

GOKALDAS EXPORTS LIMITED
Regd. Office: 70, Mission Road Bangalore – 560 027
CORPORATE IDENTIFICATION NUMBER: L18101KA2004PLC033475

Voting Results for 12th Annual General Meeting

Sr. No.	Particulars	Details
1	Date of the AGM.	18-Sep-15
2	Total number of shareholders on record date.	14,417
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	410 1 411
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 2015 and reports of the Directors and Auditors thereon.	Ordinary	Poll and E-voting
2	Re-appoint of Mr. Richard B Saldanha 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	Ordinary	Poll and E-voting
4	Appointment of Ms. Smita Aggarwal as an Independent Director.	Ordinary	Poll and E-voting
5	Appointment of Mr. P. Ramababu as Director of the Company	Ordinary	Poll and E-voting
6	Appointment of Mr. P. Ramababu as Vice Chairman and Managing Director	Special	Poll and E-voting

Cont'd



Item No. 1: Adoption of audited Financial Statements for the year ended 31 March, 2015 and reports of the Directors and Auditors thereon.

Explain	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
Promoter/Public	-1	-2	0	-4	-5	0	0
Promoter and Promoter Group	19,983,742	19,983,742	100.00	19,983,742	0	100.00	0
Public - Institutional holders	2,352,447	0	0	0	0	0	0
Public - Retail holders	12,403,138	13,597	0.11	13,541	56	100	0
Public - Others	34,739,327	13,597	0.04	13,541	56	100	0
Total							

Explain	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
Promoter/Public	-1	-2	0	-4	-5	0	0
Promoter and Promoter Group	19,983,742	19,983,742	100.00	19,983,742	0	100.00	0
Public - Institutional holders	2,352,447	0	0	0	0	0	0
Public - Retail holders	12,403,138	15,642	0.13	15,414	228	98.54	1.46
Public - Others	34,739,327	15,642	0.04	15,414	228	100.00	0.00
Total							

Item No. 2: Re-Appointment of Mr. Richard B. Saldanha who retires by rotation

Explain	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
Promoter/Public	-1	-2	0	-4	-5	0	0
Promoter and Promoter Group	19,983,742	19,983,742	100.00	19,983,742	0	100.00	0
Public - Institutional holders	2,352,447	0	0	0	0	0	0
Public - Retail holders	12,403,138	13,597	0.11	11,963	1,634	88	12
Public - Others	34,739,327	13,597	0.04	11,963	1,634	88	12
Total							

Explain	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
Promoter/Public	-1	-2	0	-4	-5	0	0
Promoter and Promoter Group	19,983,742	19,983,742	100.00	19,983,742	0	100.00	0
Public - Institutional holders	2,352,447	0	0	0	0	0	0
Public - Retail holders	12,403,138	15,642	0.13	15,414	228	98.54	1.46
Public - Others	34,739,327	15,642	0.04	15,414	228	100.00	0.00
Total							

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

Explain	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
Promoter/Public	-1	-2	0	-4	-5	0	0
Promoter and Promoter Group	19,983,742	19,983,742	100.00	19,983,742	0	100.00	0
Public - Institutional holders	2,352,447	0	0	0	0	0	0
Public - Retail holders	12,403,138	13,597	0.11	13,244	353	97	3
Public - Others	34,739,327	13,597	0.04	13,244	353	97	3
Total							

Explain	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
Promoter/Public	-1	-2	0	-4	-5	0	0
Promoter and Promoter Group	19,983,742	19,983,742	100.00	19,983,742	0	100.00	0
Public - Institutional holders	2,352,447	0	0	0	0	0	0
Public - Retail holders	12,403,138	15,642	0.13	15,464	178	98.86	1.14
Public - Others	34,739,327	15,642	0.04	15,464	178	100.00	0.00
Total							

Explain	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
Promoter/Public	-1	-2	0	-4	-5	0	0
Promoter and Promoter Group	19,983,742	19,983,742	100.00	19,983,742	0	100.00	0
Public - Institutional holders	2,352,447	0	0	0	0	0	0
Public - Retail holders	12,403,138	29,239	0.24	28,945	294	99.03	0.97
Public - Others	34,739,327	29,239	0.08	28,945	294	100.00	0.00
Total							

Explain	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
Promoter/Public	-1	-2	0	-4	-5	0	0
Promoter and Promoter Group	19,983,742	19,983,742	100.00	19,983,742	0	100.00	0
Public - Institutional holders	2,352,447	0	0	0	0	0	0
Public - Retail holders	12,403,138	29,239	0.24	27,277	1,962	99.63	0.37
Public - Others	34,739,327	29,239	0.08	27,277	1,962	99.99	0.01
Total							

Explain	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
Promoter/Public	-1	-2	0	-4	-5	0	0
Promoter and Promoter Group	19,983,742	19,983,742	100.00	19,983,742	0	100.00	0
Public - Institutional holders	2,352,447	0	0	0	0	0	0
Public - Retail holders	12,403,138	29,239	0.24	28,708	531	98.18	1.82
Public - Others	34,739,327	29,239	0.08	28,708	531	100.00	0.00
Total							





Nagendra D. Rao, B.Com., LL.B., F.C.S.
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,
Bengaluru – 560 027.

12th (Twelfth) Annual General Meeting of the Equity Shareholders of Gokaldas Exports Limited

Held on Friday, the 18th day of September, 2015 at 3.00 p.m., at Sri Shivarathreeshwara Centre, JSS Circle, 1st Main, 38th Cross, 8th Block, Javanagar, Bengaluru – 560 070.

Dear Sir,

I Nagendra D. Rao, Practising Company Secretary, 543 / A, 7th Main, 3rd Cross, Hanumanthanagar, Bangalore – 560 019, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the **12th (Twelfth) Annual General Meeting of the Equity Shareholders of Gokaldas Exports Limited, held on Friday, the 18th day of September, 2015 at 3.00 p.m., at Sri Shivarathreeshwara Centre, JSS Circle, 1st Main, 38th Cross, 8th Block, Javanagar, Bengaluru – 560 070**, hereby submit my report as under:

1. After declaration of the Poll by the Chairman, ballot box kept for polling was locked in my presence with due identification mark placed on them.
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.
3. 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 consider, approve and adopt the Audited Balance Sheet of the Company as at March 31, 2015, Statement of Profit and Loss Account for the year ended on the said date along with the Directors' Report and Auditor's Report thereon. – **Ordinary Resolution**

(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
45	19,999,156	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
12	228	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
13	207

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

II. Resolution No. 2:- To re-appoint Mr. Richard B Saldanha, Director who retires by rotation. – Ordinary Resolution

(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
45	19,999,156	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
12	228	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
13	207

Remarks: The Ordinary Resolution No. 2 as mentioned above is passed by Requisite Majority.

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

(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
46	19,999,206	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
11	178	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
13	207

Remarks: The Ordinary Resolution No. 3 as mentioned above is passed by Requisite Majority.

IV. Resolution No. 4:- To appoint Mrs. Smita Aggarwal as an Independent Director - Ordinary Resolution

(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
36	19,998,966	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
20	398	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
13	207

Remarks: The Ordinary Resolution No. 4 as mentioned above is passed by Requisite Majority.

V. Resolution No. 5:- Appointment of Mr. P. Ramababu as Director of the Company - Ordinary Resolution.

(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
45	19,999,156	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
12	228	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
13	207

Remarks: The Ordinary Resolution No. 5 as mentioned above is passed by Requisite Majority.

VI. Resolution No. 6:- Appointment of Mr. P. Ramababu as Vice-Chairman & Managing Director of the Company – Special Resolution.

(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
45	19,999,156	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
12	228	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
13	207

Remarks: The Special Resolution [Item No. 6] as mentioned above is passed by Requisite Majority.

5. 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,



Yours faithfully,

A handwritten signature in black ink, appearing to be "NDR" or similar initials.

Nagendra D. Rao
Practising Company Secretary

Dated: September 19, 2015

Place: Bengaluru



Nagendra D. Rao, B.Com., LL.B., F.C.S.
Practising Company Secretary

September 19, 2015

To,
The Chairman
Gokaldas Exports Limited,
70, Mission Road,
Bengaluru - 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) (xii) 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 12, 2015, 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 e-voting process in a fair and transparent manner in respect of the below mentioned resolutions at the 12th Annual General Meeting of the Shareholders of the Company held on September 18, 2015 at 3.00 p.m. at Sri Shivarathreeshwara Centre, JSS Circle, 1st Main, 38th Cross, 8th Block, Jayanagar, Bangalore – 560 070.

I now submit my Consolidated Report on the evoting process and poll conducted at the 12th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:- To consider, approve and adopt the Audited Balance Sheet of the Company as at March 31, 2015, Statement of Profit and Loss Account for the year ended on the said date along with the Directors' Report and Auditor's Report thereon.

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	27	13,541	0.0677
Poll	45	19,999,156	99.9309
Total	72	20,012,697	99.9986



(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	5	56	0.0003
Poll	12	228	0.0011
Total	17	284	0.0014

(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	13	207
Total	13	207

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

II. Resolution No. 2:- To re-appoint Mr. Richard B Saldanha, Director 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	21	11,963	0.0598
Poll	45	19,999,156	99.9309
Total	66	20,011,119	99.9907

(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	11	1,634	0.0082
Poll	12	228	0.0011
Total	23	1,862	0.0093

(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	13	207
Total	13	207

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



III. Resolution No. 3:- To re-appoint 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	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	26	13,244	0.0662
Poll	46	19,999,206	99.9311
Total	72	20,012,450	99.9973

(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	6	353	0.0018
Poll	11	178	0.0009
Total	17	531	0.0027

(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	13	207
Total	13	207

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

IV. Resolution No. 4:- To appoint Mrs. Smita Aggarwal 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	27	13,359	0.0668
Poll	36	19,998,966	99.9301
Total	63	20,012,325	99.9969



(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	3	232	0.0011
Poll	20	398	0.0020
Total	23	630	0.0031

(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	13	207
Total	13	207

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

V. Resolution No. 5:- Appointment of Mr. P. Ramababu as Director 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	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	25	13,234	0.0661
Poll	45	19,999,156	99.9314
Total	70	20,012,390	99.9975

(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	6	263	0.0013
Poll	12	228	0.0012
Total	18	491	0.0025

(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	13	207
Total	13	207

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



VI. Resolution No. 6:- Appointment of Mr. P. Ramababu as Vice Chairman & Managing Director of the Company.

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	24	13,204	0.0660
Poll	45	19,999,156	99.9310
Total	69	20,012,360	99.9970

(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	7	363	0.0018
Poll	12	228	0.0012
Total	19	591	0.0030

(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	13	207
Total	13	207

Remarks: The Special Resolution No. 6 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