

**September 18, 2017**

**To,**  
Dept. of Corporate Services,  
**Bombay Stock Exchange Ltd.**  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort,  
Mumbai – 400 001

**To,**  
Listing Department,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E) Mumbai - 400 051

**Scrip Code: 539725**

**Symbol: GOKULAGRO**

Dear Sir/ Madam,

**Sub: Submission of Voting Results of 3<sup>rd</sup> Annual General Meeting of the Company Pursuant to Regulation 44 (3) of SEBI (LODR), Regulations, 2015:**

Pursuant to Regulation 44(3) of the SEBI (LODR), Regulations, 2015, we hereby submit the Scrutinizer's Report and details regarding Voting Results of e-voting and inclusive of Poll conducted at 3<sup>rd</sup> Annual General Meeting of the Company was held on Monday, September 18, 2017 at 10.30 AM at Hotel Pragati – The Grand, Beside Zydus Hospital, Hebatpur Road, S.G. Highway, Thaltej, Ahmedabad – 380059.

Kindly take the above information on your record.

Thanking you,

Yours truly,

**For, Gokul Agro Resources Ltd.**

*Chinar Jethwani*

**Chinar Jethwani**  
**Company Secretary & Compliance Officer**



**Details of voting results of 3<sup>rd</sup> Annual General Meeting of Gokul Agro Resources Limited  
(Pursuant to Clause 44(3) of the SEBI (LODR) Regulations, 2015)**

**Date of AGM:** Monday, September 18, 2017

**Time** : 10:30 AM

**Place** : Hotel Pragati – The Grand, Beside Zydus Hospital, Hebatpur Road, S.G. Highway, Thaltej, Ahmedabad – 380059.

Sr. No.	Description	Particulars	
1	Date of AGM	September 18, 2017	
2	Book Closure Date	September 11, 2017 to September 18, 2017 (both days inclusive)	
3	Total no. of shareholders on Record date [Book closure from September 11, 2017 to September 18, 2016 (both days inclusive) for AGM]	6069	
4	No. of shareholders present in the meeting either in person or through proxy		
	Promoter and Promoter Group:	4	
	Public:	50	
	<b>Total</b>	54	
5	No. of shareholders attended in the meeting through Video Conferencing	NIL	
	Promoters and Promoter Group:	NIL	Not Arranged
	Public:	NIL	
	<b>Total</b>	NIL	
6	(Agenda wise) Details of Agenda	Given below	
	Resolution required	Ordinary and Special	
	Mode of Voting	E-voting, Physical Ballot	



Name of the Company		Gokul Agro Resources Limited						
Date of AGM/EGM		18.09.2017						
Total number of shareholders on the record date		6069						
No. of Shareholders present in the meeting either in person or through proxy								
		4						
Promoters and Promoter Group		50						
Public		Nil						
No. of Shareholders attended the meeting through video conferencing		Nil						
Promoters and Promoter Group		Nil						
Public		Nil						
Resolution No.		1						
Resolution required		To receive, consider and adopt Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	95645106	46447553	48.5624	46447553	0	100.0000	0.0000
	Poll		7875000	8.2336	7875000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>54322553</b>	<b>56.7960</b>	<b>54322553</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1000000	1000000	100.0000	1000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1000000</b>	<b>100.0000</b>	<b>1000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	35249894	5265003	14.9362	5265003	0	100.0000	0.0000
	Poll		2569	0.0073	1969	600	76.6446	23.3554
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5267572</b>	<b>14.9435</b>	<b>5266972</b>	<b>600</b>	<b>99.9886</b>	<b>0.0114</b>
<b>Total</b>		<b>131895000</b>	<b>60590125</b>	<b>45.9382</b>	<b>60589525</b>	<b>600</b>	<b>99.9990</b>	<b>0.0010</b>



Resolution No.	2									
Resolution required	To appoint a Director in place of Dr. Ashutosh Bhambhani (DIN 07163125), who retires by rotation and being eligible offers himself for re-appointment									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
Promoter and Promoter Group	E-Voting		46447553	48.5624	46447553	0	100.0000	0.0000		
	Poll		7875000	8.2336	7875000	0	100.0000	0.0000		
	Postal Ballot	95645106	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>54322553</b>	<b>56.7960</b>	<b>54322553</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting		1000000	100.0000	1000000	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	1000000	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>1000000</b>	<b>100.0000</b>	<b>1000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	
Public Non Institutions	E-Voting		1223664	3.4714	1223664	0	100.0000	0.0000		
	Poll		2569	0.0073	2569	0	100.0000	0.0000		
	Postal Ballot	35249894	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>1226233</b>	<b>3.4787</b>	<b>1226233</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	
<b>Total</b>		<b>131895000</b>	<b>56548786</b>	<b>42.8741</b>	<b>56548786</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		



Resolution No.	3									
Resolution required	Ratification for appointment of Auditors									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$		
Promoter and Promoter Group	E-Voting		46447553	48.5624	46447553	0	100.0000	0.0000		
	Poll		7875000	8.2336	7875000	0	100.0000	0.0000		
	Postal Ballot	95645106	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>54322553</b>	<b>56.7960</b>	<b>54322553</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public Institutions	E-Voting		1000000	100.0000	1000000	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	1000000	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>1000000</b>	<b>100.0000</b>	<b>1000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public Non Institutions	E-Voting		1223664	3.4714	1223664	0	100.0000	0.0000		
	Poll		2569	0.0073	1969	600	76.6446	23.3554		
	Postal Ballot	35249894	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>1226233</b>	<b>3.4787</b>	<b>1225633</b>	<b>600</b>	<b>99.9511</b>	<b>0.0489</b>		
<b>Total</b>		<b>131895000</b>	<b>56548786</b>	<b>42.8741</b>	<b>56548186</b>	<b>600</b>	<b>99.9989</b>	<b>0.0011</b>		



Resolution No.	4									
Resolution required	Approval for holding of office or place of profit/employment by Mr. Dipak Thakkar and designating him as a Director (EXIM), not being a member of the Board of Directors of the Company, who is a son of Chairman & Managing Director-Mr. Kanubhai Thakkar w.e.f April 1, 2017.									
Whether promoter/promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100		
Promoter and Promoter Group	E-Voting		46447553	48.5624	46447553	0	100.0000	0.0000		
	Poll		7875000	8.2336	7875000	0	100.0000	0.0000		
	Postal Ballot	95645106	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>54322553</b>	<b>56.7960</b>	<b>54322553</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public Institutions	E-Voting		1000000	100.0000	0	1000000	0.0000	100.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	1000000	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>1000000</b>	<b>100.0000</b>	<b>0</b>	<b>1000000</b>	<b>0.0000</b>	<b>100.0000</b>		
Public Non Institutions	E-Voting		1223664	3.4714	1223664	0	100.0000	0.0000		
	Poll		1969	0.0056	1969	0	100.0000	0.0000		
	Postal Ballot	35249894	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>1225633</b>	<b>3.4770</b>	<b>1225633</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
<b>Total</b>		<b>131895000</b>	<b>56548186</b>	<b>42.8736</b>	<b>55548186</b>	<b>1000000</b>	<b>98.2316</b>	<b>1.7684</b>		



Resolution No.	5									
Resolution required	Ratification for Appointment of Cost Auditors:									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
Promoter and Promoter Group	E-Voting		46447553	48.5624	46447553	0	100.0000	0.0000		
	Poll		7875000	8.2336	7875000	0	100.0000	0.0000		
	Postal Ballot	95645106	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>54322553</b>	<b>56.7960</b>	<b>54322553</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting		1000000	100.0000	1000000	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	1000000	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>1000000</b>	<b>100.0000</b>	<b>1000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	
Public Non Institutions	E-Voting		5265003	14.9362	5265003	0	100.0000	0.0000		
	Poll		1969	0.0056	1969	0	100.0000	0.0000		
	Postal Ballot	35249894	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>5266972</b>	<b>14.9418</b>	<b>5266972</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	
<b>Total</b>		<b>131895000</b>	<b>60589525</b>	<b>45.9377</b>	<b>60589525</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		





## CHIRAG SHAH & ASSOCIATES

Company Secretaries

808, Shiromani Complex, Opp. Ocean Park,  
S.M. Road, Satellite, Ahmedabad - 380 015.

Ph.: 079- 40020304 / 40020305

E-mail : chi118\_min@yahoo.com

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(xi) and 21(2) of  
Companies (Management and Administration) Rules, 2014]

The Chairman

3<sup>rd</sup> Annual General Meeting of the Equity Shareholders of  
**Gokul Agro Resources Limited.**

Held on Monday, September 18, 2017 at 10:30 AM

At Hotel Pragati – The Grand, Beside Zydus Hospital,

Hebatpur Road, S.G. Highway, Thaltej,

Ahmedabad - 380059

**Scrutinizer's Report on Poll including voting by Electronic Means in respect of the  
resolutions (business) contained in the Notice dated 11<sup>th</sup> August, 2017.**

Dear Sir,

I, Chirag B. Shah, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at 3<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **Gokul Agro Resources Limited** (The Company) held on Monday, September 18, 2017 at 10:30 AM at Hotel Pragati – The Grand, Beside Zydus Hospital, Hebatpur Road, S.G. Highway, Thaltej, Ahmedabad - 380059.

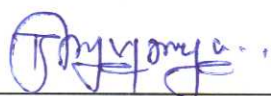
The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the Poll including voting by electronics means (Remote E-Voting). My responsibilities as a Scrutinizer is restricted to give a consolidated report on the Votes cast by the members for the resolutions (Businesses) contained in the Notice dated **11<sup>th</sup> August, 2017** and through ballot at the AGM held on 18<sup>th</sup> September, 2017.

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me
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/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.





3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The e-voting period remained open from Friday, 15<sup>th</sup> September, 2017 at 09.00 a.m. to Sunday, 17<sup>th</sup> September, 2017 at 5.00 p.m.
5. The shareholders holding shares as on the "cut off" date i.e. 11<sup>th</sup> September, 2017 were entitled to vote on the proposed resolutions (Items No. 1 to 5 as set out in the Notice of the 3<sup>rd</sup> Annual General Meeting of **Gokul Agro Resources Limited**).
6. The votes were unblocked on 18<sup>th</sup> September, 2017 around 1:00 p.m. in the presence of two witnesses Mr. Raimeen Maradiya and Mr. Jigar Malavaniya who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: **Mr. Raimeen Maradiya**



Name: **Mr. Jigar Malavaniya**

7. The result of the scrutiny of voting by poll and voting by electronic means in respect of resolutions (business) contained in notice dated 11<sup>th</sup> August, 2017 is as under:

**A) Resolution No. 1 - (Ordinary Resolution):**

**To receive, consider and adopt Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and the Auditors thereon:**

- i. Voted in **favour** of the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through Ballot Papers	25	7876969	99.99%
Remote E- voting	40	52712556	100.00%
Total	65	60589525	100.00%

- ii. Voted **against** the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through Ballot Papers	1	600	0.01%
Remote E- voting	0	0	0.00%
Total	1	600	0.00%



iii. **Invalid/Abstain Votes:**

Voting Description	Number of Members who voted	Number of shares for which votes casted.
Voting through Ballot Papers	1	10
Remote E- voting	0	0
Total	1	10

**B) Resolution No. 2 - (Ordinary Resolution):**

**To appoint a Director in place of Mr. Ashutosh Bhambhani (DIN 07163125), who retires by rotation and being eligible offers himself for re-appointment.:**

i. **Voted in favour** of the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through Ballot Papers	26	7877569	100.00%
Remote E- voting	39	48671217	100.00%
Total	65	56548786	100.00%

ii. **Voted against** the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through Ballot Papers	0	0	0.00%
Remote E- voting	0	0	0.00%
Total	0	0	0.00%

iii. **Invalid/Abstain Votes:**

Voting Description	Number of Members who voted	Number of shares for which votes casted.
Voting through Ballot Papers	1	10
Remote E- voting	1	4041339
Total	2	4041349



**C) Resolution No. 3 - (Ordinary Resolution):**

**To ratify Appointment of M/s Surana Maloo & Co., Chartered Accountants, Ahmedabad as Statutory Auditors of the Company:**

iv. Voted in favour of the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through Ballot Papers	25	7876969	99.99%
Remote E- voting	39	48671217	100.00%
Total	64	56548186	100.00%

v. Voted against the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through Ballot Papers	1	600	0.01%
Remote E- voting	0	0	0
Total	1	600	0.00%

vi. Invalid/Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
Voting through Ballot Papers	1	10
Remote E- voting	1	4041339
Total	2	4041349

**D) Resolution No. 4 - (Ordinary Resolution):**

**To designate Mr. Dipak K. Thakkar as a Director (EXIM), not being a member of the Board of Directors of the Company and revise his remuneration.**

i. Voted in favour of the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through Ballot Papers	25	7876969	100.00%
Remote E- voting	38	47671217	97.95%
Total	63	55548186	98.23%



ii. Voted **against** the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through Ballot Papers	0	0	0.00%
Remote E- voting	1	1000000	2.05%
Total	1	1000000	1.77%

iii. **Invalid/Abstain** Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
Voting through Ballot Papers	1	10
Remote E- voting	1	4041339
Total	2	4041349

**E) Resolution No. 5 - (Ordinary Resolution):**

**Ratification of appointment and remuneration of Cost Auditor.**

iv. Voted **in favour** of the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through Ballot Papers	25	7876969	100.00%
Remote E- voting	40	52712556	100.00%
Total	65	60589525	100.00%

v. Voted **against** the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through Ballot Papers	0	0	0.00%
Remote E- voting	0	0	0.00%
Total	0	0	0.00%

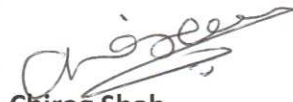
vi. **Invalid/Abstain** Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
Voting through Ballot Papers	1	10
Remote E- voting	0	0
Total	1	10



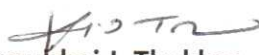
- 8 A Compact Disk (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 9 The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorize by the Board for safe keeping.

Thanking you,  
Yours Faithfully,



**Chirag Shah**  
Proprietor  
Chirag Shah and Associates  
Company Secretaries  
COP: 3498  
Membership: FCS 5545  
Place: Ahmedabad  
Date: 16<sup>th</sup> September, 2017

Counter Signed by



**Kanubhai J. Thakkar**  
Chairman and Managing Director  
**Gokul Agro Resources Limited**  
(DIN: 00315616)

