

gokaldas exports Ltd

GEL/SEC/2018-19

03rd December, 2018

BSE Limited
Floor 25, P.J Towers,
Dalal Street,
MUMBAI - 400 001

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

SCRIP CODE: 532630

GOKEX

Dear Sir,

Sub: Postal Ballot Notice

The Board of Directors of the Company at their Board meeting dated 12th November, 2018 had approved following items subject to the approval of the Members of the Company viz,

Item No.	Description
1.	Grant of Stock options 1% or more of the issue share capital of the Company
2.	Appointment of Mr. Gautham Madhavan (Holding DIN: 02826558) as Director of the Company
3.	Appointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Director of the Company
4.	Appointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as whole time Director of the Company.

The Board of Directors of the company at the said meeting had also approved the Postal Ballot Notice in relation to the above items.

Pursuant to regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice dated 12th November, 2018.

The postal Ballot notice dated 12th November, 2018 are being sent to shareholders whose names appear on the Register of Members on the Cut -off date of 23rd November, 2018 and the documents have also been uploaded on the website of the Company www.gokaldasexports.com.

Kindly take the note of the above and acknowledge the receipt.

Thanking you,

Yours truly,
for GOKALDAS EXPORTS LIMITED


Ramya K
Company Secretary



Encl : Postal Ballot Notice dated November 12, 2018.

Regd. Office :

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

Telephone : 22223600 - 1- 2, 41272200

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





GOKALDAS EXPORTS LIMITED

L18101KA2004PLC033475

Regd. Office : No.16/2, Residency Road, Bangalore – 560025

Email: investorcare@gokaldasexports.com | Website: 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, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed by the members of Gokaldas Exports Limited (“the Company”) by way of Postal Ballot/remote electronic voting(e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot form for your consideration.

The Board of Directors of the Company (“Board”) has appointed Mr. Nagendra D Rao, Practicing Company Secretary, Bengaluru as Scrutinizer (“Scrutinizer”) for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Company/Scrutinizer not later than January 2, 2019 at 17.00 IST. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after January 2, 2019 at 17.00 IST shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “Voting through Electronic Means”. References to postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The scrutinizer will submit his report to the Chairman or any other authorized person of the Company after the Completion of the scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot shall be declared by the Chairman or any other authorized person of the Company on or before January 4, 2019 and communicated on the same day to the stock exchanges, depository, registrar and share transfer agents and shall be displayed on the Company’s website: www.gokaldasexports.com.

SPECIAL BUSINESS

Item No. 1

Grant of Stock options 1% or more of the issue share capital of the Company

To consider and pass the following resolution as a Special Resolution:

“RESOLVED THAT as per the provisions of Section 62 of Companies Act, 2013 read with the Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Foreign Exchange Management Act, 1999 and any other rules, regulations and guidelines of any/various statutory/Regulatory authority(ies) that are or may become applicable and subject to any approvals, permissions and sanctions of any/various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on the recommendations of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company in their respective meetings held on November 12, 2018, the consent of the Members of the Company be and is hereby accorded to grant stock options under Gokaldas Exports Employee Restricted Stock Unit Plan 2018 (PLAN) more than 1% (one percent) of the issued and paid up share capital of the Company, during the financial year 2018-19 to the following

Sr. No	Name and Designation of Eligible Employee	Number of options to be granted
1.	Mr. Sivaramakrishnan Ganapathi	10,00,000

“RESOLVED FURTHER THAT all the members of the Nomination and Remuneration Committee of the Company be and are hereby severally authorized to sign Restricted Stock units Agreement/Issue grant letter/s and do all such acts, deeds and things for and on behalf of the company as may be necessary for granting stock options to the aforesaid employees of the Company.

Item No. 2:

Appointment of Mr. Gautham Madhavan (Holding DIN: 02826558) as Director

To consider and pass the following resolution as an “Ordinary Resolution”:

“RESOLVED THAT pursuant to Section 160 & 161 of the Companies Act, 2013 and any other applicable provisions if any, Mr. Gautham Madhavan (Holding DIN: 02826558) who was appointed as an Additional Director on 12th November, 2018 be and is hereby appointed as a Director of the Company who is liable to retire by rotation.

“RESOLVED FURTHER THAT Mr. Sivaramakrishnan Ganapathi- Managing Director, Mr. Sathyamurthy A – Chief Financial Officer and Ms. Ramya K – Company Secretary of the Company, be and are 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.

Item No. 3:

Appointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Director of the Company

To consider and if thought fit, to give assent/dissent to the following Resolution as an “Ordinary Resolution”:

“RESOLVED THAT in accordance with the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Mr. Prabhat Kumar Singh (Holding DIN: 08275987) who was co-opted as an Additional Director on November 12, 2018, holding office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose him as a candidate for the office of Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT Mr. Sivaramakrishnan Ganapathi- Managing Director, Mr. Sathyamurthy A – Chief Financial Officer and Ms. Ramya K – Company Secretary of the Company, be and are 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.

Item No. 4:

Appointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Whole time Director of the Company

To consider and pass the following resolution as an ‘Special Resolution’:

“RESOLVED THAT pursuant to and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, (“the Act”), read with Schedule V thereto, and subject to the approval of the members of the Company, the consent of the Board hereby accorded for the appointment of Mr. Prabhat Kumar Singh (DIN: 08275987) as the Whole time Director of the Company in Professional capacity for a period of 3 (Three) years effective November 12, 2018 on the terms and conditions including remuneration is given below:

The relevant terms of the salary and other benefits payable to Mr. Prabhat Kumar Singh are as follows:

- Annual salary of Rs 65 Lacs per annum
- Annual Increments as may be decided by the Nomination and Remuneration Committee and Board, from time to time.
- Within the overall approved limits, the salary may be restructured from time to time.
- He will be entitled to all other service conditions as applicable to any other senior management employee of the Company.
- He will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.

RESOLVED FURTHER THAT the above said remuneration shall be the minimum remuneration in case of absence of profits or inadequacy of profits.

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”.

RESOLVED FURTHER THAT Mr. Sivaramakrishnan – Managing Director, Mr. Sathyamurthy A – Chief Financial Officer and Ms. Ramya K – Company Secretary 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 : November 12, 2018

NOTES

- A. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
- B. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Member/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on November 23, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s registrar and share transfer agent (in case of Physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage –prepaid self-addressed Business Reply Envelope.
- C. Members whose names appear on the Register of Members/List of Beneficial Owners as on November 23, 2018 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
- D. Resolutions passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
- E. Members can opt for only one mode of voting i.e., either by physical ballot or e-voting in case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
- F. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to invstocare@gokaldasexports.com. The registrar and share transfer agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
- G. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of Members as on November 23, 2018. The Postal Ballot Period Commences on December 4, 2018 at (10.00 hours) and ends on January 2, 2019 (17.00 Hours).
- H. In compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by Karvy Computershare Pvt Ltd. The instructions for electronic voting are annexed to this Notice.
- I. Members cannot exercise votes by proxy.
- J. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the scrutinizer not later than the close of working hours January 2, 2019 (17.00 Hours). The postage will be borne by the Company. However, envelopes containing postal ballot, if sent by courier or registered/speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after January 2, 2019 (17.00 Hours) shall be deemed invalid.

VOTING THROUGH ELECTRONIC MEANS:

In Compliance with Regulation 44, SEBI (Listing Obligation and Disclosure Requirements, 2015 (the “Listing Regulations”) and Sections 108,110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Ballot Form by post. The Company has engaged the services of M/s Karvy Computershare Pvt Ltd for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the depository participant(s) will receive an email from M/s Karvy Computershare Pvt Ltd informing them of their User ID and password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process
 - a. 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;
 - b. For Shareholders who have not registered their email ids: please refer to the user id and password printed on the Postal Ballot Form;
 - c. Please note that the password is an initial password;
 - d. Open internet browser by typing the URL: <https://evoting.karvy.com>;
 - e. Click on Shareholder – Login;
 - f. Put user ID and password as initial password noted in step (i) above and click Login;
 - g. 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;
 - h. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
 - i. Select “EVSN” (i.e. E-Voting Sequence Number) of Gokaldas Exports Limited;
 - j. Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on December 4, 2018 at (10.00 hours) and ends on January 2, 2019 (17.00 Hours).
 - k. 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;
 - l. 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;

- m. 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, Karvy Computershare Pvt Ltd, Karvy Selenium Tower B, Plot NO. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032; and
- n. The date of declaration of results of the postal ballot, i.e. January 4, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority
2. For Members whose email IDs are not registered with the depository participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
- a. Initial password is provided as below, at the bottom of the Postal Ballot Form;
- | EVSN (E-Voting Sequence Number) | USER ID | PASSWORD/PIN |
|---------------------------------|---------|--------------|
| | | |
- b. 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).
- K. The voting period commence from December 4, 2018 at (10.00 hours) and ends on January 2, 2019 (17.00 Hours), the e-voting module shall also be disabled by M/s Karvy Computershare Private Limited for voting thereafter.
- L. 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.
- M. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced on January 4, 2019 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.

Explanatory Statements under Section 102 of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

Item No. 1

Grant of Stock options 1% or more of the issue share capital of the Company

Considering the scale of business of the Company and the responsibilities, contribution and on-going efforts of Mr. Sivaramakrishnan Ganapathi of the Company, the Board based on the recommendation of the Nomination and Remuneration of the Company in their respective meetings held on November 12, 2018, has recommended for approval of the shareholders, the grant of stock options exceeding 1% of the current issued and paid up share capital of the Company, the details of which are mentioned in the proposed resolution as set out in item No.1 of this notice.

Except Mr. Sivaramakrishnan Ganapathi of the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise as set out at item No.1 of this notice.

The Board recommends passing of the resolutions as set out under item No.1 of the notice for approval of the members as a special resolution.

Item No. 2:

Appointment of Mr. Gautham Madhavan (Holding DIN: 02826558) as Director

The Board at its meeting held on November 12, 2018 appointed Mr. Gautham Madhavan (Holding DIN: 02826558) as additional director pursuant to section 161 of the Companies Act, 2013. Hence he 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 as 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 his association would be immense benefit to the Company and it is desirable to avail his service as Directors. Accordingly, the Board recommends the resolution No.2 in relation to appointment of Mr. Gautham Madhavan as Director for the approval by the shareholders of the Company.

Except Mr. Gautham Madhavan, none of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise as set out at item No.2 of this notice.

Item No. 3 and 4

Appointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Director and Whole time Director

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee ("the Committee"), appointed Mr. Prabhat Kumar Singh (Holding DIN:08275987) as Additional Director and Whole time Director of the Company with effect with 12th November, 2018, pursuant to section 161 of the Companies Act, 2013.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing candidature of Mr. Prabhat Kumar Singh for the office of Directorship.

The Company has received from Mr. Prabhat Kumar Singh the necessary consent and declarations and he is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013.

At the meeting of the Board of Directors held on 12th November, 2018, Mr. Prabhat Kumar Singh was also appointed, as the Director of the Company in Professional Capacity for a period of 3 (three) years from 12th November, 2018, subject to the approval of the members.

Terms of Appointment:

The relevant terms of the salary and other benefits payable to Mr. Prabhat Kumar Singh are as follows:

- Annual salary of Rs 65 Lacs per annum
- Annual Increments as may be decided by the Nomination and Remuneration Committee and Board, from time to time.
- Within the overall approved limits, the salary may be restructured from time to time.
- He will be entitled to all other service conditions as applicable to any other senior management employee of the Company.
- He will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.

The Board recommends the passing of the resolution set out at item No.3 and 4 of the postal Ballot Notice.

Except Mr. Prabhat Kumar Singh, None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

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

Place: Bengaluru
Date : November 12, 2018

Ramya. K
Company Secretary