

gokaldas exports ltd

GEL/SEC/2018-19

20th September, 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: Voting Results/Scrutinizer's Report of the Annual General Meeting held on 18th September, 2018

We are hereby enclosing the below mentioned documents of the 15th Annual General Meeting of the Company held on Tuesday, September 18th, 2018 at 2.30 P M at NIMHANS Conventional Hall, Hosur Road, Bangalore - 560029.

1. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - (Annexure 1)
2. Report of the Scrutinizer dated September 20th, 2018, pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 - (Annexure - 2)

Kindly acknowledge the receipt

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

September 20, 2018

To,

The Chairman
Gokaldas Exports Limited,
No. 16/2, Residency Road,
Bengaluru - 560 025.

Dear Sir,

Sub: Consolidated - Scrutinizer's Report conducted through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014 and Poll in pursuant to Section 109 of the Companies Act, 2013.

I, Nagendra D Rao, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Gokaldas Exports Limited vide resolution dated August 08, 2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing e-voting process in a fair and transparent manner and voting on poll conducted for business to be transacted at the 15th Annual General Meeting of the Shareholders of the Company held on the 18th day of September, 2018 at 2.30 p.m. at NIMHANS Conventional Hall, Hosur Road, Bangalore - 560 029.

Accordingly, Gokaldas Exports Limited has made arrangement with the system provider viz, National Securities Depository Limited (NSDL) 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 Annual General Meeting Notice dated August 8, 2018 sent to the shareholders by Courier to their registered address.

The shareholders of the Company holding shares as on "cut-off" date September 08, 2018 were entitled to vote on the resolution as contained in the Notice of the Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were **18,899**.

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 Prajavani in Kannada Newspaper on August 27, 2018 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commences on September 15th, 2018 (9.00 a.m. IST) and ends on September 17th, 2018 (5.00 p.m. IST).

The votes cast under e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.



After the closure of the voting at the Annual General Meeting, the report on the poll taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The total number of Members present at the 15th Annual General Meeting were 167 (One Hundred and Sixty Seven) in person and Proxy detailed as under.

Sr. No.	Category of Shareholders present in person / proxy	In Numbers
1	Promoter and Promoter Group	0
2	Public	167
3	Proxy	0
	Total	167

I now submit my Consolidated Report on the evoting process and poll conducted at the 15th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:- To receive, consider, approve and adopt the Audited Standalone financial statements and Audited Consolidated financial statements of the Company for the Financial Year ended March 31, 2018, together with the report of the Board of Directors and Auditor's Report thereon.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	22	1,56,95,424	99.05
Poll	59	1,50,819	0.94
Total	81	1,58,46,243	99.99

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	1	70	0.01
Poll	3	90	
Total	4	160	0.01

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	11	44
Total	11	44



Remarks: The Ordinary Resolution No.1 as mentioned above is passed by requisite majority.

II. Resolution No. 2:- To appoint a Director in place of Mr. Mathew Cyriac (Holding DIN 01903606), who retires by rotation and being eligible, offers himself for re-appointment.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	20	1,56,95,294	99.05
Poll	56	1,50,792	0.94
Total	76	1,58,46,086	99.99

(ii) Voted against the Resolution:

Mode of Voting.	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	2	170	0.01
Poll	4	105	
Total	6	275	0.01

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	13	56
Total	13	56

Remarks: The Ordinary Resolution No. 2 as mentioned above is passed by requisite majority.

III. Resolution No. 3:- To appoint M/s MSKA & Associates, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	21	1,56,95,394	99.05
Poll	61	1,50,859	0.94
Total	82	1,58,46,253	99.99



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	1	70	0.01
Poll	1	50	
Total	2	120	0.01

(iii) Invalid Votes:

Mode of Voting.	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them.
E-voting	0	0
Poll	11	44
Total	11	44

Remarks: The Ordinary Resolution No. 3 as mentioned above is passed by requisite majority.

IV. Resolution No. 4:- To approve continuation of office of Directorship of Mr. Arun K Thiagarajan (DIN: 00292757) as Independent Director.

Type of Resolution - **Special Resolution.**

(:) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	19	1,56,95,144	99.05
Poll	59	1,50,819	0.94
Total	78	1,58,45,963	99.99

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	3	320	0.01
Poll	3	90	
Total	6	410	0.01



(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	11	44
Total	11	44

Remarks: The Special Resolution No. 4 as mentioned above is passed by requisite majority.

V. Resolution No. 5:- To approve continuation of office of Directorship of Mr. Richard B Saldanha (DIN: 00189029) as Independent Director.

Type of Resolution - **Special Resolution.**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	19	1,56,95,144	99.05
Poll	60	1,50,844	0.94
Total	79	1,58,45,988	99.99

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	3	320	0.01
Poll	2	65	
Total	5	385	0.01

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	11	44
Total	11	44

Remarks: The Special Resolution No. 5 as mentioned above is passed by requisite majority.

The Poll Papers, which are incomplete and /or which were otherwise found defective (Signature not tallied) have been treated as Invalid and kept separately.



The register, all other papers and relevant records relating to electronic voting and Poll shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

I further wish to inform that the Report of Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014] with regards to the Poll is being submitted separately in Form No. MGT -13.

Thanking You,
Yours Faithfully,



Nagendra D Rao
Practising Company Secretary



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

Practising Company Secretary

FORM No.MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
Gokaldas Exports Limited,
No. 16/2, Residency Road,
Bengaluru - 560 025.

15th (Fifteenth) Annual General Meeting of the Equity Shareholders of **Gokaldas Exports Limited** held on **September 18, 2018** at **2.30 p.m.**, at **Nimhans Conventional Hall, Hosur Road, Bengaluru - 560 029**.

Dear Sir,

I Nagendra D. Rao, Practising Company Secretary, 180, First floor, 3rd main, 3rd Cross, S L Byrappa Road, Hanumantha nagar, Bengaluru - 560 019, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the **15th (Fifteenth)** Annual General Meeting of the Equity Shareholders of **Gokaldas Exports Limited**, held on **September 18, 2018 at 2.30 p.m., at Nimhans Conventional Hall, Hosur Road, Bengaluru - 560 029**, hereby submit my report as under:

1. After declaration of the Poll by the Chairman, ballot box kept for polling was locked in my presence with due identification mark placed on them.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents (R&TA) (M/s Karvy Computershare Private Limited) of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which are incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4 The result of the Poll is as under:

I. Resolution No. 1:- To receive, consider, approve and adopt the Audited Standalone financial statements and Audited Consolidated financial statements of the Company for the Financial Year ended March 31, 2018, together with the report of the Board of Directors and Auditor's Report thereon.

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
59	1,50,819	99.94



(i) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	90	0.06

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
11	44

II. Resolution No. 2:- To appoint a Director in place of Mr. Mathew Cyriac (Holding DIN 01903606), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
56	1,50,792	99.93

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
4	105	0.07

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
13	56

III. Resolution No. 3:- To appoint M/s MSKA & Associates, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
61	1,50,859	99.97

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
1	50	0.03



(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
11	44

IV. Resolution No. 4:- To approve continuation of office of Directorship of Mr. Arun K Thiagarajan (DIN: 00292757) as Independent Director:

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
59	1,50,819	99.94

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	90	0.06

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
11	44

V. Resolution No. 5:- To approve continuation of office of Directorship of Mr. Richard B Saldanha (DIN: 00189029) as Independent Director:

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
60	1,50,844	99.96

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
2	65	0.04

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
11	44

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,



Yours faithfully,

A handwritten signature in black ink, appearing to be "N.D. Rao".

Nagendra D.Rao
Practising Company Secretary

Dated: September 20, 2018

Place: Bengaluru