



Ref No: GARL/SEC/25-26/19

Date: August 21, 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 : Notice of 11th 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 11th Annual General Meeting (AGM) scheduled to be held on **Friday, September 12, 2025, at 12:30 P.M. IST through video conference and other audio-visual means (VC)** of members of the Company for the financial year ended March 31, 2025.

The Notice of 11th 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

Jaimish Govindbhai Patel
Company Secretary and Compliance Officer
Mem No.: A42244

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

Plant(Karnataka): Survey No. 10/1P, 11/8P, 12/3P, 12/4P, Industrial Area, Baikampady, Mangaluru - 575011, Karnataka. Contact - +91 9879112106
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-india. m: 72270 37646

garl@gokulagro.com | www.gokulagro.com | CIN: L15142GJ2014PLC080010

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 is hereby given that the 11th (Eleventh) Annual General Meeting ("AGM") of the Members of **GOKUL AGRO RESOURCES LIMITED ("the Company")** will be held on **Friday, September 12, 2025 at 12:30 P.M.** (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESS:

1. Adoption of Annual Financial Statements:

- Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors (the "Board") and the Auditors thereon;
- Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon;

2. To Appoint a Director in place of Mr. Hiteshkumar Tarachnad Thakkar (DIN: 01813667), 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. Hiteshkumar Tarachand Thakkar, CEO and Whole Time Director (DIN: 01813667) 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."

3. Appointment of M/s Pipara & Co LLP, Chartered Accountants (ICAI Firm Registration No. 107929W/W100219) as Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and

Auditors) Rules, 2014, as amended from time to time, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s Pipara and Co LLP, Chartered Accountants (ICAI Firm Registration No. 107929W/W100219), as the Statutory Auditors of the Company to hold the office from the conclusion of this 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company, at an annual remuneration of ₹31 lakhs plus outlays and taxes as applicable from time to time, for the purpose of statutory audit of the Company's accounts, for FY 2025-26 with the power to the Board / Audit Committee to alter and vary the terms and conditions of their appointment, revision (including upward revision) in the remuneration during the remaining tenure of 4 (Four) years, including by reason of the necessity on account of conditions as may be stipulated by the authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors

"RESOLVED FURTHER THAT the Board of Directors or any other person(s) authorised by the Board of Directors in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in the regard to the implementation of the aforesaid Resolution, including but not limited to negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company."

SPECIAL BUSINESS:

4. Ratification of Remuneration of the Cost Auditors of the Company for the FY 2025-26.

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 any 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 thereof, for the time being in force), the remuneration of

₹65,000/- (Rupees Sixty Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, payable to M/s. Priyank Patel & Associates, Cost Accountants (Firm Registration Number: 103676), appointed by the Board to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, be and is hereby ratified and confirmed.

“RESOLVED FURTHER THAT the Board of Directors or any other person(s) authorised by 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.”

5. Appointment of M/s Chirag Shah and Associates as Secretarial Auditor of the Company.

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 Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including circulars issued thereunder and in accordance with Section 204 of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory amendment(s), modification(s) thereto or re-enactment(s) thereto), the Company be and hereby appoints M/s. Chirag Shah and Associates, Practicing Company Secretary (FRN: P2000GJ069200 and Peer review certificate number: 6543/2025), who have confirmed their eligibility as per requirements of Regulation 24A of the Listing Regulations, as the Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years i.e.; from FY2025-26 up to FY2029-30, to undertake secretarial audit as required under the Act and Listing Regulations and issue the necessary secretarial audit report for the aforesaid period.”

“RESOLVED FURTHER THAT the Board of Directors or any other person(s) authorised by the Board of Directors be and are hereby severally authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Secretarial Auditor and to do all other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

6. To approve the issue of sweat equity shares to Mr. Kanubhai Jivatram Thakkar, (DIN: 00315616), Chairman & Managing Director, being promoter of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 54

and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 8 of the Companies (Share Capital and Debenture) Rules, 2014 and other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by Government of India (“GOI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and any other prevailing statutory Guidelines/Circulars and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”), and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, and based on the recommendations and approval by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted by the Board or hereinafter constitute to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 10,00,000 (Ten Lakhs Only) Equity Shares for non-cash consideration as Sweat Equity Shares having face value of ₹2/- each (Rupee Two Only) at a Fair Market Value of ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) to Mr. Kanubhai Jivatram Thakkar, Chairman & Managing Director of the Company (DIN: 00315616) being the promoter of the Company, based on the Valuation Report dated August 12, 2025 received from Corporate Professionals Capital Private Limited, Merchant Banker, having SEBI registration number INM000011435 in recognition of his exemplary leadership, strategic vision, and the benefits derived, and to be derived, by the Company from the value additions made by him over the past eleven years, and which he continues to contribute during his ongoing association with the Company, such issuance to be made in

one or more tranches as may be decided from time to time on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable provisions, if any and Regulation 17(6)(e) of Listing Regulations and subject to such other approval(s)/ permission(s), if any as may be required, the prerequisites arising consequent to the allotment of above referred sweat equity shares to Mr. Kanubhai Jivatram Thakkar, Chairman & Managing Director of the Company (DIN: 00315616), in addition to the remuneration payable to him as per the shareholders resolution passed by the members of the Company at their Annual General Meeting held on September 25, 2023, be and is hereby approved.”

“RESOLVED FURTHER THAT save and except as aforesaid, all other terms and conditions as approved by the members of the Company at their Annual General Meeting held on September 25, 2023 for the re-appointment of Mr. Kanubhai Jivatram Thakkar as Chairman & Managing Director of the Company shall continue to remain in full force and effect.”

“RESOLVED FURTHER THAT the Sweat Equity Shares to be issued and allotted by the Company shall rank pari-passu in all respects, including dividends, with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Sweat Equity Shares to be issued and allotted shall be under lock-in for such period as may be prescribed under SEBI (SBEB Regulations) and SEBI (ICDR) Regulations to the extent applicable.”

“RESOLVED FURTHER THAT in the event of any corporate actions such as rights issues, bonus issues, mergers, sale of divisions or any other similar events appropriate and fair adjustments shall be made to the number of sweat equity shares to be issued and allotted based on the valuation report dated August 12 2025 provided by Corporate Professionals Capital Private Limited a SEBI-registered Merchant Banker having registration number INM000011435 and that in case the equity shares of the Company are either sub-divided or consolidated the number of sweat equity shares to be issued or allotted and the Fair Market Value of ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) as stated above shall automatically stand augmented or reduced as the case may be in the same proportion as the present face value of ₹2 per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation without any change in the valuation of the

sweat equity shares as per the above.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary including authorizing the Nomination and Remuneration Committee or any other person to appoint Advisors, Consultants or Representatives for the issue and allotment of the Sweat Equity Shares to Mr. Kanubhai Jivatram Thakkar, Chairman & Managing Director of the Company (DIN: 00315616), without any form of further reference, confirmation, approvals or sanctions from Members of the Company, to the extent permissible by Listing Regulations and other relevant regulations in force, Companies Act 2013 (including any modifications, amendment and reenactment thereof) the Memorandum and Articles of Association of the Company and any other applicable laws.”

“RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable, proper or expedient for the allotment of the Sweat Equity Shares to Mr. Kanubhai Jivatram Thakkar, Chairman & Managing Director of the Company (DIN: 00315616), including application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary, for the purpose of giving effect to this resolution, and for matters connected therewith or incidental thereto.”

7. To approve the issue of sweat equity shares to Mr. Jayesh Kanubhai Thakkar, Joint Managing Director (DIN-03050068) of the company, belonging to Promoter Group of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 54 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 8 of the Companies (Share Capital and Debenture) Rules, 2014 and other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”),

relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by Government of India ("GOI"), the Registrar of Companies (the "ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and any other prevailing statutory Guidelines/Circulars and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, and based on the recommendations and approval by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted by the Board or hereinafter constitute to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 8,00,000 (Eight lakhs) Equity Shares for non-cash consideration as Sweat Equity Shares having face value of ₹2/- each (Rupee Two Only) at a Fair Market Value of ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) to Mr. Jayesh Kanubhai Thakkar, Joint Managing Director of the Company (DIN: 03050068) belonging to the promoter of the Company, based on the Valuation Report dated August 12, 2025 received from Corporate Professionals Capital Private Limited, Merchant Banker, having SEBI registration number INM000011435, in lieu of the value additions he has made in around ten years and continue to make while in association with the Company such issuance to be made in one or more tranches as may be decided from time to time on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable provisions, if any and Regulation 17(6)(e) of Listing Regulations and subject to such other approval(s)/ permission(s), if any as may be required, the prerequisites arising consequent to the allotment of above referred sweat equity shares to Mr. Jayesh

Kanubhai Thakkar, Joint Managing Director of the Company (DIN: 03050068), in addition to the remuneration payable to him as per the shareholders resolution passed by the members of the Company at their Annual General Meeting held on September 25, 2023, be and is hereby approved."

"RESOLVED FURTHER THAT save and except as aforesaid, all other terms and conditions as approved by the members of the Company at their Annual General Meeting held on September 30, 2022 for the re-appointment of Mr. Jayesh Kanubhai Thakkar as Joint Managing Director of the Company and subsequent approval of the members of the Company at their Annual General Meeting held on September 25, 2023 for revision in remuneration of Mr. Jayesh Kanubhai Thakkar shall continue to remain in full force and effect."

"RESOLVED FURTHER THAT the Sweat Equity Shares to be issued and allotted by the Company shall rank pari-passu in all respects, including dividends, with the existing equity shares of the Company."

"RESOLVED FURTHER THAT the Sweat Equity Shares to be issued and allotted shall be under lock-in for such period as may be prescribed under SEBI (SBE) Regulations and SEBI (ICDR) Regulations to the extent applicable."

"RESOLVED FURTHER THAT in the event of any corporate actions such as rights issues, bonus issues, mergers, sale of divisions or any other similar events appropriate and fair adjustments shall be made to the number of sweat equity shares to be issued and allotted based on the valuation report dated August 12 2025 provided by Corporate Professionals Capital Private Limited a SEBI-registered Merchant Banker having registration number INM000011435 and that in case the equity shares of the Company are either sub-divided or consolidated the number of sweat equity shares to be issued or allotted and the Fair Market Value of ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) as stated above shall automatically stand augmented or reduced as the case may be in the same proportion as the present face value of ₹2 per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation without any change in the valuation of the sweat equity shares as per the above."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary including authorizing the Nomination and Remuneration Committee or any other person to appoint Advisors, Consultants or Representatives for the issue and allotment of the Sweat Equity Shares to Mr. Jayesh Kanubhai Thakkar, Joint Managing Director of the Company (DIN: 03050068), without any form of further reference, confirmation, approvals or sanctions

from Members of the Company, to the extent permissible by Listing Regulations and other relevant regulations in force, Companies Act 2013 (including any modifications, amendment and reenactment thereof) the Memorandum and Articles of Association of the Company and any other applicable laws.”

“RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable, proper or expedient for the allotment of the Sweat Equity Shares to Mr. Jayesh Kanubhai Thakkar, Joint Managing Director of the Company (DIN: 03050068), including application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary, for the purpose of giving effect to this resolution, and for matters connected therewith or incidental thereto.”

8. To Approve Revision in Remuneration of Mr. Hiteshkumar Tarachand Thakkar, Chief Executive Officer and Whole Time Director (DIN: 01813667) of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in furtherance of the resolution passed at the Annual General Meeting held on September 25, 2023 and on the basis of the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to increase the remuneration of Mr. Hiteshkumar Tarachand Thakkar, Chief Executive Officer and Whole Time Director (DIN: 01813667) up to ₹17,00,000/- (Seventeen lakhs) per month (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 3 years effective from April 1, 2025 upto March 31, 2028 on such terms and conditions as may be agreed to between the Board of Directors and Mr. Hiteshkumar Tarachand Thakkar with liberty

and authority to the Board of Directors to alter and vary the terms and conditions of the said remuneration from time to time and notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Hiteshkumar Tarachand Thakkar for the period effective from April 1, 2025 upto March 31, 2028, may exceed ₹5 Crore (Rupees Five Crore Only) or 2.5% of the net profits, whichever is higher or the aggregate annual remuneration of all Executive Directors taken together may exceed 5% of the Net Profits of the Company in any financial year, in terms of the provisions of Regulation 17(6)(e) of the Listing Regulations.”

“RESOLVED FURTHER THAT in the event the Company does not have profits or the profit of the Company is inadequate in any financial year starting from April 1, 2025 upto March 31, 2028, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Hiteshkumar Tarachand Thakkar as Chief Executive Officer and Whole Time Director, passed at 9th Annual General Meeting held on September 25, 2023 shall continue to remain in full force and effect.”

“RESOLVED FURTHER THAT the Board of Directors or any other person authorised by the Board of Directors be and are hereby severally authorized, to do all such acts, deeds and things as may be required to give effect to the above, including execution of the Agreement and to any other documents, if required, in accordance with its Articles of Association.”

9. Approval of ‘Gokul -Employee Stock Option Plan – 2025’ (“ESOP Plan 2025”)

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time

to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board may constitute to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or benefit of such person(s) who are in permanent employment of the Company, whether working in India or out of India, including any Director of the Company, whether whole time or otherwise, options exercisable into not more than 28,00,000 (Twenty Eight lakhs only) equity shares of face value ₹2/- each of the Company, under 'Gokul -Employee Stock Option Plan 2025' ("**ESOP Plan 2025**"), in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, for the purpose of making a fair and reasonable adjustment, the number of options to be granted and / or the exercise price payable under the ESOP Plan 2025 shall be appropriately adjusted, without affecting any other rights or obligations under the Schemes."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of options or shares to be granted / issued / allotted and the price of acquisition payable by the option grantees under the Schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹2/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the employee stock option Schemes and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby

authorized to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, the Memorandum and Articles of Association of the Company and any other applicable laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things as it may at its absolute discretion, deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP Plan 2025 or desirable for issue, offer, allocate, allot and utilize proceeds and to make modifications, changes, variations, alterations, revisions in the terms and conditions of the ESOP Plan 2025 in accordance with any regulations or guidelines that may be issued from time to time by the appropriate authority unless such variation(s) modification(s) or alteration(s) is detrimental to the interest of Eligible Employees including but not limited to amendments with respect to the vesting period, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the plan without any form of further reference, confirmation, approvals or sanctions from Members of the Company, to the extent permissible by SBEB Regulations and other relevant regulations in force, Companies Act 2013 (including any modifications, amendment and reenactment thereof) the Memorandum and Articles of Association of the Company and any other applicable laws."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose and with the power on behalf of Company to settle all questions, difficulties, doubts that may arise in this regard at any stage including at the time of Listing of Securities without being required to seek any further consent or approval of members of the company."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP Plan 2025."

10. Approval of 'Gokul -Employee Stock Option Plan – 2025' ("ESOP Plan 2025**") For the Eligible Employees of the Subsidiary Company(ies) 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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, which the Board may constitute to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of ‘Gokul - Employee Stock Option Plan 2025’ (“ESOP Plan 2025”) of the Company as proposed in the Resolution No. 9 in this Notice to such person(s) who are in permanent employment, whether working in India or out of India, including any Director, whether whole time or otherwise, of any present or future Subsidiary Company(ies) of the Company, on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority.”

11. Sub-division of Equity Shares of the Company

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 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), including the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) as amended from time to time, to the extent applicable (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), and pursuant to Article 55(d) of the Article of Association of the Company and subject to such permissions, consents and approvals, if any, required from the concerned statutory authorities as may be required in this respect and based on the recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for sub-division

of equity shares of the Company, such that 1 (One) equity share having face value of ₹2/- (Rupees Two Only) each, fully paid-up, be sub-divided into 2 (Two) equity shares having face value of Re. 1/- (Rupee One Only) each, fully paid-up, ranking pari-passu with each other in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any committee constituted / to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution).”

“RESOLVED FURTHER THAT pursuant to the sub-division of equity shares as aforesaid and with effect from the Record Date:

- a) the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of ₹2/- (Rupees Two Only) each, fully paid up, shall be deemed to have been cancelled and be of no effect and that the Board/Company’s Registrar and Share Transfer Agents (“RTA”), without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s) or letter of confirmation(s) in lieu of existing share certificate(s) in compliance with the applicable laws/ guidelines in this regard; and
- b) the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).”

“RESOLVED FURTHER THAT the sub-division of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub- division of equity shares without requiring the Board or any Committee thereof to secure any further consent or approval of the Members of the Company to that end and intend that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the

authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all Members and other interested persons and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board or any Committee thereof in this regard.”

12. Alteration of Capital Clause of the Memorandum of Association of the Company

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 Sections 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals as may be necessary, approval of the Members of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and insert the following new Clause V.”

“The Authorised Share Capital of the Company is ₹80,00,00,000/- (Rupees Eighty Crores Only) divided into 80,00,00,000/- (Eighty Crores) Equity Shares of ₹1/- (Rupees One Only) each.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members.”

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular no. 20/2020 dated May 5, 2020 read with circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively (collectively referred to as “MCA Circulars”) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. The Registered Office of the Company

shall be deemed to be the venue for the AGM. MCA had vide circular no. 09/2024 dated September 19, 2024 has allowed the Companies whose AGM are due to be held in the year 2025, to conduct their AGMs on or before September 30, 2025 in accordance with the requirement provided in this Circular. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The detailed procedure for participation in the meeting through VC / OAVM is as per Note no.23 and is also available at the Company’s website www.gokulagro.com.

2. Pursuant to MCA Circular no. 14/2020 dated April 8, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorised Representatives by uploading a duly certified copy of the board resolution authorising their representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
3. 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.
4. The Members can join the AGM through VC / OAVM mode 30 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 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. All the members of the Company are encouraged to attend and vote at the AGM through VC / OAVM.
5. The Explanatory Statement pursuant to Section 102(1) and (2) of the Act in respect of Item no. 3 and Special Business i.e. Item No. 4 to 12 is annexed hereto. Further as required in terms of Secretarial Standard - 2 and Listing Regulations, the information (including profile and expertise in specific functional areas) pertaining to Director recommended for appointment / re-appointment in the AGM are provided at **Annexure A.**
6. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section

170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode upto the date of AGM and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send the e-mail to compliances@gokulagro.com.

7. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through National Securities Depository Limited ("NSDL") in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL. Members of the Company holding shares as on the cut-off date i.e. September 5, 2025, may cast their vote either by remote e-voting or e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The information with respect to voting process and other instructions regarding e-voting are detailed in Note no. 19

8. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Notice of the AGM along with the Integrated Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / DPs. Further, a letter providing a weblink for accessing the Notice of the AGM and Integrated Annual Report will be sent to those shareholders who have not registered their email addresses.

Any Member desirous of obtaining physical copy of the Notice of the AGM along with the Integrated Annual Report may send a request to the Company at compliances@gokulagro.com mentioning their name, demat account number / folio number, email id and mobile number.

Members may note that the Notice of 11th AGM and the Integrated Annual Report of the Company for the year ended March 31, 2025 have been uploaded on the Company's website www.gokulagro.com and may be accessed by the members and will also be available on the website 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 on the website of NSDL at www.evoting.nsdl.com.

9. CS Chirag Shah, Partner, M/s Chirag Shah & Associates (Membership No. FCS: 5545; CP No: 3498), and failing him CS Raimeen Maradiya, Partner, M/s Chirag Shah & Associates

(Membership No. FCS: 11283; CP No: 17554) has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process on the date of AGM in a fair and transparent manner.

10. The Scrutiniser shall submit a consolidated Scrutiniser's Report (votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting. The result declared along with the consolidated Scrutiniser's Report shall be simultaneously placed on the Company's website www.gokulagro.com and on the website of NSDL and communicated to the BSE Limited and National Stock Exchange of India Limited.
11. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
12. Members seeking any information or clarification on the accounts or any other matter to be placed at AGM are requested to send written queries to the Company on compliances@gokulagro.com at least 7 days before the date of the meeting to enable the management to respond appropriately.
13. Regulation 40 of the Listing Regulations, as amended, mandates that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. Members holding the shares in physical form are requested to dematerialise their holdings at the earliest as it will not be possible to transfer shares held in physical mode.

Further SEBI vide its master circular no SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that listed companies shall issue the securities in dematerialised form only, in order to enhance ease of dealing in securities markets by investors, for transactions including Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition of shares.

Dematerialisation would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialised their shares to get their shares dematerialised at the earliest.

14. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be.

Members are requested to submit the said details to their respective DPs, in case the shares are held by them in dematerialised form and to the Company/RTA in case the shares are held by them in physical form.

15. SEBI has mandated the submission of PAN (duly linked with Aadhar), KYC details and nomination by holders of physical securities vide master circular no SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024. Members are requested to submit their PAN, KYC and nomination details to the Company's RTA.

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

16. Process for those Members whose email ids are not registered with the Depositories or the Company for obtaining login credentials for e-voting:
- Members holding shares in physical form may request for the same along with providing necessary details like Folio No., Name of Member, self-attested scan copy of PAN Card and Aadhar Card by email to compliances@gokulagro.com.
 - Members holding shares in demat form may request for the same along with providing Demat account details (CDSL-16 digit beneficiary ID or NSDL - 8 character DPID + 8 character Client ID), Name of Member, client master or copy of Consolidated Account statement, self-attested scan copy of PAN Card and Aadhar Card by email to compliances@gokulagro.com.
17. Process for updation of email ids / mobile no of the members whose email ids / mobile no. are not registered with the Company or Depositories

- Members holding shares in physical form - Update your email id and mobile no by providing Form ISR-1 and ISR-2 available on the website of the Company / RTA.
- Members holding shares in demat form – Update your email id & mobile no. with your respective Depository Participant (DP); for individual members holding shares in demat form, updation of email id & mobile no. is mandatory for e-voting and joining virtual meetings through depositories.

18. Since the AGM will be held through VC / OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to the Notice.

19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, September 9, 2025 at 9:00 A.M. and ends on Thursday, September 11, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 5, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 5, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

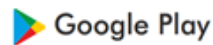
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below:

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 an 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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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

<ol style="list-style-type: none"> a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. c) How to retrieve your 'initial password'? <ol style="list-style-type: none"> (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. (ii) If your email ID is not registered, please follow steps mentioned below in process for those 	<p style="text-align: center;">shareholders whose email ids are not registered.</p> <ol style="list-style-type: none"> 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: <ol style="list-style-type: none"> a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button

9. After you click on the "Login" button, Home page of e-Voting will open

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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 signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@chiragshahassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual

for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Matre at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 compliances@gokulagro.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliances@gokulagro.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the

day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliances@gokulagro.com. The same will be replied by the company suitably.
6. Those Members who want to register themselves as Speaker must intimate 7 days before the day of meeting at compliances@gokulagro.com. Those members who have registered themselves as a speaker will only be allowed to express their views /ask questions during the AGM. The Company reserves the rights to restrict the number of speakers depending on availability of time for the AGM.

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

Jaimish Govindbhai Patel

Company Secretary & Compliance Officer
M. No.- A42244

Date: August 12, 2025

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 671233500/501

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3: Appointment of M/s Pipara & Co LLP, Chartered Accountants (ICAI Firm Registration No. 107929W/W100219) as Statutory Auditors

M/s Suruna Maloo and Co., Chartered Accountants, Ahmedabad, (ICAI Firm Registration No. 112171W) were reappointed as the Statutory Auditors of the Company at the 6th Annual General Meeting (AGM) of the Company held on September 7, 2020 for a Second term of five years to hold office till the conclusion of this AGM. M/s Suruna Maloo and Co. have been the Auditors of the Company since financial year 2014-15.

As per the provisions of Section 139 of the Act, no listed Company can appoint or reappoint an audit firm as statutory auditors for more than two terms of five consecutive years. In view of the above, M/s Suruna Maloo and Co. can continue as the Statutory Auditors of the Company only up to the conclusion of this Annual General Meeting ('AGM'), having completed their term as per the provisions of Section 139 of the Act.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on August 12, 2025, proposed the appointment of M/s Pipara & Co LLP (ICAI Firm Registration No. 107929W/W100219) as the Statutory Auditors of the Company for First term of a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the 16th AGM to be held in the year 2030.

M/s Pipara & Co LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

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

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

Item No. 4: Ratification of Remuneration of the Cost Auditors of the Company for the Financial Year 2025-26

The Board, at its meeting held on May 20, 2025, based on recommendation of the Audit Committee, has unanimously approved the appointment and remuneration of M/s. Priyank Patel & Co., Cost Accountants (Firm Registration Number: 103676), Ahmedabad as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of ₹65000/- (Rupees Sixty Five Thousand only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148(3) of the Act read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the

members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

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

The Board recommends Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5: Appointment of M/s Chirag Shah and Associates as Secretarial Auditor of the Company.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 ("Listing Regulations"), on the basis of recommendation of Board of Directors, the Company shall appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders in Annual General Meeting ("AGM").

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Chirag Shah & Associates ("CSA"), Company Secretaries in Practice, (FRN: P2000GJ069200 and Peer review certificate number: 6543/2025), as the Secretarial Auditors of the Company for a period of five consecutive financial years from 2025-26 to 2029-30. The appointment is subject to shareholders' approval at this AGM. While recommending CSA for appointment, the Audit Committee and the Board, based on past audit experience of the audit firm particularly in auditing large companies, valued various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the various business segments, the clientele it serves, and its technical expertise.

Pursuant to Regulation 36(5) of Listing Regulations as amended, the credentials and terms of appointment of CSA are as under:

Profile: CSA stands as one of the premier firm of practicing Company Secretaries, boasting over 25 years of excellence in compliance and governance. The firm's broad and comprehensive practice areas reflect its deep expertise across various domains, including corporate laws, capital market transactions, listing compliances, due diligence, and compliance & governance audits. This extensive knowledge enables CSA to be a trusted partner for businesses navigating intricate legal and regulatory landscapes. Dedicated to excellence and a client-centric philosophy, CSA offers tailored solutions within these diverse practice areas, ensuring clients achieve their business goals efficiently and effectively.

Terms of appointment: CSA is proposed to be appointed for a term of five (5) consecutive years, to conduct the Secretarial Audit of five consecutive financial years from 2025-26 to 2029-30.

The proposed fees payable to CSA is INR 1 lakh per annum. The said fees shall exclude GST, certification fees, applicable taxes, reimbursements and other outlays. The Audit Committee / Board is proposed to be authorised to revise the fee, from time to time.

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

The Board recommends Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6: To approve the issue of sweat equity shares to Mr. Kanubhai Jivatram Thakkar, (DIN: 00315616), Chairman & Managing Director, being promoter of the Company

It is hereby informed to the members of the Company that considering the transformative contributions, exemplary leadership, Strategic Vision, invaluable impact along with the benefits derived, and to be derived by the Company from the value additions made by Mr. Kanubhai Jivatram Thakkar, Chairman & Managing Director (DIN- 00315616), being Promoter of the Company, and based on the recommendations and approvals given by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company in their meeting held on August 12, 2025 has approved to create, offer, issue and allot upto 10,00,000 (Ten Lakhs) Equity Shares for non-cash consideration as Sweat Equity Shares having face value of ₹2/- each (Rupee Two Only) at Fair Market Value of ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) to Mr. Kanubhai Jivatram Thakkar, Chairman & Managing Director and Promoter of 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 may decide in accordance with the provisions of the applicable laws.

The members are informed that, the quantum of perquisites arising consequent to the allotment of 10,00,000 (Ten Lakhs) Sweat Equity Shares in one or more tranches to Mr. Kanubhai Jivatram Thakkar shall deemed to be part of overall remuneration payable to him during his tenure as approved by the members at the Annual General Meeting Held on September 25, 2023. Consequently, the total remuneration, including the value of these Sweat Equity Shares, will exceed the limits prescribed under Sections 197 and 198 read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of Listing Regulations.

In accordance with the provisions of the Companies Act, 2013 read with the applicable rules made thereunder, and the relevant provisions of Chapter IV of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)

Regulations, 2021 as well as the Articles of Association of the Company, the approval of the members by way of a Special Resolution is required for the issuance and allotment of sweat equity shares to Mr. Kanubhai Jivatram Thakkar. Accordingly, the Board recommends the proposed resolution for the approval of the members by way of Special Resolution.

A. Disclosures in accordance with Regulation 32 read with Schedule II of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as follows:

1. Total no. of shares to be issued as sweat equity:

10,00,000 (Ten Lakhs)

2. The Current Market Price of the Shares of the Company:

The Fair Market Value is ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only). Further, the current market closing price at NSE (having Highest Trading Volume) on August 12, 2025, is ₹314.10/- Per Share.

3. The value of Know-how or intellectual property rights or value addition to be received from the employee or director along with the valuation report / basis of valuation:

The value additions amounting to ₹30,47,00,000/- (Thirty Crores Forty Seven Lakhs Only) for which sweat equity shares are being issued to Mr. Kanubhai Jivatram Thakkar, is determined as per the valuation report dated August 12, 2025 received from Corporate Professionals Capital Private Limited, Merchant Banker, having SEBI registration number INM000011435 be and is hereby taken on record.

4. The names of the employees or directors or promoters to whom the sweat equity shares shall be issued and their relationship with the company:

Mr. Kanubhai Jivatram Thakkar is a Chairman & Managing Director of the Company. He is associated with the Company since incorporation. He is the Promoter of the Company.

5. The consideration to be paid for the sweat equity:

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.

6. The price at which the sweat equity shares shall be issued:

The Sweat Equity Shares shall be issued at the Fair Market Value of ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) by way of non-cash consideration in lieu of the value additions by Mr. Kanubhai Jivatram Thakkar, Chairman & Managing Director (DIN: 00315616), and Promoter of the Company.

7. Ceiling on managerial remuneration, if any, which will be affected by issuance of such sweat equity:

The value of perquisites arising from the allotment of 10,00,000 (Ten Lakhs) Sweat Equity Shares will be expensed out from the profit and loss account as provided in the relevant accounting standards and shall be deemed to form part of the overall remuneration payable to Mr. Kanubhai Jivatram Thakkar during the financial year 2025-26 and 2026-27, and the same shall exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of Listing Regulations. Accordingly, the approval of the shareholders is being sought under Item No. 6 of this Notice. Further, all necessary disclosures in this regard have been provided in the explanatory statement accompanying to the notice.

8. A statement to the effect that the company shall conform to the accounting policies as specified by the Board

The Company hereby confirms that the Company shall adhere to the accounting policies as specified by the SEBI and/or applicable accounting standards from time to time, in respect of the treatment and disclosure of the proposed Sweat Equity issue.

9. Diluted Earnings Per Share pursuant to the issue of securities to be calculated in accordance with Accounting Standards specified by the Central Government (Based on the Financial Statement of March 31, 2025):

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of March 31, 2025) is ₹13.61.

B. The details pursuant to Section 54 of the Companies Act, 2013 and Rules 8 of the Companies (Share Capital and Debenture) Rules, 2014 are as below:

1. The date of the Board meeting at which the proposal for issue of sweat equity shares was approved:

August 12, 2025

2. The reasons or justification for the issue:

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:

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.

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.

3. The class of shares under which sweat equity shares are intended to be issued:

Equity Shares.

4. The total number of shares to be issued as sweat equity:

10,00,000 (Ten Lakhs) number of Equity Shares.

5. The class or classes of directors or employees to whom such equity shares are to be issued:

Chairman & Managing Director of the Company who is Promoter of the Company.

6. The principal terms and conditions on which sweat equity shares are to be issued, including basis of valuation:

- **Quantum:** 10,00,000 (Ten Lakhs) Equity Shares are being issued as Sweat Equity Shares.

- **Lock-in:** The Sweat Equity Shares to be issued and allotted shall be under lock-in for such period as may be prescribed under SEBI (SBEB) Regulations and SEBI (ICDR) Regulations to the extent applicable.
- **Gist of Valuation:** The Sweat equity shares are issued at Fair Market Value of ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) on the basis of valuation report dated August 12, 2025 received from Corporate Professionals Capital Private Limited, Merchant Banker, having SEBI registration number INM000011435. The value additions for which the

shares are being issued have been determined using the Discounted Cash Flow method under the Income Approach.

- **Pari Passu:** The Sweat Equity Shares to be issued and allotted by the Company shall rank pari-passu in all respects, including dividends, with the existing equity shares of the Company.

7. The time period of association of such person with the company:

Mr. Kanubhai Jivatram Thakkar is associated with the Company since inception (2014).

8. The names of the directors or employees to whom the sweat equity shares will be issued and their relationship with the promoter or/and Key Managerial Personnel:

Name of the Director	Designation	Relationship with promoter or /and Key Managerial Personnel*
Mr. Kanubhai Jivatram Thakkar	Chairman & Managing Director	Mr. Kanubhai Jivatram Thakkar is: <ul style="list-style-type: none"> • a spouse of Mrs. Manjulaben Kanubhai Thakker (Promoter); • a father of Mr. Jayesh Kanubhai Thakkar (Joint Managing Director & Promoter) and Mr. Dipakkumar Kanubhai Thakkar (Executive Director & Promoter); Mr. Nilesh Kanubhai Thakkar (Promoter) and Ms. Bhavna Dipakkumar Harwani (Promoter); and • a Director of Ritika Infracon Private Limited (a Promoter group entity) <p>Apart from the aforementioned relationships, he is not related to any other Promoter or Key Managerial Personnel of the Company.</p>

*Note: in the above table promoter includes person / entities forming part of promoter group

9. The price at which the sweat equity shares are proposed to be issued:

The Sweat Equity Shares are issued at ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) on the basis of valuation report dated August 12, 2025 received from Corporate Professionals Capital Private Limited, Merchant Banker, having SEBI registration number INM000011435.

10. The consideration including consideration other than cash, if any to be received for the sweat equity:

The Sweat Equity Shares are issued to Mr. Kanubhai Jivatram Thakkar in lieu of the value additions he has made in around 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.

11. The ceiling on managerial remuneration, if any, be breached by issuance of such sweat equity and how it is proposed to be dealt with:

The details have been referred in point 7 in part A of the Explanatory Statement of agenda item no 6.

12. A statement to the effect that the company shall conform to the applicable accounting standards:

The Company shall conform to the applicable accounting standards.

13. Diluted Earnings per Share pursuant to the issue of sweat equity shares, calculated in accordance with the applicable accounting standards:

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of March 31, 2025) is ₹13.61.

In terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013 the Company is required to obtain approval of the members by way of special resolution as for payment of remuneration to Managerial Personnel in case of no profit/ inadequacy of profit.

Accordingly, the statement containing additional information as per item (iv) of third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is attached as **Annexure B** to this Notice.

Other than Mr. Kanubhai Jivatram Thakkar (Chairman and Managing Director); Mr. Jayesh Kanubhai Thakkar, (Joint Managing Director); and Mr. Dipakkumar Kanubhai Thakkar (Executive Director); none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Item No. 7: To approve the issue of sweat equity shares to Mr. Jayesh Kanubhai Thakkar, Joint Managing Director (DIN-03050068) of the company, belonging to Promoter Group of the Company

It is hereby informed to the members of the Company that in recognition of the exceptional value that Jayesh Kanubhai Thakkar, Joint Managing Director (DIN: 03050068), belonging to the Promoter Group of the Company has consistently brought to the Company during his distinguished ten years association, and in acknowledgment of the significant and forward-looking contributions he is expected to continue making, based on the recommendations and approvals given by the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors of the Company in their meeting held on August 12, 2025 has approved to create, offer, issue and allot upto 8,00,000 (Eight Lakhs) Equity Shares for non-cash consideration as Sweat Equity Shares having face value of ₹2/- each (Rupee Two Only) at a Fair Market Value of ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) to Mr. Jayesh Kanubhai Thakkar, Joint Managing Director who is belonging to Promoter Group of 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.

The members are informed that, the quantum of perquisites arising consequent to the allotment of 8,00,000 (Eight Lakhs) Sweat Equity Shares in one or more tranches to Mr. Jayesh Kanubhai Thakkar shall deemed to be part of overall remuneration payable to him during his tenure as approved by the members at the Annual General Meeting Held on September 25, 2023. Consequently, the total remuneration, including the value of these Sweat Equity Shares, will exceed the limits prescribed under Sections 197 and 198 read with Schedule V of the Companies Act, 2013 and Regulation 17(6) (e) of Listing Regulations.

In accordance with the provisions of the Companies Act, 2013 read with the applicable rules made thereunder, and the relevant provisions of Chapter IV of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as well as the Articles of Association of the Company, the approval of the members by way of a Special Resolution is required for the issuance and allotment of sweat equity shares to Mr. Jayesh Kanubhai Thakkar. Accordingly, the Board recommends the proposed resolution for the approval of the members by way of Special Resolution.

A. Disclosures in accordance with Regulation 32 read with Schedule II of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as follows:

1. Total no. of shares to be issued as sweat equity:

8,00,000 (Eight Lakhs)

2. The Current Market Price of the Shares of the Company:

The Fair Market Value is ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only). Further, the current market closing price at NSE (having Highest Trading Volume) on August 12, 2025, is ₹314.10/- Per Share.

3. The value of Know-how or intellectual property rights or value addition to be received from the employee or director along with the valuation report / basis of valuation:

The value additions amounting to ₹24,37,60,000 (Rupees. Twenty Four Crore Thirty Seven Lakhs Sixty Thousand only) for which sweat equity shares are being issued to Mr. Jayesh Kanubhai Thakkar, is determined as per the valuation report dated August 12, 2025 received from Corporate Professionals Capital Private Limited, Merchant Banker, having SEBI registration number INM000011435 be and is hereby taken on record.

4. The names of the employees or directors or promoters to whom the sweat equity shares shall be issued and their relationship with the company:

Mr. Jayesh Kanubhai Thakkar is a Joint Managing Director of the Company. He is associated with the Company for more than ten years. He is part of the Promoter Group of the Company.

5. The consideration to be paid for the sweat equity:

The Sweat Equity Shares are issued to Mr. Jayesh Kanubhai Thakkar as non-cash consideration in recognition of the exceptional value additions he has consistently delivered during his distinguished ten year

association with the Company, and in acknowledgment of the significant and forward-looking contributions he is expected to continue making in the future. Thus, no consideration is being paid by Mr. Jayesh Kanubhai Thakkar.

6. The price at which the sweat equity shares shall be issued:

The Sweat Equity Shares shall be issued at the Fair Market Value of ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) by way of noncash consideration in lieu of the value additions by Mr. Jayesh Kanubhai Thakkar, Joint Managing Director (DIN: 03050068), belonging to the Promoter Group of the Company.

7. Ceiling on managerial remuneration, if any, which will be affected by issuance of such sweat equity:

The value of perquisites arising from the allotment of 8,00,000 (Eight Lakhs) Sweat Equity Shares will be expensed out from the profit and loss account as provided in the relevant accounting standards and shall be deemed to form part of the overall remuneration payable to Mr. Jayesh Kanubhai Thakkar, during the financial year 2025-26 and 2026-27 and the same shall exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of Listing Regulations. Accordingly, the approval of the shareholders is being sought under Item No. 7 of this Notice. Further, all necessary disclosures in this regard have been provided in the explanatory statement accompanying to the notice.

8. A statement to the effect that the Company shall conform to the applicable accounting standards:

The Company hereby confirms that the Company shall adhere to the accounting policies as specified by the SEBI and/or applicable accounting standards from time to time, in respect of the treatment and disclosure of the proposed Sweat Equity issue.

9. Diluted Earnings Per Share pursuant to the issue of securities to be calculated in accordance with Accounting Standards / standards specified by the Central Government (Based on the Financial Statement of March 31, 2025):

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of March 31, 2025) is ₹13.61/-.

B. The details pursuant to Section 54 of the Companies Act, 2013 and Rules 8 of the Companies (Share Capital and Debenture) Rules, 2014 are as below:

1. The date of the Board meeting at which the proposal for issue of sweat equity shares was approved:

August 12, 2025

2. The reasons or justification for the issue:

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:

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.

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 & Technology, UAE. 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.

3. The class of shares under which sweat equity shares are intended to be issued:

Equity Shares.

4. The total number of shares to be issued as sweat equity:

8,00,000 (Eight Lakhs) number of Equity Shares.

5. The class or classes of directors or employees to whom such equity shares are to be issued:

Joint Managing Director of the Company who is belonging to Promoter / Promoter Group.

6. The principal terms and conditions on which sweat equity shares are to be issued, including basis of valuation:

- **Quantum:** 8,00,000 (Eight Lakhs) Equity Shares are being issued as Sweat Equity Shares.
- **Lock-in:** The Sweat Equity Shares to be issued and allotted shall be under lock-in for such period as may be prescribed under SEBI (SBEB) Regulations and SEBI (ICDR) Regulations to the extent applicable.
- **Gist of Valuation:** The Sweat equity shares are issued at Fair Market Value of ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) on the basis of valuation report dated August 12, 2025 received from

Corporate Professionals Capital Private Limited, Merchant Banker, having SEBI registration number INM000011435. The value additions for which the shares are being issued have been determined using the Discounted Cash Flow method under the Income Approach.

- **Pari Passu:** The Sweat Equity Shares to be issued and allotted by the Company shall rank pari-passu in all respects, including dividends, with the existing equity shares of the Company.

7. The time period of association of such person with the company:

Mr. Jayesh Kanubhai Jivatram Thakkar is associated with for around 10 years.

8. The names of the directors or employees to whom the sweat equity shares will be issued and their relationship with the promoter or/and Key Managerial Personnel:

Name of the Director	Designation	Relationship with promoter or /and Key Managerial Personnel*
Mr. Jayesh Kanubhai Thakkar	Joint Managing Director	Mr. Jayesh Kanubhai Thakkar is: <ul style="list-style-type: none"> • a son of Mr. Kanubhai Jivatram Thakkar (Chairman & Managing Director & Promoter) and Mrs. Manjulaben Kanubhai Thakkar (Promoter) • a Brother of Mr. Dipakkumar Kanubhai Thakkar (Executive Director & Promoter); Mr. Nilesh Kanubhai Thakkar (Promoter) and Ms. Bhavna Dipakkumar Harwani (Promoter); • a Director of Ritika Infracon Private Limited (a Promoter group entity); and • a designated Partner of Jashodaben Commodities LLP (a Promoter group entity)

*Note: in the above table promoter includes person / entities forming part of promoter group

9. The price at which the sweat equity shares are proposed to be issued:

The Sweat Equity Shares are issued at ₹304.70/- Per Share (Three Hundred and Four Rupees and Seventy Paise Only) on the basis of valuation report dated August 12, 2025 received from Corporate Professionals Capital Private Limited, Merchant Banker, having SEBI registration number INM000011435.

10. The consideration including consideration other than cash, if any to be received for the sweat equity:

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.

11. The ceiling on managerial remuneration, if any, be breached by issuance of such sweat equity and how it is proposed to be dealt with:

The details have been referred in point 7 in part A of the Explanatory Statement of agenda item no 7.

12. A statement to the effect that the company shall conform to the applicable accounting standards:

The Company shall conform to the applicable accounting standards.

13. Diluted Earnings per Share pursuant to the issue of sweat equity shares, calculated in accordance with the applicable accounting standards:

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of March 31, 2025) is ₹13.61.

In terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013 the Company is required to obtain approval of the members by way of special resolution as for payment of remuneration to Managerial Personnel in case of no profit/ inadequacy of profit.

Accordingly, the statement containing additional information as per item (iv) of third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is attached as **Annexure B** to this Notice.

Other than Mr. Jayesh Kanubhai Thakkar, (Joint Managing Director); Mr. Kanubhai Jivatram Thakkar (Chairman and Managing Director); and Mr. Dipakkumar Kanubhai Thakkar (Executive Director); none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Item no. 8: To Approve Revision in Remuneration of Mr. Hiteshkumar Tarachand Thakkar, Chief Executive Director & Whole Time Director (DIN: 01813667) of the Company

Mr. Hiteshkumar Tarachand Thakkar was appointed as Whole Time Director of the Company by the shareholders at the 9th Annual General Meeting held on September 25, 2023, for a term of five years commencing from that date. His monthly remuneration was approved to ₹4,50,949/-, along with additional benefits as detailed in the shareholder resolution dated September 25, 2023. In addition to this role, Mr. Hiteshkumar has been serving as the Chief Executive Officer of the Company since August 12, 2015.

Mr. Hiteshkumar is a Chemical Engineer with over 25 years of industry experience, specializes in the establishment and operation of edible oil processing facilities. His expertise spans project management, procurement, operations, relationship development with institutional buyers, and expansion of distribution networks. He is notably recognized for his leadership in the manufacturing and business development of castor oil and its derivatives.

As CEO and Whole Time Director, Mr. Hiteshkumar has been instrumental in steering the Company towards sustained growth. Under his guidance, project teams have successfully executed the setup of seed processing units, extraction plants, refineries, power plants, and new product development initiatives. His strategic vision has played a key role in enhancing the Company's market position and long-term success.

Considering his Technical Expertise w.r.t. Plant, Operations and Productivity of the Company, the Board of Directors based on the recommendation made by the Nomination and Remuneration Committee, approved the revision in remuneration at their meeting held on August 12, 2025, payable to Mr. Hiteshkumar a sum of ₹17,00,000/- inclusive of Basic Salary, Perquisites and other allowance/benefits (as per the rules of the Company) for a period of 3 (Three) years starting from April 1, 2025 upto March 31, 2028, subject to approval of the shareholders in the ensuing AGM by way of a special resolution.

In the event of loss or inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year as mentioned in above para, Mr. Hiteshkumar shall be entitled to a minimum remuneration of ₹17,00,000/- (Seventeen Lakhs) per month by way of salary and other perquisites / benefits as detailed above subject to such revisions as may be approved by the Board from time to time during his tenure.

Other than Mr. Hiteshkumar Tarachand Thakkar, CEO and whole Time Director, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors recommend the Resolution set out in Item No. 8 as a Special Resolution for your approval.

Statement containing additional information as per item (iv) of third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is attached as **Annexure A** to this Notice.

Item no. 9 and 10: Approval of 'Gokul -Employee Stock Option Plan – 2025' ("ESOP Plan 2025") For the Eligible Employees of the Company / Subsidiary Company(ies) of the Company

Your Company believes that equity-based compensation plan is effective tools to attract and reward the talents working exclusively with the Company and its subsidiary(ies). With the objective to motivate key employees for their contribution to the corporate growth, to create an employee ownership culture and also to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement an employee stock option plan namely '**Gokul -Employee Stock Option Plan – 2025' ("ESOP Plan 2025")** seeking to cover eligible employees of the Company and its subsidiary(ies).

The Nomination & Remuneration Committee ("**the Committee**") of the Board of Directors of the Company shall grant Options to employees on the basis of eligibility criteria and also determine the quantum of distribution of Options which could vary from employee to employee or any class thereof under ESOP Plan 2025.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), the Company seeks your approval for:

- i. Implementation of the ESOP Plan 2025; and
- ii. Grant of Options to the eligible employees of the Company / its subsidiary company(ies) as per terms of the ESOP Plan 2025;

Accordingly, the Committee and the Board of Directors the Company ("**Board**") at their respective meetings held on August 12, 2025 has approved the ESOP Plan 2025, subject to the members approval.

The main features of the ESOP Plan 2025 are as under:

a) Brief description of the ESOP Plan 2025:

The Company proposes to introduce ESOP Plan 2025 primarily with a view to:

- (i) Attract, retain and incentivise employees and directors of the Company and its subsidiary(ies) ("**Employees**") but excluding an independent director;
- (ii) Motivate such employees and directors for performance, higher productivity and sustained Corporate growth; and
- (iii) Assist in aligning such employee's and director's interests with that of the shareholders.

The ESOP Plan 2025 contemplates grant of Options to the eligible Employees as may be determined in due compliance of SBEB Regulations. After vesting, the eligible Employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period.

The Committee shall administer the ESOP Plan 2025. All questions of interpretation of the ESOP Plan 2025 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP Plan 2025. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.

The liability of paying taxes if any, in respect of the Options granted pursuant to the ESOP Plan 2025 and the equity shares issued pursuant to exercise of Options shall be on the Option grantee and/ or the Company in such cases where the Company decides to pay on behalf of the Option grantee, and shall be in accordance with the provisions of Income Tax Act, 1961 read with rules issued thereunder and/or Income Tax Laws of respective countries as applicable to eligible Employees of Company working abroad, if any.

The Company shall have the right to deduct from the Option grantee's salary or recover any of the Option grantee's tax obligations arising in connection with the transactions in respect of Options or Shares acquired upon the exercise thereof.

b) Total number of options to be granted:

Employee Stock Options exercisable into not more than 28,00,000 (Twenty-Eight lakhs Equity shares only) equity

shares of face value ₹2/- each of the Company would be available for being granted to eligible employees of the Company / subsidiary(ies) Company, under Employee Stock Option Plan 2025. Each option when exercised would be converted into one equity share of ₹2/- each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

c) Identification of classes of employees entitled to participate in the Employee Stock Option Scheme:

All the permanent employees and Directors of the Company, the subsidiaries and the holding company, as may be decided by the Board of the Company from time to time, would be entitled to be granted stock options under the Employee Stock Option Scheme(s) except –

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed shares of the Company; and
- c) an independent director.

d) Requirements of vesting and period of vesting:

The options granted shall vest so long as the employee continues to be in the employment of the Company and its subsidiaries, as the case may be. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest (subject to the maximum vesting period as specified below).

The options would vest not earlier than one year and not later than five years from the date of grant of options. The exact proportion in which and the exact period over which the options would vest would be determined by the Board.

In case of death and permanent incapacity of an eligible Employee in employment or service, condition of minimum vesting period of 1 (one) year shall not apply, in which case all the Options granted up to the death or permanent incapacity, as the case may be, shall vest as on date of such event. However, in the event of superannuation, the Options shall vest as per original vesting schedule even after superannuation unless otherwise determined by the Board as per policy of the Company and SBEB Regulations.

- e) Maximum period within which the Options shall be vested:**
Options granted under ESOP Plan 2025 shall vest not later than a maximum of 5 (five) years from the date of grant.
- f) Exercise Price or pricing formula:**
The options will be granted at a discount as determined by the Board, to the market price, being latest available closing price, prior to the date of the meeting of the Board, in which options are granted, on the stock exchange on which the shares of the Company are listed, subject to the minimum of the face value per share of ₹2/-.
- g) Exercise Period and the process of Exercise:**
The Exercise period shall be two years from the date of vesting. The process and conditions subject to which options can be exercised shall be laid down by the Board of the Company.

The options will be exercisable by the employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board of the Company from time to time. The options will lapse if not exercised within the specified exercise period.
- h) Appraisal Process for determining the eligibility of the employees to ESOP:**
The appraisal process for determining the eligibility of the employee will be specified by the Board of the Company, and will be based on criteria such as criticality of the role, designation, length of service, past performance record, future potential of the employee and / or such other criteria that may be determined by the Board of the Company at its sole discretion.
- i) Maximum number of options to be issued per employee and in aggregate:**
The total number of options that may be granted to any specific employee under one or more Schemes during any one year shall not exceed 1% of the issued Equity Share Capital and in aggregate shall not exceed 28,00,000 (Twenty-Eight lakhs only).
- j) Maximum quantum of benefits to be provided per employee under a scheme**
No benefit other than by way of grant of Options is envisaged under the ESOP Plan 2025.
- k) Implementation or administration of the ESOP Plan 2025:**
The ESOP Plan 2025 shall be implemented and administered directly by the Company.
- l) Source of acquisition of shares under the ESOP Plan 2025:**
ESOP Plan 2025 envisages issue of primary shares against exercise of vested Options
- m) Amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.**
This is currently not contemplated under the present ESOP Plan 2025
- n) Maximum percentage of secondary acquisition:**
ESOP Plan 2025 envisages issue of primary shares and there is no contemplation of secondary acquisition.
- o) Disclosure and Accounting Policies:**
The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI Regulations.
- p) Method of option valuation**
The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.
- q) Declaration:**
So long as the Company opts for expensing of Options using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.
- r) Lock in period**
The Shares arising out of Exercise of Vested Options shall not be subject to any lock in period after such Exercise.
- s) Terms & conditions for buyback, if any, of specified securities covered granted under the ESOP Plan 2025:**
Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the ESOP Plan 2025 if to be undertaken at anytime by the Company, and the applicable terms and conditions thereof.
- t) Transferability of employee stock options**
The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

u) Conditions under which option vested in employees may lapse

The options which are vested may lapse in the following events:

- a) If not exercised within the exercise period mentioned in the ESOP Plan 2025.
- b) Termination due to misconduct / breach of company policies,
- c) Surrender of options and
- d) Abandonment.

v) Specified time period within which employees shall exercise vested options in event of a proposed termination or resignation

The vested options can be exercised before the employee's last working day.

A copy of draft Scheme of ESOP Plan 2025 is available for inspection at the Company's registered office during official hours on all working days till the last date of the e-voting.

None of the Directors and Key Managerial Personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOP Plan 2025.

The Board of Directors recommend the Resolution set out in Item No. 9 and 10 as a Special Resolution for your approval.

Item No. 11 and 12: Sub-division of Equity Shares of the Company and Alteration of Capital Clause of the Memorandum of Association of the Company

The Company was incorporated in the year 2014 and subsequently, in the year 2015 it got listed on bourses (BSE Limited and National Stock Exchange of India Limited). The Company has grown significantly in terms of business and performance over the years. With a view to enhance liquidity of the Company's Equity Shares

and to encourage participation of small investors by making Equity Shares of the Company more attractive to invest, the Board of Directors of the Company, in their meeting held on August 12, 2025, considered, approved and recommended for consideration of Members the sub-division of one equity share of face value of ₹2/- (Rupees Two Only) into 2 equity shares of face value of Re. 1/- (Rupee One Only) ranking pari-passu with each other in all respects with effect from the Record Date.

Further, the Article of Association of the Company and the Companies Act, 2013, permits sub-division of shares subject to the approval of members. The Record Date for the sub-division of existing Equity Shares shall be decided by the Board post approval of the Shareholders. The sub-division of Equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association ("MOA") of the Company.

A copy of the Memorandum of Association (MOA) along with proposed amendments shall be available for inspection for the Members. The members may inspect the aforementioned MOA by sending an email to compliances@gokulagro.com.

Further, the altered MOA shall also be available on the website of the Company for inspection by the Members during the AGM. In terms of the provisions of Sections 13 & 61 of the Companies Act, 2013 and the Rules made thereunder, approval of the Members of the Company is sought for sub-division of Equity Shares and for consequential alteration to Capital Clause (Clause V) of MOA of the Company. Accordingly, the Board of Directors recommend the passing of ordinary resolution for Item No. 11 and 12 of the Notice for approval of Shareholders in the best interest of the Company and all stakeholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the above resolutions, except to the extent of equity shares held by them in the Company, if any.

ANNEXURE A

Details of the Directors seeking appointment / re-appointment at the 11th (Eleventh) Annual General Meeting Pursuant to Regulation 36 of Listing Obligations Regulations and as per Secretarial Standard -2 are provided below:

Particulars	Retire by rotation and Revision in Salary
Name of Director	Mr. Hitesh Tarachand Thakkar
DIN	01813667
Date of Birth (Age)	March 10, 1979 (46 Years)
Nationality	Indian
Relationships with other Directors	Nil
Date of first appointment	August 10, 2023
Expertise / Brief Resume	<p>Expertise: Technical Expertise w.r.t. Plant, Operations and Productivity</p> <p>Brief Resume: Mr. Hiteshkumar Thakkar is a chemical Engineer with more than 25 years of rich experience and having speciality in setting up and operating edible oil plants. He possesses strong skills in project management, procurement, operations, developing relationships with institutional buyers, and expanding distribution networks. Notably, his specialization lies in the manufacturing and business development of castor oil and its derivatives also.</p> <p>As the CEO and Whole Time Director of the Gokul Agro Resources Limited, Mr. Hiteshkumar Thakkar has played a crucial role in the company's growth story. Under his leadership, project teams have successfully set up seed processing and extraction plants, refineries, and power plants and new product's development. His strategic vision and leadership have been instrumental in driving the company's success and establishing a robust position in the market.</p>
Remuneration last drawn (in Rs) (during Financial Year 2024-25)	₹58,19,979/-
Remuneration to be paid	Refer Explanatory Statement annexed to Notice of 8th AGM.
Qualification	Bachelor of Engineering
No. of Equity Shares held	6,053
Terms and conditions of appointment/re-appointment	He was appointed as Whole Time Director of the Company at the 9th AGM held on September 25, 2023. He is also Chief Executive Officer of the Company.
No. of Board meetings attended during FY 2024-25	4
List of other Companies in which directorship are held	Nil
Chairmanship / Membership of Committees (includes only Audit and Stakeholder Relationship Committee)	Nil
Names of the listed entities from which Director has resigned in the past 3 (Three) years	Nil

ANNEXURE B

Statement containing additional information as per item (iv) of third proviso of Section II of Part II of Schedule V of the Companies Act, 2013.

I. General Information:

1. **Nature of industry:** Fast-Moving Consumer Goods (FMCG) oriented edible oil manufacturer and distributor, also engaged in non-edible oil processing, oleochemicals, and oilseed crushing/solvent extraction within the Grain and Oilseed Milling sector.
2. **Date or expected date of commencement of commercial production:** Existing Company in operation since 2014
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable as the Company is an existing Company
4. **Financial performance based on given indicators:** (₹In Cr)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from Operations	17,117.69	12,922.43	10,082.81
Profit Before Interest, Depreciation and Tax	484.64	279.24	239.16
Interest	158.06	106.89	69.26
Profit Before Depreciation and Tax	326.58	172.36	169.90
Depreciation	54.30	31.74	28.49
Profit Before Tax	272.28	140.62	141.41
Provision for Tax	64.10	29.12	35.84
Provision for Deferred Tax	7.32	6.58	0.87
Net Profit after Tax	200.85	104.92	104.70

5. **Foreign Investments or collaborations, if any:** The Company has made Foreign Investments by setting up a wholly owned subsidiary, however it has not entered into any collaborations.

II. Information about the Chairman & Managing Director; Joint Managing Director; and Chief Executive Officer & Whole Time Director

SR.	Particulars	Kanubhai Jivatram Thakkar	Jayesh Kanubhai Thakkar	Hiteshkumar Tarachand Thakkar
1.	Background details	Mr. Kanubhai Jivatram Thakkar serves as Chairman & Managing Director of the Company. 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. His mentorship to associated family and team prove meaningful in preserving the ethos of the company	Mr. Jayesh Kanubhai Thakkar serves as Joint Managing Director of the Company. With over a decade of experience in corporate planning and strategic development at Gokul Agro Resources Limited he 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.	Mr. Hiteshkumar Tarachand Thakkar serves as Chief Executive Officer and Whole Time Director of the Company. He has total 25 years of industry experience, specializes in the establishment and operation of edible oil processing facilities. His expertise spans project management, procurement, operations, relationship development with institutional buyers, and expansion of distribution networks. He is notably recognized for his leadership in the manufacturing and business development of castor oil and its derivatives.

2.	Past remuneration	INR 3,72,00,006/- was paid as remuneration during FY 2024-25	INR 2,28,00,006/- was paid as remuneration during FY 2024-25	INR 58,19,979/- was paid as remuneration during FY 2024-25
3.	Recognition or awards	Not Applicable	Not Applicable	Not Applicable
4.	Job profile and his suitability	Mr. Kanubhai Jivatram Thakkar; Mr. Jayesh Kanubhai Thakkar; and Mr. Hiteshkumar Tarachand Thakkar have been associated with the Company for more than 10 years. Under their guidance, the Company has witnessed continuous growth		
5.	Remuneration proposed	As stated in the Explanatory Statement of this Notice for the respective resolutions.		
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile, Expertise, knowledge, skills and responsibilities of the said Directors, the proposed remuneration is reasonable and is in line with remuneration prevailing in the industry.		
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Father of Jayesh Kanubhai Thakkar (Joint Managing Director) and Mr. Dipakkumar Kanubhai Thakkar (Executive Director)	Son of Mr. Kanubhai Jivatram Thakkar (Chairman & Managing Director) and Brother of Mr. Dipakkumar Kanubhai Thakkar (Executive Director)	Not related to any of the Directors and Key Managerial Personnel of the Company.

III. Other Information

1. Reasons of loss or inadequate profits: Not applicable. The Company has adequate profits in terms of Section 197 and 198 of the Act, for the immediately preceding financial year 2024-25.
2. Steps taken or proposed to be taken for improvement: Not applicable. The Company has adequate profits in terms of Section 197 and 198 of the Act, for the immediately preceding financial year 2024-25
3. Expected increase in productivity and profits in measurable terms: Not applicable. The Company has adequate profits in terms of Section 197 and 198 of the Act, for the immediately preceding financial year 2024-25.

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

Jaimish Govindbhai Patel

Company Secretary & Compliance Officer
M. No.- A42244

Date: August 12, 2025

Place: Ahmedabad

Registered Office:

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