

gokaldas exports Ltd

GEL/SEC/2018-19

3rd January, 2019

BSE Limited
Floor 25, P.J Towers,
Dalal Street,
MUMBAI - 400 001

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

SCRIP CODE: 532630

GOKEX

Dear Sir,

Sub: Report under Regulation 44(3) and Scrutinizers Report - (E-voting and Poll) for the Postal Ballot of Gokaldas Exports Limited

We write to inform that the following Resolutions (Ordinary / Special) as set out in the postal Ballot Notice dated 12th November, 2018, have been passed by the Members by requisite Majority.

| Sl. No | Resolution |
|--------|---|
| 1. | Grant of Stock options 1% or more of the issued share capital of the company |
| 2. | Appointment of Mr. Gautham Madhavan (Holding DIN: 02826558) as Director of the Company |
| 3. | Appointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Director of the Company |
| 4. | Appointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Whole time Director of the Company. |

As required under Regulation 44(3) of SEBI (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") we enclosed the details of the voting results in the prescribed format along with the Scrutinizers Report.

This is for your information and records, please.

Thanking you,

Yours truly,
for **GOKALDAS EXPORTS LIMITED**


Ramya K
Company Secretary
Encl: as below



Regd. Office :

#16/2, Residency Road, BANGALORE - 560 025 (INDIA)

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

Practising Company Secretary

January 03, 2019

The Chairman,
GOKALDAS EXPORTS LIMITED,
No.16/2, Residency Road,
Bengaluru – 560 025.

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.

Pursuant to the Resolution passed by the Board of Directors of Gokaldas Exports Limited (herein after referred as "Gokaldas") on November 12, 2018, I have been appointed as the Scrutinizer to receive, process and scrutinize the Postal Ballot Papers in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated November 12, 2018.

| Sr. No. | Particulars | Nature of Resolution(s) |
|---------|---|-------------------------|
| 1 | Grant of Stock options 1% or more of the issue share capital of the Company. | Special Resolution |
| 2 | Appointment of Mr. Gautham Madhavan (Holding DIN: 02826558) as Director. | Ordinary Resolution |
| 3 | Appointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Director of the Company. | Ordinary Resolution |
| 4 | Appointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Whole time Director of the Company. | Special Resolution |

To enable wider participation of shareholders pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 and the rules made there under vide Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, Gokaldas has provided evoting facility to its Shareholders in respect of the above shareholders resolutions to be passed through Postal Ballot.



Accordingly, Gokaldas has made arrangement with the system provider viz, Karvy Computershare Private 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 12, 2018 sent to the shareholders by email to their registered e-mail id's and also dispatched by Courier to their registered address.

The Company has completed on December 03, 2018 the dispatch of Notice along with postal ballot forms and a self addressed postage prepaid business reply envelope to its members whose names appear on the Register of Members/list of Beneficial Owners, as received from Karvy Computershare Private Limited as on cut-off date i.e. November 23, 2018.

Total shareholders of the Company as on the cut-off date were 18,863. Postal Ballot Notices were also sent by electronic mode on December 03, 2018.

Pursuant to Rule 20 (3) of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in 'Financial Express' English Newspaper and 'Praja Vani' in Kannada Newspaper on December 4, 2018, informing about the completion of dispatch of the postal ballot notices through electronic transmission & physical dispatch to the shareholders along with other related matters mentioned therein.

The e-voting period commenced on December 4, 2018 at 10.00 a.m. and ended on January 2, 2019 at 5.00 p.m.

The shareholders of the Company had option to vote on resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility cast their votes on the designated website <https://evoting.karvy.com>.

All postal ballot forms, received physically and votes casted electronically through <https://evoting.karvy.com> up to the close of working hours i.e. 5.00 p.m. on January 2, 2019, the last date and time fixed for receipt of the forms, were considered for my scrutiny.

Envelopes containing postal ballot forms received after closure of business hours, on January 02, 2019 were not considered for my scrutiny. There was a Mismatch of Signature in one of the poll paper which was treated as invalid and kept separately.

I have not found any defaced or mutilated ballot paper. I have also received a complete record of votes cast by electronic mode through <https://evoting.karvy.com> from Karvy Computershare Private 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 postal ballot forms received / votes casted electronically as detailed hereunder:

I. Resolution No. 1:- Grant of Stock options 1% or more of the issue share capital of the Company:

Nature of Resolution : **Special Resolution.**

| Sl. No. | Particulars | Postal Ballot | Evoting | Total |
|---------|--|---------------|------------|------------|
| 1. | Total Postal Ballot forms received / no. of members who exercised votes through e-voting. | 31 | 16 | 47 |
| 2 | Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting/ Postal Ballot. | 1 | 0 | 1 |
| 3 | Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting. | 30 | 16 | 46 |
| 4 | No. of Members voted FOR | 29 | 12 | 41 |
| 5 | No. of Members Voted AGAINST | 1 | 4 | 5 |
| 6 | Total Number of Votes cast. | 1,667 | 15,699,919 | 15,701,586 |
| 7 | Less: Invalid no. of Votes cast (including less voting, e-vote not cast either for or against). | 3 | 0 | 3 |
| 8 | Less: Shareholder have voted lesser share than their actual holding. | 0 | 0 | 0 |
| 9 | Valid no. of votes cast (Net). | 1,664 | 15,699,919 | 15,701,583 |



| | | | | |
|----|---|-------|------------|------------|
| 10 | Total no. of votes with assent for the Resolution. | 1,594 | 13,966,789 | 13,968,383 |
| 11 | Total no. of votes with dissent for the Resolution. | 70 | 1,733,130 | 1,733,200 |
| 12 | % of Total votes cast in favor of the resolution. | | | 88.96 |
| 13 | % of Total votes cast against the resolution. | | | 11.04 |

Result - Resolution No. 1 : As the Number of vote casted in favour of the Resolution i.e. **88.96** % is more than the number of vote cast against i.e. **11.04** %, I report that the Special Resolution as set out in the Notice of Postal Ballot dated November 12, 2018, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

II. Resolution No. 2:- Appointment of Mr. Gautham Madhavan (Holding DIN: 02826558) as Director:

Nature of Resolution : **Ordinary Resolution.**

| SI. No. | Particulars | Postal Ballot | Evoting | Total |
|---------|--|---------------|---------|-------|
| 1. | Total Postal Ballot forms received / no. of members who exercised votes through e-voting. | 31 | 16 | 47 |
| 2. | Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting / Postal Ballot. | 2 | 0 | 2 |
| 3 | Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting. | 29 | 16 | 45 |
| 4 | No. of Members voted FOR | 28 | 12 | 40 |
| 5 | No. of Members Voted AGAINST | 1 | 4 | 5 |



| | | | | |
|----|--|-------|------------|------------|
| 6 | Total Number of Votes cast. | 1,667 | 15,699,919 | 15,701,586 |
| 7 | Less: Invalid no. of Votes cast (including less voting, e-vote not cast either for or against). | 3 | 0 | 3 |
| 8 | Less: Shareholder have voted lesser share than their actual holding. | 0 | 0 | 0 |
| 9 | Valid no. of votes cast (Net). | 1,664 | 15,699,919 | 15,701,583 |
| 10 | Total no. of votes with assent for the Resolution. | 1,588 | 13,966,789 | 13,968,377 |
| 11 | Total no. of votes with dissent for the Resolution. | 70 | 1,733,130 | 1,733,200 |
| 12 | % of Total votes cast in favor of the resolution. | | | 88.96 |
| 13 | % of Total votes cast against the resolution. | | | 11.04 |

Result - Resolution No. 2: As the Number of vote casted in favour of the Resolution i.e. 88.96 % is more than the number of vote cast against i.e. 11.04 %, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated November 12, 2018, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

III. Resolution No. 3:- Appointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Director of the Company:

Nature of Resolution : **Ordinary Resolution.**

| Sl. No. | Particulars | Postal Ballot | Evoting | Total |
|---------|---|---------------|---------|-------|
| 1. | Total Postal Ballot forms received / no. of members who exercised votes through e-voting. | 31 | 16 | 47 |



| | | | | |
|----|--|--------------|-------------------|-------------------|
| 2. | Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting/ Postal Ballot.. | 2 | 1 | 3 |
| 3 | Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting. | 29 | 15 | 44 |
| 4 | No. of Members voted FOR | 27 | 11 | 38 |
| 5 | No. of Members Voted AGAINST | 2 | 4 | 6 |
| 6 | Total Number of Votes cast. | 1,667 | 15,699,919 | 15,701,586 |
| 7 | Less: Invalid no. of Votes cast (including less voting, e-vote not cast either for or against). | 3 | 0 | 3 |
| 8 | Less: Shareholder have voted lesser share than their actual holding. | 0 | 0 | 0 |
| 9 | Valid no. of votes cast (Net). | 1,664 | 15,699,919 | 15,701,583 |
| 10 | Total no. of votes with assent for the Resolution. | 1,587 | 13,966,709 | 13,968,296 |
| 11 | Total no. of votes with dissent for the Resolution. | 71 | 1,733,110 | 1,733,181 |
| 12 | % of Total votes cast in favor of the resolution. | | | 88.96 |
| 13 | % of Total votes cast against the resolution. | | | 11.04 |



Result - Resolution No. 3: As the Number of vote casted in favour of the Resolution i.e. 88.96 % is more than the number of vote cast against i.e. 11.04 %, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated November 12, 2018, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

IV. Resolution No. 4:- Appointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Whole time Director of the Company:

Nature of Resolution : **Special Resolution.**

| Sl. No. | Particulars | Postal Ballot | Evoting | Total |
|---------|--|---------------|-------------------|-------------------|
| 1 | Total Postal Ballot forms received / no. of members who exercised votes through e-voting. | 31 | 16 | 47 |
| 2 | Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting / Postal Ballot. | 2 | 0 | 2 |
| 3 | Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting. | 29 | 16 | 45 |
| 4 | No. of Members voted FOR | 28 | 11 | 39 |
| 5 | No. of Members Voted AGAINST | 1 | 5 | 6 |
| 6 | Total Number of Votes cast. | 1,667 | 15,699,919 | 15,701,586 |
| 7 | Less: Invalid no. of Votes cast (including less voting, e-vote not cast either for or against). | 3 | 0 | 3 |
| 8 | Less: Shareholder have voted lesser share than their actual holding. | 0 | 0 | 0 |
| 9 | Valid no. of votes cast (Net). | 1,664 | 15,699,919 | 15,701,583 |
| 10 | Total no. of votes with assent for the Resolution. | 1,588 | 13,966,759 | 13,968,347 |



| | | | | |
|----|---|----|-----------|------------------|
| 11 | Total no. of votes with dissent for the Resolution. | 70 | 1,733,160 | 1,733,230 |
| 12 | % of Total votes cast in favor of the resolution. | | | 88.96 |
| 13 | % of Total votes cast against the resolution. | | | 11.04 |

Result - Resolution No. 4 : As the Number of vote casted in favour of the Resolution i.e. 88.96 % is more than the number of vote cast against i.e. 11.04 %, I report that the Special Resolution as set out in the Notice of Postal Ballot dated November 12, 2018, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

The register, all other papers and relevant records relating to electronic voting and Postal Ballot shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the Postal Ballot and the same are handed over to the Company Secretary for safe keeping.



NAGENDRA D. RAO
Practicing Company Secretary
No. 180, 1st Floor, 3rd Main, 3rd Cross,
S L Bhyrappa, Hanumanthanagar
Bangalore – 560 019.
Membership No.: FCS 5553
COP: 7731

Place : Bengaluru
Date: January 03, 2019