gokaldas exports ltd

GEL/SEC/2026-27/21

August 01, 2026

BSE Limited **Phiroze Jeejeebhoy Towers** **25th Floor, Dalal Street,** **Mumbai – 400 001**	**National Stock Exchange of India Limited** **The Exchange Plaza** **Bandra-Kurla Complex, Bandra (E),** **Mumbai – 400 051**
Scrip Code - 532630	**Scrip Code: GOKEX**

Sub: Scrutinizer's report and voting results of the equity Shareholders meeting of Gokaldas Exports Limited ("the Company") held on July 31, 2026, pursuant to the order of National Company Law Tribunal, Mumbai Bench

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Scrutinizer's Report and the voting results of the meeting of the equity shareholders of the Company held on Friday, July 31, 2026, at 11:00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), pursuant to the Order dated May 11, 2026, passed by the National Company Law Tribunal, Mumbai Bench.

The voting results along with the Scrutinizer report is available on the website of the Company at www.gokaldasexports.com.

Kindly take the above information on your record.

Thanking you,

Yours truly,
For Gokaldas Exports Limited

GOURISH GANAPATI HEGDE

Digitally signed by GOURISH GANAPATI HEGDE
Date: 2026.08.01 23:20:41 +05'30'

Gourish Hegde
Company Secretary & Compliance Officer

Encl: as above

Regd. Office : No. 208, 2nd Floor, Matharu Arcade, Plot No. 32, Subhash Road, Near Garvare, Vile Parle (E) Mumbai-400057. CIN : L18101MH2004PLC468826
E-Mail : info@gokaldasexports.com Website : www.gokaldasexports.com
Corp. Office : # 25, 2nd Cross, 3rd Main, Industrial Suburb, Yeshwanthpur, Bangalore-560022. Tel : +91 80 68951000, Fax : +91 80 68951001

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Form MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,

The Chairperson appointed by the National Company Law Tribunal, Mumbai Bench – I for the meeting of the Equity Shareholders of **GOKALDAS EXPORTS LIMITED**

Registered Office: No. 208, 2nd Floor, Matharu Arcade, Plot No. 32, Subhash Road, Near Garvare, Vile Parle (E), Mumbai, Maharashtra, 400057

CIN: L18101MH2004PLC468826

Sub: Consolidated Scrutinizer's Report on the results of voting by the Equity Shareholders of Gokaldas Exports Limited through remote e-voting process (prior to the meeting) and at the meeting held on 31st July 2026 at 11:00 A.M. (IST) ("Meeting"), through video conferencing / other audio visual means ("Meeting"), convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal" or "NCLT") vide its Order dated 11th May 2026 in the matter of the Scheme of Amalgamation of BRFL Textiles Private Limited ("Transferor Company" or "First Applicant Company") with Gokaldas Exports Limited ("Transferee Company" or "Second Applicant Company") and their respective shareholders under Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013 ("Scheme")

Dear Sir,

I, Harsh Chandrakant Ruparelia, Practicing Chartered Accountant (ICAI Membership No. 160171), has been appointed pursuant to the order of the Hon'ble Tribunal, dated 11th May 2026 passed in Company Scheme Application No. CA (CAA) / 46 (MB) / 2026 ("**Order**"), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process at the Meeting of the equity shareholders of Gokaldas Exports Limited, convened and held on 31st

July 2026 at 11:00 A.M. IST and concluded at 11.41 A.M. IST (**"Meeting"**) through video conferencing (**"VC"**) / other audio visual means (**"OAVM"**), in compliance with the applicable provisions of the Companies Act, 2013 (**"Act"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), in a fair and transparent manner, on the below mentioned resolution seeking approval of the equity shareholders to the proposed Scheme.

I do hereby submit my report as under:

1. As confirmed by the Company, the Notice dated 25th June 2026 along with copy of the Scheme, statement under Sections 230 to 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**"CAA Rules"**) along with all annexures to such Statement annexed thereto (**"Notice"**) as confirmed by the Company was sent to the equity shareholders in respect of the below mentioned resolution proposed at the Meeting.

2. Pursuant to the directions of Hon'ble Tribunal vide the Order, the Company had also published notice of the Meeting of the Equity Shareholders of the Company in "Business Standard" (English Language - Mumbai Edition); and (ii) "Navshakti" (Marathi Language – Mumbai Edition).

3. The Company had provided to its equity shareholders the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting through electronic means by using the electronic voting system provided by KFIN Technologies Limited (**"Kfintech"**) (remote e-voting).

4. The Company had also provided e-voting facility to the equity shareholders present at the Meeting who had not cast their votes through remote e-voting prior to the Meeting.

5. The voting period for the remote e-voting prior to the Meeting commenced on Tuesday, 28th July 2026 at 09:00 A.M. (IST) and ended on Thursday, 30th July 2026 at 5:00 P.M. (IST).

6. The cut-off date was 24th July 2026 for the purpose of deciding the equity shareholders entitled to vote through remote e-voting and e-voting conducted at the Meeting on the resolution seeking their approval.

7. After the closure of the e-voting at the Meeting, the report on the e-voting done at the Meeting and the votes cast under remote e–voting facility prior to the Meeting, were unblocked at 11.47 A.M. and counted.

8. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Kfintech e-voting system. The downloaded data was reconciled with the records of the Company / Registrar and Share Transfer Agent / Depository Participant(s) / Depositories ("**RTA**") and the authorisations lodged with the Company / Company's RTA.

9. The Chairperson is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting and e-voting at the Meeting on the resolution contained in the Notice.

10. My responsibility as the Scrutinizer for the remote e-voting process and e-voting at the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process at the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast **"in favour"** or **"against"** the Resolution and **"invalid"** votes, based on the reports generated from the remote e-voting system and e-voting at the Meeting provided by Kfintech.

11. The resolution(s) placed before the equity shareholders and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the equity shareholders of the Company, are given below:-

"***RESOLVED THAT*** *pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered* *necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in Scheme of Amalgamation of BRFL Textiles Private Limited ("Transferor Company") with Gokaldas Exports Limited ("Transferee Company") and their respective shareholders ("Scheme") be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the equity shareholders and the equity shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution."*

12. The details of the Consolidated Results of the voting by Equity Shareholders of the Company [by remote e-voting prior to the Meeting and e-voting at the meeting] are as under:

Voting in terms of Companies Act, 2013 and NCLT Order:

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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	67,05,348	67,05,348	100.00	67,05,348	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Total		**67,05,348**	**100.00**	**67,05,348**	**0**	**100.00**	**0.00**	**0**	**0**
Public – Institutions	E-Voting	4,28,17,917	3,85,75,123	90.09	3,47,25,204	24,352	99.94	0.06	38,25,567	0
	Poll		16,500	0.04	16,500	0	100.00	0.00	0	0
	Total		**3,85,91,623**	**90.13**	**3,47,41,704**	**24,352**	**90.02**	**0.06**	**38,25,567**	**0**
Public - Non Institutions	E-Voting	2,37,50,363	50,76,677	21.38	50,76,288	389	99.99	0.01	0	2
	Poll		31,797	0.13	31,795	2	99.99	0.01	0	15
	Total		**51,08,474**	**21.51**	**51,08,083**	**391**	**99.99**	**0.01**	**0**	**17**
	Total	**7,32,73,628**	**5,04,05,445**	**68.79**	**4,65,55,135**	**24,743**	**92.36**	**0.05**	**38,25,567**	**17**

The under-mentioned are the Public Equity Shareholders of Second Applicant Company who were present and voted **IN FAVOUR** of the proposed Scheme of Amalgamation:

Total Votes Casted by Public (Valid Votes)	Number of Equity Shares voted in favor	% - Voted in favor
3,98,74,530	3,98,49,787	99.93%

Pursuant to the Securities and Exchange Board of India Circular SEBI/HO/CFD/POD-2/ P/CIR/**2023/93** *dated 20th June 2023*, the majority of the public Equity Shareholders who voted through remote e-voting have approved the Scheme.

1. Voted **in favour** of the resolution:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of equity shareholders voted	302	36	338
Number of valid votes cast by them	5,03,32,407	48,295	5,03,80,702
% of total numbers of valid votes cast (in favour)			99.95%

2. Voted **against** the resolution:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of equity shareholders voted	11	1	12
Number of valid votes cast by them	24,741	2	24,743
% of total numbers of valid votes cast (against)			0.05%

3. **Invalid** votes:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of equity shareholders voted	2	0	2
Number of invalid votes cast by them	38,25,567	0	38,25,567

13. The votes of 2 Equity Shareholders representing 38,25,567 equity shares have been marked as "Invalid", since valid authorisation by way of Board Resolution / Power of Attorney was not provided by them. However, the votes provided by those Equity Shareholders was in favour of the Resolution.

14. Based on the aforesaid results, we report that the resolution as contained in the Notice of the meeting has been passed with requisite majority.

15. All registers, relevant records and other incidental papers related to remote e-voting prior to the Meeting and e-voting at the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours truly,

CA Harsh C. Ruparelia
Scrutinizer
ICAI Membership No. 160171
UDIN: 26160171WMLETM4528
Place: Mumbai
Date: 31st July 2026

Submitted to **Shri Prakash Chandra**
Chairperson appointed for NCLT Convened Meeting of Equity Shareholders of Gokaldas Exports Limited

CA Harsh C. Ruparelia
Scrutinizer

Shri Prakash Chandra
Chairperson appointed for NCLT Convened Meeting of Equity Shareholders of Gokaldas Exports Limited
Place: Mumbai
Date: 31st July 2026

Voting results	
Record date	24-07-2026
Total number of shareholders on record date	80043
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	110
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Gokaldas Exports Limited

Resolution(1)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Scheme of Amalgamation of BRFL Textiles Private Limited with Gokaldas Exports Limited and their respective Shareholders					
Category	Mode of 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 on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6705348	6705348	100	6705348	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6705348	6705348	100	6705348	0	100	0
Public- Institutions	E-Voting	42817917	34749556	81.1566	34725204	24352	99.9299	0.0701
	Poll		16500	0.0385	16500	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	42817917	34766056	81.1951	34741704	24352	99.93	0.07
Public- Non Institutions	E-Voting	23750363	5076677	21.3752	5076288	389	99.9923	0.0077
	Poll		31797	0.1339	31795	2	99.9937	0.0063
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	23750363	5108474	21.509	5108083	391	99.9923	0.0077
	Total	73273628	46579878	63.5698	46555135	24743	99.9469	0.0531
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)