

gokaldas exports ltd

GEL/SEC/2025-26/40

August 24, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited
The Exchange Plaza
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code – 532630

Scrip Code: GOKEX

Dear Sir / Madam,

Sub: Notice of the Annual General Meeting

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, please find enclosed the Notice of the 22nd Annual General Meeting ("**AGM**") of the Shareholders of the Company to be held on Tuesday, September 16, 2025 at 4.30 PM (IST) through Video Conference / Other Audio-Visual Means ("**VC/ OAVM**").

The Notice has been sent to the registered email-ids of the Shareholders. The said Notice is also available on the website of the Company at www.gokaldasexports.com.

The Register of Members of the Company will remain closed from September 10, 2025 to September 16, 2025 (both days inclusive) for the purpose of AGM.

Key Information relating to AGM are as under:

| | |
|------------------------------|---|
| Date and time of AGM | Tuesday, September 16, 2025 |
| Mode of Meeting | VC/ OAVM |
| Cut-off date for e-voting | Tuesday, September 09, 2025 |
| E-voting start date and time | Friday, September 12, 2025 at 9.00 am (IST) |
| E-voting end date and time | Monday, September 15, 2025 at 5.00 pm (IST) |

This is for your information and records.

Thanking you,

Yours truly,

For Gokaldas Exports Limited

Gourish Hegde
Company Secretary & 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



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Notice of Annual General Meeting

Notice is hereby given that the Twenty Second (22nd) Annual General Meeting (“AGM”) of **Gokaldas Exports Limited** will be held on Tuesday, September 16, 2025 at 4:30 PM. IST, through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company which include Audited standalone and consolidated Balance Sheet as at March 31, 2025, the standalone and consolidated Statement of Profit and Loss including the Statement of other Comprehensive Income and Cash Flow of the Company as on that date together with the Auditors’ Report thereon and Report of the Board of Directors.
2. To appoint Mr. Prabhat Kumar Singh (holding DIN: 08275987), Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Shifting of Registered office of the Company from the State of Karnataka to the State of Maharashtra and consequent amendment to the Memorandum of Association of the Company**

To consider and if deemed fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (‘Act’) read with Rule 30 and 31 of the Companies (Incorporation) Rules, 2014 (‘Rules’) and other applicable provisions, if any (including any statutory modification(s) or re-enactments thereof, for the time being in force) and subject to the approval of the Central Government through Regional Director - South East Region, Ministry of Corporate Affairs, and such other approvals, permissions and sanctions, as may be required under the provisions of the Act or under any other law for the time being in force or any statutory modification or amendment thereof, the consent of the Members of the Company be and is hereby accorded for shifting the Registered office of the Company from the State of ‘Karnataka’ to the State of ‘Maharashtra’ within the Jurisdiction of the Registrar of Companies Mumbai, Maharashtra.

RESOLVED FURTHER THAT pursuant to provisions of Section 13 of the Act and Rules made thereunder, read with the enabling provisions of the Articles of Association and subject to the approval of the Central Government, the consent of the Members of the Company be and is hereby accorded to substitute the existing Clause II of the Memorandum of Association of the Company with the following:

“II. The Registered Office of the Company will be situated in the State of Maharashtra.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make necessary application, modifications, or revisions as may be stipulated by any authority, while according approval/consent, as may be considered necessary and further authorized to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

4. **Appointment of M/s Nagendra D Rao & Associates LLP, Company Secretaries as the Secretarial Auditor of the Company for a period of five years**

To consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204

and other applicable provisions of the Companies Act, 2013 (the “Act”), read with the rules made thereunder and such other applicable provisions, if any, of the Act and based on the recommendations of the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s Nagendra D Rao & Associates LLP, Company Secretaries (Firm Registration No. AAK-4698), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025 - 26 till Financial Year 2029 - 30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors.

RESOLVED FURTHER THAT The Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

By Order of the Board of Directors
Gokaldas Exports Limited

Gourish Hegde
Company Secretary

Place: Bengaluru
Date: August 05, 2025

Registered Office:
No. 25, Second Cross
Third Main, Industrial Suburb
Yeshwantpur, Bengaluru - 560022
Ph: +91 80 68951000
Email: info@gokaldasexports.com
Website: www.gokaldasexports.com

Notes:

1. In compliance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India (hereinafter collectively referred to as "Circulars"), the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 22nd Annual General Meeting ("AGM") of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the 22nd AGM will be the Registered Office of the Company - Gokaldas Exports Limited, No. 25, Second Cross Third Main, Industrial Suburb, Yeshwantpur, Bangalore - 560022.
2. A Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and additional information of the Directors seeking re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed.
3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, representatives of the Institutional/Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to nagendradrao@gmail.com with a copy marked to einward.ris@kfintech.com.
4. The attendance of the Members participating in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. In line with the MCA Circulars and SEBI Circular, the notice of the AGM along with the Annual Report are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report will also be available on the Company's website www.gokaldasexports.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of the RTA at <https://evoting.kfintech.com>.
6. Since the AGM is being held through VC/OAVM Facility, the route map of the venue of the Meeting is not annexed hereto.
7. The Members may join the AGM in the VC/OAVM mode thirty minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
8. The Register of Members of the Company will remain closed from Wednesday, September 10, 2025 to Tuesday, September 16, 2025 (both days inclusive).
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.

10. The Company has availed the services of KFin Technologies Limited, (KFinTech), as the authorized agency for conducting of the AGM through VC/OAVM and providing e-voting facility.
11. The e-voting period commences on Friday, September 12, 2025 (9:00 a.m. IST) and ends on Monday, September 15, 2025 (5:00 p.m. IST). The e-voting module will be disabled by KFinTech thereafter. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 09, 2025.
12. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. 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.
13. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
14. 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 i.e. September 09, 2025 only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
15. The Board of Directors have appointed Mr. Nagendra D. Rao, Practising Company Secretary (Membership No. FCS 5553, COP 7731), Bengaluru as Scrutinizer for the e-voting process. The Scrutinizer shall, after the conclusion of AGM, unblock the votes in the presence of at least two witnesses who are not in employment of the Company and shall within a period of 2 (Two) working days from the conclusion of the AGM, prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit it to the Chairman of the meeting.
16. The results of the e-voting will be declared within 2 (Two) working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.gokaldasexports.com and on the website of KFinTech and shall be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
17. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. SEBI vide its circular dated January 25, 2022, has mandated that the listed entities shall henceforth issue the securities in dematerialized form only while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, Members who still hold shares in physical form are advised to dematerialize their holdings. Members can contact the RTA for assistance in this regard.
18. SEBI has mandated Members holding shares in physical form to submit PAN, KYC and Nomination details in specified forms. The specified forms are available at the website of the Company at www.gokaldasexports.com. Members may make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of Company's RTA.
19. 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 RTA. Members holding shares in electronic form are requested to furnish details to their respective DP.
20. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@gokaldasexports.com.
21. **Instructions for remote e-voting**
 - i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to

the Members to exercise voting through electronic voting system (“remote e-voting”) on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

- ii. Facility to exercise vote through remote e-voting will be available during the following period:

| Commencement of Remote e-voting | End of Remote e-voting |
|--|-------------------------------|
| Friday, September 12, 2025 | Monday, September 15, 2025 |





- iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on September 09, 2025 i.e., cut-off date, may cast their vote by remote e-voting.
- v. The process and manner for remote e-voting is as under:
 - a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December,

2020 relating to ‘e-voting Facility Provided by Listed Entities’ (“SEBI e-voting Circular”) the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.

- b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- d. The process and manner of remote e-voting is explained below:
 - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

| Type of Member | Login Method |
|--|--|
| Individual Members holding securities in demat mode with NSDL | <ol style="list-style-type: none"> <li data-bbox="587 405 1453 719">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="587 752 1453 808">2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: <ol style="list-style-type: none"> <li data-bbox="639 824 1453 880">i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. <li data-bbox="639 898 1453 981">ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. <li data-bbox="639 999 1453 1115">iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. <li data-bbox="639 1133 1453 1189">iv. Click on company name i.e. ‘Gokaldas Exports Limited’ or ESP i.e. KFin. <li data-bbox="639 1207 1453 1263">v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. <li data-bbox="587 1290 1453 1323">3. Those not registered under IDeAS: <ol style="list-style-type: none"> <li data-bbox="639 1335 1453 1368">i. Visit https://eservices.nsdl.com for registering. <li data-bbox="639 1379 1453 1435">ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="639 1447 1453 1503">iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. <li data-bbox="639 1514 1453 1608">iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. <li data-bbox="639 1626 1453 1709">v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen. <li data-bbox="639 1727 1453 1783">vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. <li data-bbox="639 1800 1453 1908">vii. Click on company name i.e Gokaldas Exports Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. |

| Type of Member | Login Method |
|---|---|
| | <p>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> </p> <p style="text-align: center;"> </p> |
| <p>Individual Members holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"><li data-bbox="587 831 1461 1249"><p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/Easiest”) facility:</p><ol style="list-style-type: none"><li data-bbox="639 904 1461 965">i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.<li data-bbox="639 976 1050 1010">ii. Click on New System Myeasi.<li data-bbox="639 1021 1198 1055">iii. Login to Myeasi option under quick login.<li data-bbox="639 1066 1289 1099">iv. Login with the registered user ID and password.<li data-bbox="639 1111 1289 1144">v. Members will be able to view the e-voting Menu.<li data-bbox="639 1155 1461 1249">vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.<li data-bbox="587 1267 1461 1547"><p>2. User not registered for Easi/Easiest</p><ol style="list-style-type: none"><li data-bbox="639 1312 1461 1402">i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering.<li data-bbox="639 1413 1461 1473">ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.<li data-bbox="639 1485 1461 1547">iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.<li data-bbox="587 1570 1461 1991"><p>3. Alternatively, by directly accessing the e-voting website of CDSL</p><ol style="list-style-type: none"><li data-bbox="639 1648 999 1682">i. Visit www.cdslindia.com.<li data-bbox="639 1693 1209 1727">ii. Provide demat account number and PAN.<li data-bbox="639 1738 1461 1798">iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.<li data-bbox="639 1809 1461 1921">iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Gokaldas Exports Limited’ or select KFin.<li data-bbox="639 1933 1461 1991">v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication. |

| Type of Member | Login Method |
|---|--|
| Individual Members login through their demat accounts/website of DPs | <ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL/CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against 'Gokaldas Exports Limited' or 'KFin'. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication. |

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|---------------------------|--|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259 |

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company/DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9090 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower

case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Gokaldas Exports Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be

treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

GENERAL GUIDELINES FOR MEMBERS:

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to inward.ris@kfintech.com with the subject line “Company Name”.
2. In case of any query and/or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/technical assistance that may be required.

Voting at e-AGM

Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.

Members who have voted through remote e-voting will still be eligible to attend the e-AGM.

Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the ‘e-voting’ sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the

e-Meeting webpage, and click on the ‘Thumbs-up’ icon against the unit to vote.

Instructions for members for attending the e-AGM

Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab “video conference”. The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.

Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.

Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.

Members may join the meeting using headphones for better sound clarity.

While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab ‘Speaker Registration’ during the period starting from September 12, 2025 (9.00 a.m.) up to September 13, 2025 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.

A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the “How It Works” tab placed on top of the page.

Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) (“DP”).
- **Physical mode** can register their email ID with the Company or KFin. Requests can be emailed to inward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI.

By Order of the Board of Directors
Gokaldas Exports Limited

Place: Bengaluru
Date: August 05, 2025

Gourish Hegde
Company Secretary

Registered Office:

No. 25, Second Cross
Third Main, Industrial Suburb
Yeshwantpur, Bengaluru – 560022
Ph: +91 80 68951000
Email: info@gokaldasexports.com
Website: www.gokaldasexports.com

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3:

The Board of Directors of the Company at its meeting held on August 05, 2025, have approved the proposal of shifting of registered office of the Company from the State of Karnataka, Bangalore to the State of Maharashtra, within the Jurisdiction of the Registrar of Companies, Mumbai, Maharashtra and consequential amendments in the Memorandum of Association of the Company, subject to the approval of the Members of the Company and approval of all concerned authorities.

Rationale for shifting:

Presently the registered office of the Company is situated at No. 25, Second Cross, Third Main, Industrial Suburb, Yeshwantpur, Bangalore - 560022, Karnataka. Given that the company operates in multiple states in India, relocating the registered office will facilitate better coordination, streamline operations, and improve overall management and control of the Company's business at the group level.

The shifting of the Registered Office of the Company will not be prejudicial to the interest of any employees, Members, creditors or any stakeholders.

Pursuant to the provisions of Sections 13 read with Rules made thereunder, shifting of the Registered Office from one State to another and related alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director). Accordingly, the approval of the Members of Company is being sought by way of a Special resolution. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in accordance with the applicable laws.

The Board of Directors have approved and recommended the aforesaid proposal for approval of members. The Members may note that the company continues to operate from the current corporate office in Bangalore, managing its various units / factories located in the state of Karnataka.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

ITEM NO. 4:

The Board of Directors of the Company at its meeting held on May 21, 2025 has approved the appointment of M/s Nagendra D Rao & Associates LLP (Firm Registration No. AAK-4698), as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, subject to the approval of the Members of the Company.

M/s. Nagendra D Rao & Associates LLP, Company Secretaries have given their consent to act as the Secretarial Auditors of the Company and have confirmed that their appointment, if approved, will be within the limit specified under Section 204 of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as secretarial auditors in terms of the provisions of the Section 204 of the Companies Act, 2013 and the Rules made thereunder, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Regulations. Furthermore, M/s Nagendra D Rao & Associates LLP, Company Secretaries have provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

Rationale for appointment:

Nagendra D Rao & Associates LLP, Company Secretaries' ("LLP") is an LLP set up in the year 2017 and is registered as a Practicing Company Secretaries Firm with the Institute of Company Secretaries of India and with the Registrar of Companies, Karnataka. The LLP is promoted by seasoned professionals and is managed with the highest degree of professionalism with diversified and extensive experience in related areas. The LLP has enormous knowledge and experience in dealing with the matters relating to Company Law, Securities Law, FEMA, RBI Regulations, Due Diligence, Listing and SEBI Regulations. They have clients across India providing Corporate Law Services, Due Diligence and Secretarial Audit Services.

In view of their qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint M/s. Nagendra D Rao & Associates LLP, Company Secretaries as Secretarial Auditors of the Company. The proposed remuneration to be paid to M/s Nagendra D Rao & Associates LLP has for secretarial audit services for the financial year ending March 31, 2026, is ₹ 4,00,000/- (Rupees Four lakhs) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, M/s Nagendra D Rao & Associates LLP may provide all kind of professional Services as are allowed by the SEBI (LODR) Regulation, 2015 and guidance issued by the Institute of Company Secretaries of India from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors. The above fee excludes the proposed remuneration to be paid

for the purpose of secretarial audit of subsidiaries, if any.

The Board of Directors shall approve revisions to the remuneration of M/s Nagendra D Rao & Associates LLP for the remaining part of the tenure. The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s Nagendra D Rao & Associates LLP.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members.

By Order of the Board of Directors
Gokaldas Exports Limited

Place: Bengaluru
Date: August 05, 2025

Gourish Hegde
Company Secretary

Registered Office:

No. 25, Second Cross
Third Main, Industrial Suburb
Yeshwantpur, Bengaluru - 560022
Ph: +91 80 68951000
Email: info@gokaldasexports.com
Website: www.gokaldasexports.com

ADDITIONAL DETAILS AND OTHER INFORMATION AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS:

1. Mr. Prabhat Kumar Singh

Mr. Prabhat comes with four decades of experience in the apparel and textile sector and has a deep understanding of the apparel market. His vast experience includes working with the regulatory bodies for setting up new apparel manufacturing units, formulating recommendations to the Government on import-export policy, arranging joint ventures, and organizing fairs and exhibitions. Over the years, he also has developed extensive contacts with leading overseas buyers.

He has held several leadership positions in the textile industry as well as industry bodies like the Apparel Export Promotion Council (AEPC). Mr. Prabhat has steered the corporate development function of Gokaldas Exports Limited over the last 5 years and played a significant role in interfacing with the industry, and various regulatory authorities, including project implementation under the Government schemes, modernization, technology and infrastructure upgradation for textiles and funding support.

Mr. Prabhat was instrumental in setting up the new apparel manufacturing plant in Madhya Pradesh (Gokaldas Exports Acharpura Private Limited) and Tamil Nadu (Sri Susamyuta Knits Private Limited). He was extensively involved in driving the project from start to end, essentially constant engagement with the regulatory bodies for obtaining timely approvals helped the company to reach the timely completion. Over the years, his guidance, involvement, and contributions have been praiseworthy.

Mr. Prabhat graduated from Banaras Hindu University and completed his MBA from XLRI, Jamshedpur. He also holds a Diploma in International Marketing from Buckinghamshire College (UK).

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| Name | Mr. Prabhat Kumar Singh |
| Age | 73 years |
| DIN | 08275987 |
| Date of first appointment on Board, last drawn remuneration and number of Board meetings attended | <p>a. Mr. Prabhat was first appointed on the Board on November 12, 2018.</p> <p>b. During the financial year 2024-25, Mr. Prabhat has received a remuneration amounting to ₹ 88.75 Lakhs.</p> <p>c. He has attended all Six (6) Board meetings held during the financial year 2024-25.</p> |
| Directorship in other listed entities, Membership of Committees of the Board and listed entities from which he has resigned in the past three years | <p>Directorship in other listed entities: Nil</p> <p>Listed entities from which he has resigned in the past three year: Nil</p> |
| Shareholding in the Company (including shareholding as a beneficial owner) | 37,500 Equity shares |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Nil |
| Nature of expertise in specific functional areas | As per the profile |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | As per the profile |
| Key terms and conditions of appointment | As approved by the shareholders at the AGM held on September 19, 2024 |
| Remuneration proposed to be paid | As approved by the shareholders at the AGM held on September 19, 2024 |