

gokaldas exports Ltd

GEL/SEC/2017-18

29th November, 2017

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 / Madam,

Sub: Report under Regulation 44(3) and Scrutinizers Report - (E-voting and Poll) for the Postal Ballot of Gokaldas Exports Limited along with summary of Proceedings of the meeting.

We write to inform that the following Resolution (Ordinary / Special) as set out in the Sectorial Regulator Notice dated 26th October, 2017, have been passed by the Members by requisite Majority.

Sl. No	Resolution
1.	Approval of Scheme of Amalgamation of DeeJay Trading Pvt. Ltd, Glamourwear Apparels Pvt. Ltd, Madhin Trading Pvt. Ltd, Magenta Trading Pvt. Ltd, Rafter Trading Pvt. Ltd, Rajdin Apparels Pvt. Ltd, Reflexion Trading Pvt. Ltd, Rishikesh Apparels Pvt. Ltd and Seven Hills Clothing Pvt. Ltd. (all Transferor Companies) with Gokaldas Exports Ltd. (Transferee Company)

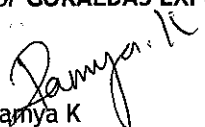
As required under Regulation 44(3) of SEBI (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") we are enclosing herewith the details of the voting results in the prescribed format along with the Scrutinizers Report.

We also enclosing herewith the Summary of proceedings of the Meeting as required under Regulation 30, Para A of Schedule III of the Listing Regulations.

This is for your information and records, please.

Thanking you,

Yours truly,
for GOKALDAS EXPORTS LIMITED


Ramya K
Company Secretary

Encl: as stated above.



Regd. Office :

16/2, Residency Road, Bangalore - 560 025. (INDIA)

Telephone : 41272200, 41272220

Fax No. 91 - (080) - 33477491. E-mail : gokex@vsnl.com



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

Practising Company Secretary

Report of Scrutinizer - Consolidated

To,

Mr. P. Ramababu,

Chairman appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT), for the Meeting of the Equity Shareholders of Gokaldas Exports Limited pursuant to Company Application CA(CAA) NO. 54/BB/17.

Dear Sir,

Sub: Consolidated Report of Scrutinizer on the results of Voting by way of Postal Ballot, Remote E-voting and voting at the venue, in pursuance of directions issued by the Bengaluru Bench of Hon'ble National Company Law Tribunal (NCLT)

I, Nagendra D Rao, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Gokaldas Exports Limited vide resolution dated October 03, 2017 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the Postal Ballot forms received from the Shareholders in respect of the resolution mentioned in the Notice dated October 18, 2017, convening the Equity Shareholders meeting.

The Hon'ble NCLT, Bengaluru Bench vide its Order dated September 25, 2017 appointed me as Scrutinizer for the meeting of the Equity Shareholders to scrutinize the voting process at the Hon'ble NCLT convened Equity Shareholders meeting held on Monday, November 27, 2017 at 2.30 p.m. at J.N.Tata Auditorium, National Science Symposium Complex, Near Indian Institute of Science, Sir C. V. Raman Avenue, Malleshwaram 18th Cross, Bengaluru - 560 012.

Notices were issued to the Shareholders whose names appeared in the Register of Members as at the close of Business hours on October 13, 2017, and voting rights were reckoned as on the close of business hours on October 13, 2017, being the cut-off date for the purpose of deciding the entitlement of Members to vote.

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by Hon'ble NCLT, the Company had provided Remote E voting facility through Karvy Computershare Private Limited and also the facility to vote by way of Postal Ballot, before the NCLT Convened Meeting and also by way of poll at the NCLT Convened Meeting.



Remote E-Voting and Voting by way of Postal Ballot, to facilitate voting by the Equity Shareholders of the Company as at cut-off date as on business hours on October 13, 2017, commenced on October 28, 2017 (9.00 a.m.) and ended on November 26, 2017 (5.00 p.m.)

Additionally, the Equity shareholders of the Company as at the cut-off date of October 13, 2017, who had not voted either by way of remote e-voting or Postal Ballot earlier were allowed to vote by way of Poll at the NCLT Convened Meeting.

Pursuant to the provisions of the Companies Act, 2013, I unblocked the remote e-voting results on the Karvy e-voting platform on November 26, 2017 at 5.00 p.m. in the presence of Ms. Pooja Hegde and Mr. Sadguru Bhat, who are not in the employment of the Company.

Particulars of all the Postal Ballot forms received from the shareholders have been entered in a register separately maintained for the purpose.

We have relied on the information provided by M/s Karvy Computershare Private Limited, the Registrar and Share transfer Agent (RTA) of the Company in relation to details regarding number of shares held and signature of Shareholders.

As per the Order of the Hon'ble NCLT dated September 25, 2017, the quorum for the NCLT convened meeting of the Equity Shareholder is 30 (Thirty)

The total number of members present at the NCLT convened meeting of the shareholders were 75 (Seventy Five) only in person and in proxy detailed as under

Sr. No.	Category of Shareholders present in person or in proxy	In Numbers	Numbers of Equity shares held
1	Public	73	59,139
2	Proxy	2	21,000
	Total	75	80,139

After the announcement was made by the chairman appointed for the meeting, members and proxies present at the NCLT Convened Meeting voted by Poll facility provided by the Company.

I hereby submit my Consolidated Report as under:

A. Details of Votes Cast (by way of Remote E-voting, Postal Ballot and Poll at the Hon'ble NCLT Convened Meeting) with respect to the Resolution proposed in the Notice dated October 18, 2017.

Resolution:

"RESOLVED THAT pursuant to Sections 230 to 232 of the Companies Act, 2013 read with the Companies(Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association and subject to the necessary approval by requisite majority of the shareholders and creditors, subject to the approval of the Bengaluru Bench of the Hon'ble National Company Law Tribunal and subject to such other approvals,



permissions and sanctions of regulatory and other authorities and subject to such conditions and modifications as may be imposed by the said Tribunal while granting such consents, approvals or permissions, which may be agreed to by the Board of Directors, approval be and is hereby accorded to the Scheme of Amalgamation of DeeJay Trading Private Limited("DTPL") , GlamourWear Apparels Private Limited ("GAPL"), Madhin Trading Private Limited("MTPL") , Magenta Trading Private Limited ("MGTPPL"), Rafter Trading Private Limited("RTPL") , Rajdin Apparels Private Limited("RAPL") , Reflexion Trading Private Limited(" RXTPL"), Rishikesh Apparels Private Limited ("RKAPL") and Seven Hills Clothing Private Limited("SHCPL") (collectively called as "Transferor Companies") with Gokaldas Exports Limited("The Transferee Company") and their respective shareholders and Creditors as attached to this notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem appropriate or necessary to give effect to this resolution and effectively implement the Amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to this Scheme, as the Board of Directors may deem fit or proper."

Particulars		No. of Members	No. of Shares
Votes Cast by way of Remote E-voting	A	24	6,944
Votes Cast by way of Postal Ballot	B	50	23,182
Votes Cast by way of Poll at NCLT Convened Meeting	C	55	79,363
Total Votes Cast	D	129	109,489
Less: Rejection of Votes cast by way of Remote E-Voting	E	1	3
Less: Rejection of Votes on Postal Ballot	F	2	40
Less: Rejection of Votes cast by Poll at NCLT Convened Meeting	G	6	59
Total Rejections	H	9	102
Valid votes cast by way of Remote E-Voting	A-E	23	6,941
Valid votes cast by way of Postal ballot	B-F	48	23,142



Valid Votes cast by Poll at NCLT Convened Meeting	C-G	49	79,304
Total Valid Votes	D-H	120	109,387

B. Reasons for Rejections

Particulars	No. of Members	No. of Shares
1. Rejection of Votes Cast by way of Remote E-Voting		
(i) Abstained from Voting	1	3
2. Rejection of Votes on Postal Ballot		
(i) Unsigned Postal Ballot Paper	1	30
(ii) POA not Legible	1	10
3. Rejection of Votes cast by poll at the meeting		
(i) Signature Mismatch	5	9
(ii) Not Voted	1	50
Total Rejections	9	102



C. Total Number of votes in favour and / or against the Resolution:

Particulars	Remote E-voting		Postal Ballot		Voting through Poll at the NCLT Convened meeting		Total	
	Number of		Number of		Number of		Number of	
	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares
Total Valid Votes	23	6,941	48	23,142	49	79,304	120	109,387
Total Votes cast in favor of the Resolution	23	6,941	46	23,071	49	79,304	118	109,316
Total Votes cast against the Resolution	0	0	2	71	0	0	2	71
Percentage (%) of Votes cast in favor	100%	100%	95.83%	99.69%	100%	100%	98.33%	99.93
Percentage (%) of Votes cast against	0.00%	0.00%	4.17%	0.31%	0.00%	0.00%	1.67%	0.07%

The Compliance with the relevant provisions of the Companies Act, 2013, Rules there under and Hon'ble NCLT order dated September 25, 2017, in relation to voting in person / through Postal Ballot or Remote E-Voting or by proxy or by authorized representative at NCLT convened Meeting on the proposed resolution is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in a fair and transparent manner and render scrutinizer's report, based on report generated from the electronic voting system provided by Karvy Computershare Private Limited and the physical counting of votes by way of Postal Ballot papers and Poll at the meeting.



NAGENDRA D. RAO
Practicing Company Secretary
No. 180, 1st Floor, 3rd Main, 3rd Cross,
S L Byrappa Road, Hanumanthanagar
Bangalore – 560 019.
Membership No.: FCS 5553
COP : 7731

Place : Bengaluru
Date: November 28, 2017

Summary of Proceedings of the Hon'ble National Company Law Tribunal (NCLT) convened meeting (meeting) of the Equity Share holders of the Company held on November 27, 2017.

Pursuant to the Order of the Hon'ble NCLT, Bengaluru Bench, dated September 25, 2017, the meeting of the Equity Shareholders of the company was convened on Monday, November 27, 2017 at 2.30 p.m. at J.N.Tata Auditorium, National Science Symposium Complex, Near Indian Institute of Science, Sir C. V. Raman Avenue, Malleshwaram 18th Cross, Bengaluru – 560 012

In his opening remarks, Mr. P. Ramababu, Chairman for the meeting appointed by the NCLT, informed that the meeting is convened pursuant to the Order of the Hon'ble NCLT, Bengaluru Bench dated September 25, 2017 in the matter of the Scheme of Amalgamation (Scheme) between Deejay Trading Private Limited, Glamourwear Apparels Private Limited, Madhin Trading Private Limited, Magenta Trading Private Limited, Rafter Trading Private Limited, Rajdin Apparels Private Limited, Reflexion Trading Private Limited, Rishikesh Apparels Private Limited and Seven Hills Clothing Private Limited (collectively referred to as "TRANSFEROR COMPANIES") WITH GOKALDAS EXPORTS LIMITED ("Transferee Company")

The requisite quorum being present, the Chairman called the meeting to order.

The Notice of the Meeting, the Explanatory statement under sections 230, 232 and 102 of the Companies Act, 2013 read with rules framed there under and the Scheme of Amalgamation were dispatched to all the Shareholders. With the permission of the Members, the Notice convening the Meeting was taken as read.

The Chairman then briefed the background and rationale of the Scheme and then requested Mr. Sathyamurthy, CFO of the company to provide details of the scheme, purpose and action taken till date on the proposed merger. Mr. Sathyamurthy explained in details the process undertaken, advantages of merger, compliances and steps taken, Benefit analysis to the company etc for the proposed Merger

The Chairman then informed that in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by Hon'ble NCLT, the Company had provided Remote E voting facility through Karvy Computershare Private Limited and also the facility to vote by way of Postal Ballot, before the NCLT Convened Meeting.

The Chairman then informed that the cut-off date taken for the voting by Remote voting and Postal Ballot was October 13, 2017. The Remote E-Voting and Voting by way of Postal Ballot commenced on October 28, 2017 (9.00 a.m.) and ended on November 26, 2017 (5.00 p.m.).

He further mentioned that the Company has provided an opportunity of Poll at the Meeting for those shareholders who did not exercise their vote through postal ballot or remote e-voting system. The votes cast at the Meeting will be added to the votes cast through postal ballot and remote e-voting, for the declaration of results.

The Chairman then informed that Mr. Nagendra D. Rao, Practicing Company Secretary (Membership No. FCS 5553), was appointed as the Scrutinizer to conduct the postal ballot process, remote e-voting and Poll at the Meeting in an independent and fair manner.

The Chairman informed that the Members who were present at the Meeting but had not cast their votes by way of postal ballot or remote e-voting may cast the votes at the Meeting. The chairman then invited the



Members to speak at the Meeting on the resolution proposed at the Meeting. The Members spoke and relevant queries from the Members were replied by the Chairman.

The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to continue voting.

After giving opportunity to the Members present to cast their vote, the Chairman then announced the closure of the voting. The Scrutinizer's Report was received on November 28, 2017 and the following resolution for approval of the Scheme was passed with the requisite majority.

"RESOLVED THAT pursuant to Sections 230 to 232 of the Companies Act, 2013 read with the Companies(Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association and subject to the necessary approval by requisite majority of the shareholders and creditors, subject to the approval of the Bengaluru Bench of the Hon'ble National Company Law Tribunal and subject to such other approvals,

permissions and sanctions of regulatory and other authorities and subject to such conditions and modifications as may be imposed by the said Tribunal while granting such consents, approvals or permissions, which may be agreed to by the Board of Directors, approval be and is hereby accorded to the Scheme of Amalgamation of Deejay Trading Private Limited("DTPL") , Glamourwear Apparels Private Limited ("GAPL"), Madhin Trading Private Limited("MTPL") , Magenta Trading Private Limited ("MGTPPL"), Rafter Trading Private Limited("RTPL") , Rajdin Apparels Private Limited("RAPL") , Reflexion Trading Private Limited(" RXTPL"), Rishikesh Apparels Private Limited ("RKAPL") and Seven Hills Clothing Private Limited("SHCPL) (collectively called as "Transferor Companies") with Gokaldas Exports Limited("The Transferee Company") and their respective shareholders and Creditors as attached to this notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem appropriate or necessary to give effect to this resolution and effectively implement the Amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to this Scheme, as the Board of Directors may deem fit or proper."

The meeting concluded with vote of thanks to the chair.

Thanking you,

Yours faithfully,
For Gokaldas Exports Limited,

Ramya K
Ramya K
Company Secretary

