

gokaldas exports ltd

GEL/SEC/2022-23

4th April, 2022

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: Results of the Postal Ballot under Regulation 44(3) of SEBI (LODR) Regulations, 2015 and Scrutinizer's Report under Section 110 of the Companies Act, 2013

We write to inform you that the following Resolutions (Special) as set out in the postal Ballot Notice dated 1st March, 2022, have been passed by the Members by requisite Majority.

Sl. No.	Resolutions
1.	Approval of 'GEL Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan")
2.	Approval of grant of options to the employees/ directors of group company(ies), associate company(ies), and or subsidiary company(ies) of the Company under 'GEL Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan")
3.	Approval of grant of employee stock option equal or more than 1% of Issued Capital to the identified employees

Further pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed voting results on the resolution along with the Scrutinizer's Report.

Kindly take note of the same.

Thanking you,

Yours truly,

For Gokaldas Exports Limited



Shrithee M S
Company Secretary and Compliance Officer



Encl: As above



Regd. Office : # 25, 2nd Cross, 3rd Main,
Industrial Suburb, Yeshwanthpur, Bangalore 560 022.

Tel : +91 80 68951000, Fax : +91 80 68951001

E-Mail : info@gokaldasexports.com CIN : L18101KA2004PLC033475



Company Name	GOKALDAS EXPORTS LIMITED
Date of Postal Ballot Notice	March 1, 2022
Total number of shareholders on record date	37149
No. of shareholders present in the meeting either in person or	Not Applicable
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video	Not Applicable
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)		SPECIAL - Approval of 'GEL Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan")						
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	14205348	14205348	100.0000	14205348	0	100.0000	0.0000
	Poll	14205348	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	14205348	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	22485085	21793662	96.9250	19716915	2076747	90.4708	9.5291
	Poll	22485085	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	22485085	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	22283561	2987677	13.4075	2983190	4487	99.8498	0.1501
	Poll	22283561	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	22283561	0	0.0000	00	0	0.0000	0.0000
Total		58973994	38986687	66.1083	36905453	2081234	94.6617	5.3383

For GOKALDAS EXPORTS LTD.,

M S Shrinthee

SHRITHEE M S
Company Secretary



Resolution required: (Ordinary/ Special)	SPECIAL - Approval of grant of options to the employees/ directors of group company(ies), associate company(ies), and or subsidiary company(ies) of the Company under 'GEL Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan")							
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	14205348	14205348	100.0000	14205348	0	100.0000	0.0000
	Poll	14205348	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	14205348	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	22485085	21793662	96.9250	19716915	2076747	90.4708	9.5291
	Poll	22485085	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	22485085	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	22283561	2987668	13.4075	2983181	4487	99.8498	0.1501
	Poll	22283561	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	22283561	0	0.0000	00	0	0.0000	0.0000
Total		58973994	38986678	66.1083	36905444	2081234	94.6617	5.3383

Resolution required: (Ordinary/ Special)	SPECIAL - Approval of grant of employee stock option equal or more than 1% of Issued Capital to the identified employees							
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	14205348	14205348	100.0000	14205348	0	100.0000	0.0000
	Poll	14205348	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	14205348	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	22485085	21793662	96.9250	18804383	2989279	86.2837	13.7162
	Poll	22485085	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	22485085	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	22283561	2987708	13.4077	2983181	4527	99.8484	0.1515
	Poll	22283561	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	22283561	0	0.0000	00	0	0.0000	0.0000
Total		58973994	38986718	66.1083	35992912	2993806	92.3210	7.6790

For GOKALDAS EXPORTS LTD.,

M S Shrithee
SHRITHEE M S
Company Secretary





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

Practising Company Secretary

April 4th, 2022

To,
The Chairman,
Gokaldas Exports Limited,
No. 25, Second Cross,
Third Main, Industrial Suburb,
Yeshwantpur,
Bengaluru – 560 022.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Nagendra D. Rao, Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of Gokaldas Exports Limited (the Company) at its meeting held on March 1st, 2022 to conduct the Postal Ballot process in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated March 1st, 2022.

Sr. No.	Particulars	Nature of Resolution (s)
1.	Approval of 'GEL Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan").	Special Resolution
2.	Approval of grant of options to the employees/directors of group company(ies), associate company(ies), and or subsidiary company(ies) of the Company under 'GEL Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan").	Special Resolution
3.	Approval of grant of employee stock option equal or more than 1% of Issued Capital to the identified employees.	Special Resolution

Pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and



Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), via Postal Ballot only through remote E-voting (Voting through Electronic means) for the above said resolution.

Accordingly, the company has made arrangement with the system provider viz. KFintech Private Ltd (KFintech) 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 Postal Ballot Notice dated March 1st, 2022. The Postal Ballot Notice has been sent to the shareholders by email to their registered e-mail id's who have registered their email addresses with their Depositories / Depository Participant/the Company's Registrar and Share Transfer Agent, KFintech. Pursuant to the MCA Circulars and the Circulars issued by SEBI, the Company has sent notice by e-mail only to all its shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository(ies).

Total shareholders of the Company as on the cut-off date were 37,149 only. The Company has completed on **March 04, 2022**, the dispatch of Notice through electronic mode to its members whose names appeared in the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., Friday February 25, 2022.

Pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014 and Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an advertisement was published by the Company in 'Financial Express' in English and 'Prajavani' in Kannada on March 05, 2022, informing about the completion of dispatch of the postal ballot notice through email along with the details of activities with respect to Postal Ballot Notice.

The e-voting period commenced at 9.00 a.m. IST on Saturday, March 05, 2022 and ends at 5.00 p.m. IST on Sunday, April 3, 2022.

All votes cast electronically through <https://evoting.kfintech.com/> up to 5.00 p.m. on Sunday, April 3, 2022 being the last date and time fixed for voting, were considered for my scrutiny.

I have received a complete record of votes cast by electronic mode through <https://evoting.kfintech.com/> from KFintech, the agency for providing e-voting facility to the Shareholders of the Company.

In respect of the above-mentioned resolution, I hereby submit my report on the total votes cast electronically as detailed hereunder:



I. Resolution No. 1:- Approval of 'GEL Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan")

Type of Resolution – **Special Resolution**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
156	3,69,05,453	94.66

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
31	20,81,234	5.34

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
	Nil

Result - Resolution No. 1: As the Number of votes cast in favour of the Special Resolution is **3,69,05,453** (i.e., **94.66 %**) is more than the 3 times the number of votes cast against **20,81,234** (i.e. **5.34 %**), I report that the Special Resolution as set out in the Notice of Postal Ballot dated March 1st, 2022, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has been passed** by the Shareholders with requisite majority.

II. Resolution No. 2:- Approval of grant of options to the employees/ directors of group company(ies), associate company(ies), and or subsidiary company(ies) of the Company under 'GEL Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan")

Type of Resolution – **Special Resolution**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
156	3,69,05,444	94.66



(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
31	20,81,234	5.34

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	

Result - Resolution No. 2 : As the Number of votes cast in favour of the Special Resolution is **3,69,05,444** (i.e., **94.66 %**) is more than the 3 times the number of votes cast against **20,81,234** (i.e., **5.34 %**), I report that the Special Resolution as set out in the Notice of Postal Ballot dated March 1st, 2022, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has been passed** by the Shareholders with requisite majority.

III. Resolution No. 3:- Approval of grant of employee stock option equal or more than 1% of Issued Capital to the identified employees

Type of Resolution – **Special Resolution**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
154	3,59,92,912	92.32

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
34	29,93,806	7.68

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	



Result - Resolution No. 3 : As the Number of votes cast in favour of the Special Resolution is **3,59,92,912** (i.e., **92.32 %**) is more than the 3 times the number of votes cast against **29,93,806** (i.e. **7.68%**). I report that the Special Resolution as set out in the Notice of Postal Ballot dated March 1st, 2022, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has been passed** by the Shareholders with requisite majority.



A handwritten signature in black ink, appearing to be "N. Rao", written over a horizontal line.

NAGENDRA D. RAO

Practicing Company Secretary

Membership No.:FCS 5553

COP:7731

UDIN:F005553D000012472

“Vaghdevi”, No. 543/A,

7th Main, 3rd Cross,

S.L. Bhyrappa Road,

Hanumanthanagar,

Bengaluru- 560019.

Place : New Delhi

Date : April 4, 2022