

**Ref: GARL/SEC/25-26/16**

**Date: August 13, 2025**

**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: Clarification Letter for clerical and typographical error in the Annexure D and Annexure E of the Outcome of Board meeting filed on August 12, 2025 pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

This is in continuation with the previous submission (Ref: GARL/SEC/25-26/15 dated August 12, 2025) w.r.t. the outcome of the board meeting held on August 12, 2025, we hereby submit revised **Annexure D** and **Annexure E** after correcting the inadvertent clerical/typographical error mentioned at point no 1 and point no 4 of the respective annexures. We inadvertently mentioned the Fair value of Rs. 303.56 per share instead of Rs. 304.70 per share.

We further inform you that except for the change(s) as mentioned above, all other information, as disclosed in our previous submission remains unchanged.

We request you to kindly take the above information on your record.

**Thanking You,**  
**Yours Faithfully,**

**For, Gokul Agro Resources Limited**

**Jaimish Govindbhai Patel**  
**Company Secretary and Compliance Officer**  
**Membership no.: A42244**

**Encl: As Above**

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for review of related party transaction by the Audit Committee is enclosed as under.

**Issue of Sweat Equity Shares to Kanubhai Jivatram Thakkar, Chairman and Managing Director**

Sr. No.	Particulars	Details
1.	<b>Type, material terms and particulars of the proposed transaction</b>	<p>The Sweat Equity Shares are issued to Mr. Kanubhai Jivatram Thakkar, Chairman and Managing Director in lieu of the value additions he has made in around 11 (Eleven) years and continue to make while in association with the Company, in one or more tranches as may be decided from time to time on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws. Thus, no consideration is being paid by Mr. Kanubhai Jivatram Thakkar.</p> <p>The 10,00,000 (Ten Lakhs) Sweat Equity Shares are issued at Rs. 304.70/- per share on the basis of valuation report dated August 12, 2025 received from Corporate Professionals Capital Private Limited, Merchant Banker, having SEBI registration number INM000011435.</p>
2.	<b>Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</b>	<p>Mr. Kanubhai Jivatram Thakkar is:</p> <ul style="list-style-type: none"> <li>• spouse of Mrs. Manjulaben Kanubhai Thakker (Promoter);</li> <li>• father of Mr. Jayesh Kanubhai Thakkar (Joint Managing Director &amp; Promoter) and Mr. Dipakkumar Kanubhai Thakkar (Executive Director &amp; Promoter); Mr. Nilesh Kanubhai Thakkar (Promoter) and Ms. Bhavna Dipakkumar Harwani (Promoter); and</li> <li>• Director of Ritika Infracon Private Limited (a Promoter group entity)</li> </ul> <p>Apart from the aforementioned relationships, he is not related to any other Promoter or Key Managerial Personnel of the Company.</p>

3.	<b>Tenure of the proposed transaction (particular tenure shall be specified)</b>	An allotment of 10,00,000 (Ten Lakhs) sweat equity shares will be made in two financial years, in tranches.  First tranche in 2025-2026 and second tranche in 2026-2027.  The shareholders resolution for issue of sweat equity shares shall be valid for a period of not more than twelve months from the date of passing of the resolution.
4.	<b>Value of the proposed transaction</b>	10,00,000 (Ten Lakhs Only) Equity Shares are being issued as Sweat Equity Shares at a fair value of Rs. 304.70 per share.
5.	<b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided.</b>	0.15%
6.	<b>Justification as to why the RPT is in the interest of the Company</b>	The Sweat Equity Shares are being issued to Mr. Kanubhai Jivatram Thakkar for his transformative contributions, exemplary leadership, Strategic vision, invaluable impact and the benefits derived, and to be derived, by the Company from the value additions made by him for around eleven years and continue to make while in association with the Company. So far Mr. Kanubhai Jivatram Thakkar has created value addition to the Company in following manner:

		<p>Mr. Kanubhai Jivatram Thakkar is successfully looking after and involving in Operation and Management, Strategic Development, and Implementation Management, Performance Review and Marketing Management, Planning and Risk Management. His function includes envisioning the Company's growth strategy and is responsible for the overall operations of the Company. He is the Promoter of the Company.</p> <p>He is the first generation leader who established the company not with an intention to make profit but to make a difference. He has long experience of more than four decades in the Edible Oil Industry. His decisions have immensely benefited the company and group as a whole. He is associated with the company since inception and the Company has gained from his visionary approach. Under his guidance and directions the Company has grown more than 6 times in terms of turnover and has grown more than 25 times in terms of profitability in last 10 years. He has deep exposure in Marketing, Production, Operation and Management, Strategic Development and Risk Management. He has in-depth knowledge of the core business of the Company i.e. edible / non edible oil.</p>
7.	<p><b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis</b></p>	Not Applicable
8.	<p><b>Any other information that may be relevant</b></p>	<p>The Sweat Equity Shares are issued to Mr. Kanubhai Jivatram Thakkar as non-cash consideration in recognition for his transformative contributions, exemplary leadership, Strategic vision, invaluable impact and the benefits derived, and to be derived, by the Company from the value additions made by him around eleven years and continue to make while in association with the Company. Thus, no consideration is being paid by Mr. Kanubhai Jivatram Thakkar.</p>

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for review of related party transaction by the Audit Committee is enclosed as under.

**Issue of Sweat Equity Shares to Jayesh Kanubhai Thakkar, Joint Managing Director**

Sr. No.	Particulars	Details
1.	<b>Type, material terms and particulars of the proposed transaction</b>	<p>The Sweat Equity Shares are issued to Mr. Jayesh Kanubhai Thakkar in lieu of the value additions he has made in around 10 (Ten) years and continue to make while in association with the Company, in one or more tranches as may be decided from time to time on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws. Thus, no consideration is being paid by Mr. Jayesh Kanubhai Thakkar.</p> <p>The 8,00,000 Sweat Equity Shares are issued at Rs. 304.70/- per share based on valuation report dated August 12, 2025 received from Corporate Professionals Capital Private Limited, Merchant Banker, having SEBI registration number INM000011435.</p>
2.	<b>Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</b>	<ul style="list-style-type: none"> <li>• Mr. Jayesh Kanubhai Thakkar is a son of Mr. Kanubhai Jivatram Thakkar (Chairman &amp; Managing Director &amp; Promoter) and Mrs. Manjulaben Kanubhai Thakkar (Promoter)</li> <li>• Brother of Mr. Dipakkumar Kanubhai Thakkar (Executive Director &amp; Promoter); Mr. Nilesh Kanubhai Thakkar (Promoter) and Ms. Bhavna Dipakkumar Harwani (Promoter);</li> <li>• Director of Ritika Infracon Private Limited (a Promoter group entity); and</li> <li>• Designated Partner of Jashodaben Commodities LLP (a Promoter group entity)</li> </ul>

3.	<b>Tenure of the proposed transaction (particular tenure shall be specified)</b>	<p>An allotment of 8,00,000 sweat equity shares will be made in two financial years, in tranches. First tranche in 2025-2026 and second tranche in 2026-2027.</p> <p>The shareholders resolution for issue of sweat equity shares shall be valid for a period of not more than twelve months from the date of passing of the resolution.</p>
4.	<b>Value of the proposed transaction</b>	8,00,000 (Eight Lakhs Only) Equity Shares are being issued as Sweat Equity Shares at a fair value of Rs. 304.70.
5.	<b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided.</b>	0.12%
6.	<b>Justification as to why the RPT is in the interest of the Company</b>	<p>The Sweat Equity Shares are being as in recognition of the exceptional value additions Mr. Jayesh Kanubhai Thakkar has consistently delivered during his distinguished ten years association with the Company, and in acknowledgment of the significant and forward-looking contributions he is poised to continue making:</p> <p>Mr. Jayesh Kanubhai Thakkar has played a pivotal role in driving the Company's growth through his function specific contributions, resulting in several key milestones. These include strategic capacity expansion initiatives, successful product diversification, and entry into new geographical markets. He has also been instrumental in securing regulatory approvals, both obtained and anticipated, for scaling operations.</p>

		<p>Mr. Jayesh Kanubhai Thakkar, aged 36, holds a degree in Mechanical Engineering from BITS Pilani, UAE, and a Master's in Management and Strategy from The London School of Economics and Political Science. He was a recipient of the Merit Scholarship for his B.E. (Hons.) in Mechanical Engineering from Birla Institute of Science &amp; Technology, UAE.</p> <p>With over a decade of experience in corporate planning and strategic development at Gokul Group, Mr. Jayesh has built extensive expertise across the value and supply chains of the edible oil industry. His comprehensive knowledge spans accounting, finance, compliance, and technical operations, and he remains committed to expanding the company's market share in the Indian edible oil sector. Throughout his 10+ years with the Company, Mr. Jayesh has played a pivotal role in driving its growth.</p>
7.	<b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis</b>	Not Applicable
8.	<b>Any other information that may be relevant</b>	The Sweat Equity Shares are issued to Mr. Jayesh Kanubhai Thakkar in lieu of the value additions he has made in around ten years and continue to make while in association with the Company, in one or more tranches as may be decided from time to time on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws. Thus, no consideration is being paid by Mr. Jayesh Kanubhai Thakkar.