

gokaldas exports ltd.

GEL/SEC/2015-16

11th May, 2015

Bombay Stock Exchange Limited
Floor 25, P.J Towers,
Dalal Street,
MUMBAI - 400 001

SCRIP CODE: 532630

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

GOKEX

Dear Sir,

Sub: Report under Clause 35A and Scrutinizers Report - (Evoting and Poll) for the Postal Ballot of Gokaldas Exports Limited

We enclose herewith report under Clause 35A and Scrutinizers Report (Results of E-voting an Poll) for the postal Ballot of the Company Gokaldas Exports Ltd

Kindly acknowledge the receipt

Thanking you,

Yours truly,
for **GOKALDAS EXPORTS LIMITED**



Regd. Office : **CIN # . L18101KA2004PLC033475**
70, MISSION ROAD, P.B. No. 2717, BANGALORE-560 027 (INDIA)
Telephone : 22223600-1-2, 41272200
Fax No. 91 - (080) - 22274869, 22277497. E-mail : gokex@vsnl.com

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Certification

Excluding Design



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GOKALDAS EXPORTS LIMITED
Regd. Office: No. 70, Mission Road, Bangalore – 560 027
Corporate Identification Number: L18101KA2004PLC033475

Voting Results for Postal Ballot (Including Evoting)

Sr. No.	Particulars	Details
1	Date of the AGM / EGM	Not Applicable
2	Total number of shareholders on record date.	10,824
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

SR. No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal Ballot / E-voting) ***
1	Transfer of Building, Plant & Machinery and related assets pertaining to the Company's property at 76/77, 6th main, 3rd phase, peenya industrial area, Bangalore, to its wholly owned subsidiary, Robot Systems pvt ltd	Special	Postal Ballot and E-voting
2	Transfer of Shares of the Company's subsidiary, Robot Systems private limited	Special	Postal Ballot and E-voting
3	Transfer of Land And Building pertaining To The Company's Property At Nacharam, Hyderabad To Its Wholly Owned Subsidiary, All Colour Garments Pvt Ltd	Special	Postal Ballot and E-voting

Cont'd



	Consolidated					
	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled
Promoter/PAU lic	-1	-2	$(3)/(2) \times 100$	-4	-5	$\frac{[(4)/(2)] \times 100}{(7)} =$
Promoter and Promoter Group	19,983,742	-	-	-	-	-
Institutional holders	3,794,984	-	-	-	-	-
Public Others	10,825,666	20,023	0.18	18,883	1,140	5.69
Total	34,594,392	20,023	0.06	18,883	1,140	5.69

	Consolidated					
	No. of shares held	No. of votes polled	% of Votes Polled on Votes - in favour	No. of Votes - in favour against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Pub lic	-1	-2	$(3)=(2)/1) \times 100$	-4	-5	$(6)=(5)/(2) \times 100$
Promoter and Promoter Group	19,983,742	-	-	-	-	$(7)=(3)/(2) \times 100$
Public - Institutional Investors	3,784,984	-	-	-	-	-
Public-Chies	10,825,506	19,918	0.18	18,258	1,660	8.33
Total	34,594,332	19,918	0.06	18,258	1,660	91.67
						8.33

Consolidated							
	No. of shares held	No. of votes casted	% of Votes Pledged on Shares	% of Votes - in favour	No. of Votes - against	% of Votes in favour on polls (6) =	% of Votes against on polls (7) =
Promoter/Pub lic	-1	-2	(3)=(2/1))*100	-4	-5	100 (6) =	100 (7) =
Promoter and Promoter Group	19,983,742	-	-	-	-	-	-
PUBLIC- Institutional Holders	3,794,994	-	-	-	-	-	-
Public-Others	10,835,606	19,393	0.18	18,223	1,160	94.02	5.98
Total	34,594,332	19,393	0.06	18,233	1,160	94.02	5.98





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

May 11, 2015,

The Managing Director,
Gokaldas Exports Limited,
#70, Mission Road,
Bengaluru - 560 027

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 February 14, 2015, I have been appointed as the Scrutinizer to receive, process and scrutinize the Postal Ballot Papers in respect of the following Special Resolutions as circulated (more detailed) in the Postal Ballot Notice dated February 14, 2015.

1. Transfer of Building Plant & Machinery and related assets pertaining to the Company's property at 76/77, 6th Main, 3rd Phase, Peenya Industrial Area, Bangalore, to its wholly owned subsidiary, Robot Systems Pvt Ltd.
2. Transfer of Shares of the Company's subsidiary, Robot Systems Private Limited.
3. Transfer of Land and Building pertaining to the Company's Property at Nacharam, Hyderabad To Its Wholly Owned Subsidiary, All Colour Garments Pvt Ltd.

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 clause 35B (i) of the Listing agreement, 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 M/s 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 February 14, 2015 sent to the shareholders by email to their registered e-mail id's and also dispatched by Registered Post to their registered address.

The Company has completed on April 09, 2015, 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 National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date (record date) i.e. March 27, 2015.

Total shareholders of the Company as on the cut-off date were 10,824. In addition to the above, Postal Ballot Notices were also sent by electronic mode on April 09, 2015.



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 Vijaya Vani in Kannada Newspaper on April 10, 2015, 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 April 09, 2015 at 10.00 a.m. and ended on May 09, 2015 at 6.00 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. 6.00 p.m. on May 09, 2015, 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 May 09, 2015 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 :- Transfer of Building Plant & Machinery and related assets pertaining to the Company's property at 76/77, 6th Main, 3rd Phase, Peenya Industrial Area, Bangalore, to its wholly owned subsidiary, Robot Systems Pvt Ltd:

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	101	18	119
	<u>Less:</u> Invalid Postal Ballot forms / no. of members who exercised invalid through e-voting.	10	0	10
3	Net Valid Postal Ballot forms received / No. of members	91	18	109



	who exercised votes through e-voting.			
4	Total Number of Votes cast.	19,267	2,281	21,548
5	<u>Less:</u> Invalid no. of Votes cast (including e-vote not cast either for or against).	1,525	0	1,525
6	Valid no. of votes cast (Net).	17,742	2,281	20,023
7	Total no. of votes with assent for the Resolution.	17,003	1,880	18,883
8	Total no. of votes with dissent for the Resolution.	739	401	1,140
9	% of Total votes cast in favor of the resolution.			94.31
10	% of Total votes cast against the resolution.			5.69

Result - Resolution No. 1 : As the Number of vote casted in favour of the Resolution i.e. 94.31% is more than 3 times the number of vote cast against i.e.5.69%, I report that the Special Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated February 14, 2015 has been passed by the Shareholders with requisite majority.

II. Resolution No. 2:- Transfer of Shares of the Company's subsidiary, Robot Systems Private Limited:

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	101	18	119
2.	<u>Less:</u> Invalid Postal Ballot forms / no. of members who exercised invalid through e-voting.	10	0	10
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	91	18	109
4	Total Number of Votes cast.	19,267	2,281	21,548
5	<u>Less:</u> Invalid no. of Votes cast (including e-vote not cast either for or against).	1,630	0	1,630



6	Valid no. of votes cast (Net).	17,637	2,281	19,918
7	Total no. of votes with assent for the Resolution.	16,398	1,860	18,258
8	Total no. of votes with dissent for the Resolution.	1,239	421	1,660
9	% of Total votes cast in favor of the resolution.			91.67
10	% of Total votes cast against the resolution.			8.33

Result - Resolution No. 2: As the Number of vote casted in favour of the Resolution i.e. 91.67% is more than 3 times the number of vote cast against i.e. 8.33%, I report that the Special Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated February 14, 2015 has been passed by the Shareholders with requisite majority.

III. Resolution No. 3:- Transfer of Land and Building pertaining to the Company's Property at Nacharam, Hyderabad To Its Wholly Owned Subsidiary, All Colour Garments Pvt Ltd:

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	101	18	119
2.	~~Less:~~ Invalid Postal Ballot forms / no. of members who exercised invalid through e-voting.	13	0	13
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	88	18	106
4	Total Number of Votes cast.	19,267	2,281	21,548
5	~~Less:~~ Invalid no. of Votes cast.	2,155	0	2,155
6	Valid no. of votes cast (Net).	17,112	2,281	19,393
7	Total no. of votes with assent for the Resolution.	16,373	1,860	18,233
8	Total no. of votes with dissent for the Resolution.	739	421	1,160



9	% of Total votes cast in favor of the resolution.	94.02
10	% of Total votes cast against the resolution.	5.98

Result - Resolution No. 3: As the Number of vote casted in favour of the Resolution i.e. 94.02% is more than 3 times the number of vote cast against i.e. 5.98%, I report that the Special Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated February 14, 2015 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
543/A, 7th Main, 3rd Cross, Hanumanthanagar
Bangalore - 560 019.
Membership No.: FCS 5553
COP : 7731

Place : Bengaluru

Date : May 11, 2015