

# gokaldas exports ltd

GEL/SEC/2024-25/49

September 20, 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 21<sup>st</sup> 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 20, 2024 of the 21<sup>st</sup> AGM of the Company held on September 19, 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 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](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



<b>Voting results</b>	
Record date	12-09-2024
Total number of shareholders on record date	50370
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	71
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	71
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 receive, consider and adopt the Financial Statements of the Company which include Audited standalone and consolidated Balance Sheet as at March 31, 2024, 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.					
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	42938891	36819556	85.7487	36819556	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42938891	36819556	85.7487	36819556	0	100
Public- Non Institutions	E-Voting	21763889	5907712	27.1446	5907707	5	99.9999	0.0001
	Poll		208887	0.9598	208887	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		21763889	6116599	28.1043	6116594	5	99.9999
Total		71408128	49392112	69.1688	49392107	5	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint Mr. Mathew Cyriac (holding DIN: 01903606), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.					
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	42938891	36819556	85.7487	33493424	3326132	90.9664	9.0336
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42938891	36819556	85.7487	33493424	3326132	90.9664
Public- Non Institutions	E-Voting	21763889	5907712	27.1446	5907002	710	99.988	0.012
	Poll		208892	0.9598	208892	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		21763889	6116604	28.1044	6115894	710	99.9884
Total		71408128	49392117	69.1688	46065275	3326842	93.2644	6.7356
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				Reappointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Whole-Time Director 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	42938891	36819556	85.7487	36795615	23941	99.935	0.065
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42938891	36819556	85.7487	36795615	23941	99.935
Public- Non Institutions	E-Voting	21763889	5907712	27.1446	5907249	463	99.9922	0.0078
	Poll		208887	0.9598	208887	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		21763889	6116599	28.1043	6116136	463	99.9924
Total		71408128	49392112	69.1688	49367708	24404	99.9506	0.0494
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of commission to Non-Executive Director(s) and Independent Directors within the overall ceiling limit of 1% of net profits of the Company for a period of five years with effect from April 01, 2024				
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	42938891	36819556	85.7487	36690651	128905	99.6499	0.3501
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42938891	36819556	85.7487	36690651	128905	99.6499
Public- Non Institutions	E-Voting	21763889	5907711	27.1446	5907034	677	99.9885	0.0115
	Poll		208872	0.9597	208872	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		21763889	6116583	28.1043	6115906	677	99.9889
Total		71408128	49392096	69.1687	49262514	129582	99.7376	0.2624
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

September 20, 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 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 21<sup>st</sup> Annual General Meeting (AGM) of Gokaldas Exports Limited held on Thursday, September 19, 2024 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, 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 21st Annual General Meeting of the Shareholders of the Company held on September 19, 2024 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 Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 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, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and the SEBI vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 07, 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, 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 August 28, 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 Thursday, August 29, 2024. The remote e-voting commenced on Monday, September 16, 2024 at 9:00 AM and ended on Wednesday, September 18, 2024 at 5:00 PM.

The shareholders of the Company holding shares as on "cut-off" date September 12, 2024 were entitled to vote on the resolutions as contained in the Notice of the 21st Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were 50,370 (**Fifty Thousand Three 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.

71 (Seventy-One) 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 21<sup>st</sup> 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, 2024, 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
267	4,93,92,107	99.99%

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	5	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 4,93,92,107 (Four Crore Ninety-Three Lakhs Ninety-Two Thousand One Hundred and Seven) (i.e. 99.99 %) is more than the number of votes cast against 5 (Five) (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
234	4,60,65,275	93.26%

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
36	33,26,842	6.74%

(ii) 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 4,60,65,275 (Four Crore Sixty Lakhs Sixty-Five Thousand Two Hundred and Seventy-Five) (i.e. 93.26 %) is more than the number of votes cast against 33,26,842 (Thirty-Three Lakhs Twenty-Six Thousand Eight Hundred and Forty-Two) (i.e. 6.74 %), I report that the Ordinary Resolution **has been passed** by the Shareholders with requisite majority.

**III. Resolution No. 3: - Reappointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Whole-Time 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
260	4,93,67,708	99.95%

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
12	24,404	0.05%

(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 4,93,67,708 (Four Crore Ninety-Three Lakhs Sixty-Seven Thousand Seven Hundred and Eight) (i.e. 99.95 %) is more than 3 times the number of votes cast against 24,404 (Twenty-Four Thousand Four Hundred and Four) (i.e. 0.05 %), I report that the Special Resolution as set out above **has been passed** by the Shareholders with requisite majority.

**IV. Resolution No. 4: - Payment of commission to Non-Executive Director(s) and Independent Directors within the overall ceiling limit of 1% of net profits of the Company for a period of five years with effect from April 01, 2024.**

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
252	4,92,62,514	99.74%



(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
14	1,29,582	0.26%

(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 4,92,62,514 (Four Crore Ninety-Two Lakhs Sixty-Two Thousand Five Hundred and Fourteen) (i.e. 99.74%) is more than the number of votes cast against 1,29,582 (One Lakh Twenty-Nine Thousand Five Hundred and Eighty-Two) (i.e. 0.26%), I report that the Ordinary Resolution **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: F005553F001264602