

Ref No: GARL/SEC/24-25/18

Date: 7th August 2024

To,
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 539725

To,
National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
Symbol: GOKULAGRO

Sub : Notice of 10th Annual General Meeting of the Company

Dear Sir/Madam,

In compliance with the Companies Act 2013, rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we are submitting herewith the Notice of 10th Annual General Meeting (AGM) scheduled to be held on **Thursday, August 29, 2024, at 11:30 A.M. IST through video conference and other audio-visual means (VC)** of members of the Company for the financial year ended 31st March 2024.

The Notice of 10th AGM is available on the website of the Company at <https://www.gokulagro.com/investor-relations/> and are being dispatched to all eligible shareholders whose email addresses are registered with the Company/Depositories.

Kindly take the above information on your record.

Thanking You,
Yours Faithfully,

For and on behalf of
Gokul Agro Resources Limited

Ankita Parmar
Company Secretary and Compliance Officer

Encl: As Above

Corporate & Registered Office :

Gokul Agro Resources Ltd., Crown 3, Inspire Business Park, Shantigram,
Nr. Vaishnodevi Circle, S.G. Highway, Ahmedabad -382421, Gujarat-india.
p.: 079 6712 3500 / 6712 3501 | m.: 90999 08537 | fax: 079 67123502

Plant(Gujarat): 76/1p, 80, 89, 91 Meghpar Borichi, Galpadar Road, Nr. Sharma
Resort, Tal.: Anjar Dist. - Kutch - 370110, Gujarat-india.m.: 72269 27175

Plant(Andhra Pradesh): Survey No.:929, 929A & 929B, Vill. EPURU BIT-1

Doruvulapalem Panchayat Muthukuru, Sri Potti Sriramulu Nellore Dist.-524323
Andhra Pradesh, India. m: 72279 17006

Plant(West Bengal):

J.L No.149, P.S Bhabanipur, Mouza - Debhog, Haldia-721657
District - Purba Medinipur, West Bengal. m: 72270 37646



Notice

Gokul Agro Resources Limited

CIN: L15142GJ2014PLC080010

Registered Office: Crown-3, Inspire Business Park, Shantigram, Nr. Vaishnodevi Circle,
S.G. Highway, Ahmedabad-382421, Gujarat, India

Tel: 07916125 500; **Website:** www.gokulagro.com **Email:** compliances@gokulagro.com

NOTICE

Notice is hereby given that the Tenth (10th) Annual General Meeting ("AGM") of the Members of **GOKUL AGRO RESOURCES LIMITED ("the Company")** will be held on **Thursday the 29th Day of August, 2024 at 11:30 A.M.** (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Crown-3, Inspire Business Park, Shantigram, Nr. Vaishnodevi Circle, S.G. Highway, Ahmedabad-382421, Gujarat, India.

ORDINARY BUSINESS:

1. **To receive, consider adopt;**
 - a. Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with the Reports of the Board of Directors (the "Board") and the Auditors thereon;
 - b. Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with the Report of the Auditors thereon;
2. **To Appoint a Director in place of Mr. Dipakkumar Kanubhai Thakkar (DIN: 07071694), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Dipakkumar Kanubhai Thakkar, Executive Director (DIN: 07071694) of the Company, who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **Ratification of Remuneration of the Cost Auditors of the Company for the FY 2024-25.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Priyank Patel & Associates, Cost Accountants (Firm Registration Number: 103676), appointed by the Board of Directors as Cost Auditors to conduct the audit of Cost records of the Company for the FY 2024-25 and the consent of members is hereby accorded to ratify remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable Tax and out of pocket expenses incurred in connection with the audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

4. **Power to create charge on the assets of the Company to secure borrowings up to Rs. 4,000 Crs pursuant to Section 180(1)(a) of the Companies Act, 2013**

To consider and if thought fit, approve the enhanced borrowing limits and to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders of the Company at the Extraordinary General Meeting held on May 25, 2015 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) ('Act'), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by

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this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of loan facilities/working capital facilities/debentures/Bonds in any form, the aggregate value of which shall not exceed at any time Rs. 4000 Crs (Rupees Four Thousand Crores) from any one or more Banks and/or Financial Institutions and/ or foreign currency borrowing and/ or any other lending institutions in India or abroad and/ or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation/revaluation and all other monies payable by the Company in terms of loan agreement(s)/debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/ Agent(s) and Trustee(s) of lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/trustee(s) of lender(s).

RESOLVED FURTHER THAT the Board of Directors and such persons as authorized by the Board/committee, be and are hereby authorized, to negotiate, finalize and execute all deeds, writings, paper, agreements and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard for creating the mortgage/charge as aforesaid or otherwise considered to be in the best interest of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.

5. Alteration of the Object Clause of the Memorandum of Association of the Company

To consider and if thought fit, and to pass with or without modification(s) the following resolution, as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association of the Company by accumulation of the following to the existing Clause III(A) of the Memorandum of Association of the Company be added as under:

- To carry on the business of marketing, purchasing, selling, distributing, trading, acting as an agent, franchising, collaborating exporting, importing, merchandising, manufacturing and dealing with all kinds of products and services on the Company's online portals or websites as well as through e-commerce, m-commerce, internet, intranet, stores, stalls or kiosks set up across India or abroad or in any other manner using Various Artificial Intelligence Technology, web Hosting Services and Applications, Software development and Applications, Computer technology, Internet technology, Digital Marketing Services and various other ways of trading.

RESOLVED FURTHER THAT the Board of Directors of the Company, which shall include any of its duly authorized Committees and / or Company Secretary or any officer(s) so authorized by the Board of Directors, be and are hereby severally authorized to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to this resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.



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RESOLVED FURTHER THAT any of the Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action."

6. Alteration of the Articles of Association of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, the consent of Members of the Company be and is hereby accorded to amend the existing Articles of Association of the Company in the following manner:

- I. Deletion of the definition of "Seal" stated under Article 1 sub clause 2 point b under head Preliminary and Interpretation.
- II. Substitution of the existing Article 5(2) with the following:
Certificate to be certified by
Every certificate shall be signed by two Directors and the Secretary and specify the shares to which it relates and the amount to paid-up thereon.
- III. Deletion of Articles 105 under the heading of "The Seal".

IV. Deletion of words "whether or not under seal" in Article 114 under the heading "DIVIDENDS AND RESERVE"

V. Addition of Article 118 with heading "Authentication of Documents" with the following:

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, the Managing Director, the Manager, the Secretary or an authorized Officer of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, which term shall deem to include any of its duly authorized Committees and / or Company Secretary or any officer(s) so authorized by the Board, be and are hereby severally authorized to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to this resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.

RESOLVED FURTHER THAT any of the Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action."

**For and on behalf of the Board of
GOKUL AGRO RESOURCES LIMITED**

Ankita Parmar

Company Secretary
Membership No. F12827

Date : 03rd August, 2024

Place: Ahmedabad

Registered Office:

Crown-3, Inspire Business Park,
Shantigram, Nr. Vaishnodevi Circle,
S.G. Highway, Ahmedabad-382421
CIN- L15142GJ2014PLC080010
E-Mail Id: compliances@gokulagro.com
Phone Number: +91 79 67123500/501

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NOTES:

1. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto.
2. The Ministry of Corporate Affairs, Government of India ("MCA") has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OVAM) and dispensed the personal presence of the members at the meeting. MCA has vide its General Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 05th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021, 02/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and the latest being 09/2023 dated 25th September, 2023 ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedure and manner of conducting the Annual General Meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM") facility. In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 10th AGM of the Company is being conducted through VC/ OVAM facility. Hence members can attend and participate in the AGM through VC/OVAM only. The detailed procedure for participation in the meeting through VC/OVAM is as per note no. 16 and available at the Company's website www.gokulagro.com
3. Pursuant to the provisions of the Act a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OVAM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy form, attendance slip and route Map of AGM are not appended to this Notice.
4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/ OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at chi118_min@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com and compliances@gokulagro.com, not later than 48 hours before the scheduled time of the commencement of the Meeting. Corporate Members/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 19th August, 2024 to Thursday, 29th August, 2024 (both days inclusive) for the purpose of AGM.
7. The relevant documents referred to in the Notice are available for inspection by the members at the Registered Office of the Company during business hours on any working day (i.e. except Saturdays, Sundays & Public Holidays) between 10.00 a.m. IST to 5.00 p.m. IST up to the date of the Meeting.
8. Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/ Registrar and Transfer Agents for receiving all the communications including Annual Reports, Notices, etc. in electronic mode
9. Rule 3 of Companies (Management and Administration) Rules, 2014 (as amended) prescribes that Register of Members should include details pertaining to e-mail, PAN/CIN, UID, Occupation, Status and Nationality. We request all the Members of the Company to update the said details with their respective depository participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding
10. All document(s) mentioned in the Notice and revised copy of the MoA and AoA will be available for electronic



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inspection without any fee, from the date of circulation of this Notice up to the date of conclusion of AGM i.e. up to 29th August, 2024. Members who wish to inspect the relevant document(s) may send an email to compliances@gokulagro.com by mentioning their DP ID and Client ID in case of dematerialized shareholding / Folio no. in case of physical shareholding.

11. ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID AND FOR OBTAINING COPY OF ANNUAL REPORT:

- (i) In accordance with the circulars issued by MCA and SEBI, the Notice of the 10th AGM along with the Annual Report of FY 2023-24 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs). Physical copy of the Notice of the 10th AGM along with Annual Report for the Financial Year (FY) 2023-24 shall be sent to those Members who request for the same.
- (ii) The Notice of 10th AGM along with the Annual Report for the FY 2023-24, is available on the website of the Company at www.gokulagro.com, on the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.

12. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

- (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions proposed to be passed at AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the authorized agency for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.
- (ii) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 16th August, 2024 are entitled to vote

on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

- (iii) Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence on Thursday, 22nd August, 2024 at 9:00 A.M. (IST) and will end on Wednesday, 28th August, 2024 at 5:00 P.M. (IST). In addition, the facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through CDSL e-voting system at www.evotingindia.com.
- (iv) Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (v) The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cutoff date i.e. Friday, 16th August, 2024.
- (vi) The Company has appointed CS Chirag Shah, Practicing Company Secretary (Membership No. FCS: 5545; CP No: 3498), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- (vii) The detailed instructions and the process for accessing and participating in the 10th AGM through VC/OAVM facility and voting through electronic means including remote e-voting are explained herein below:
 - i. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to

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atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

- ii. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- iii. Pursuant to MCA Circular No. 14/2020 dated 08th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- iv. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.gokulagro.com. The Notice can also be accessed from the 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. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
- v. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 05th May, 2020.
- vi. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020

and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31st December, 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated 13th January, 2021.

13. Process for those shareholders whose Email/Mobile No. are not registered with the Company/depositories:

- a) For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company or RTA.
- b) For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP).

14. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Thursday, 22nd August, 2024 at 9:00 A.M. (IST) and ends on Wednesday, 28th August, 2024 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 16th August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that



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the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with

the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

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| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |



Notice (Contd.)

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

| | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Gokul Agro Resources Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Notice (Contd.)

- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

15. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; chi118_min@yahoo.com and compliances@gokulagro.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex,

Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

16. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliances@gokulagro.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliances@gokulagro.com. These queries will be replied to by the Company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



Notice (Contd.)

- (ix) Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (xi) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- (xii) Contact Details:

| | |
|-------------------------------------|--|
| Company | Ms. Ankita Parmar Company Secretary and Compliance Officer Registered Office: Crown-3, Inspire Business Park, Shantigram, Nr. Vaishnodevi Circle, S.G. Highway, Ahmedabad-382421, Gujarat, India CIN: L15142GJ2014PLC080010 Phone No: +91 79 671233500/501 Email Id: compliances@gokulagro.com |
| Registrar and Transfer Agent | Link Intime India Private Limited C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India Contact Person: Mr. Jayprakash VP Email: rnt.helpdesk@linkintime.co.in |
| e-Voting Agency | Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com Phone: 022- 22723333 / 8588 |
| Scrutinizer | CS Chirag Shah Practicing Company Secretary E-mail: pcschirag@gmail.com |

Annexure to Notice

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3:

Ratification of Remuneration of the Cost Auditors of the Company for the Financial Year 2024-25

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the re-appointment and remuneration of M/s Priyank Patel & Co., Cost Accountants (Firm Registration Number: 103676), Ahmedabad as Cost Auditor to conduct the audit of cost records maintained by the Company for the Financial Year ending 31st March, 2025 at a remuneration of Rs. 50,000/- plus applicable Tax and out of pocket expenses incurred in connection with the audit.

In accordance with the provisions of Section 148(3) of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company. Accordingly, consent of the members is being sought by way of Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the resolution set out in Item No. 3 of this notice.

The Board recommends Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4:

Power to create charge on the assets of the Company to secure borrowings up to Rs. 4,000 Crs pursuant to Section 180(1)(a) of the Companies Act, 2013

The Members of the Company had, at the Extraordinary General Meeting held on May 25, 2015, accorded their consent to the Board of Directors to borrow and create charges/mortgages/hypothecations in respect of the Company's borrowings up to an amount not exceeding Rs. 2000 Crs or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.

Considering its growth plans, the Company had acquired a Plant in Krishnapatanam and also commenced its commercial operations in Financial 2023-24. The Company pursued aggressive all-round performance improvement and turned around the business in the preceding years.

Amidst the COVID-19 hit business environment, the Company resorted to robust liquidity management and was able to deleverage its balance sheet.

A Plant at Haldia is another strategic acquisition for the Company. In order to pursue the growth plans of the Company, it is proposed to enhance the Company's borrowing limits and consequent limits of charge creation/mortgages from the present Rs. 2,000 Crs to Rs. 4,000 Crs. The objective of increasing the borrowing capacity is to pave path for accelerated capacity creation at the krishnapatnam and Haldia Plant. Given the aggressive growth plans of the Company, it is proposed to increase its borrowing limits to enable the Company to remain ready for any further strategic investments. However, utilization of the borrowing limits will be done prudently and in the best interest of the Company.

In terms of the provisions of Section 180(1)(a) of the Act, for creation of charges/ mortgages/hypothecations in excess of the aggregate of the paid-up capital, free reserves and securities premium account of the Company, can be exercised by the Board only with the consent of the Members obtained by a Special Resolution. Therefore, it is necessary to obtain approval of the Members by means of a Special Resolution(s) to enable the Board to borrow monies, provided that the total amount so borrowed by the Board shall not exceed Rs. 4,000 Crs.

The proposed Special Resolution as set out in this Notice is enabling in nature and authorizes the Board of Directors to borrow money in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business as per the provisions of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolutions mentioned at Item Nos. 4 of the Notice.

The Board recommends the special resolutions set forth at Item No. 4 of the Notice for approval of the Members.

Item No. 5:

Alteration of the Object Clause of the Memorandum of Association of the Company

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the Object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to



Annexure to Notice (Contd.)

cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The Alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The "Main Object" clause of the Memorandum of Association of the Company is being amended by accumulation in Clause III(A).

The Board at its meeting held on Saturday, 3rd August, 2024 has approved alteration of the MOA of the Company and the Board now seeks Members' approval for the same.

Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the Memorandum of Association of the Company, Clause III(A) is accordingly to be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'

The draft Copy of the Memorandum of Association of the Company is available for inspection by following the procedure as laid down in the notes to AGM Notice till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of Object Clause requires the approval of Shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

Date : 03rd August, 2024

Place: Ahmedabad

Registered Office:

Crown-3, Inspire Business Park,
Shantigram, Nr. Vaishnodevi Circle,
S.G. Highway, Ahmedabad-382421
CIN- L15142GJ2014PLC080010
E-Mail Id: compliances@gokulagro.com
Phone Number: +91 79 67123500/501
Website: www.gokulagro.com

Item No. 6:

Alteration of the Articles of Association of the Company

It is proposed to amend the existing Articles of Association of the Company pursuant to enactment of the Companies (Amendment) Act, 2015 no. 21 of 2015 dated 25th May, 2015 in the Companies Act, 2013 read with the Rules framed thereunder about the requirement of Common Seal. That the use of common seal has been made optional for Companies. The Company executes / enters into various agreements, arrangements, deeds, execution of documents and others with the financial institutions and the regulatory authorities during the course of its business activities, where common seal is affixed in the manner specified by the Board. The requirement of affixing common seal is mandated in such agreements and documents as the Articles of Association ("AOA") of the Company contain regulations governing affixing of common seal and maintenance thereof. In view of the requirement of common seal having been dispensed with and also to facilitate administrative convenience for execution of documents on behalf of the Company it is proposed to alter the existing AOA of the Company by altering / deleting the relevant articles in the AOA of the Company, pertaining to common seal.

Pursuant to Section 14 of the Companies Act, 2013, AOA can be amended only with the approval of Members by passing a Special Resolution. These amendments as mentioned in Agenda Item No. 6 are procedural in nature and for smooth working of activities/Operations of the Company.

The Board recommends the Special Resolution as set out in Item no. 6 of the 10th Annual General Meeting Notice, for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The revised draft of AOA is available for inspection by the Members by following the procedure as set out in notes of AGM Notice.

**For and on behalf of the Board of
GOKUL AGRO RESOURCES LIMITED**

Ankita Parmar

Company Secretary
Membership No. F12827

Annexure to Notice (Contd.)

Details of Directors seeking appointment/re-appointment at the 10th Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings)

| Name of Director | Mr. Dipakkumar Thakkar |
|--|--|
| Director Identification Number (DIN) | 07071694 |
| Date of Birth and Age | 06 th June, 1991 (33 Years) |
| Date of first appointment on the Board | 31 st August, 2022 |
| Brief Profile, Experience and Expertise in specific functional areas | <p>He has done his B.E. (Hons.) Mechanical Engineering from BITS, Pilani at UAE and Masters in Business Administration from Management Development Institute of Singapore. He has also been well versed with Export – Import Procedures and Documentations and Comprehensive Framework for Stock Market, Nifty, Currency, Gold and Silver.</p> <p>He has overall experience of 8 years working with leading Corporates at UAE and with Gokul Agro Group as well.</p> <p>He has profound knowledge in the areas of edible oil industry.</p> |
| Qualification(s) | Mechanical Engineer, B.E. (Hons.) from BITS, Pilani at UAE & MBA from Management Development Institute of Singapore |
| Relationships between Directors, Managers, and other Key Managerial Personnel of the Company | <ol style="list-style-type: none"> Son of Mr. Kanubhai Thakkar Brother of Mr. Jayesh Kumar Thakkar |
| Board Membership of other listed companies as on 31 st March, 2024 | Nil |
| Chairmanships/Memberships of the Committees of other public limited companies as on 31 st March, 2024 | Nil |
| Name of listed entities from which the person has resigned in the past three years | N.A. |
| Number of shares held in the Company as of 31 st March, 2024 | 35,00,000 Equity Shares |
| Number of Board meeting attended during the year (Financial Year 2023-24) | 4 |
| Terms and Conditions of appointment/Re-appointment | Mr. Dipakkumar Thakkar has been appointed as a Executive Director of the Company and is liable to retire by rotation. |
| Details of Remuneration sought to be paid | Rs. 228 Lakhs per annum |
| Details of Remuneration last drawn | Please refer Corporate Governance Report forming part of the Annual Report for FY 2023-24. |

**For and on behalf of the Board of
Gokul Agro Resources Limited**

Ankita Parmar

Company Secretary
Membership No. F12827

Date: 03rd August, 2024

Place: Ahmedabad

Registered Office:

Crown-3, Inspire Business Park,
Shantigram, Nr. Vaishnodevi Circle,
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