#### GOKALDAS EXPORTS LIMITED

#### Regd. Office: 70, Mission Road Bangalore- 560 027 CORPORATE IDENTIFICATION NUMBER: L18101KA2004PLC033475

## Voting Results for 11<sup>th</sup> Annual General Meeting

Sr. No.	Particulars	Details
1	Date of the AGM.	29-Sep-14
2	Total number of shareholders on record date.	9,940
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	469 1 468
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

SR. No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal Ballot / E-voting ***
1	Adoption of audited Financial Statements for the year ended 31 March 2014 and reports of the Directors and Auditors thereon.		Poll and E-voting
2	Re-appoint of Mr. Goutam Chakravarti who retires by rotation.	Ordinary	Poll and E-voting
3	Re-Appointment of M/s S.R. Batliboi & Associates LLP & M/s. Girish Murthy & Kumar, Chartered Accountants, as the Joint Statutory Auditors of the Company	8	Poll and E-voting
4	Appointment of Mr. Arun K Thiagarajan as an Independent Director.	Ordinary	Poll and E-voting
5	Appointment of Mr. Jitendrakumar. H. Mehta as an Independent Director	Ordinary	Poll and E-voting
6	Appointment of Dr. Yashwant Shankarrao Patil Thorat as an Independent Director.	Ordinary	Poll and E-voting
7	To authorize the Board of Directors to borrow upto Rs. 500 Crores (Rupees Five Hundred Crores Only) over and above the Paid-up Capital of the Company and its free reserves.	1000	Poll and E-voting
8	Creation of Security in respect of Borrowings	Special	Poll and E-voting

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Cont'd

Evoting								Poll	
Promoter/Public No. of shares No. of votes beld polled	No. of shares held	No. of votes polled	% of Votes No. of Polled on Votes - outstanding favour	В.	No. of Votes - against	No. of Votes % of Votes in -against favour on votes	% of Votes against on system collect	Promoter/Fublic No. of shares held	No. of shares held
-	L	-2	(3)-{(2)(1)] *100	4	ů.	(6)= (4)(2)[*100	(7)- (5)(2)(*100		-
Promoter Group	21,538,742 0	0	0	0	0	0	0	Promoter and Promoter Group	21,538,740
Public - Institutional holders	2,232,964 0	0	0	0	0	0	0	Public - Institutional holders	2,232,96
Public-Others	10,604,294	1,353	10.0	1,317	36	97	ia.	Public-Others	10,604,29
Total	34,376,000	1,353	0.00	1,317	36	97		Total	AU 944 94

Item No. 2: Re-appoint of Mr. Gautam Chakravarti who retires by rotation

held

Fo.	P		22	E II P	2	H
-	omoter/Public		Promoter Group	Public - Institutional holders	Public-Others	Total
	PromoterFublic No. of shares No. of votes 9% of Votes beld polled Polled on outstanding	÷	21,538,742	2,232,964 0	10,604,294 1015	34,376,000
	No. of votes polled	ů	21,538,742	0	1015	34,376,000 21,539,757
	% of Votes Polled on outstanding	(3)=[(2)(1)] -4 *100	100.00		10.0	62.66
	No. of Votes - No. of Votes - % of Votes in % of Votes in favour on against on some solled wites solled	L	21,538,742 0	0	0.01 1015	62.66 21.539.757
	No. of Votes against	-S	0	0	0	
	5% of Votes in favour on	9	100.00		100.00	100.00
	% of Votes against on against nolled	(7)= (7)=				

			-6	1	8
34,376,000	10,604,294	2,232,964 0	21,538,742	-	No. of shares No. of votes held polled
21,539,757	1015	0	21,538,742	'n	No, of votes polled
62.66	10.0		100.00	(3)-[(2)(1)] -4 *100	% of Votes Polled on outstanding
21,539,757	0.01 1015	0	21,538,742 0	L	No. of Votes - No. of Votes   % of Votes in % of Votes in favour on against on against on other votes of the
	0	0	0	Ġ	No. of Votes against
00.001	100.00		100.00	(6)- ((4)/(2))*100	% of Votes in favour on soites collect
	-			(7)= (7)= (7)= (7)= (7)= (7)= (7)= (7)=	% of Votes against on against on
Total	Public-	Public	Promo		Promot

molidated					Service of the servic		
smoter/Public	omoter/Public No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in favour	No. of Votes against	No. of Votes - No. of Votes - % of Votes in % of Votes in favour against favour on votes against on votes against on votes	% of Votes against on votes
	-1	-2	(3)-[(2)(1)]*1 -4	T	i Ča	001•IX	(7)= (5)(2)(*100
omoter and omoter Group	21,538,742	21,538,742 21,538,742	100.00	21,538,742			,
blic - ditutional klers	2,232,964 0	0	0	0	0		
blic-Others	3,217,666	2,368	0.07	2,332	36	98.48	1.52
tul	26,989,372	26,989,372 21,541,110	79,81	21,541,074	36	00.001	0.00

Total	Public-	Institutional holders
	Others	ional
34,376,000	10,604,294	and the custom
1,353	1,353	
0.00	0.01	
1,212	1,212	5
141	4	- 9
90	90	
10	10	
Total	Public-Others	Institutional holders
34	10,	,

Poll	Promoter/Public		Promoter and Promoter Group	Public - Institutional holders	Public-Others	Total
	No. of shares held	-	21,538,742	2,232,964 0	10,604,294	34,376,000
	No. of votes polled	2	21,538,742	0	1015	21,539,757
	% of Votes Polled on outstanding shares	*100	100.00		10.0	62.66
	No. of Votes - No. of Votes - % of Votes in % of Votes in favour on against favour on against on votes polled votes polled	4	21,538,742 0	0	1015	21.539.757
	No. of Votes against	ů	0	0	0	
	% of Votes in favour on votes polled	(6)= (4)/(2)1*100	100.00		100,00	00.001
	% of Votes against on votes polled	(7)= I(5)(2)1*100				

Consolidated							
Promoter/Public No. of shares held		No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - No. of Votes - % of Votes in infavour against favour on votes in polled	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes poiled
	-	-2	(3)-[(2)(1)]*1 -4	4	Ún	(6)= (4)(2)(*100	(7)-
Promoter and Promoter Group	21,538,742	21,538,742 21,538,742	100.00	21,538,742			
Public - Institutional holders	2,232,964						
Public-Others	10,604,294	2,368	0.02	2,227	141	94,05	5.95
Total	1410 375 14	011 1F2 1C 1000 928 FE	22.67	070 072 16		W W	

# Item No. 3: Re-Appointment of M/s S.R. Batilbol & Associates LLP & M/s. Girish Murthy & Kumar, Chartered Accountants, as the Joint Statutory Auditors of the Company

Evoting								Poll							
Promoter/Publi No. of shares No. of votes 96 of Votes No. of ic held poiled Poiled Notes No. of poiled Poiled Notes No. of poiled Notes No. of Shares	No. of shares held	No. of votes polled	% of Votes No. of Polled on Votes - In outstandin favour g shares	5	No. of Votes - against	% of Votes in % of Votes favour on against on votes polled votes polled	% of Votes against on votes polled	Promoter/Publi No. of shares No. of votes No	No. of shares held	No. of votes polled	% of Votes No. of Vo Polled on in favour outstanding shares	No. of Votes - in favour	No, of Votes - against	% of Votes % of Votes in favour on against on votes polled votes polled	% of Votes against on votes polled
									j.	-2	2)/(1	4	ΰı	(5)= (7)= [(4)/(2)]*10 [(5)/(2)]*10	(7)= [(5)/(2)]*10
Promoter and Promoter Group	21,538,742		×			,	7	Promoter and Promoter Group	21,538,742 21,538,742	21,538,742	100.00	100.00 21,538,742	0	100.00	
Públic – Institutional holders	2,232,964							Public – Institutional holders	2,232,964	0		0	0		
Public-Others	10,604,294	1,353	0.01	1,292	19	95	5	Public-Others	10,604,294 1015	1015	10.0	1015	0	100.00	
Total	34,376,000	1,353	0.00	1,292	61	95	5	Total	34,376,000	21,539,757	62,66	21,539,757		100.00	2

Consolidated							
Promoter/Publ No. of shares No. of votes % of Votes ic polled polled on outstandin shares	No. of shares held	No. of votes polled	% of Votes Poiled on outstanding shares	No. of Votes - in favour	No. of Votes - against	No. of Votes - No. of Votes 9% of Votes in in favour - against favour on votes polled	% of Votes against on votes polled
	ú	ż	2)/(1)]	¥	ún	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	21,538,742	21,538,742 21,538,742	100.00	21,538,742	,		
Public – Institutional holders	2,232,964						
Public-Others	10,604,294	2,368	0.02	2,307	19	97.42	2.58
Total	34,376,000	34,376,000 21,541,110	62.66	21,541,049	61	100,00	0.00



Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group		Promoter/Publ ic	Evoting	Item No. 6: Appointment of Dr. Yashwant Shankarrao Patil Thorat as an Independent Director	Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group		/Publ	Item No. 5: Appointment of Mr. Jitendrakumar. H. Mehta as an Independent Director Evoting	Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group		ic held	Evoting	Item No. 4: Appointment of Mr. Arun K Thiagarajan as an Independent Director.
34,376,000	10,604,294	2,232,964	21,538,742	ش	No, of shares held		Appointment o	34,376,000	10,604,294	2,232,964	21,538,742	1	No. of shares held	ppointment of	34,376,000	10,604,294	2,232,964	21,538,742	4			ppointment of
1,353	1,353			-2	polled		f Dr. Yashw	1,353	1,353			-2	No. of votes polled	Mr. Jitendra	1,353	1,353		,	-2	polled a		Mr. Arun K
0,00	10.0			(3)=[(2)/(1	% of votes Polled on outstandin outstandin		ant Shanka	0.00	10.0			1	% of Votes Polled on outstandin o shares	kumar. H.	0.00	0.01			(3)**[(2)/(1 -4 )]*100	% or votes Polled on outstandin a shares		Thiagaraja
962	962		,	4.	No. of Votes - in favour		rrao Patil T	1,262	1,262			4	No. of Votes - in favour	Mehta as a	1,262	1,262				es - in		n as an Ind
391	391			ún	No. of Votes - against		horat as a	91	16	- 4	×	úı	No. of Votes - against	n Independ	91	91			úı	Votes - f		ependent
71	17		*	(6)= [(4)/(2)]*100	% of votes in favour on votes polled		n Independen	93	93	,		(6)= [(4)/(2)]*100	% of Votes in favour on votes polled	dent Director	93	93		-	(6)= [(4)/(2)]*100	% of Votes in favour on votes polled		director.
29	29			(7)= [(5)/(2)]*10 0	% of Votes against on votes polled		t Director.	7	7		Ŧ	(7)= [(5)/(2)]*10	% of Votes against on votes polled		7	7			(7)= [(5)/(2)]*10 0	against on votes polled		
Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group		Promoter/Publi	Poll		Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group		Promoter/Publi C	Poll	Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group		Promoter/Publi c	Poll	
34,376,000	10,604,294	2,232,964	21,538,742	A	no, of shares held			34,376,000	10,604,294	2,232,964	21,536,742	i.	No. of shares held		34,376,000	10,604,294	2,232,964	21,538,742 21,538,742	4	No. of shares held		
21,539,755	1013	0	21,538,742	-2	polled			21,539,755	1013	0	21,538,742	-22	No. of votes polled		21,539,757	1015	0	21,538,742	-2	polled 0		
62,66	10.0		100.00	(3)*[(2)/(1 )]*100	% of Votes Polled on outstanding shares			62.66	10.0	9	100.00	2)/(1	% of Votes Poiled on outstanding shares		62.66	10.0		00.001	2)/(1	% of Votes Polled on outstanding shares		
21,539,755	1013	0	21,538,742	4	in favour			21,539,755	1013	0	21,538,742	4	No. of Votes - in favour		21,539,757	1015	0	21,538,742	4	no, of votes - in favour		
	0	0	0	Ún	- against				0	0	0	ů	No. of Votes - against			0	0	0	ih.	No. of Votes - against		
100.00	100.00		100.00	(6)= [(4)/(2)]*10 0	in favour on votes polled			100.00	100.00	9	100.00	(6)= [(4)/(2)]*10 0	% of Votes in favour on votes polled		100.00	100.00		100.00	(6)= [(4)/(2)]*10 0	% of Votes in favour on votes polled	JI	
	×			(7)= [(5)/(2)]*10 0	% of Votes against on votes polled							(7)= [(5)/(2)]*10 0	% of Votes against on votes polled						(7)= [(5)/(2)]*10 0	% of Votes against on votes polled		
Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group		Promoter/Public	Consolidated		Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group		Promoter/Publ Ic	Consolidated	Total	Public-Others	Public - Institutional holders	Promoter and Promoter Group		Promoter/Publ ic	Consolidated	
34,376,000	10,604,294	2,232,964	21,538,742	4	No. of shares held			34,376,000	10,604,294	2,232,964	21,538,742	à	noter/Publ No. of shares No. of votes held polled		34,376,000	10,604,294	2,232,964	21,538,742	4	No. of shares held		
21,541,108	2,366		21,538,742 21,538,742	-2	Promoter/Publ No. of shares No. of votes % of votes ic held polled polled on outstanding shares			21,541,108	2,366		21,538,742	-2	No. of votes polled		21,541,110	2,368		21,538,742	-2	No. of votes polled		
62.66	0.02		100.00	*100	% of Votes Polled on outstanding shares			62,66	0.02	n,	100,00	(3)=[(2)/(1)] *100	% of Votes Polled on outstanding		62.66	0.02	r	100.00	(3)=[(2)/(1)] *100	% of Votes Polled on outstanding shares	ш	
21,540,717	1,975	-	21,538,742	à	No. of Votes - in favour			21,541,017	2,275	2	21,538,742	4.	No. of Votes - in favour		21,541,019	2,277	,	21,538,742	Ŧ	No. of Votes - In favour		
391	391		,	ů	No. of Votes - against			91	. 91	3		ús			91	91			ψ	No. of Votes - against		
100.00	83.47			(6)= [(4)/(2)]*100	No. of Votes 96 of Votes in - against favour on votes polled			100.00	96.15			(6)= [(4)/(2)]*100	No. of Votes 9% of Votes in - against favour on votes polled		100.00	96.16	80		(6)= [(4)/(2)]*100	No. of Votes 9% of Votes in - against favour on votes polled		
0.00	7 16.53	7		(7)=	% of Votes against on votes polled			0.00	3.85	×		(7)= [(5)/(2)]*100	% of Votes against on votes polled		0.00	3.84			(7)= [(5)/(2)]*100	% of Votes against on votes polled		



Item No. 7: To authorize the Board of Directors to borrow upto Ra. 500 Crores (Rupees Five Hundred Crores Only) over and above the Paid-up Capital of the Company and its free reserves.

	Public-Others	Public – Institutional holders	Promoter and Promoter Group		ic held polled	Evoting	Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group		ic held	Evoting
	10,604,294	2,232,964	21,538,742	-1	held		34,376,000	10,604,294	2,232,964	21,538,742	-1		
	1,353			-2	polled		1,353	1,353			-2	polled	
0.01	1			(3)#[(2)/(1 -4	Polled on outstandin outstandin	3.	0.00	0.01			(3)=[(2)/(1 -4 )]*100	Polled on outstandin a shares	
	1 1 237			4	Votes - in favour		1,237	1,237		39	4	Votes - in	
Ī	116		3	ΰı	Votes - against		116	116			ún	Votes - against	
	91			(6)= [(4)/(2)]*100	favour on votes polled		91	16		- 1	(6)= [(4)/(2)]*100	% or votes in favour on votes polled	
	9			(7)= [(5)/(2)]*10	against on votes polled		9	9			(7)= [(5)/(2)]*10 0	y <sub>6</sub> or votes against on votes polled	
	Public-Others	Public – Institutional holders	Promoter and Promoter Group		c Promoter/Publi	Poll	Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group		c c	
	10,604,294	2,232,964	21,538,742	-	held		34,376,000	10,604,294	2,232,964	21,538,742	ı.	held	
	912	0	21,538,742 21,538,742	-2	polled		21,539,754	1012	0	21,538,742	-2	polled	
	0.01		100.00	(3)=[(2)/(1  -4 )]*100	% of votes Polled on outstanding shares		62.66	0.01	,	100.00	(3)=[(2)/(1 -4 )]*100	% of votes Polled on outstanding shares	
	881	0	21,538,742	4	in favour		21,539,724	982	0	21,538,742	4	in favour	
	31	0	0	ů	- against		30	30	0	0	ús	- against in favour or votes wotes polled	
	96.60		100,00	(6)= [(4)/(2)]*10	"No or votes (No, or votes - No, or votes) % or votes (No or votes) % or votes) % or votes (No or votes) % or votes) % or votes (No or votes) % or votes) % or votes (No or votes) % or votes) % or votes (No or votes) % or votes) % or votes (No or votes) % or vo		100.00	97.04		100.00	(6)= [(4)/(2)]*10	in favour on votes polled	
	3,40		,	(6)= [(4)/(2)]*10 [(5)/(2)]*10 0	% or votes % or votes in favour on against on votes polled votes polled		0.00	2.96			(7)= [(5)/(2)]*10	% of Votes against on votes polled	
	Public-Others	Public – Institutional holders	Promoter and Promoter Group		Promoter/Publ No. or shares No. or votes ic held polled	Consolidated	Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group		Promoter/Publ No. of shares No. of votes ic held polled	Consolidated
	10,604,294	2,232,964	21,538,742	1	held		34,376,000	10,604,294	2,232,964	21,538,742	1	No. of shares held	
	2,265		21,538,742 21,538,742	-2	polled polled		34,376,000 21,541,107	2,365		21,538,742 21,538,742	-2	polled	
	0.02		100.00	2)/(1)]	% of Votes Polled on outstanding shares		62,66	0.02		100.00	((1))	% of Votes Polled on outstanding shares	
	2,118		21,538,742	4	No. of Votes - in favour		21,540,961	2,219		21,538,742	4	No. of Votes - in favour	
	147	-	,	ún	No. of Votes - against		146	146			úı	No. of Votes - against	
	93.51			(6)= [(4)/(2)]*100	- against favour on votes polled		100.00	93,83		,	(6)= [(4)/(2)]*100	No. of Votes - No. of Votes 9% of Votes in in favour - against favour on votes polled	
	6,49	,		(7)=	% of Votes against on votes polled		0.00	6.17		v	(7)= [(5)/(2)]*100	% of Votes against on votes polled	



olidated							
ter/Publ	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - No. of Votes 9% of Votes In in favour - against favour on votes polled	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	-2	(3)=[(2)/(1)] -4 *100	4	ú	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
iter and	21,538,742 21,538,742	21,538,742	100.00	21,538,742	ж.		
tional	2,232,964						
Others	10,604,294	2,265	0.02	2,118	147	93.51	6,49
	34,376,000	34,376,000 21,541,007	62.66	21,540,860	147	100.00	0.00

**Practising Company Secretary** 

#### FORM No.MGT-13

#### Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To, The Chairman Gokaldas Exports Limited 70, Mission Road Bangalore – 560 027

11th (Eleventh) Annual General Meeting of the Equity Shareholders of Gokaldas Exports Limited

Held on <u>September 29, 2014</u> at 11.30 a.m , <u>at Nimhans Conventional Hall, Hosur Road, Bangalore-560 029</u>

Dear Sir,

- I Nagendra D. Rao, Practising Company Secretary, 543 / A, 7<sup>th</sup> Main, 3<sup>rd</sup> Cross, Hanumanthanagar, Bangalore 560 019, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 11<sup>th</sup> (Eleventh) Annual General Meeting of the Equity Shareholders of Gokaldas Exports Limited, held on September 29, 2014 at 11.30 a.m., at Nimhans Conventional Hall, Hosur Road Bangalore hereby submit my report as under:
- After the time fixed for closing of the Poll by the Chairman, <u>One</u> ballot box kept for polling was locked in my presence with due identification mark placed by me.
- 2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents (R&TA) (M/s Karvy Computer Share Private Limited) of the Company and the authorizations / proxies lodged with the Company.
- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The result of the Poll is as under:
- I. Resolution No. 1:-

To receive, consider and adopt the audited Balance Sheet as at 31 March 2014 and the Statement of Profit and Loss for the year ended on that date, the reports of the Directors and Auditors thereon.

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
64	21,539,757	100 /0/ /
		141 NY

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

#### (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
10	0

#### II. Resolution No. 2:-

To appoint a Director in the place of Mr. Gautam Chakravarti (holding DIN:00004399), who retires by rotation and being eligible, offers himself for re-appointment.

#### (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)		% of total number of valid votes cast
64	21,539,757	100

#### (ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

#### (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
10	0

#### III. Resolution No. 3:-

"RESOLVED THAT M/s S.R. Batliboi & Associates LLP (Registration Number 01049W) be and is hereby appointed as Statutory Auditors in the place of S. R. Batliboi & Co LLP (Registration Number 301003E) and M/s. Girish Murthy & Kumar, (Registration Number 000934S), Chartered Accountants be and are hereby reappointed as the Statutory Auditors of the Company, both the auditors collectively called as Joint Statutory Auditors of the Company, to hold office for a period of 3(three) years from the conclusion of this Annual General Meeting till 2017 Annual General Meeting, at a remuneration to be fixed by Mr. Richard B. Saldanha, Chairman of the Board of Directors in consultation with the Joint Statutory Auditors".

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
64	21,539,757	100 /50 = 24

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

#### (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
10	0

#### IV. Resolution No. 4:-

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act Mr. Arun. K. Thiagarajan (holding DIN 00292757), Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Arun. K. Thiagarajan as a candidate for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company for a term of five consecutive years with immediate effect, not liable to retire by rotation".

#### (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
66	21,539,757	100

#### (ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

#### (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
10	0

#### V. Resolution No. 5:-

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act Mr. Jitendrakumar H Mehta (holding DIN 01888830), Director of the Company, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Jitendrakumar H Mehta as a candidate for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company for a term of five consecutive years with immediate effect, not liable to retire by rotation

#### (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
63	21,539,755	100

#### (ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

#### (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
11	0

#### VI. Resolution No. 6:-

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act Dr. Yashwant Shankarrao Patil Thorat (holding DIN 02652734), Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Yashwant Shankarrao Patil Thorat as a candidate for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company for a term of five consecutive years with immediate effect, not liable to retire by rotation".

#### (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
63	21,539,755	100

#### (ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

#### (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
11	0 (0.00)

#### VII. Resolution No. 7:-

"RESOLVED THAT in supersession of the Resolution adopted pursuant to Section 293(1)(d) of the Companies Act, 1956 and in pursuant to Section 180 (1)(c) and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from any Bank(s) or Financial Institution (s) or any other institution(s), firm(s), body corporate(s) or other person (s) in the ordinary course of business, shall not be in excess of Rs. 500 Crores(Rupees Five hundred Crores Only) over and above the aggregate of the paid up share capital and free reserves of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid."

#### (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
63	21,539,724	99.99

#### (ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
1	30	0.01

#### (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
10	0

#### VIII. Resolution No. 8:-

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of shareholders in general meeting, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to hypothecate, mortgage (simple or equitable), charge and/or in any other way encumber, all or any of the moveable/current/fixed/immoveable assets of the Company, both present and future, and/or whole or any part of undertaking(s) of the Company, together with powers to take over the management of the business and concern of the Company in certain events of default, in favour of any Lender(s), Agent(s) and / or Trustee/s, as the case may be, for the purpose of



securing the borrowings of the Company availed/to be availed by way of loan(s), working capital assistance, issue of debentures/bonds/notes and/or any other debt instruments issued/to be issued by the Company, from time to time, together with interest, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, premium on prepayments, and all other incidentals and levies, as may applicable under respective agreements, deeds, writings, trust deeds or any other kind of documents as may be agreed to by and between the Board and the Lenders, their agents, trustees, as the case may be, in respect of the said loans/ borrowings/ debentures/bonds or other securities.

RESOLVED FURTHER THAT the approval of shareholders be and is hereby accorded to the Board of Directors or the Committee of Directors and/or any functional director/s, duly authorized by the Board, to consider and decide at their independent discretion the terms and conditions in respect of creating hypothecation, mortgage (simple or equitable), charge and/or any other kind of encumbrance on all or any of the moveable/ current/ fixed / immoveable assets of the Company to secure borrowings and/or issue of debentures / promissory notes / any other kind of debt instruments, pursuant to approval accorded as above under the said and to do and perform all such acts, deeds and things, inter-alia, to finalize, settle and execute such documents / deeds / debenture trust deeds / writings / papers / agreements / any other kind of debt instruments, as may be deemed necessary and required in the absolute discretion of the Board."

#### (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
62	21,539,623	99.99

#### (ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
2	31	0.01

#### (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them	
10	0	

 A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed. 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Dated: September 30, 2014

Place: Bangalore

Yours faithfully,

Nagendra D. Rao Practising Company Secretary



September 30, 2014

To, The Chairman Gokaldas Exports Limited, 70, Mission Road Bangalore – 560 027

Dear Sir,

Sub: Consolidated - Scrutinizer's Report conducted through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014 and Poll in pursuant to Section 109 of the Companies Act, 2013.

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 13, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing evoting process in a fair and transparent manner in respect of the below mentioned resolutions at the 11<sup>th</sup> Annual General Meeting of the Shareholders of the Company to be held on September 29, 2014 at 11.30 a.m. at Nimhans Conventional Hall, Hosur Road, Bengalore—560 029.

I had submitted the Scrutinizer's Report dated September 27, 2014 on the result of e voting in respect of the resolutions contained therein.

I was further appointed as the Scrutinizer for the purpose of scrutinizing the Poll process in a fair and transparent manner, conducted at the 11<sup>th</sup> Annual General Meeting of the Shareholders of the Company.

I now submit my Consolidated Report on the evoting process and poll conducted at the 11<sup>th</sup> Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:- Adoption of Audited Financial Statements for the year ended 31st March, 2014 and reports of the Directors and Auditors thereon.

Type of Resolution - Ordinary Resolution

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	17	1,317	0.01
Poll	64	21,539,757	99.99
Total	81	21,541,074	100.00

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	03	36	0.00
Poll	0	0	0.00
Total	03	36	0.00

# (\*) votes casted against the resolution - very negligible hence percentage mentioned "0"

#### (iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	10	Nil
Total	10	Nil

Remarks: The Ordinary Resolution No.1 as mentioned above is passed by Requisite Majority.

II. Resolution No. 2:- Re-appointment of Mr. Goutam Chakravarti who retires by rotation.

Type of Resolution - Ordinary Resolution

#### (i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	14	1,212	0.01
Poll	64	21,539,757	99.99
Total	78	21,540,969	100.00

#### (ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	06	141	0.00
Poll	0	0	0.00
Total	06	141	0.00

(\*) votes casted against the resolution - very negligible hence percentage mentioned "0"

#### (iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	10	Nil
Total	10	Nil

Remarks: The Ordinary Resolution No.2 as mentioned above is passed by requisite majority.

III. Resolution No. 3:- Re-Appointment of M/s S.R. Batliboi & Associates LLP & M/s. Girish Murthy & Kumar, Chartered Accountants, as the Joint Statutory Auditors of the Company

Type of Resolution - Ordinary Resolution

#### (i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll		
E-voting	16	1,292	0.01
Poll	64	21,539,757	99.99
Total	80	21,541,049	100.00

#### (ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll		
E-voting	04	61	0.00
Poll	0	0	0.00
Total	04	61	0.00

## (\*) votes casted against the resolution - very negligible hence percentage mentioned "0"

#### (iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	10	Nil
Total	10	Nil

Remarks: The Ordinary Resolution No. 3 as mentioned above is passed by requisite majority.

## IV. Resolution No. 4:- Appointment of Mr. Arun K Thiagarajan as an Independent Director.

#### Type of Resolution - Ordinary Resolution

#### (i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll		
E-voting	15	1,262	0.01
Poll	66	21,539,757	99.99
Total	81	21,541,019	100.00

#### (ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	05	91	0.00
Poll	0	0	0.00
Total	05	91	0.00

# (\*) votes casted against the resolution - very negligible hence percentage mentioned "0"

#### (iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	10	Nil
Total	10	Nil

Remarks: The Ordinary Resolution No. 4 as mentioned above is passed by requisite majority.

# V. Resolution No. 5:- Appointment of Mr. Jitendrakumar H. Mehta as an Independent Director.

#### Type of Resolution - Ordinary Resolution

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	15	1,262	0.01
Poll	63	21,539,755	99.99
Total	78	21,541,017	100.00



Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	05	91	0.00
Poll	0	0	0.00
Total	05	91	0.00

# (\*) votes casted against the resolution - very negligible hence percentage mentioned "0" $\,$

#### (iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	11	Nil
Total	11	Nil

Remarks: The Ordinary Resolution No. 5 as mentioned above is passed by requisite majority.

# VI. Resolution No. 6:- Appointment of Dr. Yashwant Shankarrao Patil Thorat as an Independent Director.

Type of Resolution - Ordinary Resolution

#### (i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	14	962	0.01
Poll	63	21,539,755	99.99
Total	77	21,540,717	100.00

#### (ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	06	391	0.00
Poll	0	0	0.00
Total	06	391	0.00

(\*) votes casted against the resolution - very negligible hence percentage mentioned "0"

#### (iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	11	Nil
Total	11	Nil

Remarks: The Ordinary Resolution No. 6 as mentioned above is passed by requisite majority.

VII. Resolution No. 7:- To authorize the Board of Directors to borrow sums in excess of the paid up capital of the Company and its free reserves subject to the ceiling of Rs. 500 Crores (Rupees Five Hundred Crores Only) other than temporary borrowings.

Type of Resolution - Special Resolution

#### (i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	15	1,237	0.01
Poll	63	21,539,724	99.99
Total	78	21,540,961	100.00

#### (ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	05 ′	116	0.00
Poll	01	30	0.00
Total	06	146	0.00

# (\*) votes casted against the resolution - very negligible hence percentage mentioned "0"

#### (iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by
E-voting	Nil	Nil
Poll	10	Nil
Total	10	Nil

Remarks: The Special Resolution No. 7 as mentioned above is passed by requisite majority.

## VIII. Resolution No. 8:- Creation of Security in respect of Borrowings.

### Type of Resolution - Special Resolution

#### (i) Voted in favour of the Resolution:

Mode of Voting	mornocia voting	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	15		
Poll		1,237	0.01
	62	21,539,623	
Total	77		99.99
		21,540,860	100.00

#### (ii) Voted against the Resolution:

	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	05 116		
Poll	***************************************	116	0.00
	02	31	
otal	07	4.4=	0.00
	***************************************	147	0.00

# (\*) votes casted against the resolution - very negligible hence percentage mentioned "0"

#### (iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by	
E-voting	Nil	them	
Poll	1711	Nil Nil	
	10		
Total	10		
***************************************		Nil	

Remarks: The Special Resolution No. 8 as mentioned above is passed by requisite majority.

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

I further wish to inform that the Report of Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014] with regards to the Poll is being submitted separately in Form No. MGT – 13

Thanking You,

Yours Faithfully,

Nagendra D Rao

**Practising Company Secretary**