

NOTICE

Notice is hereby given that the Ninth (9th) Annual General Meeting ("AGM") of the Members of GOKUL AGRO RESOURCES LIMITED ("the Company") will be held on **Monday the 25th Day of September, 2023 at 11:30 A.M.** (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses.

(The venue of the Meeting shall be deemed to be the Registered Office of the Company at Crown-3, Inspire Business Park, Shantigram, Nr. Vaishnodevi Circle, S.G. Highway, Ahmedabad-382421, Gujarat, India).

ORDINARY BUSINESS:

1. To receive, consider and adopt;
 - a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors (the "Board") and the Auditors thereon; and
 - b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Jayesh Kumar Thakkar (DIN: 03050068), 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. Jayesh Kumar Thakkar (DIN: 03050068), who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **Ratification of Remuneration of the Cost Auditors of the Company for the Financial Year 2023-24.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Priyank Patel & Associates, Cost Accountants (Firm Registration Number: 103676), appointed by the Board of Directors as Cost Auditors to conduct the audit of Cost records of the Company for the Financial Year 2023-24, at a

Remuneration of 50,000/- (Rupees Fifty Thousand only) plus applicable Tax and out of pocket expenses incurred in connection with the audit, be and is hereby ratified.

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

4. **Appointment of Mr. Hiteshkumar Thakkar (DIN:01813667), as Whole Time Director of the Company for a period of five years w.e.f. 25th September, 2023 and payment of Remuneration to him.**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 ("the Act") and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions of the Act and those contained in the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby granted for the appointment of Mr. Hiteshkumar Thakkar (DIN:01813667), as a Whole Time Director of the Company for a term of five (5) years with effect from 25th September, 2023 till 24th September, 2028 on the terms and conditions of appointment and remuneration as set out in the explanatory statement to the notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board") of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment including remuneration within the overall limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit or incur a loss in any financial year during the tenure of Mr. Hiteshkumar Thakkar, the remuneration by way of salary, perquisites and other allowances as a minimum remuneration subject to and in accordance with the conditions specified under Schedule V of the Companies Act, 2013 and rules made thereunder or such other limits as may be prescribed by the Central Government from time to time and approval of members and/or Central Government required, if any.

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

5. To enhance the overall increase in Borrowing limits upto 4000 Crore under Section 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT in supersession of the earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013 (“Act”) read with applicable rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) of the company to borrow money by way of Loan (whether secured or unsecured) debentures / bonds / deposits / fund based / non fund based limits/guarantee from any Bank and/or Financial Institution and/or foreign lender and/or any other institution and/or body corporate / entity / entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for and on behalf of the Company for the purpose of an ordinary course of business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company shall not exceed 4000 Crore (Rupees Four Thousand Crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

6. To re-appoint Mr. Kanubhai Thakkar (DIN: 00315616) as a Chairman & Managing Director of the Company for further Period of 5 Years and payment of his Managerial Remuneration.

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Kanubhai Thakkar (DIN: 00315616) as a

Chairman & Managing Director of the Company for further period of 5 years w.e.f. 1st July, 2023 till 30th June, 2028, liable to retire by rotation, on such terms and conditions including terms of remuneration as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the remuneration and terms and conditions of said appointment to the extent recommended by the Nomination and Remuneration Committee, from time to time, as may be considered appropriate, subject to the overall limits specified in the Act and as may be agreed to between the Board and Mr. Kanubhai Thakkar.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the tenure of Mr. Kanubhai Thakkar, he shall be paid remuneration by way of salary, perquisites and other allowances as specified above as Minimum Remuneration restricted, however, to the ceiling specified in the amended Section II of Part II of Schedule V of the Act as may be in force from time to time or alternatively, pay remuneration by way of salary, perquisites and other allowances subject to the approval of the Central Government exceeding the ceiling limits prescribed in the amended of Schedule V of the Act.

RESOLVED FURTHER THAT act done or documents executed if any by Mr. Kanubhai Thakkar (DIN: 00315616), during the period from July 01, 2023 till his re-appointment in the Board Meeting as Chairman & Managing Director of the Company, be and is hereby ratified and the same shall be binding to the Company in all respect.

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

7. To approve revision in Remuneration of Mr. Jayesh Kumar Thakkar, Managing Director of the Company (DIN: 03050068).

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

“RESOLVED THAT in accordance with the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), based on the recommendation of Nomination and Remuneration Committee of the Board, the consent of the Company be and is hereby given for

revision in remuneration of Mr. Jayesh Kumar Thakkar, Managing Director for a period of 3 years effective from April 1, 2023 till March 31, 2026, within overall ceiling as prescribed below.

| Sr No. | Particulars | Remuneration |
|--------|--|--|
| 1 | Basic Salary, Perquisites and other allowance/benefits (as per the rules of the Company) | a) 19,00,000/- per month with effect from April 01, 2023 b) 21,00,000/- per month with effect from April 01, 2024 c) 23,00,000/- per month with effect from April 01, 2025 |

In accordance with the approval of the Shareholders given in 6th Annual General Meeting held on September 7, 2020, other terms and conditions shall remain unchanged, except for the yearly revision in remuneration.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any Financial Year from 2023-24 to 2025-26 Mr. Jayesh Kumar Thakkar, shall be paid remuneration by way of salary, perquisites and other allowances as specified above as Minimum Remuneration restricted, however, to the ceiling specified in the amended Section II of Part II of Schedule V of the Act as may be in force from time to time or alternatively, pay remuneration by way of salary, perquisites and other allowances subject to the approval of the Central Government exceeding the ceiling limits prescribed in the amended of Schedule V of the Act.

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

8. To approve revision in remuneration of Mr. Dipakkumar Thakkar, Director of the Company (DIN:07071694).

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

“**RESOLVED THAT** in accordance with the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), with the recommendation of Nomination and Remuneration Committee of the Board, and subject to other approvals, if any, the consent of the Company be and is hereby given for revision in remuneration of Mr. Dipakkumar Thakkar, Director for a period of 3 years effective from April 1, 2023 till March 31, 2026 within overall ceiling as prescribed below;

| Sr No. | Particulars | Remuneration |
|--------|--|--|
| 1 | Basic Salary, Perquisites and other allowance/benefits (as per the rules of the Company) | a) 19,00,000/- per month with effect from April 01, 2023 b) 21,00,000/- per month with effect from April 01, 2024 c) 23,00,000/- per month with effect from April 01, 2025 |

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year from 2023-24 to 2025-26 Mr. Dipakkumar Thakkar, shall be paid remuneration by way of salary, perquisites and other allowances as specified above as Minimum Remuneration restricted, however, to the ceiling specified in the amended Section II of Part II of Schedule V of the Act as may be in force from time to time or alternatively, pay remuneration by way of salary, perquisites and other allowances subject to the approval of the Central Government exceeding the ceiling limits prescribed in the amended of Schedule V of the Act.

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

9. To approve revision in Remuneration of Mr. Nilesh Thakkar holding office or place of profit in the Company as Director-Marketing.

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

“**RESOLVED THAT,** in accordance with the provisions of Section 188(1), 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Meeting of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors at their meeting held on 10th August, 2023, the consent of the members be and is hereby accorded to revise the remuneration

payable to Mr. Nilesh Thakkar holding office or place of profit, as Director- Marketing of the Company, relative of Mr. Kanubhai Thakkar, Mr. Jayesh Kumar Thakkar and Mr. Dipakkumar Thakkar, Directors of the Company, for a period of 3 years w.e.f April 1, 2023 till March 31, 2026 with such terms and conditions and payment of remuneration as mentioned below;

| Sr No. | Particulars | Remuneration |
|--------|--|--|
| 1 | Basic Salary, Perquisites and other allowance/benefits (As per the rules of the Company) | a) 19,00,000/- per month with effect from April01,2023 b) 21,00,000/- per month with effect from April 01,2024 c) 23,00,000/- per month with effect from April 01,2025 |

RESOLVED FURTHER THAT the Board shall have the authority from time to time to make applicable to Mr. Nilesh Thakkar such revisions in the aforesaid salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites including contribution to provident fund, gratuity fund, superannuation fund, etc. as are introduced from time to time in respect of employees of the Company in equivalent salary scale or grade; and to promote him to any higher position/designation or salary scale or grade in due course together with such allowances.

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

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

Date : August 10, 2023
Place : Ahmedabad

Viralkumar Thaker
Company Secretary
(Membership No. F8773)

Registered Office:

Crown-3, Inspire Business Park,
Shantigram, Nr. Vaishnodevi Circle,
S.G. Highway, Ahmedabad-382421
CIN- L15142GJ2014PLC080010
E-Mail Id: compliances@gokulagro.com
Website: www.gokulagro.com
Phone Number: +91 79 671233500/501

NOTES:

1. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto.
2. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 10/2022 dated 28th December, 2022 and other circulars issued in this regard ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility on or before 30th September 2023, in accordance with the requirements of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 9th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 9th AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of the Act a Member entitled to attend and vote at The AGM is entitled to appoint a proxy to Attend and vote on his/her behalf and The proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy form, attendance slip and route Map of AGM are not appended to this Notice.
4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at chi118_min@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com and compliances@gokulagro.com, not later than 48 hours before the scheduled time of the commencement of the Meeting. Corporate Members/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 18th September, 2023 to Monday, 25th September, 2023 (both days inclusive) for the purpose of AGM.
- 7. ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID AND FOR OBTAINING COPY OF ANNUAL REPORT:**
 - (i) In accordance with the circulars issued by MCA and SEBI, the Notice of the 9th AGM along with the Annual Report 2022-23 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (Dps). Physical copy of the Notice of the 9th AGM along with Annual Report for the Financial Year (FY) 2022-23 shall be sent to those Members who request for the same.
 - (ii) The Notice of 9th AGM along with the Annual Report for the FY 2022-23, is available on the website of the Company at www.gokulagro.com, on the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.
- 8. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:**
 - (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions proposed to be passed at AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.
 - (ii) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 25th August, 2023 are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
 - (iii) Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence on Thursday, 21st

September, 2023 at 9:00 A.M. (IST) and will end on Sunday, 24th September, 2023 at 5:00 P.M. (IST). In addition, the facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through CDSL e-voting system at www.evotingindia.com.

- (iv) Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (v) The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cutoff date i.e. Monday, 18th September, 2023.
- (vi) The Company has appointed CS Chirag Shah, Practicing Company Secretary (Membership No. FCS: 5545; CP No: 3498), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- (vii) The detailed instructions and the process for accessing and participating in the 9th AGM through VC/OAVM facility and voting through electronic means including remote e-voting are explained herein below:

9. Process for those shareholders whose email/mobile no. are not registered with the company/depositories:

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

10. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

- (i) The voting period begins on Thursday, 21st September, 2023 at 9:00 A.M. and ends on Sunday, 24th September, 2023 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of i.e. Monday, 18th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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

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

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

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

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

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

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any
- other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (v) Click on the EVSN of the Company- GOKUL AGRO RESOURCES LIMITED on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with

attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliances@gokulagro.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

- (i) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
 - (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
 - (iii) Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
 - (iv) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - (v) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
12. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gokulagro.com and on the website of CDSL i.e. www.cdslindia.com within three days of the passing of the Resolutions at the 9th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

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

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders'/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops /IPads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) 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.
- (v) For ease of conduct, Members who would like to express their views/ask questions during the meeting may register

themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliances@gokulagro.com and register themselves as a speaker. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- (vi) Only those shareholders, who are present in the 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 available during the AGM.
- (vii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (viii) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

(ix) Contact Details:

Company

Mr. Viralkumar Thaker
 Company Secretary and Compliance Officer
 Registered Office: Crown-3, Inspire Business Park,
 Shantigram, Nr. Vaishnodevi Circle, S.G. Highway,
 Ahmedabad-382421, Gujarat, India
 CIN: L15142GJ2014PLC080010
 Phone No: +91 79 671233500/501
 Email Id: compliances@gokulagro.com

Registrar and Transfer Agent

Link Intime India Private Limited
 C-101, 247 Park, L. B. S. Marg, Vikhroli (West),
 Mumbai 400083, Maharashtra, India
 Contact Person: Mr. Jayprakash VP
 Email: rnt.helpdesk@linkintime.co.in

e-Voting Agency

Central Depository Services (India) Limited
 E-mail: helpdesk.evoting@cdslindia.com
 Phone: 022- 22723333 / 8588

Scrutinizer

CS Chirag Shah, Practicing Company Secretary
 E-mail: pcschirag@gmail.com

ANNEXURE TO NOTICE

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

Item No. 3: Ratification of Remuneration of the Cost Auditors of the Company for the Financial Year 2023-24:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the re-appointment and remuneration of M/s Priyank Patel & Co., Cost Accountants (Firm Registration Number: 103676), Ahmedabad as Cost Auditor to conduct the audit of cost records maintained by the Company for the financial year ending March 31, 2024 at a remuneration of 50,000/- plus applicable Tax and out of pocket expenses incurred in connection with the audit.

In accordance with the provisions of Section 148(3) of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company. Accordingly, consent of the members is being sought by way of Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

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

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

Item No. 4: Appointment of Mr. Hiteshkumar Thakkar as Whole Time Director of the Company:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 10th August, 2023 has appointed Mr. Hiteshkumar Tarachand Thakkar (DIN:01813667) as an Additional Director and Whole Time Director of the Company with effect from 10th August, 2023.

Further, at the same meeting held on 10th August, 2023, the Board of Directors appointed Mr. Hiteshkumar Tarachand Thakkar as a Director, designated as "Whole Time Director and Chief Executive Officer" (Key Managerial Personnel) of the Company for a term of five consecutive years effective from 25th September, 2023 to 24th September, 2028, subject to approval of the members at the 9th AGM.

In terms of Section 161(1) of the Companies Act, 2013 ("the Act"), he holds the office as an Additional Director only upto the date of this 9th AGM of the Company, and is eligible for appointment as a Director. The Company has received a notice under Section 160(1) of the Act from a member proposing Mr.

Hiteshkumar Tarachand Thakkar's candidature for the office of Director.

Mr. Hiteshkumar Tarachand Thakkar has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(1), 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

Mr. Hitesh Thakkar is associated with the Gokul Group since 2002. He is an engineer having 13 years of rich experience in setting up and operating edible oil plants. He has also strong expertise in the areas of project management, operations, developing relationship with institutional buyers, expanding distribution network. He has played a vital role in the growth story of Gokul by leading project teams to setup seed processing and extraction plants, refineries and power plants at Sidhpur, Gandhidham and Haldia.

The main terms and conditions of appointment of Mr. Hiteshkumar Tarachand Thakkar (hereinafter referred to as "WTD and CEO") are given below:

A. Tenure of Appointment

The appointment as WTD and CEO is for a period of five years with effect from September 22, 2023.

B. Nature of Duties

The WTD and CEO shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the WTD and CEO from time to time by serving on the Boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

C. Remuneration

a. Basic Salary

At Salary of Rs. 4,50,949 on a monthly basis including other benefits given by company from time to time and the annual increments which will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

b. Benefits, Perquisites, and Allowances

Details of Benefits, Perquisites and Allowances are as follows:

- I. Rent-free residential accommodation (partly furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g., gas, electricity and water charges) for the said accommodation or house rent, house maintenance and utility allowances of the Basic Salary.
 - ii. Hospitalisation and major medical expenses, car facility, telecommunication facility and housing loan facility as per Rules of the Company.
 - iii. Other perquisites and allowances given by Company from time to time.
 - iv. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
 - v. Leave and encashment of unavailed leave as per the Rules of the Company.
- b. in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the WTD and CEO of any of the stipulations contained in the Agreement
- v. Upon the termination by whatever means of the WTD and CEO's employment:
 - a. the WTD and CEO shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1) (h) of the Act and unless the Board of Directors of the Company decide otherwise, shall resign as trustee of any trusts connected with the Company.
 - b. the WTD and CEO shall not, without the consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.

D. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the WTD and CEO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to such further approvals as may be required.

E. Other terms of Appointment

The WTD and CEO shall enter into an Agreement, containing, inter alia, the following terms:

- i. The WTD and CEO shall not be interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the WTD and CEO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the WTD and CEO, subject to such approvals as may be required.
- iii. The Agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- iv. The employment of the WTD and CEO may be terminated by the Company without notice or payment in lieu of notice:
 - a. if the WTD and CEO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or

- vi. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the WTD and CEO, unless specifically provided otherwise.
- vii. The terms and conditions of appointment of the CEO and WTD also include clauses pertaining to adherence with the Company Code of Conduct and maintenance of confidentiality.
- viii. If at any time, the WTD and CEO ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the WTD and CEO and employee of the Company. In case of termination for any reason whatsoever, the WTD and CEO will cease to be the Director and employee of the Company.

Notwithstanding the above, the Board, may at its absolute discretion decide to continue him as a Director or an employee of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Act, as amended from time to time, the terms of appointment and remuneration of the WTD and CEO as specified above are now being placed before the Members for their approval.

Additional information in respect of Mr. Hiteshkumar Tarachand Thakkar, pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given as part of Annexure A to this Notice. Brief profile of Mr. Hiteshkumar Tarachand Thakkar is given as part of Annexure-A to this Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends the resolution in relation to the re-appointment of Mr. Hiteshkumar Tarachand Thakkar as set out in Item No. 4, for approval of the Members by way of an Ordinary Resolution.

Item No. 5: To enhance the overall Borrowing limits upto Rs. 4000 Crore under Section 180(1)(c) of the companies act, 2013:

The Members of the Company at its Extra Ordinary General Meeting held on 25th May, 2015, had passed a special resolution under Section 180 (1)(c) of the Act, to authorize the Board of Directors to borrow any sum or sums of money, either in Indian or foreign currency, from time to time at its discretion, from Bank and/or Financial Institution and/or foreign lender and/or any other institution and/or body corporate / entity / entities and/or authority/authorities, etc. up to an aggregate amount of Rs. 2,000 Crore (Rupees Two Thousand Crore Only) in excess of and in addition to the aggregate of the paid up capital and free reserves (that is to say reserves not set apart for any specific purpose) as per the latest audited financial statements of the Company.

As per the provisions of Section 180(1)© of the Act the Board of Directors shall not borrow in excess of the company's paid up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the shareholders accorded by way of a special resolution.

In view of expanding business operations of the Company, it is necessary to enhance the borrowing limits by authorizing Board of the Directors or Committee thereof to borrow monies upto Rs. 4,000 Crores (Rupees Four Thousand Crores only) in excess of and in addition to the paid-up capital, free reserves and securities premium of the Company for the time being.

The brief particulars of re-appointment and remuneration payable to Mr. Kanubhai Thakkar as a Chairman & Managing Director are as follows:

| Sr No. | Particulars | Remuneration |
|--------|--|--|
| 1 | Basic Salary, Perquisites and other allowance/benefits (as per the rules of the Company) | a) 31,00,000/- per month with effect from April 01, 2023 b) 33,00,000/- per month with effect from April 01, 2024 c) 35,00,000/- per month with effect from April 01, 2025 |

The remuneration payable to Mr. Kanubhai Thakkar may exceed the ceilings prescribed under Regulation 17(6)(e) of the SEBI Listing Regulations and hence requires approval of the members by way of a Special Resolution.

Mr. Kanubhai Thakkar, the true fit entrepreneur is the Chairman & Managing Director at Gokul Agro Resources Limited. 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

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

The Board recommends passing of the Special Resolution as set out in Item no. 5 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, as set out in Item no. 5 of this Notice.

The Board of Directors recommends the Special Resolution as set out under Item No. 5 for approval by the Members of the Company.

Item No. 6: To re-appoint Mr. Kanubhai Thakkar (DIN: 00315616) as a Chairman & Managing Director of the Company for further Period of 5 Years and payment of his Managerial Remuneration:

The Members, at the Fourth (4th) Annual General Meeting of the Company held on September 28, 2018, had re-appointed Mr. Kanubhai Thakkar as a Chairman & Managing Director of the Company for a period of 5 years with effect from July 01, 2018 on the terms and conditions as approved by them.

The Board of Directors at its meeting held on 10th August, 2023, based on the recommendation of Nomination and Remuneration Committee and subject to member's approval, approved the re-appointment of Mr. Kanubhai Thakkar Managing Director of the Company for a period of five years w.e.f. July 01, 2023.

whole. His mentorship to associated family and team prove meaningful in preserving the ethos of the company.

Mr. Kanubhai Thakkar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Sub-Section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The details of Mr. Kanubhai Thakkar as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India are provided in Annexure – I to this Notice.

Mr. Kanubhai Thakkar and his relatives, Mr. Jayeshkumar Thakkar and Mr. Dipakkumar Thakkar are interested in the Special Resolution set out at Item No. 6 of the Notice, which pertains to the re-appointment Mr. Kanubhai Thakkar as the Chairman & Managing Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution.

The Board of Directors recommends the Special Resolution as set out under Item No. 6 for approval by the Members of the Company.

and recommended for consideration by the Members, a revision in the remuneration of Mr. Jayesh Kumar Thakkar, Managing Director for a period of 3 years effective from April 1, 2023 till March 31, 2026 within overall ceiling as prescribed below;

| Sr No. | Particulars | Remuneration |
|--------|--|--|
| 1 | Basic Salary, Perquisites and other allowance/benefits (as per the rules of the Company) | a) 19,00,000/- per month with effect from April 01, 2023 b) 21,00,000/- per month with effect from April 01, 2024 c) 23,00,000/- per month with effect from April 01, 2025 |

In the event of absence or inadequacy of profits of the Company in any Financial Year from 2023-24 to 2025-26, Mr. Jayesh Kumar Thakkar will be entitled to receive the remuneration, subject to the compliance with the applicable provisions of Schedule V of the Act and the provisions of Section 196, 197 and other applicable provisions, if any of the Act.

The remuneration payable to Mr. Jayesh Kumar Thakkar may exceed the ceilings prescribed under Regulation 17(6)(e) of the SEBI Listing Regulations, 2015 and hence requires approval of the members by way of a Special Resolution.

Mr. Jayesh Kumar Thakkar and his relatives, Mr. Kanubhai Thakkar and Mr. Dipakkumar Thakkar are interested in the Special Resolution set out at Item No. 7 of the Notice, which pertains to revision in remuneration of Mr. Jayesh Kumar Thakkar.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution.

Item No. 7: To approve revision in remuneration of Mr. Jayesh Kumar Thakkar, Managing Director of the Company (DIN: 03050068):

Mr. Jayesh Kumar Thakkar acting as Managing Director of the Company since 9th June, 2016. At 8th Annual General Meeting of the Company held on 30th September, 2022, members have approved his re-appointment as Managing Director for a further period of 5 years effective from 9th June, 2021.

Mr. Jayesh Kumar Thakkar has done Mechanical Engineering from BITS, Pilani, UAE and Masters in Management and Strategy from The London School of Economics and Political Science, London. He was awarded Merit Scholarship for B.E. (Hons.) in Mechanical Engineering from the Birla Institute of Science & Technology, UAE. He has overall experience of more than 10 years in Corporate Planning field and Strategies Formulation for Gokul Group.

Considering the contribution of Mr. Jayesh Kumar Thakkar and the progress made by the Company under his leadership and guidance in accordance with provisions of Sections 197, 198 and all other applicable provisions, if any, read with Schedule V of "the Act", the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Regulation 17(6)(e) of "SEBI Listing Regulations" and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 10th August, 2023 approved

The Board of Directors recommends the Special Resolution as set out under Item No. 7 for approval by the Members of the Company.

Item No. 8: To approve revision in remuneration of Mr. Dipakkumar Thakkar, Director of the Company (DIN: 07071694):

Mr. Dipakkumar Thakkar acting as Executive Director of the Company since 31st August, 2022. At 8th Annual General Meeting of the Company held on 30th September, 2022, members have approved his appointment as a Director for a period of 5 years effective from 30th September, 2022.

Mr. Dipakkumar Thakkar is holding the post of Director. He has completed his Bachelor of Engineering (Hons) from BITS Pilani UAE. He has an impressive skill of Technical Analysis of the commodities and market trends. He has very deep understanding of Global Economies and its impacts on GARL Business. He understands Fundamentals of Market very well. He is a co-chairman of SEA Castor Seed and Oil Promotion Council of The Solvent Extractors Association of India.

Considering the contribution of Mr. Dipakkumar Thakkar and the progress made by the Company under his leadership and guidance in accordance with provisions of Sections 197, 198 and all other applicable provisions, if any, read with Schedule V of “the Act”, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of “SEBI Listing Regulations”, and based on the recommendation of

Nomination and Remuneration Committee, the Board of Directors in its meeting held on 10th August, 2023 approved and recommended for consideration by the Members, a revision in the remuneration of Mr. Dipakkumar Thakkar, Director for a period of 3 years effective from April 1, 2023 till March 31, 2026 within overall ceiling as prescribed below;

| Sr No. | Particulars | Remuneration |
|--------|--|--|
| 1 | Basic Salary, Perquisites and other allowance/benefits (as per the rules of the Company) | a) 19,00,000/- per month with effect from April 01, 2023 b) 21,00,000/- per month with effect from April 01, 2024 c) 23,00,000/- per month with effect from April 01, 2025 |

In the event of absence or inadequacy of profits of the Company in any Financial Year from 2023-24 to 2025-26, Mr. Dipakkumar Thakkar will be entitled to receive the remuneration, subject to the compliance with the applicable provisions of Schedule V of the Act and the provisions of Section 196, 197 and other applicable provisions, if any of the Act.

The remuneration payable to Mr. Dipakkumar Thakkar may exceed the ceilings prescribed under Regulation 17(6)(e) of SEBI Listing Regulations, and hence requires approval of the members by way of a Special Resolution.

Mr. Dipakkumar Thakkar and his relatives, Mr. Kanubhai Thakkar and Mr. Jayesh Kumar Thakkar are interested in the Special Resolution set out at Item No. 8 of the Notice, which pertains to revision in terms of revision in remuneration of Mr. Dipakkumar Thakkar.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution.

The Board of Directors recommends the Special Resolution as set out under Item No. 8 for approval by the Members of the Company.

ITEM NO. 9: Approval for revision in remuneration of Mr. Nilesh Thakkar holding office or place of profit in the Company as Director-Marketing:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its Subsidiary Company or Associate Company.

Mr. Nilesh Thakkar son of Mr. Kanubhai Thakkar and Brother of Mr. Jayesh Kumar Thakkar and Mr. Dipakkumar Thakkar (Directors and Promoter of the Company) were appointed as officers and holding a place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory

modifications(s) or re-enactment thereof, for the time being in force), at a monthly salary as stated in the resolution no. 8 passed in the Annual General Meeting held on 7th September, 2020.

In terms of Section 188(1)(f) of the Companies Act, 2013, any revision in remuneration of Director or a relative of Director to an office or place of profit in a Company or its subsidiary Company or an associate Company, beyond threshold limit, requires approval of the Shareholders of the Company. Since, Mr. Nilesh Thakkar, is a relative in terms of Section 2(77) /Related Party in terms of Section 2(76) of the Act and the proposed revision in the remuneration is a Related Party Transaction under Section 188 of the Act and his office is considered an “Office or Place of Profit” and therefore, the Audit Committee in its meeting held on 10th August, 2023 also reviewed and approved the revision in the remuneration.

Mr. Nilesh Thakkar is serving as a Director (Marketing) with the Company. He is a Seasoned Marketing Professional with an experience of 5 years of building brand, accelerating growth and crafting business turnarounds. He is skilled in Sales, Brand Building and Brand Management, New Product Development, Brand Strategy and Market Research. He holds Bachelor of Commerce degree from H.L College of Commerce and Master of Business Administration (MBA) focused in Entrepreneurship/ Entrepreneurial Studies from Institute of Management, Nirma University. He has been associated with the Company since 6th July, 2016 as a Director-Marketing.

Considering his skill, performance and contribution to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Act”) held on 10th August, 2023 approved the revision in his monthly gross remuneration for a period of 3 years effective from April 1, 2023 till March 31, 2026 on such terms and conditions as stated in this explanatory statement.

The Details of salary and other terms and conditions of salary payable from the Company are given below;

| Sr No. | Particulars | Remuneration |
|--------|--|--|
| 1 | Salary, Perquisites and all other emoluments | a) 19,00,000/- per month with effect from April 01, 2023 b) 21,00,000/- per month with effect from April 01, 2024 c) 23,00,000/- per month with effect from April 01, 2025 |

Information as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

| | |
|--|--|
| Name of the Related Party | Mr. Nilesh Thakkar |
| Name of the Director or Key Managerial personnel who is Related, if any | Mr. Kanubhai Thakkar, Mr. Jayesh Kumar Thakkar, Mr. Dipakkumar Thakkar |
| Nature of relationship | Mr. Nilesh Thakkar is son of Mr. Kanubhai Thakkar & Brother of Mr. Jayesh Kumar Thakkar and Mr. Dipakkumar Thakkar |
| Nature, material terms, monetary value and particulars of the contract or arrangements; | As stated in Explanatory Statement |
| Any other information relevant or important for the members to take a decision on the proposed resolution | As stated in Explanatory Statement |

Since the above proposed revision in remuneration exceeds the limit prescribed under Section 188 of the Act, the revision in remuneration will require prior approval of the members vide an Ordinary resolution. Accordingly, the Board of Directors recommends the Ordinary resolution as set out at Item No. 9 of this Notice, for the approval of the members.

Mr. Kanubhai Thakkar, Mr. Jayesh Kumar Thakkar and Mr. Dipakkumar Thakkar are interested in the Ordinary Resolution set out at Item No. 9 of the Notice, which pertains to approval for revision in remuneration of Mr. Nilesh Thakkar holding office or place of profit in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their Relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution as set out under Item No. 9 for approval by the Members of the Company.

Date: August 10, 2023

Place: Ahmedabad

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

Viralkumar Thaker
Company Secretary
(Membership No. F8773)

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
Website: www.gokulagro.com

Details of Directors seeking appointment/re-appointment at the 9th Annual General Meeting

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

| Name of Director | Mr. Jayesh Kumar Thakkar |
|--|--|
| Director Identification Number (DIN) | 03050068 |
| Date of Birth and Age | 15/12/1989 (33 Years) |
| Date of first appointment on the Board | 09/06/2016 |
| Brief Profile, Experience and Expertise in specific functional areas | <p>Mr. Jayesh Kumar Thakkar is Managing Director of the Company. He has done Mechanical Engineering from BITS, Pilani, UAE and Masters in Management and Strategy from The London School of Economics and Political Science, London. He was awarded Merit Scholarship for B.E. (Hons.) in Mechanical Engineering from the Birla Institute of Technology & Science UAE.</p> <p>He has overall experience of more than 10 years in Corporate Planning field and Strategies Formulation of the Company.</p> <p>He holds strong expertise in the areas of edible oil industry.</p> |
| Qualification(s) | Mechanical Engineering from BITS, Pilani, UAE and Masters in Management and Strategy from The London School of Economics and Political Science, London |
| Relationships between Directors, Managers, and other Key Managerial Personnel of the Company | Son of Mr. Kanubhai Thakkar, Brother of Mr. Dipakkumar Thakkar |
| Board Membership of other listed companies as on March 31, 2023 | Nil |
| Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2023 | Nil |
| Name of listed entities from which the person has resigned in the past three years | Nil |
| Number of shares held in the Company as of March 31, 2023 | 1,45,12,379 Equity Shares |
| Number of Board meeting attended during the year (Financial Year 2022-23) | 6 |
| Terms and Conditions of appointment/reappointment | As per the details provided under resolution and explanatory statement for business item no. 4 of AGM Notice dated 16 th September, 2016. |
| Details of Remuneration sought to be paid | As per the details provided under the resolution and explanatory statement for business item no. 7. |
| Details of Remuneration last drawn | Please refer Corporate Governance Report forming part of the Annual Report for FY 2022-23. |

| Name of Director | Mr. Hiteshkumar Tarachand Thakkar |
|--|--|
| Director Identification Number (DIN) | 01813667 |
| Date of Birth and Age | 10/03/1979 (43 Years) |
| Date of first appointment on the Board | Appointed w.e.f. 10 th August, 2023 |
| Brief Profile, Experience and Expertise in specific functional areas | <p>Mr. Hiteshkumar Thakkar is a chemical Engineer with more than 23 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 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> |
| Qualification(s) | Bachelor of Engineering |
| Relationships between Directors, Managers, and other Key Managerial Personnel of the Company | N.A. |
| Board Membership of other listed companies as on March 31, 2023 | Nil |
| Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2023 | Nil |
| Name of listed entities from which the person has resigned in the past three years | Nil |
| Number of shares held in the Company as of March 31, 2023 | 6,053 Equity Shares |
| Number of Board meeting attended during the year (Financial Year 2022-23) | Appointed w.e.f. 10 th August, 2023 |
| Terms and Conditions of appointment/reappointment | As per the details provided under the resolution and explanatory statement for business item no. 4. |
| Details of Remuneration sought to be paid | As per the details provided under the resolution and explanatory statement for business item no. 4. |
| Details of Remuneration last drawn | N.A. |

| Name of Director | Mr. Kanubhai Thakkar |
|--|---|
| Director Identification Number (DIN) | 00315616 |
| Date of Birth and Age | 28/04/1962 (61 Years) |
| Date of first appointment on the Board | 03/07/2014 |
| Brief Profile, Experience and Expertise in specific functional areas | <p>Mr. Kanubhai Thakkar, the true fit entrepreneur is the Chairman & Managing Director at Gokul Agro Resources Limited. He is the first-generation leader who established the company not with an intention to make profit but to make a difference. 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.</p> <p>He has long experience of more than four decades in the Edible Oil Industry.</p> <p>He holds strong expertise in the areas of edible oil industry.</p> |
| Qualification(s) | Metrics |
| Relationships between Directors, Managers, and other Key Managerial Personnel of the Company | Father of Mr. Jayesh Kumar Thakkar & Mr. Dipakkumar Thakkar |
| Board Membership of other listed companies as on March 31, 2023 | Nil |
| Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2023 | Nil |
| Name of listed entities from which the person has resigned in the past three years | N.A. |
| Number of shares held in the Company as of March 31, 2023 | 6 |
| Number of Board meeting attended during the year (Financial Year 2022-23) | Appointed w.e.f. 10 th August, 2023 |
| Terms and Conditions of appointment/reappointment | As per the details provided under resolution and explanatory statement for business item no. 3 of AGM Notice dated 14 th August, 2018. |
| Details of Remuneration sought to be paid | As stated in the explanatory statement of Item No.6 |
| Details of Remuneration last drawn | Please refer Corporate Governance Report forming part of the Annual Report for FY 2022-23. |

| Name of Director | Mr. Dipakkumar Thakkar |
|--|--|
| Director Identification Number (DIN) | 07071694 |
| Date of Birth and Age | 06/06/1991 (32 Years) |
| Date of first appointment on the Board | 31/08/2022 |
| Brief Profile, Experience and Expertise in specific functional areas | <p>He is currently serving as a Director with the Company. He has done his B.E. (Hons.) Mechanical Engineering from BITS, Pilani at UAE and Masters in Business Administration from Management Development Institute of Singapore. He has also been well versed with Export – Import Procedures and Documentations and Comprehensive Framework for Stock Market, Nifty, Currency, Gold and Silver.</p> <p>He has overall experience of 8 years working with leading Corporates at UAE and with Gokul Group as well.</p> <p>He has also strong expertise in the areas of edible oil industry.</p> |
| Qualification(s) | Mechanical Engineer, B.E. (Hons.) from BITS, Pilani at UAE & MBA from Management Development Institute of Singapore |
| Relationships between Directors, Managers, and other Key Managerial Personnel of the Company | <p>1. Son of Mr. Kanubhai Thakkar</p> <p>2. Brother of Mr. Jayesh Kumar Thakkar</p> |
| Board Membership of other listed companies as on March 31, 2023 | Nil |
| Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2023 | Nil |
| Name of listed entities from which the person has resigned in the past three years | N.A. |
| Number of shares held in the Company as of March 31, 2023 | 35,00,000 Equity Shares |
| Number of Board meeting attended during the year (Financial Year 2022-23) | 3 |
| Terms and Conditions of appointment/reappointment | As per the details provided under resolution and explanatory statement for business item no. 4 of AGM Notice dated 31st August, 2022. |
| Details of Remuneration sought to be paid | As stated in the explanatory statement of Item No.8 |
| Details of Remuneration last drawn | Please refer Corporate Governance Report forming part of the Annual Report for FY 2022-23. |

NOTES:

- The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.

Date : August 10, 2023

Place : Ahmedabad

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

Viralkumar Thaker
Company Secretary
(Membership No. F8773)

Registered Office:

Crown-3, Inspire Business Park, Shantigram, Nr. Vaishnodevi Circle, S.G. Highway, Ahmedabad-382421

CIN- L15142GJ2014PLC080010

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