

# gokaldas exports ltd

GEL/SEC/2017-18

8<sup>th</sup> February, 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: Report under Regulation 44(3) and Scrutinizers Report - (Evoting and Poll) for the Postal Ballot of Gokaldas Exports Limited**

We write to inform that the following Resolutions (Ordinary / Special) as set out in the postal Ballot Notice dated 29<sup>th</sup> December, 2017, have been passed by the Members by requisite Majority.


Item No.	Description
1.	Increase in Authorized Share Capital and consequent alteration to the capital clause of the Memorandum of Association
2.	Further issue of securities
3.	Regularization of Additional Director Mr. Palaniappan Chidambaram (Holding DIN: 06804913)
4.	Regularization of Additional Director Ms. Anuradha Sharma (Holding DIN: 01965605).
5.	Appointment of Ms. Anuradha Sharma (Holding DIN: 01965605) as Non-Executive Independent Director of the Company.
6.	Regularization of Additional Director Mr. Jitendra Kumar H Mehta (Holding DIN: 01888830)
7.	Appointment of Mr. Jitendra Kumar H Mehta (Holding DIN: 01888830) as Non-Executive Independent Director of the Company.

As required under Regulation 44(3) of SEBI (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") we enclosed the details of the voting results in the prescribed format along with the Scrutinizers Report.

This is for your information and records, please.

Thanking you,

Yours truly,  
for GOKALDAS EXPORTS LIMITED

  
Ramya K  
Company Secretary  
Encl: as below



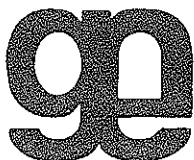
Regd. Office :

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

Telephone : 41272200, 41272220

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

CIN : I18101KA2004PLC033475



Intertek



Company Name	GOKALDAS EXPORTS LIMITED
Date of the AGM/EGM	Not Applicable
Total number of shareholders on record date	18350
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	Not Applicable
Public:	
No. of Shareholders attended the meeting through Video	Not Applicable
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	E-Voting	593324	0	0.0000	00	0	0.0000	0.0000
	Poll	593324	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	593324	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	34359505	13966415	40.6479	13965930	485	99.9965	0.0034
	Poll	34359505	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	34359505	1254	0.0036	1249	5	99.6012	0.3987
Public- Non Institutions	Total	34359505	13967669	40.6479	1396719	490	99.9965	0.0034

Resolution required: (Ordinary/ Special)	SPECIAL - Further issue of Securities									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	0	0	0.0000	00	0	0.0000	0.0000		
	Poll	0	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	593324	0	0.0000	00	0	0.0000	0.0000		
	Poll	593324	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	593324	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	34359505	13966415	40.6479	13965930	485	99.9965	0.0034		
	Poll	34359505	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	34359505	1224	0.0036	1219	5	99.9915	0.4084		
	Total	34952829	13967639	39.9634	13967449	490	99.9965	0.0035		

Resolution required: (Ordinary/ Special)	ORDINARY - Regularisation of Additional Director Mr. Palaniappan Chidambaram (Holding DIN: 06804913)									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	0	0	0.0000	00	0	0.0000	0.0000		
	Poll	0	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	593324	0	0.0000	00	0	0.0000	0.0000		
	Poll	593324	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	593324	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	34359505	13966415	40.6479	13965809	606	99.9956	0.0043		
	Poll	34359505	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	34359505	1254	0.0036	1199	55	95.6140	4.3859		
	Total	34952829	13967639	39.9634	13967449	661	99.9965	0.0035		

ORDINARY - Regularisation of Additional Director Ms. Anuradha Sharma (Holding DIN: 01965605)									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group									
E-Voting	0	0	0.0000	00	00	0.0000	0.0000		
Poll	0	0	0.0000	00	00	0.0000	0.0000		
Postal Ballot (if applicable)	0	0	0.0000	00	00	0.0000	0.0000		
Public- Institutions									
E-Voting	593324	0	0.0000	00	00	0.0000	0.0000		
Poll	593324	0	0.0000	00	00	0.0000	0.0000		
Postal Ballot (if applicable)	593324	0	0.0000	00	00	0.0000	0.0000		
Public- Non Institutions									
E-Voting	34359505	13966415	40.6479	13965830	585	99.9958	0.0041		
Poll	34359505	0	0.0000	00	0	0.0000	0.0000		
Postal Ballot (if applicable)	34359505	1254	0.0036	1139	115	90.8293	9.1706		
Total	34952829	13967669	39.9635	13966969	700	99.9950	0.0050		

ORDINARY - Appointment of Ms. Anuradha Sharma (Holding DIN : 01965605) as Non- Executive Independent Director of the Company.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group									
E-Voting	0	0	0.0000	00	00	0.0000	0.0000		
Poll	0	0	0.0000	00	00	0.0000	0.0000		
Postal Ballot (if applicable)	0	0	0.0000	00	00	0.0000	0.0000		
Public- Institutions									
E-Voting	593324	0	0.0000	00	00	0.0000	0.0000		
Poll	593324	0	0.0000	00	00	0.0000	0.0000		
Postal Ballot (if applicable)	593324	0	0.0000	00	00	0.0000	0.0000		
Public- Non Institutions									
E-Voting	34359505	13966415	40.6479	13965830	585	99.9958	0.0041		
Poll	34359505	0	0.0000	00	0	0.0000	0.0000		
Postal Ballot (if applicable)	34359505	1254	0.0036	1139	115	90.8293	9.1706		
Total	34952829	13967669	39.9635	13966969	700	99.9950	0.0050		

ORDINARY - Regularisation of Additional Director Mr. Jitendra Kumar H Mehta (Holding DIN: 01888830)									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	0	0	0.0000	00	0	0.0000	0.0000	
	Poll	0	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	0							
	E-Voting	593324	0	0.0000	00	0	0.0000	0.0000	
	Poll	593324	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	593324	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	34359505	13966415	40.6479	13965812	603	99.9956	0.0043	
	Poll	34359505	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	34359505	1254	0.0036	1189	65	94.8165	5.1834	
	Total	34352829	13967669	39.9613	13967001	668	99.9952	0.0048	

ORDINARY - Appointment of Mr. Jitendra Kumar H Mehta (Holding DIN: 01388830) as Non-Executive Independent Director of the Company.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	0	0	0.0000	00	0	0.0000	0.0000	
	Poll	0	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	0							
	E-Voting	593324	0	0.0000	00	0	0.0000	0.0000	
	Poll	593324	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	593324	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	34359505	13966415	40.6479	13965812	603	99.9956	0.0043	
	Poll	34359505	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	34359505	1244	0.0036	1179	65	94.7749	5.2250	
	Total	34352829	13967669	39.9613	13966991	668	99.9952	0.0048	



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

February 7, 2018

The Chairman,  
**GOKALDAS EXPORTS LIMITED**,  
No.16/2, Residency Road,  
Bargalore - 560 025.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of Directors of Gokaldas Exports Limited (herein after referred as "Gokaldas") on December 29, 2017, I have been appointed as the Scrutinizer to receive, process and scrutinize the Postal Ballot Papers in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated December 29, 2017.

Sr. No.	Particulars	Nature of Resolution(s)
1	Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.	Ordinary Resolution
2	Further Issue of Securities.	Special Resolution
3	Regularization of Additional Director Mr. Palaniappan Chidambaram (Holding DIN : 06804913).	Ordinary Resolution
4	Regularization of Additional Director Ms. Anuradha Sharma (Holding DIN : 01965605).	Ordinary Resolution
5	Appointment of Ms. Anuradha Sharma (Holding DIN : 01965605) as Non-Executive Independent Director of the Company.	Ordinary Resolution
6	Regularization of Additional Director Mr. Jitendra Kumar H Mehta (Holding DIN: 01888830).	Ordinary Resolution
7	Appointment of Mr. Jitendra Kumar H Mehta (Holding DIN: 01888830) as Non-Executive Independent Director of the Company.	Ordinary Resolution



To enable wider participation of shareholders pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 and the rules made thereunder vide Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, Gokaldas has provided voting facility to its Shareholders in respect of the above shareholders resolutions to be passed through Postal Ballot.

Accordingly, Gokaldas has made arrangement with the system provider viz, Karvy Computershare Private Limited for providing a system of recording votes of the shareholders electronically through e-voting. Necessary Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Postal Ballot Notice dated December 29, 2017 sent to the shareholders by email to their registered e-mail id's and also dispatched by Courier to their registered address.

The Company has completed on January 8, 2018, the dispatch of Notice along with postal ballot forms and a self addressed postage prepaid business reply envelope to its members whose names appear on the Register of Members/list of Beneficial Owners, as received from Karvy Computershare Private Limited as on cut-off date i.e. December 29, 2017.

Total shareholders of the Company as on the cut-off date were 18,350. Postal Ballot Notices were also sent by electronic mode on January 8, 2018.

Pursuant to Rule 20 (3) of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in 'Financial Express' English Newspaper and 'Praja Vani' in Kannada Newspaper on January 9, 2018, informing about the completion of dispatch of the postal ballot notices through electronic transmission & physical dispatch to the shareholders along with other related matters mentioned therein.

The e-voting period commenced on January 9, 2018 at 10.00 a.m. and ended on February 7, 2018 at 5.00 p.m.

The shareholders of the Company had option to vote on resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility cast their votes on the designated website <https://evoting.karvy.com>.

All postal ballot forms, received physically and votes casted electronically through <https://evoting.karvy.com> up to the close of working hours i.e.5.00 p.m. on February 7, 2018, the last date and time fixed for receipt of the forms, were considered for my scrutiny.

Envelopes containing postal ballot forms received after closure of business hours, on February 7, 2018 were not considered for my scrutiny. The poll papers which were incomplete, unsigned, not casted their votes and which were otherwise found defective have been treated as invalid and kept separately.



I have not found any defaced or mutilated ballot paper. I have also received a complete record of votes cast by electronic mode through <https://evoting.karvy.com> from Karvy Computershare Private Limited, the agency for providing e-voting facility to the Shareholders of the Company.

In respect of the above mentioned resolutions, I hereby submit my report on the total postal ballot forms received / votes casted electronically as detailed hereunder:

**I. Resolution No. 1:- Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.:**

Nature of Resolution : Ordinary Resolution.

S. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	44	22	66
2	<b>Less:</b> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	3	0	3
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	41	22	63
4	No. of Members voted <b>FOR</b>	38	19	57
5	No. of Members Voted <b>AGAINST</b>	3	3	6
6	Total Number of Votes cast.	1,316	1,39,66,415	1,39,67,731
7	<b>Less:</b> Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	62	0	62
8	<b>Less:</b> Shareholder have voted lesser share than their actual holding.	0	0	0





9	Valid no. of votes cast (Net).	1,254	1,39,66,415	1,39,67,669
10	Total no. of votes with assent for the Resolution.	1,249	1,39,65,930	1,39,67,179
11	Total no. of votes with dissent for the Resolution.	5	485	490
12	% of Total votes cast in favor of the resolution.			99.99
13	% of Total votes cast against the resolution.			0.01

**Result - Resolution No. 1 :** As the Number of vote casted in favour of the Resolution i.e. 99.99 % is more than the number of vote cast against i.e. 0.01 %, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated December 29, 2017, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

**II. Resolution No. 2:- Further Issue of Securities:**

Nature of Resolution : **Special Resolution.**

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	44	22	66
2.	<b>Less:</b> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	6	0	6
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	38	22	60
4	No. of Members voted <b>FOR</b>	35	19	54
5	No. of Members Voted <b>AGAINST</b>	3	3	6



6	Total Number of Votes cast.	1,316	1,39,66,415	1,39,67,731
7	<b>Less:</b> Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	92	0	92
8	<b>Less:</b> Shareholder have voted lesser share than their actual holding.	0	0	0
9	Valid no. of votes cast (Net).	1,224	1,39,66,415	1,39,67,639
10	Total no. of votes with assent for the Resolution.	1,219	1,39,65,930	1,39,67,149
11	Total no. of votes with dissent for the Resolution.	5	485	490
12	% of Total votes cast in favor of the resolution.			99.99
13	% of Total votes cast against the resolution.			0.01

**Result - Resolution No. 2:** As the Number of vote casted in favour of the Resolution i.e. 99.99 % is more than 3 times the number of vote cast against i.e. 0.01 %, I report that the Special Resolution as set out in the Notice of Postal Ballot dated December 29, 2017, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

**III. Resolution No. 3:-** Regularization of Additional Director Mr. Palaniappan Chidambaram (Holding DIN: 06804913)”:

Nature of Resolution : Ordinary Resolution.

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	44	22	66
2.	<b>Less:</b> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	3	0	3



3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	41	22	63
4	No. of Members voted FOR	37	16	53
5	No. of Members Voted AGAINST	4	6	10
6	Total Number of Votes cast.	1,316	1,39,66,415	1,39,67,731
7	<u>Less:</u> Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	62	0	62
8	<u>Less:</u> Shareholder have voted lesser share than their actual holding.	0	0	0
9	Valid no. of votes cast (Net).	1,254	1,39,66,415	1,39,67,669
10	Total no. of votes with assent for the Resolution.	1,199	1,39,65,809	1,39,67,008
11	Total no. of votes with dissent for the Resolution.	55	606	661
12	% of Total votes cast in favor of the resolution.			99.99
13	% of Total votes cast against the resolution.			0.01

**Result - Resolution No. 3:** As the Number of vote casted in favour of the Resolution i.e. 99.99% is more than the number of vote cast against i.e. 0.01 %, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated December 29, 2017, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.



IV. Resolution No. 4:- Regularization of Additional Director Ms. Anuradha Sharma (Holding DIN: 01965605):

Nature of Resolution : Ordinary Resolution.

Sl. No.	Particulars	Postal Ballot	E-voting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	44	22	66
2	<u>Less:</u> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	3	0	3
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	41	22	63
4	No. of Members voted FOR	36	18	54
5	No. of Members Voted AGAINST	5	4	9
6	Total Number of Votes cast.	1,316	1,39,66,415	1,39,67,731
7	<u>Less:</u> Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	62	0	62
8	<u>Less:</u> Shareholder have voted lesser share than their actual holding.	0	0	0
9	Valid no. of votes cast (Net).	1,254	1,39,66,415	1,39,67,669
10	Total no. of votes with assent for the Resolution.	1,139	1,39,65,830	1,39,66,969
11	Total no. of votes with dissent for the Resolution.	115	585	700
12	% of Total votes cast in favor of the resolution.			99.99
13	% of Total votes cast against the resolution.			0.01



**Result - Resolution No. 4 :** As the Number of vote casted in favour of the Resolution i.e. 99.99% is more than the number of vote cast against i.e. 0.01 %, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated December 29, 2017, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

**V. Resolution No. 5:-** Appointment of Ms. Anuradha Sharma (Holding DIN: 01965605) as Non-Executive Independent Director of the Company:

Nature of Resolution : **Ordinary Resolution.**

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	44	22	66
2	<b>Less:</b> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	3	0	3
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	41	22	63
4	No. of Members voted <b>FOR</b>	36	18	54
5	No. of Members Voted <b>AGAINST</b>	5	4	9
6	Total Number of Votes cast.	1,316	1,39,66,415	1,39,67,731
7	<b>Less:</b> Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	62	0	62
8	<b>Less:</b> Shareholder have voted lesser share than their actual holding.	0	0	0
9	Valid no. of votes cast (Net).	1,254	1,39,66,415	1,39,67,669



10	Total no. of votes with assent for the Resolution.	1,139	1,39,65,830	1,39,66,969
11	Total no. of votes with dissent for the Resolution.	115	585	700
12	% of Total votes cast in favor of the resolution.			99.99
13	% of Total votes cast against the resolution.			0.01

**Result - Resolution No. 5 :** As the Number of vote casted in favour of the Resolution i.e. 99.99 % is more than the number of vote cast against i.e. 0.01 %, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated December 29, 2017, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

**VI. Resolution No. 6:-** Regularization of Additional Director Mr. Jitendra Kumar H Mehta (Holding DIN: 01888830):

Nature of Resolution : Ordinary Resolution.

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	44	22	66
2	<b>Less:</b> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	3	0	3
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	41	22	63
4	No. of Members voted <b>FOR</b>	37	17	54
5	No. of Members Voted <b>AGAINST</b>	4	5	9
6	Total Number of Votes cast.	1,316	1,39,66,415	1,39,67,731



7	<b>Less:</b> Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	62	0	62
8	<b>Less:</b> Shareholder have voted lesser share than their actual holding.	0	0	0
9	Valid no. of votes cast (Net).	1,254	1,39,66,415	1,39,67,669
10	Total no. of votes with assent for the Resolution.	1,189	1,39,65,812	1,39,67,001
11	Total no. of votes with dissent for the Resolution.	65	603	668
12	% of Total votes cast in favor of the resolution.			99.99
13	% of Total votes cast against the resolution.			0.01

**Result - Resolution No. 6 :** As the Number of vote casted in favour of the Resolution i.e. 99.99 % is more than the number of vote cast against i.e. 0.01 %, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated December 29, 2017, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

**VII. Resolution No. 7:-** Appointment of Mr. Jitendra Kumar H Mehta (Holding DIN: 01888830) as Non-Executive Independent Director of the Company:

Nature of Resolution : Ordinary Resolution.

Sl.No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	44	22	66
2	<b>Less:</b> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	4	0	4
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	40	22	62



4	No. of Members voted FOR	36	17	53
5	No. of Members Voted AGAINST	4	5	9
6	Total Number of Votes cast.	1,316	1,39,66,415	1,39,67,731
7	<u>Less:</u> Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	72	0	72
8	<u>Less:</u> Shareholder have voted lesser share than their actual holding.	0	0	0
9	Valid no. of votes cast (Net).	1,244	1,39,66,415	1,39,67,659
10	Total no. of votes with assent for the Resolution.	1,179	1,39,65,812	1,39,66,991
11	Total no. of votes with dissent for the Resolution.	65	603	668
12	% of Total votes cast in favor of the resolution.			99.99
13	% of Total votes cast against the resolution.			0.01

**Result - Resolution No. 7 :** As the Number of vote casted in favour of the Resolution i.e. 99.99 % is more than the number of vote cast against i.e. 0.01 %, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated December 29, 2017, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

The register, all other papers and relevant records relating to electronic voting and Postal Ballot shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the Postal Ballot and the same are handed over to the Company Secretary for safe keeping.



**NAGENDRA D. RAO**

Practicing Company Secretary  
No. 180, 1<sup>st</sup> Floor, 3<sup>rd</sup> Main, 3<sup>rd</sup> Cross,  
S L Byrappa Road, Hanumanthanagar  
Bangalore - 560 019.

Membership No.: FCS 5553 : COP : 7731

Place : Bengaluru  
Date: February 7, 2018