

# gokaldas exports ltd

GEL/SEC/2023-24/102

March 01, 2024

**BSE Limited**  
**Phiroze Jeejeebhoy Towers**  
**25<sup>th</sup> 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 Extraordinary General Meeting (EGM)**

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 of the EGM of the Company held on February 29, 2024 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 EGM 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](http://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



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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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<b>Voting results</b>	
Record date	22-02-2024
Total number of shareholders on record date	77264
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	68
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	68
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To increase the Authorised Share Capital of the Company and consequent amendment to Memorandum of Association of the Company				
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	6455957	96.2807	6455957	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6705348	6455957	96.2807	6455957	0	100
Public-Institutions	E-Voting	28480390	23988623	84.2286	23954377	34246	99.8572	0.1428
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		28480390	23988623	84.2286	23954377	34246	99.8572
Public- Non Institutions	E-Voting	25465756	4607069	18.0912	4607014	55	99.9988	0.0012
	Poll		212963	0.8363	212963	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		25465756	4820032	18.9275	4819977	55	99.9989
Total		60651494	35264612	58.143	35230311	34301	99.9027	0.0973
Whether resolution is Pass or Not.							Yes	
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				Further issue of equity shares on preferential basis				
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	6455957	96.2807	6455957	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6705348	6455957	96.2807	6455957	0	100
Public-Institutions	E-Voting	28480390	23988626	84.2286	23915212	73414	99.694	0.306
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		28480390	23988626	84.2286	23915212	73414	99.694
Public- Non Institutions	E-Voting	25465756	4607069	18.0912	4607012	57	99.9988	0.0012
	Poll		212963	0.8363	212963	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		25465756	4820032	18.9275	4819975	57	99.9988
Total		60651494	35264615	58.143	35191144	73471	99.7917	0.2083
Whether resolution is Pass or Not.							Yes	
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				To approve raising of funds in one or more tranches, by issuance of equity shares and/or other eligible securities				
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	6455957	96.2807	6455957	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6705348	6455957	96.2807	6455957	0	100
Public- Institutions	E-Voting	28480390	23988623	84.2286	23736955	251668	98.9509	1.0491
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		28480390	23988623	84.2286	23736955	251668	98.9509
Public- Non Institutions	E-Voting	25465756	4607069	18.0912	4607014	55	99.9988	0.0012
	Poll		212963	0.8363	212963	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		25465756	4820032	18.9275	4819977	55	99.9989
Total		60651494	35264612	58.143	35012889	251723	99.2862	0.7138
Whether resolution is Pass or Not.							Yes	
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				Approval for amendment in 'GEL Employee Stock Option Plan 2022'				
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	6455957	96.2807	6455957	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6705348	6455957	96.2807	6455957	0	100
Public-Institutions	E-Voting	28480390	23988626	84.2286	16790757	7197869	69.9947	30.0053
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		28480390	23988626	84.2286	16790757	7197869	69.9947
Public- Non Institutions	E-Voting	25465756	4606812	18.0902	4606744	68	99.9985	0.0015
	Poll		212963	0.8363	212963	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		25465756	4819775	18.9265	4819707	68	99.9986
Total		60651494	35264358	58.1426	28066421	7197937	79.5886	20.4114
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								





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

**Practising Company Secretary**

February 29, 2024

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 Extraordinary General Meeting ("EGM") pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014, for the EGM of Gokaldas Exports Limited held on Thursday, February 29, 2024 at 4:30 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 February 01, 2024, 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 EGM of the Shareholders of the Company held on February 29, 2024 at 4:30 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 EGM (remote e-voting) and voting at the EGM by electronics means (e-voting).

The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities and Exchange Board of India (hereinafter collectively referred to as "Circulars") permit for holding the EGM through VC / OAVM, without the physical presence of the Members at a common venue.

In compliance with the above MCA Circulars and SEBI Circular, 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 EGM 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 EGM Notice dated February 1, 2024 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 February 06, 2024.



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, February 7, 2024. The remote e-voting commenced on Monday, February 26, 2024 at 9.00 am and ended on Wednesday, February 28, 2024 at 5.00 pm.

The shareholders of the Company holding shares as on "cut-off" date February 22, 2024 were entitled to vote on the resolutions as contained in the Notice of the EGM and the total shareholders of the Company as on the "cut-off" date were 77,264 (Seventy-Seven Thousand Two Hundred and Sixty-Four).

After the conclusion of the e voting at the EGM, the votes cast under remote e-voting and votes casted through e-voting during the EGM 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.

68 (Sixty-Eight) 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 EGM of the Shareholders of the Company in respect of the below mentioned resolutions.

**I. Resolution No. 1: - To increase the Authorised Share Capital of the Company and consequent amendment to Memorandum of Association 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
220	3,52,30,311	99.90 %

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	34,301	0.10 %

(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 **3,52,30,311 (Three Crore Fifty-Two Lakh Thirty Thousand Three Hundred and Eleven)** (i.e., 99.90 %) is more than the number of votes cast against **34,301 (Thirty-Four Thousand Three Hundred and One)** (i.e., 0.10%), I report that the Ordinary Resolution has been passed by the Shareholders with requisite majority.





## II. Resolution No. 2: - Further issue of equity shares on preferential basis:

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
218	3,51,91,144	99.79 %

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
5	73,471	0.21 %

(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 **3,51,91,144 (Three Crore Fifty-One Lakh Ninety-One Thousand One Hundred and Forty-Four)** (i.e., 99.79%) is more than 3 times the number of votes cast against **73,471 (Seventy-Three Thousand Four Hundred and Seventy-One)** (i.e., 0.21%). I report that the Special Resolution as set out above **has been passed** by the Shareholders with requisite majority.

## III. Resolution No. 3: - To approve raising of funds in one or more tranches, by issuance of equity shares and/or other eligible securities:

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
218	3,50,12,889	99.29 %

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
9	2,51,723	0.71 %

(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 **3,50,12,889 (Three Crore Fifty Lakh Twelve Thousand Eight Hundred and Eighty-Nine)** (i.e., 99.29 %) is more than 3 times the number of votes cast against **2,51,723 (Two Lakh Fifty-One Thousand Seven Hundred and Twenty-Three)** (i.e., 0.71%). I report that the Special Resolution as set out above **has been passed** by the Shareholders with requisite majority.

**IV. Resolution No. 4: - Approval for amendment in 'GEL Employee Stock Option Plan 2022'**

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
157	2,80,66,421	79.59 %

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
65	71,97,937	20.41 %

(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 **2,80,66,421 (Two Crore Eighty Lakh Sixty-Six Thousand Four Hundred and Twenty-One)** (i.e., 79.59%) is more than 3 times the number of votes cast against **71,97,937 (Seventy-One Lakh Ninety-Seven Thousand Nine Hundred and Thirty-Seven)** (i.e., 20.41%). 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 EGM 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: F005553E003504103