

gokaldas exports Ltd

GEL/SEC/BSE/2016-17

6th September, 2016

Bombay Stock Exchange Limited
Floor No 25, PJ Towers
Dalal Street,
MUMBAI- 400001

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

SCRIP CODE: 532630

GOKEX

Dear Sir/Madam,

Sub: Notice of 13th Annual General Meeting under Regulation 30 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - reg.

We wish to inform you that the 13th Annual General Meeting of M/s Gokaldas Exports Limited scheduled on September, 26th 2016 at J N Tata Auditorium, National Science Symposium Complex, Sir CV Raman Avenue, Near Indian Institute of Science, Malleswaram 18th Cross, Kodandarampura, Bengaluru, Karnataka - 560 012.

In this regards, please find attached the Notice of 13th Annual General Meeting of the Company.

Please take note on record the above.

Thanking you,

Very truly yours,
for GOKALDAS EXPORTS LIMITED


Ramya K
Company Secretary

Regd. Office : **CIN # . L18101KA2004PLC033175**

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

Telephone : 22223600 - 1-2, 41272200

Fax No 91 - (080) - 22274869 22277497 E-mail : gokex@vsnl.com



Intertek





GOKALDAS EXPORTS LIMITED

L18101KA2004PLC033475

Regd. Office : No. 16/2, Residency Road, Bengaluru – 560 025

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

Notice to the Members

Notice is hereby given that the 13th Annual General Meeting of the Members of the Company will be held on Monday, the 26th day of September, 2016 at 3.00 P.m. at J N Tata Auditorium, National Science Symposium Complex, Sir CV Raman Avenue, Near Indian Institute of Science, Malleswaram 18th Cross, Kodandarampura, Bengaluru, Karnataka – 560 012 to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statements for the Financial Year ended March 31, 2016 and the report of the Board of Directors and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Mathew Cyriac (Holding DIN 01903606), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors

To ratify the appointment of statutory auditors of the Company, and to fix their remuneration and to pass the following resolution as an "Ordinary resolution"

"RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the Annual General Meeting held on September 29th, 2014, the appointment of M/s S.R. Batliboi & Associates LLP (Registration Number 101049W/E300004) and M/s. Girish Murthy & Kumar, (Registration Number 000934S), Chartered Accountants as the joint auditors of the company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ended March 31, 2017 as may be determined by the Audit Committee in consultation with the Joint Statutory auditors."

SPECIAL BUSINESS:

4. To Consider payment of remuneration to Non- Executive Directors including Independent Directors of the Company by way of Commission and if thought fit, to pass with or without modification(s) the following resolution as an "Ordinary Resolution"

"RESOLVED THAT pursuant to the provision of Section 197 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and the Rules made thereunder, as amended from time to time, approval of the Members be and is hereby accorded, for a period not exceeding five financial years from the financial year ending March 31, 2016, to the proposal that the Non- Executive Directors(s) including Independent Directors of the Company on the Board, who are not in the whole-time employment of the Company, be paid, in addition to the Sitting fees for attending the Meetings of the Board of Directors or any Committees thereof, remuneration by way of Commission of an aggregate amount not exceeding 1% of the net profits of the Company for each financial year or part thereof computed in the manner as have been on the Board of Directors of the Company during the financial year concerned or in such manner as the Board of Directors deems fit.

RESOLVED FURTHER THAT the Mr. P. Ramababu, Vice Chairman and Managing Director and the Company secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and such other things as may be considered necessary, expedient, incidental or proper to give effect to the above resolution."

5. To increase the remuneration of Mr. P. Ramababu – Vice Chairman and Managing Director with effect from 30th May, 2016, and if thought fit, to pass with or without modification(s) the following resolution as an "Special Resolution".

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 and all other applicable provisions, if any of the Companies Act, 2013, ("the Act") read with Schedule V to the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for time being in force), subject to such other provisions as may be applicable under the Act and subject to such other approval(s) or sanction(s) as may be required, consent of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. P. Ramababu, Vice Chairman and Managing Director with effect from 30th May, 2016 as under.

Terms of emoluments:

- A. Fixed Salary increased From Rs. 120 Lakhs per annum to Rs. 132 Lakhs per annum, with effect from May 30, 2016.
- B. Perquisites:
 1. Chauffeur Driven car for official as well as for personal purposes
 2. Company maintained accommodation in Bengaluru
 3. One telephone at residence and a mobile phone at company cost
 4. Performance Bonus increased from Rs. 25 Lakhs per annum to Rs. 50 lakhs per annum subject to performance parameters to be decided by the Board.
 5. Employee Stock option as per GEL ESOP Scheme - 2010 as may be decided and approved by Nomination & Remuneration Committee.

RESOLVED FURTHER THAT in any financial year during the currency of the tenure of Mr. P. Ramababu, Vice Chairman and Managing Director, the Company has no profits or the profits of the Company are inadequate, the Company will pay minimum

remuneration by way of salary including perquisites and allowances as specified above subject to shareholders' approval and approval of the Central Government, if and as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration as they may deem fit."

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

Ramya. K
Company Secretary

Place: Bengaluru
Date : 9th August, 2016

Registered Office:
No. 16/2, Residency Road,
Bengaluru – 560025
PH – 080 41722200
Email: investorcare@gokaldasexports.com
CIN: L18101KA2004PLC033475
Website: www.gokaldasexports.com

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote, on a poll, instead of himself/herself. Such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business is annexed hereto.
3. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. In terms of the Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, additional information about the Directors liable to retire by rotation and seeking re-election is provided separately.
5. The Register of Members and Share Transfer Books will remain closed from Wednesday, September 21, 2016 to Monday, September 26, 2016 (both days inclusive).
6. The shares of the Company are mandated by the Securities and Exchange Board of India for trading in dematerialized form by all investors. Members holding shares in physical form are advised to dematerialize their shares to avoid the risks associated with the physical holding of such share certificates.
7. Pursuant to the provisions of section 205(A) of the Companies Act, 1956, the declared dividend which remained unclaimed for a period of 7 years has been transferred to IEPF (Investors Education Protection Fund) established by the Central Government pursuant to Section 205C of the said Act.
8. The Registrar and Transfer Agent M/s. Karvy Computershare Private Limited, having their office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, is handling registry work in respect of shares held both in physical form and in electronic/demat form.
9. Members holding shares in physical mode are requested to lodge / notify communication for change of address, transfer deeds, bank details, ECS details, wherever applicable, mandates (if any), with the Registrar and Transfer Agent.
10. Members holding shares in electronic form are requested to lodge the above details with their Depository Participants and not with the Company or with the Registrar and Share Transfer Agents of the Company.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.
12. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
13. The result declared, along with the Scrutinizer's report shall be placed on the Company's website: www.gokaldasexports.com and on the website of NSDL after the results is declared by the Chairman and also be communicated to the Stock Exchanges where the Company is listed.

The instructions for e-voting are as under

Voting through electronic means

A. In case a Member receives an e-mail from NSDL(for members whose e-mail addresses are registered with the Company/ Depositories)

1. Open the e-mail and also open PDF file namely "Gokaldas Exports Ltd e-voting.pdf" with your Client ID or Folio No. as password. The Said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
3. Click on shareholder – Login.
4. If you are already registered with NSDL for e-voting then you can use your existing user-ID and password.
5. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
6. The Password change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select "EVEN" (E-Voting Event Number) of Gokaldas Exports Limited, now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting your appropriate option and click "Submit" and also "confirm" when prompted. Please note that once your vote is cast on the selected resolution. It cannot be modified.
10. Institutional shareholders (i.e members other than individuals, HUF, NRIs etc.) are required to send a scanned copy(PDF/JPG format) of the relevant Board resolution/authority letter, etc., together with the attested specimen signature(s) of the duly authorized signature(ies) who are authorized to vote, to the Scrutinizer via email to nagendradrao@gmail.com, with a copy marked to evoting@nsdl.co.in.
11. In case of any queries, you may refer the Frequently Asked Questions (FAQs)- Shareholders and e-voting user manual- shareholders, available at the downloads section of www.evoting.nsdl.com.

B. In case a Member receives Physical copy of the Notice of AGM(for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy);

1. Initial password is provided in the Annual Report: EVEN (E-Voting Event Number), user ID and password
2. Please follow all steps from Sl.No. (2) to Sl.No.(11) above to cast vote

C. Other instructions:

1. The remote e-voting period commences on September 23rd, 2016 (10.00 a.m. IST) and ends on September 25th, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 16th September, 2016 (cutoff date), may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
2. The voting rights of members shall be in proportion to their shares in the Paid up equity share capital of the Company as on cut-off date. A Person, whose name is recorded in the register of members of in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting through ballot form, as well as voting at the meeting through ballot.
3. Note: e-Voting shall not be allowed beyond said time.
4. Mr. Nagendra D Rao, Practicing Company Secretary,(Membership No. FCS - 5553, COP No. 7731), has been appointed by the Board of Directors as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall within a period of not exceeding 48 hours from the conclusion of the annual general meeting prepare a Consolidated Scrutinizer's Report of the votes cast in favor or against, if any, and submit it forthwith to the Chairman of the Company.
6. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gokaldasexports.com and on the website of NSDL www.evoting.nsdl.com and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

Ramya. K
Company Secretary

Place: Bengaluru
Date : 9th August, 2016

Registered Office:
No. 16/2, Residency Road,
Bengaluru – 560025
PH – 080 41722200
Email: investorcare@gokaldasexports.com
CIN: L18101KA2004PLC033475
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ADDITIONAL INFORMATION ON DIRECTORS RETIRING BY ROTATION
(Information in pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and the Secretarial Standards)

Name of the Director	Mr. Mathew Cyriac, Non Executive Director
Age	47
Date of Appointment	February 21, 2008
Qualifications	Mr. Mathew Cyriac holds a Bachelor Degree in Engineering and an MBA from the Indian Institute of Management, Bengaluru. He was awarded the IIMB Gold Medal for graduating at the top of his MBA class.
Expertise in specific functional areas	Mr. Mathew Cyriac is the Co-Head of private Equity in India. Since joining Blackstone in 2006, Mr. Cyriac has been involved in Blackstone's investments in Allcargo Global Logistics, CMS infosystems, FINO, FTIL, Gateway Rail, Gokaldas Exports, International Tractors, MCX, MTAR technologies and Nuziveedu Seeds. Mr. Cyriac currently serves on the Boards of CMS info systems, FINO, Gateway Rail, Gokaldas Exports, International Tractors and MTAR. Before joining Blackstone, Mr. Cyriac served as Head of Corporate Development & Strategy of iGATE Corporation (NASDAQ:IGTE) and Chief Financial Officer of Quintant Services, where he led all the financing and other strategic transactions of Quintant and its eventual sale of iGATE. Prior to joining Quintant, Mr. Cyriac also worked in the private Equity Group at Donaldson, Lufkin and Jenrette and the Investment Banking Division of Bank of America and in the Engineering Division of Tata Motors.
Directorships held in other public limited	1. Gateway Rail Freight Ltd 2. FINO PayTech Ltd 3. Nuziveedu Seeds Ltd 4. International Tractors Ltd 5. Greatship (India) Ltd
Committee positions held in other companies*	None
Relationship with other Directors	Nil
Number of shares held as on 31st March, 2016	Nil

* Committee positions held in other companies specified above are of Public Limited Companies.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

Item No. 4

To consider payment of remuneration to Non- Executive Directors including Independent Directors of the Company by way of Commission

The Board of Directors of the Company at its meeting held on 30th May, 2016 had approved the payment of Commission, not exceeding, in aggregate, 1% of the net profit of the Company, to the Non- Executive Directors including Independent Directors of the Company for period not exceeding five financial years from the financial year ending March 31, 2016

The Company has been greatly benefitting from the valuable inputs provided by the Non-Executive Directors and Independent Directors. Subsequent to the Listing of shares of the Company on the Stock Exchanges, the demands on the Non- Executive Directors and Independent Directors for the discharge of the increased role, compliances in accordance with the best practices of Corporate Governance and overall growth of the Company have increased very significantly.

At present, the Company pays its Non- Executive Directors including Independent Directors a sitting fee of Rs. 80,000 (Rupees Eighty Thousand Only) for every meeting attended by the Directors in the Board of Directors and Committee meetings thereof. Considering the rich experience and expertise brought to the Board by the Non-Executive Directors including Independent Directors, it is proposed that, in addition to the sitting fees, the Company wants to pay the Non-Executive Directors including Independent Directors by way of Commission every financial year, with such Commission not exceeding, in aggregate, 1% of the net profits of the Company. The said Commission is proposed to be distributed among the Non-Executive Directors including Independent Directors of the Company in such a manner as is decided by the Board of Directors of the Company.

Further, pursuant to the listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, all fees/Compensation, if any, paid to Non-Executive Directors including Independent Directors of the Company, shall be fixed by the Board of Directors and shall require the prior approval of the Shareholders at the general meeting.

The Directors commend the Ordinary Resolution for the approval of the members.

Except Mr. P. Ramababu, Vice Chairman and Managing Director all other Directors are interested or concerned in the said resolution.

The passing of the aforesaid resolution also does not relate to or affect any other Company.

Item No. 5

To increase the remuneration of Mr. P. Ramababu – Vice Chairman and Managing Director with effect from 30th May, 2016

The Members may note that based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 30th May, 2016, approved the increase of remuneration of Mr. P. Ramababu, Vice Chairman and

Managing Director of the Company under the provision of the Companies Act, 2013 w.e.f 30th May, 2016, subject to the approval of the members of the Company.

Terms of emoluments:

- A. Fixed Salary increased From Rs. 120 Lakhs per annum to Rs. 132 Lakhs per annum, with effect from May 30, 2016
- B. Perquisites:
 - 1. Chauffeur Driven car for official as well as for personal purposes
 - 2. Company maintained accommodation in Bengaluru
 - 3. One telephone at residence and a mobile phone at company cost
 - 4. Performance Bonus increased from Rs. 25 Lakhs per annum to Rs. 50 lakhs per annum subject to performance parameters to be decided by the Board.
 - 5. Employee Stock option as per GEL ESOP Scheme - 2010 as may be decided and approved by Nomination & Remuneration Committee.

In pursuance to Schedule V, Part II, Section II Part (B), proviso (iv), a Statement containing following information is reproduced:

I. General Information:

(1) Nature of the Industry and Brief Background about the Company:

Gokaldas Exports Limited (GEL) is engaged in the business of design, manufacture and sale of a wide range of garments for men, women and children and caters to the needs of several leading international fashion brands and retailers. GEL is one of India's largest manufacturer /exporters of readymade garments.

(2) Incorporation Details

Gokaldas India was incorporated in 1979 and in 2004 Gokaldas Exports Limited (GEL) was incorporated by converting the erstwhile partnership firm Gokaldas India under Part IX of the Companies Act, 1956. Pursuant to the order of the Hon'ble High Court of Karnataka dated November 20, 2004, Gokaldas Exports Private Limited and The Unique Creations (Bangalore) Private Limited have been amalgamated with the Company, with April 1, 2004 being the appointed date.

(3) Financial Performance

The financial performance (standalone) of the company for the past 3 years is given below:

Rs. in Crores

Particulars	2013-14	2014-15	2015-16
Turnover	1127.14	1116.29	1150.96
Profit/(Loss) Before Tax	(6.81)	34.35	51.08
Profit/(Loss) after Tax	(7.21)	34.35	60.67
Dividend (%)	Nil	Nil	Nil

(4) Export performance and net foreign exchange earnings.

Exports range from 80% to 85% of total revenue, and net foreign exchange for the year 2015-16 was Rs.609.09 Crores.

(5) Foreign Investment or collaborations, if any

In 2007 Blackstone FP Capital Partners (Mauritius) V-B acquired 50.01% stake from the promoters and acquired further 18.17 % stake. Blackstone has sold 9.90% and 7.39% of shares as on 14th June, 2016 and 22nd July, 2016 respectively to ICICI Bank resulting in overall holding of overall 40.05% stake in the company as on 4th August, 2016.

II. Information about the Managerial Person being appointed:

(1) Background Details

Prior to joining Gokaldas Exports Ltd, Mr. P. Ramababu had over 4 decades of diverse operational experience with some of India's largest corporations.

Mr. P. Ramababu is a Post Graduate in Social Work from Andhra University and underwent several functional and cross functional training exposures in India and overseas.

His experience varies from the Public Sector to multinationals and large Indian conglomerates. He has worked in his home state in South India, North and Eastern India before joining M/s EID Parry (India) Limited in 1983 just as it was acquired by the Murugappa Group in Chennai. He was responsible for turning around several SBU operations in the Company for over a decade before he retired as Managing Director of EID Parry (India) Limited in April 2008.

Ramababu is a recipient of Life Time achievement award from National Institute of Personnel Management (Southern Indian) and Sugar Technology Association of India (STAI 2012).

After 2008, Mr. P. Ramababu was Member- Advisory Board, Bunge India Pvt Ltd, Mumbai, India, an American Multinational (a \$44 Billion commodity leader in the world headquartered at New York) and also Chief Mentor – M/s Rajshree Sugar & Chemicals Limited, Coimbatore, Tamil Nadu, India.

He is also “Director/ Member of Steering Committee” – Indian Sugar Exim Corporation (ISEC), “Member” Indian Sugar Mills Association, (ISMA), “Member CII National Council” on Agriculture and “Co- Chairman – CII National Task Force Sugar 2012-13”.

He is also on the Board of several other companies listed below. He doesn’t hold any share in the company as on date of the report.

Details of Mr. P. Ramababu directorships are as follows:

Name of the Company (Directorship)
Gokaldas Exports Limited
Sadhana Agritech Services & Consulting Pvt Ltd
Palitam Advisory Services & Consulting Pvt Ltd
All Colour Garments Pvt Ltd
Deejay Trading Pvt Ltd
Glamourwear Apparels Pvt Ltd
Madhin Trading Pvt Ltd
Magenta Trading Pvt Ltd
Rafter Trading Pvt Ltd
Rajdin Apparels Pvt Ltd
Reflexion Trading Pvt Ltd
Rishikesh Apparels Pvt Ltd

(2) Past remuneration

Salary for the past 3 years:

- 2013-14 (Rs.103.00 lakhs), 2014-15 (Rs. 18.59 Lakhs) and 2015-16 (Rs. 112.69 Lakhs)

(3) Recognition or awards

1. Being the first professional in the country to become the President of ISMA (India Sugar Mills Association) in 50 years in 2006-2007.
2. Ramababu as President of ISMA and vice Chairman of ISEC facilitated a report along with KPMG (“Vision 2017: The Sector Road Map 2017” for Indian Sugar Industry).
3. Life Time achievement awards from Sugar Technology Association of India (STAI 2012) and National Institute of Personnel Management (Southern Indian).
4. Ramababu has to his credit setting up of green filed factories in record time in West Bengal and Tamil Nadu in the Engineering and Sugar sector.

(4) Job Profile and his suitability

GEL is one of the India's largest manufacturer/exporters of readymade garments with a turnover of over appx Rs.1100 Crores. GEL has 12 wholly owned subsidiaries which support the holding company. GEL employs around 22,500 people and has more than 20 fully equipped modern, manufacturing facilities with a capacity to produce and export about 2.5 million garments a month.

Mr. P. Ramababu being Executive Director, VC & MD is responsible for the entire operations of the company in all aspects and also drives the operations of the subsidiary companies. Mr. P. Ramababu throughout his career worked in various business leadership roles with some of India's largest corporations. With his vast professional & leadership experience, he is the best fit to lead the Company of this size and scale.

(5) Remuneration proposed

Breakup of the remuneration is mentioned in the resolution.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (incase of expatriates the relevant details would be with respect to the country of his origin)

Activity pursued by our company cannot be compared to another company in the industry due to various parameters. However, the remuneration paid to the Vice Chairman and Managing Director is very less compared to industry standard as a whole.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any : Nil

III Other Information :

- (1) Reasons for loss or inadequate profits: The company has made profits for the Financial Year Ended March 31, 2016.
- (2) Steps taken or proposed to be taken for improvement: Covered under Directors’ Report in the Annual Report.
- (3) Expected increase in productivity and profit in measurable terms: Our business is complex since we are dependable on Foreign Market which is highly competitive and changes in respect of fashions, designs happen very frequently. Since major customers are globally located, futuristic prediction may not be realistic. Hence the number cannot be derived in absolute terms. However, the Board of Directors are taking all the necessary steps to increase the productivity and profitability in the interest of all the Stakeholders.

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

Ramya. K
Company Secretary

Place: Bengaluru

Date : 9th August, 2016

Registered Office:

No. 16/2, Residency Road,
Bengaluru – 560025

PH – 080 41722200

Email: investorcare@gokaldasexports.com

CIN: L18101KA2004PLC033475

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ATTENDANCE SLIP

Redg. Folio No/Client ID

Name & Address of First/Sole Shareholder.....

Email ID.....

No. of Shares.....

I hereby record my presence at the 13th AGM of the Company to be held on Monday, September 26th, 2016 at J N Tata Auditorium, National Science Symposium Complex, Sir CV Raman Avenue, Near Indian Institute of Science, Malleswaram 18th Cross, Kodandarampura, Bengaluru - 560 012.

Signature of the Member/Proxy

Members are requested to fill up the attendance slip and hand it over at the venue.
Members are requested to bring their copy of Annual Report to the meeting as no copies will be distributed at the venue.



GOKALDAS EXPORTS LIMITED

L18101KA2004PLC033475

Regd. Office : No. 16/2, Residency Road, Bengaluru – 560 025
Email: investorcare@gokaldasexports.com | www:gokaldasexports.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member : _____

Registered Address : _____

E-mail ID : _____

Regd. Folio No/Client ID : _____

DP ID : _____

I/We being the member(s) of _____ shares of the above named company, hereby appoint

1. Name: _____ Address: _____

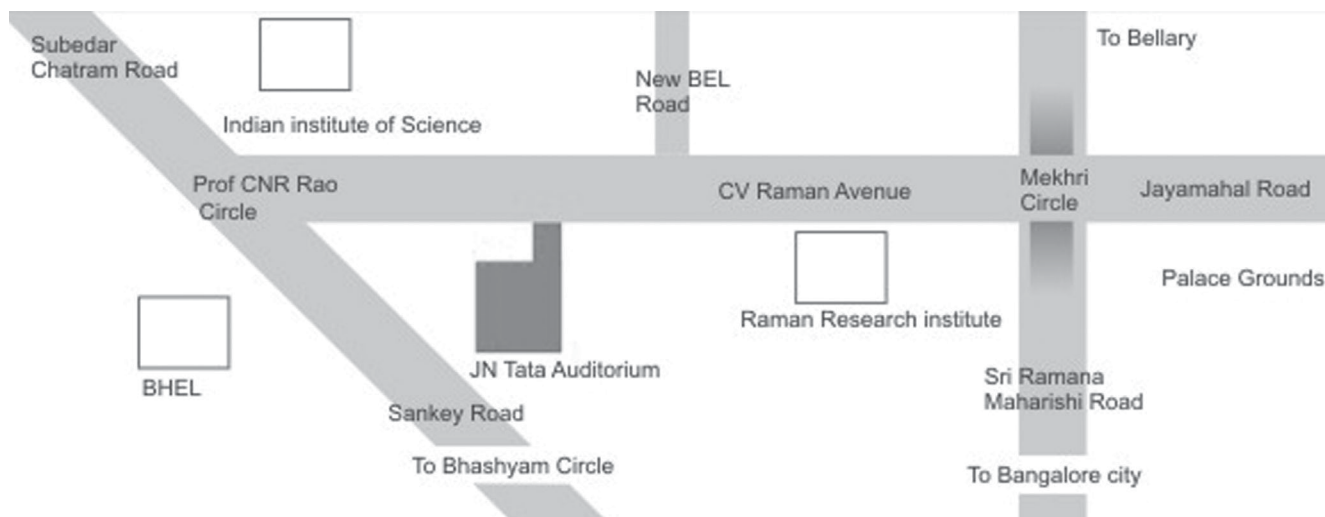
_____ Email ID: _____ Signature: _____ or failing him/her

2. Name: _____ Address: _____

_____ Email ID: _____ Signature: _____ or failing him/her

3. Name: _____ Address: _____

_____ Email ID: _____ Signature: _____ or failing him/her



As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Monday, September, 26th, 2016 at 3.00 P.M at J N Tata Auditorium, National Science Symposium Complex, Sir CV Raman Avenue, Near Indian Institute of Science, Malleswaram 18th Cross, Kodandarampura, Bengaluru - 560 012 and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this day of2016.

Affix
Re. 1/-
Revenue
Stamp

Signature of shareholder: Signature of Proxy holder(s).....

Sl.No.	RESOLUTIONS	Optional*	
		For	Against
	Ordinary Business		
1	Adoption of Financial Statements for the year ended 31st March, 2016		
2	Re-appointment of Mr. Mathew Cyriac (Holding DIN 01903606), Director who retires by rotation		
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.		
	Special Business		
4	Payment of remuneration to Non- Executive Directors including Independent Directors of the Company by way of Commission		
5	To increase the remuneration of Mr. P. Ramababu – Vice Chairman and Managing Director with effect from 30th May, 2016		

Notes:

1. The Proxy Form should be signed across the revenue stamp as per specimen signature(s) registered with the Company.
2. The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
3. A Proxy need not be member of the Company.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.