with respect to Postal Ballot Notice.

The e-voting period commenced at 9.00 a.m. (IST) on Friday, 20th December, 2024 and ended on Saturday, 18th January, 2025 at 5.00 p.m. (IST).

All votes cast electronically through <https://evoting.kfintech.com> up to 5.00 p.m. on Saturday, 18th January, 2025 being the last date and time fixed for voting, were considered for my scrutiny.

I have received a complete record of votes cast by electronic mode through <https://evoting.kfintech.com> from KFIN Technologies Limited, the agency for providing e-voting facility to the Shareholders of the Company.

In respect of the above-mentioned resolutions, I hereby submit my report on the total votes cast electronically as detailed hereunder:



I. Resolution No. 1: Approval of 'GEL Employee Stock Option Plan 2024' ("ESOP 2024"/ "Plan"):

Type of Resolution: **Special Resolution.**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
175	3,37,30,018	62.13

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
117	2,05,59,537	37.87

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
	Nil

Result - Resolution No. 1: As the Number of votes cast in favour of the Special Resolution is 3,37,30,018 (Three Crores Thirty Seven Lakhs Thirty Thousand and Eighteen only) (i.e. 62.13 %) **is less than 3 times the number of votes cast against** 2,05,59,537(Two Crores Five Lakhs Fifty Nine Thousand Five Hundred and Thirty Seven only) (i.e. 37.87 %), I report that the Special Resolution as set out in the Notice of Postal Ballot dated Friday, November 29, 2024, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has not been passed by the Shareholders.**

II. Resolution No. 2: Approval of grant of employee stock options to the eligible employees of the subsidiary company(ies) of the Company under 'GEL Employee Stock Option Plan 2024' ("ESOP 2024"/ "Plan"):

Type of Resolution: **Special Resolution.**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
174	3,37,29,998	62.13

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
118	2,05,59,557	37.87



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	

Result - Resolution No. 2: As the Number of votes cast in favour of the Special Resolution is 3,37,29,998(Three Crores Thirty Seven Lakhs Twenty Nine Thousand Nine Hundred and Ninety Eight only) (i.e. 62.13 %) **is less than 3 times the number of votes cast against 2,05,59,557** (Two Crores Five Lakhs Fifty Nine Thousand Five Hundred and Fifty Seven only) (i.e. 37.87 %), I report that the Special Resolution as set out in the Notice of Postal Ballot dated Friday, November 29, 2024, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has not been passed by the Shareholders.**

III. Resolution No. 3: Approval of grant of employee stock options under 'GEL Employee Stock Option Plan 2024' ("ESOP 2024"/ "Plan") equal or more than 1% of Issued Capital to the identified employees:

Type of Resolution: **Special Resolution.**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
174	3,37,30,003	62.13

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
118	2,05,59,552	37.87

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	

Result - Resolution No. 3: As the Number of votes cast in favour of the Special Resolution is 3,37,30,003 (Three Crores Thirty Seven Lakhs Thirty Thousand and Three only) (i.e. 62.13%) **is less than 3 times the number of votes cast against 2,05,59,552** (Two Crores Five Lakh Fifty Nine Thousand Five Hundred and Fifty Two only) (i.e. 37.87%), I report that the Special Resolution as set out in the Notice of Postal Ballot dated Friday, November 29, 2024, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has not been passed by the Shareholders.**



IV. Resolution No. 4: Enhancing the limits for giving loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013:

Type of Resolution: **Special Resolution.**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
190	3,44,31,151	63.42

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
108	1,98,58,404	36.58

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	

Result - Resolution No. 4: As the Number of votes cast in favour of the Special Resolution is 3,44,31,151 (Three Crores Forty Four Lakhs Thirty One Thousand One Hundred and Fifty One only) (i.e. 63.42%) **is less than 3 times the number of votes cast against** 1,98,58,404 (One Crore Ninety Eight Lakh Fifty Eight Thousand Four Hundred and Four only) (i.e. 36.58 %), I report that the Special Resolution as set out in the Notice of Postal Ballot dated Friday, November 29, 2024, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has not been passed by the Shareholders.**



Nagendra D. Rao
Practicing Company Secretary
Membership No. FCS – 5553
Certificate of Practice – 7731
Peer Reviewed Unit
Peer Review Certificate No.: 672/2020
UDIN: F005553F003732067