

gokaldas exports Ltd

GEL/SEC/2015-16

28th September, 2016

Bombay Stock Exchange 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 26th September, 2016

We are hereby enclosing the below mentioned documents of the 13th Annual General Meeting of the Company held on Monday, September 26th, 2016 at 3.00 P M at

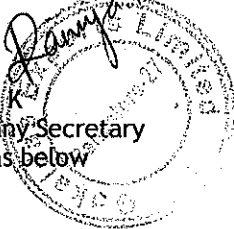
1. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - (Annexure 1)
2. Report of the Scrutinizer dated September 28th, 2016, pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management 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 : 22223600 - 1- 2, 41272200

Fax No. 91 - (080) - 22274869, 22277497, E-mail : gokex@vsnl.com



Intertek



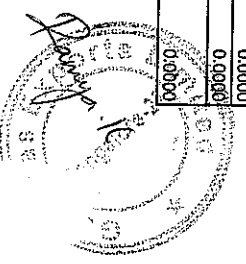
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Annexure 1

Date of the AGM/EGM	GOKALDAS EXPORTS LIMITED
Total number of shareholders on record date	26-09-2016
No. of shareholders present in the meeting either in person or through proxy:	24045
Promoters and Promoter Group:	1
Public:	173
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements for the year ended 31st March, 2016							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	13955742	0	0.0000	00	0	0.0000	0.0000
	Poll		13955742	100.0000	13955742	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13955742	100	13955742	0	100	0
Public- Institutions	E-Voting	477964	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	20467287	6197	0.0303	6184	13	99.7902	0.2097
	Poll		472180	2.3070	472111	69	99.9853	0.0146
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		478377	2.3373	478295	82	99.9829	0.0171
Total		34900993	1243419	41.3573	14484032	82	99.9984	0.0006

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Mathew Cyriac, Director who retires by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	13955742	0	0.0000	00	0	0.0000	0.0000
	Poll		13955742	100.0000	13955742	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000



	Total	13955742	100	13955742	0	100	0
	E-Voting	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	0	0.0000	00	0	0.0000	0.0000
	E-Voting	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Total	0	0.0000	00	0	0.0000	0.0000
	E-Voting	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000
Total	Total	478377	2.3373	478377	552	99.9962	0.0038
	Total	1443356	43.572	1443356	552	99.9962	0.0038

Resolution No. 3

Resolution required: (Ordinary/ Special)

ORDINARY - Ratification of M/s S.R. Batliboi & Associates LLP & M/s. Girish Murthy & Kumar, Chartered Accountants, as the Joint Statutory Auditors of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

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
Promoter and Promoter Group	E-Voting	13955742	0	0.0000	00	0	0.0000	0.0000
	Poll	13955742	13955742	100.0000	13955742	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Total	Total	13955742	13955742	100	13955742	0	100	0
	E-Voting	477964	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	0	0	0.0000	00	0	0.0000	0.0000
	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Total	0	0	0.0000	00	0	0.0000	0.0000
	E-Voting	20467287	6197	0.0303	6074	123	98.0151	1.9848
	Poll	0	472180	2.3070	472111	69	99.9853	0.0146
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Total	Total	478377	478377	2.3373	478185	192	99.9599	0.0401
	Total	1443356	1443356	43.572	1443356	192	99.9962	0.0038

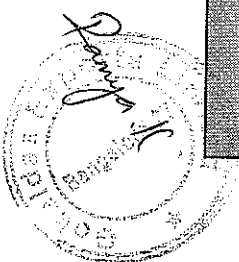
Resolution No. 4

Resolution required: (Ordinary/ Special)

SPECIAL - Payment of Remuneration to Non-Executive Directors including Independent Directors by way of Commission

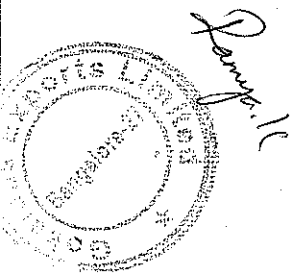
Whether promoter/ promoter group are interested in the agenda/resolution?

No



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
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable)	13955742	0 13955742 0	0.0000 100.0000 0.0000	00 13955742 00	0 0 0	0.0000 100.0000 0.0000	0.0000 0.0000 0.0000
Public- Institutions	E-Voting Poll Postal Ballot (if applicable)	477964	13955742 0 0	100 0.0000 0.0000	13955742 00 00	0 0 0	0.0000 0.0000 0.0000	0.0000 0.0000 0.0000
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable)	20467287	6197 472180 0	0.0303 2.3070 0.0000	5599 472081 00	598 99 0	90.3501 99.9790 0.0000	9.6498 0.0209 0.0000
Total		478377	23373	4.8973	477680	697	99.8543	0.1457
		2490993	1434119	57.5723	14339423	697	99.9852	0.0148

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Increase of Remuneration to Mr. P Ramababu, Vice Chairman and Managing Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	13955742	0	0.0000	00	0	0.0000	0.0000
	Poll		13955742	100.0000	13955742	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13955742	100	100	13955742	0	100
Public- Institutions	E-Voting	477964	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	20467287	6137	0.0300	4339	1798	70.7022	29.2977
	Poll		472180	2.3070	472051	129	99.9726	0.0273
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		478317	2337	4.8973	476380	1927	99.5871
	Total	3490993	14431059	41.3572	14432142	1927	99.9866	0.0134





September 27, 2016

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 09, 2016, 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 13th Annual General Meeting of the Shareholders of the Company held on Monday, September 26, 2016 at 3.00 p.m., at J N Tata Auditorium, National Science Symposium Complex, Sir CV Raman Avenue, Near Indian Institute of Science, Malleswaram 18th Cross, Kodandarampura, Bengaluru, Karnataka - 560 012.

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 9, 2016 sent to the shareholders by Courier to their registered address.

The shareholders of the Company holding shares as on "cut-off" date September 19, 2016 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 24,045 .

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 September 2, 2016 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commences on September 23, 2016 (10:00 AM) and ended on September 25, 2016 (5:00 PM).

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 National Securities Depository Limited (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.

I now submit my Consolidated Report on the evoting process and poll conducted at the 13th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:- To consider and adopt the Audited financial statements for the Financial Year ended March 31, 2016 and 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	26	6,184	0.04
Poll	39	14,427,853	99.95
Total	65	14,434,037	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	13	0.00
Poll	4	69	0.01
Total	6	82	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	9	36,156
Total	9	36,156

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	5,714	0.03
Poll	39	14,427,853	99.96
Total	59	14,433,567	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	8	483	0.01
Poll	4	69	0.00
Total	12	552	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	9	36,156
Total	9	36,156

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

III. Resolution No. 3:- To ratify the appointment of statutory auditors of the Company.

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	23	6,074	0.04
Poll	39	14,427,853	99.95
Total	62	14,433,927	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	5	123	0.01
Poll	4	69	0.00
Total	9	192	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	9	36,156
Total	9	36,156

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

IV. Resolution No. 4:- To Consider payment of remuneration to Non- Executive Directors including Independent Directors of the Company by way of Commission.

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	5,599	0.03
Poll	38	14,427,823	99.96
Total	58	14,433,422	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	8	598	0.01
Poll	5	99	0.00
Total	13	697	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	9	36,156
Total	9	36,156

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

V. Resolution No. 5:- To increase the remuneration of Mr. P. Ramababu – Vice Chairman and Managing Director with effect from 30th May, 2016.

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	16	4,339	0.03
Poll	37	14,427,793	99.96
Total	53	14,432,132	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	11	1,798	0.01
Poll	6	129	0.00
Total	17	1,927	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	9	36,156
Total	9	36,156

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 (Not signed, Signature not tallied and shareholders not voted either for or against) 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