

gokaldas exports ltd

GEL/SEC/2019-20

20th August, 2019

Bombay Stock Exchange Limited
Floor No 25, PJ Towers
Dalal Street,
MUMBAI- 400001

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

SCRIP CODE: 532630

GOKEX

Dear Sir,

Sub: Notice of the 16th Annual General Meeting and intimation of Book Closure as per Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

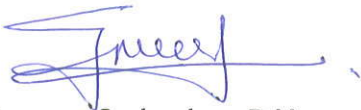
1. The 16th Annual General Meeting of the Company will be held on Friday, the September 13th, 2019 at 2.30 p.m. at Nimhans Conventional Hall, Hosur Road, Bengaluru, Karnataka - 560 029. We hereby enclose the Notice of the 16th Annual General Meeting.
2. We hereby inform you that in terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has offered e-voting facility to the shareholders to exercise their right to vote by electronic means and business may be transacted through the e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period commences on 10th September, 2019 at 10.00 A M and ends on 12th September, 2019 at 5.00 P M.
3. Further, we inform you that the Register of Members and share transfer books shall remain closed from Thursday 5th September, 2019 to Friday 13th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting.

Please take the above on record.

Thanking you,

Yours truly

for GOKALDAS EXPORTS LIMITED



Sameer Sudarshan R.V.
Company Secretary



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





GOKALDAS EXPORTS LIMITED

No. 16/2, Residency Road, Bengaluru – 560 025

CIN: L18101KA2004PLC033475

www: gokaldasexports.com , Email: investorcare@gokaldasexports.com

NOTICE CONVENING ANNUAL GENERAL MEETING

Notice is hereby given that the 16th Annual General Meeting of the Members of the Company will be held on Friday, the 13th day of September, 2019 at 2.30 p.m. at Nimhans Conventional Hall, Hosur Road, Bengaluru - 560 029 to transact the following business.

ORDINARY BUSINESS:

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, 2019, together with

the report of the Board of Directors and Auditor's Report thereon

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.

Place: Bengaluru
Date : 29th July, 2019

By Order of the Board of Directors
For Gokaldas Exports Limited

Sameer Sudarshan R.V.
Company Secretary

Registered Office:

No. 16/2, Residency Road,
Bengaluru – 560025

PH – 080 41722200

Email: investorcare@gokaldasexports.com

CIN: L18101KA2004PLC033475

Website: www.gokaldasexports.com

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote, on a poll, instead of himself/herself. Such proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. In terms of the Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, additional information about Mr. Mathew Cyriac, Director liable to retire by rotation and seeking re-election is provided separately.
4. The Register of Members and Share Transfer Books will remain closed from -Thursday, September 5, 2019 to Friday, September 13, 2019 (both days inclusive).
5. The shares of the Company are mandated by the Securities and Exchange Board of India for trading in dematerialized form by all investors. Members holding shares in physical form are advised to dematerialize their shares to avoid the risks associated with the physical holding of such share certificates.
6. The Registrar and Transfer Agents M/s. Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, is handling registry work in respect of shares held both in physical form and in electronic/demat form.
7. The Members holding shares in physical mode are requested to lodge / notify communication for change of address, transfer deeds, bank details, ECS details, wherever applicable, mandates (if any), with the Registrar and Transfer Agent.

8. The Members holding shares in electronic form are requested to lodge the above details with their Depository Participants and not with the Company or with the Registrar and Share Transfer Agents of the Company.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions set forth in this notice, in addition to the voting at the Annual General Meeting.
10. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
11. The facility for voting through Ballot Paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot paper.
12. The result declared, along with the Scrutinizer's Report shall be placed on the Company's Website: www.gokaldasexports.com and on the website of NSDL after the results are declared by the Chairman and also be communicated to the Stock Exchanges where the Company is listed. Mr. Nagendra D Rao, Practicing Company Secretary (Membership No. FCS 5553, COP 7731) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The instructions for e-voting are as under

Voting through electronic means

A. In case a Member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company/Depositories)

1. Open the e-mail and also open the PDF file namely "Gokaldas Exports Ltd e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
3. Click on shareholder – Login
4. If you are already registered with NSDL for e-voting then you can use your existing user-ID and password.
5. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
6. The Password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a

combination of both. Please take utmost care to keep your password confidential.

7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select "EVEN" (E-Voting Event Number) of Gokaldas Exports Limited, now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting your appropriate option and click "Submit" and also "confirm" when prompted. Please note that once your vote is cast on the selected resolution, It cannot be modified.
10. Institutional shareholders (i.e members other than individuals, HUF, NRIs etc.) are required to send a scanned copy(PDF/JPG format) of the relevant Board resolution/ authority letter, etc., together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email to nagendradrao@gmail.com, with a copy marked to evoting@nsdl.co.in
11. In case of any queries, you may refer the Frequently Asked Questions (FAQs)- Shareholders and e-voting user manual-shareholders, available at the downloads section of www.evoting.nsdl.com

B. In case a Member receives Physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy);

1. Initial password is provided in the Annual Report: EVEN (E-Voting Event Number), user ID and password
2. Please follow all steps from Sl.No. (2) to Sl.No.(11) above to cast vote

C. Other instructions:

1. The remote e-voting period commences on September 10th, 2019 (10.00 a.m. IST) and ends on September 12th, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 5th September, 2019 (cutoff date), may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
2. The voting rights of members shall be in proportion to their shares in the Paid up equity share capital of the Company as on the cut-off date. A Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting through ballot form, as well as voting at the meeting through ballot.

3. Note: e-Voting shall not be allowed beyond said time.
4. Mr. Nagendra D Rao, Practising Company Secretary, (Membership No.FCS- 5553,COP No. 7731), has been appointed by the Board of Directors as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall within a period of not exceeding 48 hours from the conclusion of the annual general meeting prepare a Consolidated Scrutinizer's Report of the votes

cast in favor or against, if any, and submit it forthwith to the Chairman of the Company.

6. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gokaldasexports.com and on the website of NSDL www.evoting.nsdl.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Place: Bengaluru
Date : 29th July, 2019

**By Order of the Board of Directors
For Gokaldas Exports Limited**

**Sameer Sudarshan R.V.
Company Secretary**

Registered Office:
No. 16/2, Residency Road,
Bengaluru – 560025
PH – 080 41722200
Email: investorcare@gokaldasexports.com
CIN: L18101KA2004PLC033475
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ADDITIONAL INFORMATION ON DIRECTORS RETIRING BY ROTATION
[Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]]

Name of the Director	Mr. Mathew Cyriac, Director (DIN: 01903606)
Age	50
Date of Appointment	March 29, 2017
Qualifications	Graduate in Engineering, MBA from IIMB
Expertise in specific functional areas	<p>Mr. Mathew Cyriac holds a Bachelor Degree in Engineering and MBA from the Indian Institute of Management, Bangalore. He was awarded the IIMB Gold Medal for graduating at the top of his MBA Class.</p> <p>Mr. Mathew Cyriac is currently working with Florintree Advisors. He served as the Managing Director in the Corporate Private Equity Group of Blackstone India based in Mumbai for nearly a decade. He has rich experience in the investment Banking Division of Bank of America in India and in the Engineering Division of Tata Motors. He also served as Head – Corporate Development Strategy of iGATE Global Solution Limited.</p>
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Clear Wealth Consultancy Services LLP 2. Solidus Advisors LLP 3. Fabmohur Advisor LLP 4. Tremis Consultancy LLP 5. Follis Advisory LLP 6. Florintree Capital Partners LLP 7. Greatship (India) Limited 8. MTAR Technologies Private Limited 9. CMS IT Services Private Limited 10. Aeries Financial Technologies Private Limited 11. International Tractors Limited 12. Florintree Advisors Private Limited 13. Florintree Managers Private Limited 14. Florintree Services Private Limited 15. Babymarine Seafood Retail Pvt Ltd 16. Allcargo Logistics Limited
Committee positions held in other companies*	<ol style="list-style-type: none"> 1. MTAR Technologies Pvt Ltd – Member of Audit Committee 2. Gokaldas Exports Ltd- Member of Audit Committee and Stakeholder Relationship Committees
Relationship with other Directors	None
Number of shares held as on 31st March, 2019	Nil



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ATTENDANCE SLIP

Regd. Folio No/Client ID

Name & Address of First/Sole Shareholder.....

Email ID.....

No. of Shares.....

I hereby record my presence at the 16th AGM of the Company to be held on Friday, September 13th, 2019 at 2:30 PM at Nimhans Conventional Hall, Hosur Road, Bengaluru - 560 029.

Signature of the Member/Proxy

1. Members are requested to fill up the attendance slip and hand it over at the venue
2. Members are requested to bring their copy of Annual Report to the meeting as no copies will be distributed at the venue



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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member : _____

Registered Address : _____

E-mail ID : _____

Regd. Folio No/Cient ID : _____

DP ID : _____

I/We being the member(s) of _____ shares of the above named company, hereby appoint

1. Name: _____ Address: _____

_____ Email ID: _____ Signature: _____ or failing him/her

2. Name: _____ Address: _____

_____ Email ID: _____ Signature: _____ or failing him/her

3. Name: _____ Address: _____

_____ Email ID: _____ Signature: _____ or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 16th Annual General Meeting of the Company to be held on Friday, September, 13th, 2019 at 2.30 P.M. at Nimhans Conventional Hall, Hosur Road, Bengaluru - 560 029 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions	Optional*	
		For	Against
1	Adoption of Standalone and Consolidated Financial Statements for the year ended 31st March, 2019		
2	Re-appointment of Mr. Mathew Cyriac (Holding DIN 01903606), Director who retires by rotation		

Signed this _____ day of _____ 2019.

Signature of shareholder: _____

Signature of Proxy holder(s) _____

Affix
Re. 1/-
Revenue
Stamp

Notes:

- The Proxy Form should be signed across the revenue stamp as per specimen signature(s) registered with the Company.
- The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
- A Proxy need not be a member of the Company.
- Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

