

gokaldas exports ltd

GEL/SEC/2018-19

27th August, 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 - (E-voting 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 24th May, 2018, have been passed by the Members by requisite Majority.

Sl. No	Resolution
1.	Approval of 'Gokaldas Exports Employee Restricted Stock Unit Plan 2018'.
2.	To approve grant of employee stock options to the employees of Subsidiary Companies of the Company under Gokaldas Exports Employee Restricted Stock Unit Plan 2018.
3.	To increase the Remuneration of Mr. Sivaramakrishnan Ganapathi - Managing Director with effect from April 1, 2018.
4.	Increase in the limit of shareholding by registered Foreign Portfolio Investors (FPIs) from 24% to 49% of the paid-up capital 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 : L18101KA2004PLC033475





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

August 27, 2018

The Chairman,
GOKALDAS EXPORTS LIMITED,
No.16/2, Residency Road,
Bangalore – 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 May 24, 2018, 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 May 24, 2018.

Sr. No.	Particulars	Nature of Resolution(s)
1	Approval of Gokaldas Exports Employee Restricted Stock unit plan 2018.	Special Resolution
2	To approve grant of employee stock options to the employees of Subsidiary Companies of the Company under Gokaldas Exports Employee Restricted Stock Unit Plan 2018	Special Resolution
3	To Increase the Remuneration of Mr. Sivaramakrishnan Ganapathi – Managing Director with effect from April 1, 2018,	Special Resolution
4	Increase in the limit of shareholding by registered Foreign Portfolio Investors (FPIs) from 24% to 49% of the paid up capital of the Company.	Special 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 May 24, 2018 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 July 27, 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. July 20, 2018

Total shareholders of the Company as on the cut-off date were 18,984. Postal Ballot Notices were also sent by electronic mode on July 27, 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 July 28, 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 July 28, 2018 at 10.00 a.m. and ended on August 26, 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 August 26, 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 August 26, 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:- Approval of Gokaldas Exports Employee Restricted Stock unit Plan 2018:

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.	34	43	77
2	Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting.	0	1	1
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	34	42	76
4	No. of Members voted FOR	32	29	61
5	No. of Members Voted AGAINST	2	13	15
6	Total Number of Votes cast.	1,769	1,57,42,847	1,57,44,616
7	Less: Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	0	175	175
8	Less: Shareholder have voted lesser share than their actual holding.	0	0	0
9	Valid no. of votes cast (Net).	1,769	1,57,42,672	1,57,44,441
10	Total no. of votes with	1,748	1,57,20,780	1,57,22,528



	assent for the Resolution.			
11	Total no. of votes with dissent for the Resolution.	21	21,892	21,913
12	% of Total votes cast in favor of the resolution.			99.86
13	% of Total votes cast against the resolution.			0.14

Result - Resolution No. 1 : As the Number of vote casted in favour of the Resolution i.e. 99.86 % is more than the number of vote cast against i.e. 0.14 %, I report that the Special Resolution as set out in the Notice of Postal Ballot dated May 24, 2018, 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:- To approve grant of employee stock options to the employees of Subsidiary Companies of the Company under Gokaldas Exports Employee Restricted Stock Unit Plan 2018:

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.	34	43	77
2.	Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting.	0	2	2
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	34	41	75
4	No. of Members voted FOR	32	28	60
5	No. of Members Voted AGAINST	2	13	15



6	Total Number of Votes cast.	1,769	1,57,42,847	1,57,44,616
7	Less: Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	0	275	275
8	Less: Shareholder have voted lesser share than their actual holding.	0	0	0
9	Valid no. of votes cast (Net).	1,769	1,57,42,572	1,57,44,341
10	Total no. of votes with assent for the Resolution.	1,748	1,57,20,680	1,57,22,428
11	Total no. of votes with dissent for the Resolution.	21	21,892	21,913
12	% of Total votes cast in favor of the resolution.			99.86
13	% of Total votes cast against the resolution.			0.14

Result - Resolution No. 2: As the Number of vote casted in favour of the Resolution i.e. 99.86 % is more than the number of vote cast against i.e. 0.14 %, I report that the Special Resolution as set out in the Notice of Postal Ballot dated May 24, 2018, 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:- To Increase the Remuneration of Mr. Sivaramakrishnan Ganapathi – Managing Director with effect from April 1, 2018:

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.	34	43	77



2.	Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting.	0	1	1
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	34	42	76
4	No. of Members voted FOR	30	23	53
5	No. of Members Voted AGAINST	4	19	23
6	Total Number of Votes cast.	1,769	1,57,42,847	1,57,44,616
7	Less: Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	0	100	100
8	Less: Shareholder have voted lesser share than their actual holding.	0	0	0
9	Valid no. of votes cast (Net).	1,769	1,57,42,747	1,57,44,516
10	Total no. of votes with assent for the Resolution.	1,648	1,57,20,215	1,57,21,863
11	Total no. of votes with dissent for the Resolution.	121	22,532	22,653
12	% of Total votes cast in favor of the resolution.			99.86
13	% of Total votes cast against the resolution.			0.14



Result - Resolution No. 3: As the Number of vote casted in favour of the Resolution i.e. 99.86 % is more than the number of vote cast against i.e. 0.14 %, I report that the Special Resolution as set out in the Notice of Postal Ballot dated May 24, 2018, 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:- Increase in the limit of shareholding by registered Foreign Portfolio Investors (FPIs) from 24% to 49% of the paid up capital of the Company.:

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.	34	43	77
2	Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting.	0	0	0
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	34	43	77
4	No. of Members voted FOR	33	38	71
5	No. of Members Voted AGAINST	1	5	6
6	Total Number of Votes cast.	1,769	1,57,42,847	1,57,44,616
7	Less: Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	0	0	0
8	Less: Shareholder have voted lesser share than their actual holding.	0	0	0
9	Valid no. of votes cast (Net).	1,769	1,57,42,847	1,57,44,616



10	Total no. of votes with assent for the Resolution.	1,768	1,57,42,636	1,57,44,404
11	Total no. of votes with dissent for the Resolution.	1	211	212
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 Special Resolution as set out in the Notice of Postal Ballot dated May 24, 2018, 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, 1st Floor, 3rd Main, 3rd Cross,
S L Byrappa Road, Hanumanthanagar
Bangalore – 560 019.

Membership No.: FCS 5553 : COP : 7731

Place : Bengaluru
Date: August 27, 2018

Company Name	GOKALDAS EXPORTS LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	18984
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

SPECIAL - Approval of 'Gokaldas Exports Employee Restricted Stock unit Plan 2018'									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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		0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	6177794	6177794	0.0000	00	0	0.0000	0.0000	
	Poll	6177794	6177794	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	6177794		0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	36585369	15742672	43.0300	15720780	21892	99.8609	0.1390	
	Poll	36585369	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	36585369	1769	0.0048	1748	21	98.8128	1.1871	
Total		42763163	15744441	36.8178	15722528	21913	99.8608	0.1392	





Resolution required: (Ordinary/ Special)	SPECIAL - To Approval grant of employee stock options to the employees of subsidiary companies of the Company under Gokaldas Exports Employee									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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		
	E-Voting	6177794	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	Poll	6177794	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	6177794	0	0.0000	00	0	0.0000	0.0000		
	E-Voting	36585369	15742572	43.0297	15720680	21892	99.8609	0.1390		
	Poll	36585369	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)	36585369	1769	0.0048	1748	21	98.8128	1.1871		
	Total	42763163	15744341	36.8175	15722428	21913	99.8608	0.1392		

Resolution required: (Ordinary/ Special)	SPECIAL - To increase the Remuneration of Mr. Sivaramkrishnan Ganapatni – Managing Director with effect from April 1, 2018.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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		
	E-Voting	6177794	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	Poll	6177794	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	6177794	0	0.0000	00	0	0.0000	0.0000		
	E-Voting	36585369	15742747	43.0302	15720215	22532	99.8568	0.1431		
	Poll	36585369	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)	36585369	1769	0.0048	1648	121	93.1599	6.8400		

Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	SPECIAL - Increase in the limit of shareholding by registered Foreign Portfolio Investors (FPIs) from 24% to 49% of the paid up capital of the Company.									
	Yes	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	617794	0	0.0000	00	0	0.0000	0.0000		
	Poll	617794	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	617794	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	36585369	15742847	43.0304	15742636	211	99.9986	0.0013		
	Poll	36585369	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	36585369	1769	0.0048	1768	1	99.9434	0.0565		
Total		42763163	15744616	36.8182	15744404	212	99.9987	0.0013		

