

# gokaldas exports Ltd

GEL/SEC/2017-18

31<sup>st</sup> August, 2017

**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,

**Sub: Notice of the 14<sup>th</sup> Annual General Meeting and intimation of Book Closure as required under Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

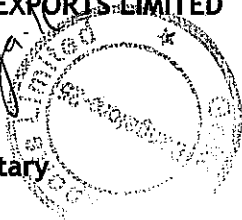
1. The 14<sup>th</sup> Annual General Meeting of the Company will be held on Tuesday the September 26<sup>th</sup>, 2017 at 2.30 p.m. at Nimhans Conventional Hall, Hosur Road, Bengaluru, Karnataka - 560 029. We hereby enclose the Notice of 14<sup>th</sup> Annual General Meeting.
2. We hereby inform you that in terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, that the Company has offered e-voting facility to the shareholders to exercise their right to vote by electronic means and business may be transaction through e-voting services provided by National Service Depository Limited (NSDL). The e-voting period commences on 23<sup>rd</sup> September, 2017 at 9.00 A M and ends on 25<sup>th</sup> September, 2017 at 5.00 P M.
3. Further, we inform you that Register of Members and share transfer books same remain closed from Thursday 21<sup>st</sup> September, 2017 to Tuesday 26<sup>th</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting.

Please take note on record the above.

Thanking you,

Very truly yours,  
for GOKALDAS EXPORTS LIMITED

Ramya K  
Company Secretary



Regd. Office :

# 16/2, Residency Road, Bangalore - 560 025. (INDIA)  
Telephone : 41272200, 41272220

Fax No: 91 - (080) - 33477491 E-mail : gokex@vsnl.com



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## 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 14th Annual General Meeting of the Members of the Company will be held on Tuesday, the 26th day of September, 2017 at 2.30 P.m. at Nimhans Conventional Hall, Hosur Road, Bangalore - 560 029 to transact the following business.

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statements for the Financial Year ended March 31, 2017 and the report of the Board of Directors and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Richard B Saldanha (Holding DIN 00189029), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors

To confirm the appointment of auditor of the Company to hold office from conclusion of 14th Annual General Meeting until the conclusion of 15th Annual General Meeting and to fix their remuneration and to pass the following resolution as an "Ordinary resolution"

"RESOLVED THAT pursuant to recommendations of the Audit Committee of the Board of Directors, M/s S.R. Batliboi & Associates LLP (Registration Number 101049W) be and are hereby appointed as Auditors of the Company for the financial year 2017-18 to hold office from the conclusion of 14th Annual General Meeting until the conclusion of the 15th Annual General Meeting and the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between the Auditors and Board of Directors."

#### SPECIAL BUSINESS:

4. Regularization of Additional Director Mr. Mathew Cyriac

To consider and if though if, to pass the following resolution with or without modification as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 160 & 161 of the Companies Act, 2013 and any other applicable provisions if any, Mr. Mathew Cyriac, who was appointed as an Additional Director on be and is hereby appointed as a Director of the Company who is liable to retire by rotation.

"RESOLVED FURHTER THAT Mr. P. Ramababu, VC & MD, Mr. Sathyamurthy A, CFO and Ms. Ramya K, Company Secretary of the Company, be and are hereby severally authorized to file relevant forms with Registrar of Companies, Karnataka and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment."

By Order of the Board of Directors  
For Gokaldas Exports Limited

**Ramya. K**  
Company Secretary

Place: Bengaluru

Date : 14th August, 2017

Registered Office:

No. 16/2, Residency Road,

Bengaluru – 560025

PH – 080 41722200

Email: investorcare@gokaldasexports.com

CIN: L18101KA2004PLC033475

Website: www.gokaldasexports.com

For GOKALDAS EXPORTS LTD

*Ramya K*  
**RAMYA. K**  
Company Secretary

**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. 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 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.
3. 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.
4. The Register of Members and Share Transfer Books will remain closed from Thursday, September 21, 2017 to Tuesday, September 26, 2017 (both days inclusive).
5. 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.
6. The Registrar and Transfer Agent M/s. Karvy Computer Share Private Limited, 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.
7. 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.
8. 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.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, 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.
10. 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.
11. The result declared, along with the Scrutinizer's Report shall be placed on the Company's Website: [www.gokaldasexports.com](http://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, 2017 (9.00 a.m. IST) and ends on September 25th, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 19th September, 2017 (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 bonoficial 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 : 14th August, 2017

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

For GOKALDAS EXPORTS LTD

*Ramya K*  
**RAMYA .K**  
Company Secretary

# EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013.

## Item No. 4

### Appointment of Mr. Mathew Cyriac as Director of the Company

The Board at its meeting held on 29th March, 2017, appointed Mr. Mathew Cyriac as additional director with effect from such Board Meeting date pursuant to Section 161 of the Companies Act, 2013. Hence they will hold office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as directors in Form DIR 2 an intimation in Form DIR 8 pursuant to Rule 8 of the companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

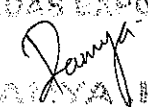
The Board considers that their association would be immense benefit to the Company and it is desirable to avail their services as Director. Accordingly, the Board recommends the resolution No.4, in relation to appointment of Mr. Mathew Cyriac as Director for the approval by the shareholders of the Company.

### 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. Richard B Saldanha, Chairman (DIN: 00189029)
Age	73
Date of Appointment	April 1st, 2011
Qualifications	Graduate in Mechanical Engineer
Expertise in specific functional areas	<p>He served Hindustan Lever &amp; Unilever plc for 30 years. He spent almost 10 years in Latin America. Grew to be Chairman and CEO of Unilever Peru and a Member of the Unilever Latin America Board.</p> <p>He returned to India as Managing Director of Haldia Petrochemicals Ltd, a 2.5 BN \$ enterprise.</p> <p>Later spent 5 years as Executive Director and Member of the Board of The Times of India Group to help build organizational capability, culture and competitiveness.</p> <p>He was subsequently 6 years with The Blackstone Group in India as Executive Director and later Vice Chairman, responsible for Operational Excellence in a range of Portfolio Companies.</p> <p>He is currently Chairman of Trans Maldivian Airways and Gokaldas Exports, and is on the Boards of a few of the Blackstone Portfolio Cos He also is on the Board of Bennett Coleman &amp; Co Ltd (The Times Group Parent Co) and a few of The Times Group Subsidiaries including Radio and Television.</p> <p>He is a member of the Court of Governors of the Administrative Staff College of India, Hyderabad</p> <p>RBS is actively involved with NGOs and CSR Initiatives.</p>
Directorships held in other public limited Companies	<ol style="list-style-type: none"> <li>1. Gateway Rail Freight Ltd</li> <li>2. Zoom Entertainment Network Limited</li> <li>3. Worldwide Media Pvt ltd</li> <li>4. Times Global Broadcasting Company Limited</li> <li>5. Entertain Network (India) Ltd</li> <li>6. Nuziveedu Seeds Ltd</li> <li>7. Bennett Coleman &amp; Company Ltd</li> <li>5. Greatship (India) Ltd</li> </ol>
Committee positions held in other companies* of Stakeholders Relationship Committee	<ol style="list-style-type: none"> <li>1. Entertainment Network (India) Ltd – Member of Audit Committee and Chairman</li> <li>2. Worldwide Media Pvt Ltd – Member of Audit Committee</li> <li>3. Bennett Coleman &amp; Company Ltd – Chairman of Audit Committee</li> <li>4. Zoom Entertainment Network Ltd – Member of Audit Committee</li> <li>5. Nuziveedu Seeds Ltd – Member of Audit Committee</li> <li>6. Times Global Broadcasting Company Ltd – Member of Audit committee</li> </ol>
Relationship with other Directors	None
Number of shares held as on 31st March, 2017	Nil

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

For GOKALDAS EXPORTS LTD

  
 Ranjita K  
 Company Secretary