

gokaldas exports ltd.

GEL/SEC/2016-17

15th February, 2016

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 Regulation 44(3) and Scrutinizers Report - (Evoting and Poll) for the Postal Ballot of Gokaldas Exports Limited

We enclose herewith report under Regulation 44(3) of SEBI (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") 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


Ramya K
Company Secretary
Encl: as below



GOKALDAS EXPORTS LTD.
NO. 70, MISSION ROAD, P.B. NO. 2717, BANGALORE-560 027 (INDIA)
BANGALORE - 560025

CIN # . L18101KA30034PLC033475

Regd. Office :

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

ISO 9001:2008
BUREAU VERITAS
Certification



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GOKALDAS EXPORTS LIMITED
Regd. Office: No. 16/2, Residency Road, Bangalore – 560 025
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.	16,751
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



ITEM.1.1.Transfer / Sale of Land, Building and related assets pertaining to the Company's Property at No.40/1-1 (Old No.17/D) Industrial Suburb, Ward No. 10 1st and 2nd Stage, Mahalakshimpura, Yeshwanthpura, Bangalore.													
Resolution required: (Ordinary/ Special)	Special Resolution												
Whether promoter/ promoter group are interested in the agenda/resolution?	NO												
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes on in favour	No. of votes- against	% of votes in favour on votes polled	% of votes in % of against votes polled	No. of votes against	% of votes- against	(6)- [(4)/(2)]*100	(7)-[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	19983742	0	0	0	0	0	0	0	0	0	0	0
	Postal Ballot		19983742	100	19983742	0	100	100	0	100	0	0	0
	Total	19983742	19983742	100	19983742	0	100	100	0	100	0	0	0
Public Institutions	E-Voting	6046150	0	0	0	0	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0	0	0	0	0
	Total	6046150	0	0	0	0	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	8726101	13677	0.16	13596	81	99.41	0.59					
	Postal Ballot		24771	0.28	23670	1101	95.56	4.44					
	Total	8726101	38448	0.44	37266	1182	96.93	3.07					



ITEM.2.Transfer / Sale of Land, Building, and related assets pertaining to the Company's Property at Nacharam, Hyderabad.													
Resolution required: (Ordinary/ Special)	Special Resolution												
Whether promoter/ promoter group are interested in the agenda/resolution?	NO												
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes on in favour	No. of votes- against	% of votes in favour on votes polled	% of votes in % of against votes polled	No. of votes against	% of votes- against	(6)- [(4)/(2)]*100	(7)-[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	19983742	0	0	0	0	0	0	0	0	0	0	0
	Postal Ballot		19983742	100	19983742	0	100	100	0	100	0	0	0
	Total	19983742	19983742	100	19983742	0	100	100	0	100	0	0	0
Public Institutions	E-Voting	6046150	0	0	0	0	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0	0	0	0	0
	Total	6046150	0	0	0	0	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	8726101	13647	0.16	13536	111	99.19	0.81					
	Postal Ballot		24341	0.28	23245	1096	95.50	4.50					
	Total	8726101	37988	0.44	36781	1207	96.82	3.18					

ITEM.3.Transfer / Sale of Land, Building and related assets pertaining to the Company's Property at Plot No.28D & 28E In SY No. 318 & S1 in Belavadi Industrial Area, Belavadi Village, Kasaba Hobli, Mysore Taluk, Mysore District.

Special Resolution												
Resolution required: (Ordinary/ Special)												
Whether promoter/ promoter group are interested in the agenda/resolution?	NO											
Category	Mode Voting	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	% of votes in % of votes against				
Promoter and Promoter Group	E-Voting	19983742	0	-1	0	0	0	0	-5	(6)- [(4)/(2)]*100	(7)-[(5)/(2)]*100	0
	Postal Ballot		19983742		100	19983742	0	100				0
	Total	19983742	19983742		100	19983742	0	100				0
Public Institutions	E-Voting	6046150	0		0	0	0	0				0
	Postal Ballot		0		0	0	0	0				0
	Total	6046150	0		0	0	0	0				0
Public- Non Institutions	E-Voting	8726101	13647	0.16	13566	81	99.41	0.59				
	Postal Ballot	8726101	24501	0.28	23400	1101	95.51	4.49				
	Total	8726101	38148	0.44	36966	1182	96.90	3.10				



ITEM.4.Transfer / Sale of Land, Building and related assets pertaining to the Company's Property at No.61, 1st Main, Industrial Suburb, IIIrd Stage, Yeshwanthpur, Bangalore.

Special Resolution												
Resolution required: (Ordinary/ Special)												
Whether promoter/ promoter group are interested in the agenda/resolution?	NO											
Category	Mode Voting	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	% of votes in % of votes against				
Promoter and Promoter Group	E-Voting	19983742	0	-1	0	0	0	0	-5	(6)- [(4)/(2)]*100	(7)-[(5)/(2)]*100	0
	Postal Ballot		19983742		100.00	19983742	0	100				0
	Total	19983742	19983742		100.00	19983742	0	100				0
Public Institutions	E-Voting	6046150	0		0	0	0	0				0
	Postal Ballot		0		0	0	0	0				0
	Total	6046150	0		0	0	0	0				0
Public- Non Institutions	E-Voting	8726101	13647	0.16	13566	81	99.41	0.59				
	Postal Ballot	8726101	24501	0.28	23400	1101	95.51	4.49				
	Total	8726101	38148	0.44	36966	1182	96.90	3.10				



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

February 15, 2016

The Managing Director,
Gokaldas Exports Limited,
16/2, Residency Road,
Bengaluru - 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 January 5, 2016, 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 January 5, 2016.

1. Transfer / Sale of Land, Building and related assets pertaining to the Company's Property at No. 40/1-1 (Old No.17/D) Industrial Suburb, Ward No. 10 1st and 2nd Stage, Mahalakshmiपुरa, Yeshwanthpura, Bangalore.
2. Transfer / Sale of Land, Building, and related assets pertaining to the Company's Property at Nacharam, Hyderabad.
3. Transfer / Sale of Land, Building and related assets pertaining to the Company's Property at Plot No.28D & 28E In SY No. 318 & 51 in Belavadi Industrial Area, Belavadi Village, Kasaba Hobli, Mysore Taluk, Mysore District.
4. Transfer / Sale of Land, Building and related assets pertaining to the Company's Property at No.61, 1st Main, Industrial Suburb, 11nd Stage, Yeshwanthpur, Bangalore.

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 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 January 5, 2016 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 January 14, 2016, 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. January 1, 2016.

Total shareholders of the Company as on the cut-off date were 16,751. Postal Ballot Notices were also sent by electronic mode on January 14, 2016.

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 January 15, 2016, 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 15, 2016 at 10.00 a.m. and ended on February 13, 2016 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 February 13, 2016, 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 13, 2016 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 / Sale of Land, Building and related assets pertaining to the Company's Property at No. 40/1-1 (Old No.17/D) Industrial Suburb, Ward No. 10 1st and 2nd Stage, Mahalakshmpura, Yeshwanthpura, Bangalore:

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members	134	24	158

	who exercised votes through e-voting.			
2	<u>Less:</u> Invalid Postal Ballot forms / no. of members who exercised invalid through e-voting.	7	0	7
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	127	24	151
4	Total Number of Votes cast.	20,008,928	13,677	20,022,605
5	<u>Less:</u> Invalid no. of Votes cast (including e-vote not cast either for or against).	415	0	415
6	Valid no. of votes cast (Net).	20,008,513	13,677	20,022,190
7	Total no. of votes with assent for the Resolution.	20,007,412	13,596	20,021,008
8	Total no. of votes with dissent for the Resolution.	1,101	81	1,182
9	% of Total votes cast in favor of the resolution.			99.99%
10	% 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 3 times the number of vote cast against i.e. 0.01 %, 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 January 5, 2016 has been passed by the Shareholders with requisite majority.

II. Resolution No. 2:- Transfer / Sale of Land, Building, and related assets pertaining to the Company's Property at Nacharam, Hyderabad:

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	134	24	158
2.	<u>Less:</u> Invalid Postal Ballot forms / no. of members who exercised invalid through e-voting.	14	1	15
3	Net Valid Postal Ballot forms received / No. of members	120	23	143

	who exercised votes through e-voting.			
4	Total Number of Votes cast.	20,008,928	13,677	20,022,605
5	<u>Less:</u> Invalid no. of Votes cast (including e-vote not cast either for or against).	845	30	875
6	Valid no. of votes cast (Net).	20,008,083	13,647	20,021,730
7	Total no. of votes with assent for the Resolution.	20,006,987	13,536	20,020,523
8	Total no. of votes with dissent for the Resolution.	1,096	111	1,207
9	% of Total votes cast in favor of the resolution.			99.99%
10	% 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 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 January 5, 2016 has been passed by the Shareholders with requisite majority.

III. Resolution No. 3:- Transfer / Sale of Land, Building and related assets pertaining to the Company's Property at Plot No.28D & 28E In SY No. 318 & 51 in Belavadi Industrial Area, Belavadi Village, Kasaba Hobli, Mysore Taluk, Mysore District:

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	134	24	158
2.	<u>Less:</u> Invalid Postal Ballot forms / no. of members who exercised invalid through e-voting.	11	1	12
3.	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	123	23	146
4	Total Number of Votes cast.	20,008,928	13,677	20,022,605
5	<u>Less:</u> Invalid no. of Votes cast.	685	30	715



6	Valid no. of votes cast (Net).	20,008,243	13,647	20,021,890
7	Total no. of votes with assent for the Resolution.	20,007,142	13,566	20,020,708
8	Total no. of votes with dissent for the Resolution.	1,101	81	1,182
9	% of Total votes cast in favor of the resolution.			99.99%
10	% 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 3 times the number of vote cast against i.e. 0.01%, 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 January 5, 2016 has been passed by the Shareholders with requisite majority.

IV. Resolution No. 4:- Transfer / Sale of Land, Building and related assets pertaining to the Company's Property at No.61, 1st Main, Industrial Suburb, IIInd Stage, Yeshwanthpur, Bangalore:

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	134	24	158
2.	<u>Less:</u> Invalid Postal Ballot forms / no. of members who exercised invalid through e-voting.	11	1	12
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	123	23	146
4	Total Number of Votes cast.	20,008,928	13,677	20,022,605
5	<u>Less:</u> Invalid no. of Votes cast.	685	30	715
6	Valid no. of votes cast (Net).	20,008,243	13,647	20,021,890
7	Total no. of votes with assent for the Resolution.	20,007,142	13,566	20,020,708
8	Total no. of votes with dissent for the Resolution.	1,101	81	1,182
9	% of Total votes cast in favor of the resolution.			99.99%

10	% of Total votes cast against the resolution.	0.01%
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Result - Resolution No. 4: 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 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 January 5, 2016 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 : February 15, 2016