



GOKUL AGRO RESOURCES LIMITED

801 to 805, Dwarkesh Business Hub Survey No. 126/1 Opp Visamo society B/H Atishay Belleview Motera Ahmedabad 380005

Email ID: chinar.cs@gokulagro.com CIN: L15142GJ2014PLC080010

Website: www.gokulagro.com

Tel No.: 079-67123500/501 Fax No.: 079-67123502

Postal Ballot Notice

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below are proposed to be passed by the Members through postal ballot/electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Chirag Shah of M/s. Chirag Shah & Associates, Practicing Company Secretaries (Membership No. FCS 5545) as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post or speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m on Monday, March 16, 2020 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorized director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results of postal ballot shall be declared on or before March 17, 2020, and communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.gokulagro.com.

RESOLUTIONS

SPECIAL BUSINESS

ITEM NO.1- INCREASE IN AUTHORISED SHARE CAPITAL

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Articles of Association and subject to the shareholder's approval in the through Postal Ballot/E-voting by means of an Ordinary Resolution, the consent of the Board be and is hereby accorded to increase the authorized share capital of the Company from Rs. 35,00,00,000/-



(Rupees Thirty-Five Crores Only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Share of Rs. 2.00/- each (Rupees Two Only) to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Share of Rs. 2.00/- each (Rupees Two Only) and Rs. 45,00,00,000/- (Rupees Forty-Five Crores Only) divided into 45,00,000 (Forty-Five Lakhs) Preference Shares of Rs. 100/- each (Rupees One Hundred Only) ranking pari passu and consequently Clause no. V of the Memorandum of Association of the Company stands substituted by the following

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted by the following:

V. The Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Share of Rs. 2.00/- each (Rupees Two Only) and Rs. 45,00,00,000/- (Rupees Forty-Five Crores Only) divided into 45,00,000 (Forty-Five Lakhs) Preference Shares of Rs. 100/- each (Rupees One Hundred Only) with power to increase, reduce, divide and/or sub divide the Share Capital or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations applicable to the Company and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/resolutions of the Company or are provided for in the Articles of Association of the Company and to consolidate or sub divide or reorganize shares or issue shares of higher or lower denominations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may in its absolute discretion necessary and expedient.”

ITEM NO.2- CONVERSION OF UNSECURED LOANS INTO REDEEMABLE NONCONVERTIBLE – NON-CUMULATIVE PREFERENCE SHARES

Conversion of Unsecured Loan into Redeemable Nonconvertible – Non-Cumulative Preference Shares and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 55, Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, read with the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015 (“the Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), Stock Exchanges where the Securities of the Company are listed and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, Stock Exchanges, the Government of India, etc.), and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to Board of Directors to convert unsecured loan of Rs.45,00,00,000 /-(Rupees Forty Five Crores Only) one of the Directors of the Company i.e. Mr. Kanubhai Thakkar (herein after referred to as Lender) into 45,00,000 (Forty Five Lakhs) 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to finalize with the lender the terms of the aforesaid conversion of unsecured loan into the redeemable Preference Shares of the Company.



RESOLVED FURTHER THAT the Board is also authorized to do such acts, deeds, matters and things as may be required to give effect to the said conversion.”

ITEM NO.3 ISSUE OF REDEEMABLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS

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

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 55, 62 and 179(3) and other provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Shares) Rules, 2014 and Rule 9 of Companies (Share Capital and Debentures) Rules, 2014 for time being in force, and the relevant rules, regulations and /or guideline, if any prescribed by the Securities Exchange Board of India (SEBI) or any other regulatory authority including Listing Regulations, and the relevant provisions of the Articles of Association of the Company, if any, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’) of the Company to offer, issue and allot, on private placement basis, 45,00,000 (Forty Five Lakhs) 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each, at par aggregating to Rs. 45,00,00,000/- (Rupees Forty-Five Crores Only), for consideration other than cash to Mr. Kanubhai Thakkar by conversion of outstanding unsecured loan of Rs. 45,00,00,000/- (Rupees Forty-Five Crores Only) taken from him, with such rights and privileges and on such terms and conditions as may be decided by the Board and subject to the followings:

- The Preference Shares shall carry a fixed preferential dividend as decided by Board.
- The said shares shall rank for dividend in priority to the equity shares for the time being of the Company.
- The said shares shall in winding up entitled to rank, as regards payment of capital, in priority to the equity shares but shall not be entitled for further participation in profits or assets; and
- The voting rights on the said shares shall be in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.
- The Preference Shares are Non-Cumulative.
- The Preference Shares are Non-Convertible in nature.
- The said preference shares shall be redeemed in one or more tranches within a period not exceeding 15 years at the sole discretion of the Board of Directors of the Company subject to the availability of the adequate profits for redemption in compliance with the provisions of the Act.

RESOLVED FURTHER THAT the Board in its absolute discretion, as may be deemed appropriate, may make such further issue of Preference Shares within such limits and on such terms and conditions on any subsequent redemption and/or outstanding preference shares or any part thereof from time to time as may be considered fit and proper by the Board, so that the total Preference Share Capital outstanding at any point of time shall not exceed the amount stipulated under the Memorandum and Articles of Association.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to this effect and intent that the Members shall be deemed to have given their approval hereto expressed by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Committee of Directors.”

Place: Ahmedabad
Date: February 12, 2020

**By Order of the Board of Directors
For Gokul Agro Resources Limited**

Registered office:
801 to 805, Dwarkesh Business Hub
Survey No. 126/1 Opp Visamo society
B/H Atishay Belleview Motera
Ahmedabad 380005

**Chinar Rajkumar Jethwani
Company Secretary and Compliance Officer**

Notes

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members /List of Beneficial Owners as on the Cutoff date as received from CDSL. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cutoff date, will be considered for the purpose of voting. A person who is not a Member as on the Cutoff date should treat this notice for information purpose only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to chinar.cs@gokulagro.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on February 07, 2020. The postal ballot period commences on Saturday, February 15, 2020 and ends on Monday, March 16, 2020.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 pm) on Monday, March 16, 2020 . The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.00 p.m. on Monday, March 16, 2020, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman or any other director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Tuesday, March 17, 2020 at the registered office and will also be displayed on the website of the Company (www.gokulagro.com), and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
12. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Monday, March 16, 2020.
13. Voting through electronic means
In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.



The instructions for members for e-voting are as under

1. Members whose email addresses are registered with the Company/ Depository Participant(s) will receive an email from CDSL informing them of their User ID and password. Once the Members received the email, he or she will need to go through the following steps to complete the e-voting process:
2. The process and manner for remote e-voting is as under:
 - a. The shareholders should log on to the e-voting website www.evotingindia.com.
 - b. Click on Shareholders.
 - c. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - f. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholder s) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- g. After entering these details appropriately, click on “SUBMIT” tab.
3. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - i. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon.
 - ii. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours at 5.00 P.M. on Monday, March 16, 2020.
 - iii. Any Postal Ballot Form received thereafter shall be treated as if the reply from the shareholders has not been received.
 - iv. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted
 - v. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
 - vi. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorized signatory (ies) duly attested.
 - vii. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by CDSL registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
 - viii. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be



- rejected. The Scrutinizer's decision in this regard shall be final and binding.
- ix. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
 - x. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of CDSL's E-Voting website: helpdesk.evoting@cdslindia.com. You can also send your queries/ grievances relating to e-voting to the E-mail ID : chinar.cs@gokulagro.com
 - xi. The cut-off date for e-voting is Friday February 07, 2020.
 - xii. The period for e-voting starts on Saturday February 15, 2020 and ends on Monday, March 16, 2020.
 - xiii. E-voting shall be disabled by CDSL at 5.00 P.M. on Monday, March 16, 2020.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors the Company propose to increase the authorized share capital and amend the Memorandum of Association of the Company pursuant to the provisions of Sections 13, 61, 64 of the Companies Act, 2013 (the "Act") and the Rules framed there under.

The present Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Share of Rs. 2.00/- each (Rupees Two Only).

In order to increase the capital base of the Company, its proposed to increase the present Authorized Share Capital of the Company to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Share of Rs. 2.00/- each (Rupees Two Only) and Rs. 45,00,00,000/- (Rupees Forty-Five Crores Only) divided into 45,00,000 (Forty-Five Lakhs) Preference Shares of Rs. 100/- each (Rupees One Hundred Only)

The Resolution seeks approval of Members to increase the Authorized Share Capital and to amend the Clause V of the Memorandum of Association

A copy of altered Memorandum of Association of the Company is available for inspection by any member at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. upto the date passing of the above resolution.

The Board of Directors accordingly recommend the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

None of the Directors and other Key Managerial personnel of the Company or their relatives are, in any way, deemed to be concerned or interested financially or otherwise, in the said resolution except to the extent of their shareholding, if any, in the Company.

Item No. 2 & 3

In order rebuild net worth and to strengthen financial position of the Company it is proposed to convert loan into Redeemable Nonconvertible – Non-cumulative preference shares.

Accordingly, the Board of Directors of the Company, propose to convert the loans (whether disbursed on or prior to or after the date of the resolution and inclusive of interest thereon as at the date of conversion) upto an amount of Rs.45,00,00,000 /-(Rupees Forty Five Crores Only) into Redeemable Non Convertible Preference Shares of Rs.100/- each at par in one or more tranches.

Issue of preference shares by the Company upon conversion of loan would entail compliance in terms of provisions of Sections 62, 42 and 55 of the Companies Act, 2013 (the "Act") and the Rules framed thereunder.



Further, in terms of provisions of Section 62 of the Act, approval of the members by way of Special Resolution is required.

Given below are the terms of issue of the Preference Shares and a Statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014:

Name of the Proposed Allottee	Mr. Kanubhai Thakkar
% of Subscription by Proposed Allottee	100%
The size of the issue and number of preference shares to be issued and nominal value of each share	Upto Rs.45,00,00,000 /-(Rupees Forty-Five Crores Only) divided into 45,00,000 Preference Shares of face value of Rs. 100/- (Rupees Hundred) each
The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Redeemable, Non-Cumulative, Non-Convertible Preference Shares
Nominal Value of each Preference Share	Rs.100/-each
The objectives of the issue	In order rebuild net worth and to strengthen financial position of the Company
The manner of issue of shares	Conversion of existing loans into Preference Shares of the Company through Private Placement Basis
The price at which such shares are proposed to be issued	Rs.100/- each
The basis on which the price has been arrived at	As per the valuation report dated February 11, 2020 issued by Mr. V Gangadhara Rao N the Registered Valuer
The terms of issue, including terms and rate of dividend on each share, etc.	<ul style="list-style-type: none"> i. The Preference Shares shall carry a fixed preferential dividend as decided by Board; ii. The said shares shall rank for dividend in priority to the equity shares for the time being of the Company; iii. The said shares shall in winding up entitled to rank, as regards payment of capital, in priority to the equity shares but shall not be entitled for further participation in profits or assets; and iv. The voting rights on the said shares shall be in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. v. The Preference Shares are Non-Cumulative. vi. The Preference Shares are Non-Convertible in nature. vii. The said preference shares shall be redeemed in one or more tranches within a period not exceeding 15 years at the sole discretion of the Board of Directors of the Company subject to the availability of the adequate profits for redemption in compliance with the provisions of the Act.; and viii. Preference Shares shall be redeemable within 15 years from the date of allotment and shall be redeemed at par with a dividend yield of 0.01% p.a. with effect from date of allotment upto the date of redemption.
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference share are convertible, the terms of conversion	Preference Shares shall be redeemable within 15 years from the date of allotment and shall be redeemed at par with a dividend yield of 0.01% p.a. with effect from date of allotment upto the date of redemption.
The manner and mode of redemption	Redemption at par in accordance with the Section 55 of the Act
The current shareholding pattern of the Company	Specified in the table below

The expected dilution in equity share capital upon conversion of preference shares	Nil, since the Preference Shares are non-convertible
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The Shareholding pattern of the Company as on 31.12.2019:

Sr. No.	Category	Pre-Issue	
		No. of Shares held	% of shareholding
	Equity Shares (Face Value Rs. 2/-)		
A	Promoters' holding:		
1	Indian:		
	Individual	7,76,32,606	58.86
	Bodies Corporate	1,70,62,500	12.94
	Sub-Total	9,46,95,106	71.80
2	Foreign Promoters	0	0
	Sub-Total (A)	9,46,95,106	71.80
B	Non-Promoters' holding:		
1	Institutional Investors	1006715	0.76
2	Non-Institution:		
	Private Corporate Bodies	17674268	13.40
	Indian Public	15052668	11.41
	Other (Including NRIs)	3466243	2.63
	Sub-Total (B)	37199894	28.20
	GRAND TOTAL	131895000	100

Given below the information as required in terms of Rule 13(2)(d) Companies (Share Capital and Debentures) Rules, 2014:

The object of the issue	In order rebuild net worth and to strengthen financial position of the Company
The total number of shares or other securities to be issued	Upto 45,00,000 (Forty Five Lakhs) Preference Shares of face value of Rs. 100/- (Rupees Hundred) each
The price or price band at/within which the allotment is proposed	Rs.100/- each
The basis on which the price has been arrived at along with report of the registered valuer	As per the valuation report dated February 11, 2020 issued by Mr. V Gangadhara Rao N the Registered Valuer
Relevant date with reference to which the price has been arrived at	February 10, 2020
The class or classes of persons to whom the allotment is proposed to be made	Promoter
Intention of promoters, directors or key managerial personnel to subscribe to the offer	Proposed allotment is to be made to promoter Mr. Kanubhai Thakkar
The proposed time within which the allotment shall be completed	Within 12 months from the date of passing of special resolution
The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them	As mentioned below
The change in control, if any, in the company that would occur consequent to the preferential offer	No
The number of persons to whom allotment on preferential basis have already been made during the year. In terms of number of securities as well as price	NIL
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	The proposed allotment is towards conversion of existing loan of promoter into Preference Shares of the Company.



The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them is as follow:

Name of the proposed allottees	% of post preferential offer
Mr. Kanubhai Thakkar	100%

The pre issue and post issue shareholding pattern of the company in the following format:

Sr. No.	Category	Pre-Issue		Post issue	
		Equity Shares (Face Value Rs. 2/-)	No. of Shares held	% of shareholding	No. of Shares held
A	Promoters' holding:				
1	Indian:				
	Individual	7,76,32,606	58.86	7,76,32,606	58.86
	Bodies Corporate	1,70,62,500	12.94	1,70,62,500	12.94
	Sub-Total	9,46,95,106	71.80	9,46,95,106	71.80
2	Foreign Promoters	0	0	0	0
	Sub-Total (A)	9,46,95,106	71.80	9,46,95,106	71.80
B	Non-Promoters' holding:				
1	Institutional Investors				
2	Non-Institution:				
	Private Corporate Bodies	17674268	13.40	17674268	13.40
	Indian Public	15052668	11.41	15052668	11.41
	Other (Including NRIs)	3466243	2.63	3466243	2.63
	Sub-Total (B)	37199894	28.20	37199894	28.20
	GRAND TOTAL	131895000	100	131895000	100
	Preference Shares (Face Value Rs.100/-)				
A	Promoters' holding:				
1	Indian:	0	0		
	Individual	0	0	4500000	100
	Bodies Corporate	0	0	0	0
	Sub-Total	0	0	4500000	100
2	Foreign Promoters	0	0	0	0
	Sub-Total (A)	0	0	4500000	100
B	Non-Promoters' holding:				
1	Institutional Investors	0	0	0	0
2	Non-Institution:	0	0	0	0
	Private Corporate Bodies	0	0	0	0
	Directors and Relatives	0	0	0	0
	Indian Public	0	0	0	0
	Other (Including NRIs)	0	0	0	0
	Sub-Total (B)	0	0	0	0
	GRAND TOTAL	0	0	4500000	100

The Board recommends the resolution set forth in Item No. 2 & 3 in the notice for approval of shareholders as a Special Resolution.

There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company.



All the documents relating to any of the items mentioned in the Postal Ballot Notice are open for inspection at the registered office of the company on any working days during business hours except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m.

None of the Directors and other Key Managerial personnel of the Company or their relatives are, in any way, deemed to be concerned or interested financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company.

Place: Ahmedabad
Date: February 12, 2020

**By Order of the Board of Directors
For Gokul Agro Resources Limited**

Registered office:
801 to 805, Dwarkesh Business Hub
Survey No. 126/1 Opp Visamo society
B/H Atishay Belleview Motera
Ahmedabad 380005

**Chinar Rajkumar Jethwani
Company Secretary and Compliance Officer**



GOKUL AGRO RESOURCES LIMITED

801 to 805, Dwarkesh Business Hub Survey No. 126/1 Opp Visamo society B/H Atishay Belleview Motera Ahmedabad 380005

Email ID: chinar.cs@gokulagro.com CIN: L15142GJ2014PLC080010

Website: www.gokulagro.com Tel No.: 079-67123500/501 Fax No.: 079-67123502

POSTAL BALLOT FORM

1.	Name and Registered address of the sole/ first named Shareholder			
2.	Names(s) of joint holder(s) if any			
3.	Registered Folio No. /*Client ID No. (*applicable to investors holding shares in dematerialized form)			
4.	Number of equity share held			
<input checked="" type="checkbox"/> I/we hereby exercise my/our vote in respect of the following special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated February 12, 2020 of the Company, by sending my/our assent or dissent to the said special resolution by placing the tic (✓) at the appropriate box below;				
Item No.	Description	No. of Shares held by me	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
1.	Increase In Authorised Share Capital			
3.	Conversion Of Unsecured Loans Into Redeemable Nonconvertible – Non-Cumulative Preference Shares			
4.	Issue Of Redeemable Preference Shares On Private Placement Basis			

Authorized Signatory/ Signature of the Shareholder/ Beneficial Owner

Place:

Dated:

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

Electronic Voting Particulars (Applicable for Individual members only)

EVEN (Electronic Voting Event Number)	User ID	*Password
<input type="text"/>	<input type="text"/>	<input type="text"/>

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the Password field.

INSTRUCTIONS FOR VOTING

1. Voting through Physical Postal Ballot Form

- a. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon.
- b. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours at 5.00 P.M. on Monday, March 16, 2020.
- c. Any Postal Ballot Form received thereafter shall be treated as if the reply from the shareholders has not been received.
- d. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted
- e. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- f. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- g. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by CDSL registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- h. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- i. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

2. E-Voting Facility

- a. The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid.
- b. The instructions for members for e-voting are as under:
 - i. Open e-mail and open PDF file viz; "GARL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: www.evotingindia.com
 - iii. Click on "Shareholder – Login".
 - iv. Insert user ID and password as initial password noted in step (i) above. Click "Login"
 - v. "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
 - vii. Select "EVEN" (Electronic Voting Event Number) of GOKUL AGRO RESOURCES LIMITED.
 - viii. Now you are ready for e-Voting as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at pcschirag@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
 - xiii. In case of Members receiving Postal Ballot Form by Post:
 - (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No. (a) to (j) above, to cast your vote.
- c. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- d. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of CDSL's E-Voting website:



helpdesk.evoting@cdslindia.com. You can also send your queries/ grievances relating to e-voting to the E-mail ID .: chinar.cs@gokulagro.com.

- e. The cut-off date for e-voting is Friday February 07, 2020.
- f. The period for e-voting starts on Saturday February 15, 2020 and ends on Monday March 16, 2020.
- g. E-voting shall be disabled by CDSL at 5.00p.m. on Monday March 16, 2020.
