



GOKALDAS EXPORTS LIMITED

L18101KA2004PLC033475

Regd. Office : No. 70, Mission Road, Bangalore – 560 027

Email: investorcare@gokaldasexports.com | www:gokaldasexports.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Company seeks approval of its members, via Postal Ballot through voting by post or through electronic means.

The Explanatory Statement pertaining to the resolutions pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and related particulars are annexed hereto along with a Postal Ballot form for your consideration.

The Board of Directors of the Company has appointed Mr. Nagendra D Rao, Company Secretary in Practice (Membership Number FCS 5553) as a scrutinizer (the "Scrutinizer") for conducting the Postal Ballot in fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent (FOR) or dissent (AGAINST) therein by filling necessary details and affixing your signature at the designated place in the form and return the form duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 18.00 hours on 9th May, 2015.

The scrutinizer after completion of the scrutiny will submit his report to the Whole-time Director of the Company on 11th May, 2015. The Result of the Postal Ballot will be declared by the Whole-time Director of the Company on 11th May, 2015 at 18.00 hours at the Registered Office of the Company. The results will also be posted on the website of the Company on 12th May, 2015. The results shall also be intimated to the Stock Exchange where the shares of the company are listed and also to the general public through press release in newspapers.

E-Voting Option:

Further, the Company, in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members, with the facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means i.e. through e-voting services provided by M/s Karvy Computershare Private Limited. The e-voting period commences on 9th April, 2015 (Thursday) (at 10.00 hours (IST)) and ends on 9th May, 2015 (Saturday) (at 18.00 hours (IST)).

Special Business:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

1. TRANSFER OF BUILDING PLANT & MACHINERY AND RELATED ASSETS PERTAINING TO THE COMPANY'S PROPERTY AT 76/77, 6TH MAIN, 3RD PHASE, PEENYA INDUSTRIAL AREA, BANGALORE, TO ITS WHOLLY OWNED SUBSIDIARY, ROBOT SYSTEMS PVT LTD:

To consider, and if thought fit, to pass the following Resolution as a "Special Resolution":

"RESOLVED THAT pursuant to Section 110, 188(1) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any amendment thereto or re-enactment thereof); the provisions of the Memorandum and Articles of Association of the Company; any other law for the time being in force and subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable and necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board", which expression shall also include any committee of Directors of the Board) to transfer/sell/otherwise dispose of the building, plant & machinery and other assets pertaining to the property located at No.76/77, 6th Main, 3rd Phase, Peenya Industrial Area, Bengaluru – 560058, Karnataka together with the rights, title and interest in such assets to its wholly owned subsidiary, Robot Systems Private Limited for a consideration not less than Rs 12,00,00,000 (Rupees twelve crores) and in such manner as may be decided by the Board, with effect from such date and in such manner as the Board deems appropriate with power to the Board / Committee of Board to finalise the terms and conditions as well as the means, methods or modes in respect thereof and to finalise and execute all the required documents viz. asset purchase agreement and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and / or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the above resolution and further to do all such acts, deeds, matters and things and to execute all such deeds, documents, filings and writings as may be necessary, desirable or expedient in connection therewith."

2. TRANSFER OF SHARES OF THE COMPANY'S SUBSIDIARY, ROBOT SYSTEMS PRIVATE LIMITED:

To consider, and if thought fit, to pass the following Resolution as a "Special Resolution":

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, if any, and the rules framed there under (including any amendment thereto or re-enactment thereof); the provisions of the Memorandum and Articles of Association of the Company; any other law for the time being in force and subject to such other approvals and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board" which expression shall also include a Committee of Directors constituted for this purpose) to transfer, sell or otherwise dispose of the shares held by the Company in its subsidiary, Robot Systems Private Limited together with the rights, title and interest in such shares to Silver Spark Apparel Limited for a consideration not less than Rs 8,00,00,000 (Rupees eight crores), with effect from such date and in such manner as the Board deems appropriate with power to the Board / Committee of Directors to finalise the terms and conditions as well as the means, methods or modes in respect thereof and to finalise and execute all the required documents viz. share purchase agreement, share transfer deed and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and / or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the above resolution and further to do all such acts, deeds, matters and things and to execute all such deeds, documents, filings and writings as may be necessary, desirable or expedient in connection therewith."

3. TRANSFER OF LAND AND BUILDING PERTAINING TO THE COMPANY'S PROPERTY AT NACHARAM, HYDERABAD TO ITS WHOLLY OWNED SUBSIDIARY, ALL COLOUR GARMENTS PVT LTD.

To consider, and if thought fit, to pass the following Resolution as a "Special Resolution":

"RESOLVED THAT pursuant to Section 110, 180(1)(a), 188(1) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any amendment thereto or re-enactment thereof); the provisions of the Memorandum and Articles of Association of the Company; any other law for the

time being in force and subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable and necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board", which expression shall also include any committee of Directors of the Board) to transfer/sell/otherwise dispose of the Land & Building pertaining to the property located at No. A-7/1,I.D.A, Nacharam Industrial Area, Road No.5, Rangareddy District, Hyderabad – 500 076, together with the rights, title and interest in such assets to the Company's wholly owned subsidiary, M/s All Colour Garments Pvt Ltd for a consideration not less than Rs 20,00,00,000 (Rupees twenty crores)with effect from such date and in such manner as the Board deems appropriate with power to the Board / Committee of Board to finalise the terms and conditions as well as the means, methods or modes in respect thereof and to finalise and execute all the required documents viz. agreement to sell, conveyance deed and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and / or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the above resolution and further to do all such acts, deeds, matters and things and to execute all such deeds, documents, filings and writings as may be necessary, desirable or expedient in connection therewith."

By Order of the Board of Directors
For **Gokaldas Exports Limited**

Ramya. K

Company Secretary & Compliance Officer

Place: Bengaluru

Date : February 14, 2015

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and reasons for the proposed Special Business is annexed herein.
2. The Postal Ballot Notice is being sent to all Members of the Company, whose name appear on the Register of Members/ list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on March 27th , 2015.
3. Members may contact Ms. Ramya K, Company Secretary & Compliance officer for any grievances with voting by postal Ballot at the registered office of the Company at No. 70, Mission Road, Bangalore – 560027 Tel Number- (+91 80) -22223600 – 1-2, 41272200
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and to others are being sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link www.gokaldasexports.com or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s Karvy Computershare Private Limited, Unit: Gokaldas Exports Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, fill in the details and send the same to the Scrutinizer.
5. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has provided E-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s Karvy Computershare Private Limited for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from www.gokaldasexports.com or <https://evoting.karvy.com>
6. The instructions for e-voting are as under:

(a) Procedure & instructions for E-voting

- (i) For Shareholders whose email address is registered- open the attached PDF file "gokaldasexports e-voting.pdf" by giving your Client Id (in case you are holding share(s) in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User Id" and "Password" for e-voting;
- (ii) For Shareholders who have not registered their email ids: please refer to the user id and password printed on the Postal Ballot Form;
- (iii) Please note that the password is an initial password;
- (iv) Open internet browser by typing the URL: <https://evoting.karvy.com>;
- (v) Click on Shareholder – Login;
- (vi) Put user ID and password as initial password noted in step (i) above and click Login;
- (vii) Password change menu appears. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (viii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
- (ix) Select "EVSN" (i.e. E-Voting Sequence Number) of Gokaldas Exports Limited;
- (x) Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on 9th April, 2015 (Thursday)(at 10.00 hours (IST)) and ends on 9th May, 2015(Saturday)(at 18.00 hours (IST)).
- (xi) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote;
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (in PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at nagendradrao@gmail.com with a copy marked to evoting@karvy.com;
- (xiii) In case Shareholders desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link <https://evoting.karvy.com> or www.gokaldasexports.com or by obtaining duplicate Form from the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Unit: Gokaldas Exports Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081; and
- (xiv) The date of declaration of results of the postal ballot, i.e. May 11th, 2015, shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

(b) In case of Shareholders receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below, at the bottom of the Postal Ballot Form;

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to (xi) of (a) above, to cast vote; and
- (c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available at the website of E-voting Platform Provider viz. <https://evoting.karvy.com> or contact M/s Karvy Computershare Private Limited at toll free number 1800 345 4001.
- (d) If you are already registered with M/s Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

5. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by evoting will be treated as invalid.
6. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 18.00 Hours) on May 9, 2015. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted. Assent / Dissent received after May 9, 2015 would be strictly treated as if reply from the shareholder has not been received.
7. The voting period ends on the close of working hours (i.e. 18.00 hours) on May 9, 2015. The e-voting module shall also be disabled by M/s Karvy Computershare Private Limited for voting thereafter.
8. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper.
9. The Scrutinizer will submit his report to the Whole-time Director of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced on May 11, 2015 at 18.00 hours at the Registered Office. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.gokaldasexports.com and also on the website of M/s Karvy Computershare Private Limited i.e. https://evoting.karvy.com and shall be communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in the newspapers.
10. In case of any queries, shareholders may contact the Company at investorcare@gokaldasexports.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item 1: TRANSFER OF BUILDING, PLANT & MACHINERY AND RELATED ASSETS PERTAINING TO THE COMPANY'S PROPERTY AT 76/77, 6TH MAIN, 3RD PHASE, PEENYA INDUSTRIAL AREA, BANGALORE, TO ITS WHOLLY OWNED SUBSIDIARY, ROBOT SYSTEMS PVT LTD:

To bring sharper focus to its core business segments and locations, sweat assets to maximum potential, enhance financial flexibility and health, and unlocking value in identified units, the company has put in place a comprehensive business and manufacturing restructuring program. As part of this program, the Company is transferring some of the assets of these units to its group company, Robot Systems Private Limited, the shares of which will be subsequently transferred to Silver Spark Apparel Limited, a subsidiary of Raymond Limited. Accordingly, the Board of Directors of the Company at their meeting dated February 14, 2015 have decided to transfer the building, plant & machinery and related assets pertaining to its property at No.76/77, 6th Main, 3rd Phase, Peenya Industrial Area, Bengaluru – 560058, State Karnataka to its wholly owned subsidiary company M/s Robot Systems Private Limited.

This action requires approval of the members of the company in the form of special resolution, hence approval of Members is being sought in terms of section 188(1) of the Companies Act, 2013.

The Board recommends the above resolution to be passed as the same is in the interest of the company.

The nature of concern or interest, financial or otherwise, if any, in respect of the above item, as required under the provisions of Section 102 of the Companies Act, 2013 ("the Act"), is given below:

Sl. No.	Interested Person	Nature of Interest or concern
1.	Directors and Manager	Except to the extent of shareholding of the Directors, None of the Directors are interested or concerned in the above resolution. There are no Manager appointed by the Company in pursuance to the Companies Act, 2013.
2.	Key Managerial Personnel, under the Act	None of the Key Managerial Personnel are interested or concerned in the above resolution.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

- (a) Name of the Related Party: Robot Systems Private Limited, a 100% subsidiary of Gokaldas Exports Limited.
- (b) Name of the Director or Key Managerial Personnel who is related, if any: None.
- (c) Nature of Relationship – Subsidiary of the Company i.e. Gokaldas Exports Limited
- (d) Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement: The proposed transaction involves sale and transfer of building, plant and machinery and related assets of the Company i.e. Gokaldas Exports Limited pertaining to its property at 76/77, 6th Main, 3rd Phase, Peenya Industrial Area, Bangalore to its wholly-owned subsidiary, Robot Systems Private Limited for a consideration not less than Rs 12,00,00,000 (Rupees twelve crores).
- (e) Any other information relevant or important for the members to take a decision on the proposed resolution: All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

Item 2: TRANSFER OF SHARES OF THE COMPANY'S SUBSIDIARY, ROBOT SYSTEMS PRIVATE LIMITED TO SILVER SPARK APPAREL LIMITED:

As stated above, the company has put in place a comprehensive business and manufacturing restructuring program. As a part of such restructuring program aimed at strengthening the core business of the Company, the Board of Directors of the Company, at their meeting dated February 14, 2015 have decided to transfer the shares of its subsidiary, Robot Systems Private Limited to Silver Spark Apparel Limited, a wholly owned subsidiary of Raymond Limited.

This action requires approval of the members of the company in the form of special resolution, hence approval of Members is being sought in terms of section 180(1)(a) of the Companies Act, 2013.

The Board recommends the above resolution to be passed as the same is in the interest of the company.

The nature of concern or interest, financial or otherwise, if any, in respect of the above item, as required under the provisions of Section 102 of the Companies Act, 2013 ("the Act"), is given below:

Sl. No.	Interested Person	Nature of Interest or concern
1.	Directors and Manager	Except to the extent of shareholding of the Directors, None of the Directors are interested or concerned in the above resolution. There are no Manager appointed by the Company in pursuance to the Companies Act, 2013.
2.	Key Managerial Personnel, under the Act	None of the Key Managerial Personnel are interested or concerned in the above resolution.

Item 3: TRANSFER OF LAND AND BUILDING PERTAINING TO THE COMPANY'S PROPERTY AT NACHARAM, HYDERABAD TO ITS WHOLLY OWNED SUBSIDIARY, ALL COLOUR GARMENTS PVT LTD:

The Board of Directors of the Company at their meeting dated February 14, 2015 has decided to transfer land & building pertaining to its property at No. A-7/1, I.D.A, Nacharam Industrial Area, Road No.5, Rangareddy District, Hyderabad – 500 076, to its wholly owned subsidiary company All Colour Garments Pvt Ltd. The Company has put in place a comprehensive business and manufacturing restructuring program to bring sharper focus to its core business segments and locations,

sweat assets to their potential, unlock value in identified units and enhance financial health of the organization. As part of this program, Company has identified the above assets at No. A-7/1, I.D.A, Nacharam Industrial Area, Road No.5, Rangareddy District, Hyderabad – 500 076, State Hyderabad to be transferred to its wholly owned subsidiary All Colour Garments Pvt Ltd for better utilization of its resources and exploring opportunity to unlock value.

This action requires approval of the members of the company in the form of special resolution, hence approval of Members is being sought in terms of sections 180(1)(a) and 188(1) of the Companies Act, 2013.

The Board recommends the above resolution to be passed as the same is in the interest of the company.

The nature of concern or interest, financial or otherwise, if any, in respect of the above item, as required under the provisions of Section 102 of the Companies Act, 2013 (“the Act”), is given below:

Sl. No.	Interested Person	Nature of Interest or concern
1.	Directors and Manager	Except to the extent of shareholding of the Directors, None of the Directors are interested or concerned in the above resolution. There are no Manager appointed by the Company in pursuance to the Companies Act, 2013.
2.	Key Managerial Personnel, under the Act	None of the Key Managerial Personnel are interested or concerned in the above resolution.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

- Name of the Related Party: All Colour Garments Pvt Ltd, A 100% subsidiary of Gokaldas Exports Limited.
- Name of the Director or Key Managerial Personnel who is related, if any: None.
- Nature of Relationship – Subsidiary of the Company i.e. Gokaldas Exports Limited
- Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement: The proposed transaction involves sale and transfer of Land & Building of the Company i.e. Gokaldas Exports Limited pertaining to its property at No. A-7/1, I.D.A, Nacharam Industrial Area, Road No.5, Rangareddy District, Hyderabad – 500 076 to its wholly-owned subsidiary All Colour Garments Pvt Ltd for a consideration not less than Rs 20,00,00,000 (Rupees twenty crores).
- Any other information relevant or important for the members to take a decision on the proposed resolution: All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

By Order of the Board of Directors
For **Gokaldas Exports Limited**

Place: Bengaluru
Date : February 14, 2015

Ramya. K
Company Secretary & Compliance Officer

- Enclosed: 1. Postal Ballot Forms.
2. Self Addressed Postage pre paid Envelope.

Calendar of Events

Sr. No.	Description of the Event	Date of the Event
1	Date on which consent was given by the Scrutinizer to act as Scrutinizer for the Postal Ballot	February 14, 2015
2	Date of Appointment of Scrutinizer	February 14, 2015
3	Date of Board Resolution authorizing one Director and Company Secretary of the Company to be responsible for the entire postal ballot process	February 14, 2015
4	Date of completion of dispatch of notice along with Postal Ballot	April 9, 2015
5	Release advertisement in newspapers giving date of completion of dispatch of postal ballot notice	April 10, 2015
6	Last date for receiving postal ballot forms	May 9, 2015
7	Last date for submission of the report by the Scrutinizer	May 11 2015
8	Date of declaration of the result by the Managing Director	May 11, 2015
9	Date of publication of postal ballot results to the Stock Exchanges	May 11, 2015
10	Last date of signing of the Minutes Book by the Chairman in which the results of ballot is recorded	June 11, 2015
11	Last date of handing over the ballot papers, Register required to be maintained in this regard and other related papers to the designated authority.	June 11, 2015