

gokaldas exports ltd

GEL/SEC/2023-24/61

September 21, 2023

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 of the 20th Annual General Meeting (AGM)

In accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results and the Scrutinizer's Report dated September 21, 2023 of the 20th AGM of the Company held on September 20, 2023 through Video Conference / Other Audio-Visual Means.

Please note that as per the report of the Scrutinizer, all the resolutions as set out in the Notice of the AGM have been approved by the members with requisite majority.

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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	GOKALDAS EXPORTS LIMITED
Date of the AGM/EGM	20-09-2023
Total number of shareholders on record date	63170
proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	89

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Auditors' Report thereon and Report of the Board of Directors									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	67,05,348	64,55,957	96.2807	64,55,957	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,55,957	96.2807	64,55,957	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,58,10,965	2,10,25,637	81.4601	2,10,25,637	0	100.0000	0.0000	0	17,689
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,10,25,637	81.4601	2,10,25,637	0	100.0000	0.0000	0	17689
Public- Non Institutions	E-Voting	2,81,35,181	68,17,221	24.2302	68,17,216	5	99.9999	0.0000	0	103
	Poll		1,384	0.0049	1,382	2	99.8554	0.1445	0	60
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		68,18,605	24.2351	68,18,598	7	99.9999	0.0001	0	163
Total		6,06,51,494	3,43,00,199	56.5529	3,43,00,192	7	100.0000	0.0000	0	17852

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Mathew Cyriac (holding DIN: 01903606), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	67,05,348	64,55,957	96.2807	64,55,957	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,55,957	96.2807	64,55,957	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,58,10,965	2,10,43,326	81.5286	2,07,16,679	3,26,647	98.4477	1.5522	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,10,43,326	81.5286	2,07,16,679	3,26,647	98.4477	1.5523	0	0
Public- Non Institutions	E-Voting	2,81,35,181	68,17,221	24.2302	68,16,620	601	99.9911	0.0088	0	103
	Poll		1,384	0.0049	1,382	2	99.8554	0.1445	0	60
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		68,18,605	24.2351	68,18,002	603	99.9912	0.0088	0	163
Total		6,06,51,494	3,43,17,888	56.5821	3,39,90,638	3,27,250	99.0464	0.9536	0	163

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the final dividend of Re. 1 per share (20%) for the financial year 2022-23.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	67,05,348	64,55,957	96.2807	64,55,957	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,55,957	96.2807	64,55,957	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,58,10,965	2,10,43,326	81.5286	2,10,43,326	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,10,43,326	81.5286	2,10,43,326	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	2,81,35,181	68,17,273	24.2304	68,17,167	106	99.9984	0.0015	0	51
	Poll		1,384	0.0049	1,382	2	99.8554	0.1445	0	60
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		68,18,657	24.2353	68,18,549	108	99.9984	0.0016	0	111
Total		6,06,51,494	3,43,17,940	56.5822	3,43,17,832	108	99.9997	0.0003	0	111

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of M/s. MSKA & Associates, Chartered Accountants as statutory auditors of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	67,05,348	64,55,957	96.2807	64,55,957	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,55,957	96.2807	64,55,957	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,58,10,965	2,10,43,326	81.5286	1,67,99,516	42,43,810	79.8329	20.1670	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,10,43,326	81.5286	1,67,99,516	42,43,810	79.8330	20.1670	0	0
Public- Non Institutions	E-Voting	2,81,35,181	68,17,121	24.2299	68,17,065	56	99.9991	0.0008	0	203
	Poll		1,384	0.0049	1,382	2	99.8554	0.1445	0	60
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		68,18,505	24.2348	68,18,447	58	99.9991	0.0009	0	263
Total		6,06,51,494	3,43,17,788	56.5819	3,00,73,920	42,43,868	87.6336	12.3664	0	263

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Sivaramakrishnan Ganapathi (DIN: 07954560) as Vice Chairman & Managing Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	67,05,348	64,55,957	96.2807	64,55,957	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,55,957	96.2807	64,55,957	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,58,10,965	2,10,43,326	81.5286	1,64,76,428	45,66,898	78.2976	21.7023	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,10,43,326	81.5286	1,64,76,428	45,66,898	78.2976	21.7024	0	0
Public- Non Institutions	E-Voting	2,81,35,181	55,17,221	24.2302	55,16,765	456	99.9917	0.0066	0	103
	Poll		1,384	0.0049	1,382	2	99.8554	0.1445	0	60
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		55,18,605	24.2351	55,18,147	458	99.9917	0.0083	0	163
Total	6,06,51,494	3,30,17,888	54.4387	2,84,50,532	45,67,356	86.1670	13.8330	0	163	



Nagendra D. Rao, B.Com., LL.B., F.C.S.

Practising Company Secretary

September 21, 2023

To,
The Chairman,
Gokaldas Exports Limited,
No. 25, Second Cross, Third Main,
Industrial Suburb,
Yeshwantpur,
Bangalore – 560 022.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting process (remote e-voting) and electronic voting (e-voting) during the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014, for the 20th Annual General Meeting (AGM) of Gokaldas Exports Limited held on Wednesday, September 20, 2023 at 4:00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I, Nagendra D. Rao, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Gokaldas Exports Limited vide resolution dated August 07, 2023, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing remote e-voting and e-voting process in a fair and transparent manner for the business to be transacted at the 20th Annual General Meeting of the Shareholders of the Company held on September 20, 2023 at 4:00 p.m. through VC / OAVM.

Accordingly, Gokaldas Exports Limited has made arrangement with the system provider viz. KFin Technologies Limited (KFinTech) for providing a system of recording votes of the shareholders electronically through e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting).

The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 10/2022 dated 28th December 2022 (in continuation of General Circular No. 2/2022 dated May 5, 2022, 20/2020 dated May 5, 2020 read with circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 2/2021 dated January 13, 2021 and 21/2021 dated December 14, 2021 (collectively referred to as "MCA Circulars") and the SEBI vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated 5th January 2023 (collectively referred to as "SEBI Circulars"), permit for holding the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue.

In compliance with the above MCA Circulars and SEBI Circulars, the provisions of the Companies Act, 2013 ("hereinafter referred as "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("hereinafter referred to as "LODR Regulations"), the AGM of the Company is being held through VC / OAVM and necessary instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Annual General Meeting Notice dated August 07, 2023 and were sent to the shareholders through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent (RTA) on August 29, 2023.



Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) and the MCA Circulars, an advertisement was published by the Company in 'Financial Express' in English and 'Prajavani' in Kannada Newspaper on Wednesday, August 30, 2023. The remote e-voting commenced on Saturday, September 16, 2023 at 9:00 AM and ended on Tuesday, September 19, 2023 at 5:00 PM.

The shareholders of the Company holding shares as on "cut-off" date September 13, 2023 were entitled to vote on the resolutions as contained in the Notice of the 20th Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were 63,170 (**Sixty Three Thousand One Hundred and Seventy**) only.

After the conclusion of the e voting at the Annual General Meeting, the votes cast under remote e-voting and votes casted through e-voting during the AGM were unblocked in the presence of two witnesses who were not in the employment of the Company and then the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the KFintech e-voting system.

89 (Eighty-Nine) only no. of shareholders participated through VC / OAVM.

I now submit my Consolidated Report on the remote e voting and e voting process conducted at the 20th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1: - To receive, consider and adopt the Financial Statements of the Company which include Audited standalone and consolidated Balance Sheet as at March 31, 2023, the standalone and consolidated Statement of Profit and Loss including the Statement of other Comprehensive Income and Cash Flow of the Company as on that date together with the Auditors' Report thereon and Report of the Board of Directors.

Type of Resolution - **Ordinary 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
217	3,43,00,192	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
2	7	0.01



(iii) Invalid Votes:

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

Remark: As the Number of votes cast in favour of the Ordinary Resolution is 3,43,00,192 (Three Crore Forty-Three Lakhs One Hundred and Ninety-Two) (i.e., 99.99%) is more than the number of votes cast against 7 (Seven) (i.e., 0.01%). I report that the Ordinary Resolution **has been passed** by the Shareholders with requisite majority.

II. Resolution No. 2: - To appoint Mr. Mathew Cyriac (holding DIN: 01903606), Non-Executive Director, who retires by rotation and being eligible, offers himself for re appointment.

Type of Resolution - **Ordinary 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
205	3,39,90,638	99.05

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
15	3,27,250	0.95

(iii) Invalid Votes:

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

Remark: As the Number of votes cast in favour of the Ordinary Resolution is 3,39,90,638 (Three Crore Thirty-Nine Lakhs Ninety Thousand Six Hundred and Thirty-Eight) (i.e., 99.05%) is more than the number of votes cast against 3,27,250 (Three Lakhs Twenty-Seven Thousand Two Hundred and Fifty) (i.e., 0.95%). I report that the Ordinary Resolution **has been passed** by the Shareholders with requisite majority.



III. Resolution No. 3: - To approve the final dividend of Rs. 1 per share (20%) for the financial year 2022-23.

Type of Resolution - **Ordinary 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
216	3,43,17,832	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
5	108	0.01

(iii) Invalid Votes:

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

Remark: As the Number of votes cast in favour of the Ordinary Resolution is 3,43,17,832 (Three Crore Forty-Three Lakhs Seventeen Thousand Eight Hundred and Thirty-Two) (i.e., 99.99%) is more than the number of votes cast against 108 (One Hundred and Eight) (i.e., 0.01%), I report that the Ordinary Resolution **has been passed** by the Shareholders with requisite majority.

IV. Resolution No. 4: - Re-appointment of M/s. MSKA & Associates, Chartered Accountants as statutory auditors of the Company

Type of Resolution - **Ordinary 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
209	3,00,73,920	87.63

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
10	42,43,868	12.37



(iii) Invalid Votes:

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

Remark: As the Number of votes cast in favour of the Ordinary Resolution is 3,00,73,920 (Three Crore Seventy-Three Thousand Nine Hundred and Twenty) (i.e., 87.63%) is more than the number of votes cast against 42,43,868 (Forty-Two Lakhs Forty-Three Thousand Eight Hundred and Sixty-Eight (i.e., 12.37%), I report that the Ordinary Resolution **has been passed** by the Shareholders with requisite majority.

V. Resolution No. 5: - Re-appointment of Mr. Sivaramkrishnan Ganapathi (DIN: 07954560) as Vice Chairman & Managing Director of the Company:

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
183	2,84,50,532	86.17

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
36	45,67,356	13.83

(iii) Invalid Votes:

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

Remark: As the Number of votes cast in favour of the Special Resolution is 2,84,50,532 (Two Crore Eighty-Four Lakhs Fifty Thousand Five Hundred and Thirty-Two) (i.e., 86.17 %) is more than 3 times the number of votes cast against 45,67,356 (Forty-Five Lakhs Sixty-Seven Thousand Three Hundred and Fifty-Six) (i.e., 13.83%), I report that the Special Resolution as set out above **has been passed** by the Shareholders with requisite majority.



The register, all other papers and relevant records relating to voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,



Nagendra D Rao
Practising Company Secretary

Peer Review Certificate No.: 672/2020
UDIN: F005553E001051939