

gokaldas exports Ltd

GEL/SEC/2017-18

29th November, 2017

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 3rd October, 2017, have been passed by the Members by requisite Majority.

Sl. No	Resolution
1.	Appointment of Mr. Sivaramakrishnan Vilayur Ganapathi (Holding DIN 07954560) as Director of the Company
2.	Appointment of Mr. Sivaramakrishnan Vilayur Ganapathi (Holding DIN 07954560) as Managing Director of the Company
3.	Change in Designation of Mr. P. Ramababu from "Vice Chairman & Managing Director" to "Vice Chairman"
4.	Appointment of Mr. Richard B Saldanha (DIN: 00189029) as Non-Executive Independent Director of the Company.

As required under Regulation 44(3) of SEBI (Securities and Exchange Board of India) (Listing



Nagendra D. Rao, B.Com., LL.B., F.C.S.

Practising Company Secretary

November 29, 2017

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 October 3, 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 October 3, 2017.

Sr. No.	Particulars	Nature of Resolution(s)
1	Appointment of Mr. Sivaramakrishnan Vilayur Ganapathi (holding DIN 07954560) as Director of the Company.	Ordinary Resolution
2	Appointment of Mr. Sivaramakrishnan Vilayur Ganapathi (holding DIN 07954560) as Managing Director of the Company.	Special Resolution
3	Change in designation of Mr. P Ramababu from "Vice Chairman & Managing Director" to "Vice Chairman".	Special Resolution
4	Appointment of Mr. Richard B Saldanha (holding DIN: 00189029) 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 evoting 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 Ccomputershare 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 October 3, 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 October 27, 2017, 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. October 13, 2017.

Total shareholders of the Company as on the cut-off date were 18,512. Postal Ballot Notices were also sent by electronic mode on October 13, 2017.

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 Prajawani in Kannada Newspaper on October 29, 2017, 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 October 30, 2017 at 10.00 a.m. and ended on November 28, 2017 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 November 28, 2017, 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 November 28, 2017 were not considered for my scrutiny. The poll papers which were incomplete, unsigned, not casted their votes, Mismatch in Signatures 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:- Appointment of Mr. Sivaramakrishnan Vilayur Ganapathi (holding DIN 07954560) as 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.	49	20	69
2	<u>Less:</u> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	10	0	10
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	39	20	59
4	No. of Members voted FOR	34	19	53
5	No. of Members Voted AGAINST	5	1	6
6	Total Number of Votes cast.	3,454	7,152	10,606
7	<u>Less:</u> Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	1,974	0	1,974
8	<u>Less:</u> Shareholder have voted lesser share than their actual holding.	30	0	30
9	Valid no. of votes cast (Net).	1,450	7,152	8,602
10	Total no. of votes with assent for the Resolution.	1,344	7,151	8,495
11	Total no. of votes with dissent for the Resolution.	106	1	107
12	% of Total votes cast in favor of the resolution.			98.76%
13	% of Total votes cast against the resolution.			1.24%

Result - Resolution No. 1 : As the Number of vote casted in favour of the Resolution i.e. 98.76% is more than the number of vote cast against i.e. 1.24%, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated October 3, 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:- Appointment of Mr. Sivaramakrishnan Vilayur Ganapathi (holding DIN 07954560) as Managing Director 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.	49	20	69
2.	Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting.	9	0	9
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	40	20	60
4	No. of Members voted FOR	35	19	54
5	No. of Members Voted AGAINST	5	1	6
6	Total Number of Votes cast.	3,454	7,152	10,606
7	Less: Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	1,973	0	1,973
8	Less: Shareholder have voted lesser share than their actual holding.	40	0	40
9	Valid no. of votes cast (Net).	1,441	7,152	8,593
10	Total no. of votes with assent for the Resolution.	1,335	7,151	8,486
11	Total no. of votes with dissent for the Resolution.	106	1	107
12	% of Total votes cast in favor of the resolution.			98.75%
13	% of Total votes cast against the resolution.			1.25%

Result - Resolution No. 2: As the Number of vote casted in favour of the Resolution i.e. 98.75% is more than 3 times the number of vote cast against i.e. 1.25%, I report that the Special Resolution as set out in the Notice of Postal Ballot dated October 3, 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:- Change in designation of Mr. P Ramababu from "Vice Chairman & Managing Director" to "Vice Chairman":

Nature of Resolution : Special Resolution.

Sl. No.	Particulars	Postal Ballot	E voting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	49	20	69
2.	<u>Less:</u> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	9	0	9
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	40	20	60
4	No. of Members voted FOR	35	19	54
5	No. of Members Voted AGAINST	5	1	6
6	Total Number of Votes cast.	3,454	7,152	10,606
7	<u>Less:</u> Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	1,973	0	1,973
8	<u>Less:</u> Shareholder have voted lesser share than their actual holding.	40	0	40
9	Valid no. of votes cast (Net).	1,441	7,152	8,593
10	Total no. of votes with assent for the Resolution.	1,335	7,151	8,486
11	Total no. of votes with dissent for the Resolution.	106	1	107
12	% of Total votes cast in favor of the resolution.			98.75%
13	% of Total votes cast against the resolution.			1.25%

Result - Resolution No. 3: As the Number of vote casted in favour of the Resolution i.e. 98.75% is more than 3 times the number of vote cast against i.e. 1.25%, I report that the Special Resolution as set out in the Notice of Postal Ballot dated October 3, 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:- Appointment of Mr. Richard B Saldanha (holding DIN: 00189029) 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.	49	20	69
2	<u>Less:</u> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	9	0	9
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	40	20	60
4	No. of Members voted FOR	35	18	53
5	No. of Members Voted AGAINST	5	2	7
6	Total Number of Votes cast.	3,454	7,152	10,606
7	<u>Less:</u> Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	1,973	0	1,973
8	<u>Less:</u> Shareholder have voted lesser share than their actual holding.	40	0	40
9	Valid no. of votes cast (Net).	1,441	7,152	8,593
10	Total no. of votes with assent for the Resolution.	1,335	7,101	8,436
11	Total no. of votes with dissent for the Resolution.	106	51	157
12	1 % of Total votes cast in favor of the resolution.			98.17%
13	% of Total votes cast against the resolution.			1.83%

Result - Resolution No. 4 : As the Number of vote casted in favour of the Resolution i.e. 98.17% is more than the number of vote cast against i.e. 1.83%, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated October 3, 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.



A handwritten signature in black ink, appearing to be "NDR" with a flourish.

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: November 29, 2017