

GOKUL AGRO RESOURCES LIMITED

Registered Office: Crown 3, Inspire Business Park, Shantigram,
Near Vaishnodevi Circle, S.G. Highway, Ahmedabad – 382 421.

CIN: L15142GJ2014PLC080010

Tel: 079-67123500 | **Website:** www.gokulagro.com | **Email:** compliances@gokulagro.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Monday, November 17, 2025 from 9:00 A.M. (IST)	Tuesday, December 16, 2025 till 5:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), read with the General Circular No.09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**'MCA'**) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India, hereinafter collectively referred to as the (**'Circulars'**) to transact the special businesses as set out hereunder by passing Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (**'Notice'**) is being sent by Gokul Agro Resources Limited (**'the Company'** or **'GARL'**) only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**) / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-voting facility to its Members.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Notice.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 p.m. (IST) on Tuesday, December 16, 2025. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors of the Company has appointed CS Chirag Shah, Partner, M/s Chirag Shah & Associates (Membership No. FCS: 5545; CP No: 3498), and failing him CS Raimeen Maradiya, Partner, M/s Chirag Shah & Associates (Membership No. FCS: 11283; CP No: 17554) as the Scrutiniser to scrutinise the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutiniser will submit his report to the Chairman or any other person authorised by him. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines. The Scrutiniser's decision on the validity of votes cast will be final.

The said results will be displayed on the website of the Company at www.gokulagro.com, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Ordinary Shares are listed viz. BSE Limited ('BSE') and The National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. at www.bseindia.com and www.nseindia.com.

SPECIAL BUSINESS

1. TO CONSIDER INCREASE IN THE EXISTING BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the rules made thereunder (including any statutory modifications or re-enactments thereof), read with the applicable provisions of the Memorandum of Association and the Articles of Association of the Company, the approval of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to include, unless the context otherwise required, any Committee of the Board of Directors) to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities), in any currency, whether Indian or foreign, as may be required for the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs 8,000 crores (Rupees Eight Thousand Crores only) (enhanced from the earlier approved limit of Rs. 4000 crores), over and above the aggregate of the paid-up capital and its free reserves at any time and the Board be and is hereby authorized to decide all the terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

2. TO APPROVE THE INCREASE IN EXISTING LIMITS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013, FOR SALE, CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof) read with the applicable provisions of the Memorandum and Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to include, unless the context otherwise required, any Committee of the Board of Directors), to mortgage, pledge, hypothecate and / or create charge in addition to the existing mortgage, pledge, hypothecation, charges created by the Company, on all or any of the immovable / movable properties of the Company, wheresoever situated, present and future, and the whole or substantially the whole of the undertaking/s of the Company, and in such manner as the Board may deem fit, together with power to take over substantial assets or management of the business and concern of the Company in certain events, to or in favour of the consortium of banks financing the working capital requirements of the Company and / or any other financial institutions / investment institutions / banks or their Agent/s or Trustee/s, if any from whom financial assistances are / would be availed by the Company to secure amounts lent and advanced / agreed to be lent and advanced to the Company by them either severally or jointly up to a limit of Rs. 8,000 crores (Rupees Eight Thousand Crores only) (enhanced from the existing limit of Rs. 4,000 crore) by way of loan (Foreign Currency or Rupee), subscription to debentures, any other instruments etc., together with interest thereon at the respective agreed rates, compound interest, additional interest, commitment charges, guarantee commission, remuneration payable to the Trustees, if any, costs, charges, expenses and

other monies payable to all such financial institutions / investment institutions / banks, etc. in respect of financial assistance availed / to be availed from them or to the Trustees."

"RESOLVED FURTHER THAT the charge / mortgage in favour of the consortium of banks / financial institutions / investment institutions / banks, etc. as aforesaid shall rank pari-passu or subordinate or subservient to the existing or future charges already created / to be created in favour of the consortium of banks / financial institutions / investments institutions / Debenture Trustees / banks / any other authority as may be decided by the Board in consultation with the said lenders."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders, the debenture-holders, their Agents or Trustees, the deeds and documents for creating the aforesaid mortgage and/ or charge and to do all such acts and things as may be necessary for giving effect to the aforesaid resolution."

"RESOLVED FURTHER THAT Mr. Kanubhai Jivatram Thakkar (Chairman and Managing Director), and/or Mr. Jayesh Kaunbhai Thakkar (Joint Managing Director), and/or Mr. Dipakkumar Kanubhai Thakkar (Executive Director) and/or Mr. Jaimish Govindbhai Patel (Company Secretary and Compliance Officer) of the Company, be and are hereby severally authorized to take such actions and do all such things as may be necessary and desirable to give effect to this resolution."

3. REAPPOINTMENT OF MR. JAYESH KANUBHAI THAKKAR (DIN: 03050068) AS JOINT MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS COMMENCING FROM JUNE 9, 2026

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification or reenactment thereof (hereinafter referred to as **"the Act"**) and any other applicable laws and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for reappointment of Mr. Jayesh Kanubhai Thakkar (DIN: 03050068), as the Joint Managing Director of the Company for a period of 3 (Three) years commencing from June 9, 2026 to June 8, 2029, the period of his office shall be liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Jayesh Kanubhai Thakkar as Joint Managing Director shall exercise substantial powers of management subject to superintendence, control and direction of the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors or any Committee or any person authorised by the board thereof specifically authorised for this purpose, be and are hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient and desirable in order to give effect to this resolution."

4. PAYMENT OF REMUNERATION TO MR. JAYESH KANUBHAI THAKKAR (DIN: 03050068) AS JOINT MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS COMMENCING FROM JUNE 9, 2026

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (**"Listing Regulations"**), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the basis of the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded for payment of remuneration to Mr. Jayesh Kanubhai Thakkar (DIN: 03050068) as set out in the explanatory statement annexed to the Notice, during his tenure as Joint Managing Director of the Company for a period of 3 (Three) years commencing from June 9, 2026."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Jayesh Kanubhai Thakkar for a period of 3 (Three) years commencing from June 9, 2026 may exceed INR 5 Crore (Rupees Five Crore Only) or 2.5% of the net profits, whichever is higher or the aggregate annual remuneration of all Executive Directors taken together may exceed 5% of the Net Profits of the Company in any financial year, in terms of the provisions of Regulation 17(6)(e) of the Listing Regulations."

"RESOLVED FURTHER THAT in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure of reappointment as referred above, the remuneration as mentioned in the explanatory

statement may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board of Directors or any other person(s) authorised by the Board of Directors be and are hereby severally authorized, to do all such acts, deeds and things as may be required to give effect to the above.”

5. TO APPROVE REVISION IN REMUNERATION OF MR. DIPAKKUMAR KANUBHAI THAKKAR, EXECUTIVE DIRECTOR (DIN: 07071694) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (**“Listing Regulations”**), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in furtherance of the resolution passed in the Annual General Meeting held on September 25, 2023 and on the basis of the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to increase the remuneration of Mr. Dipakkumar Kanubhai Thakkar, Executive Director (DIN: 07071694) up to Rs. 40,00,000/- per month (inclusive of salary, perquisites, benefits, incentives and allowances) effective from April 1, 2026 up to his remaining tenure as an Executive Director (Upto September 30, 2027) on such terms and conditions as may be agreed to between the Board of Directors and Mr. Dipakkumar Kanubhai Thakkar with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said remuneration from time to time and notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Dipakkumar Kanubhai Thakkar effective from April 1, 2026 till the conclusion of his term of office as per shareholders’ resolution dated September 30, 2022, may exceed Rs. 5 Crore (Rupees Five Crore Only) or 2.5% of the net profits, whichever is higher or the aggregate annual remuneration of all Executive Directors taken together may exceed 5% of the Net Profits of the Company in any financial year, in terms of the provisions of Regulation 17(6)(e) of the Listing Regulations.”

“RESOLVED FURTHER THAT in the event the Company does not have profits or the profit of the Company is inadequate in any financial year starting from April 1, 2026 during the currency of tenure of Mr. Dipakkumar Kanubhai Thakkar as an Executive Director, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Dipakkumar Kanubhai Thakkar as an Executive Director, passed at 8th Annual General Meeting held on September 30, 2022 shall continue to remain in full force and effect.”

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

6. APPROVAL FOR INCREASE IN REMUNERATION OF MR. NILESH KANUBHAI THAKKAR (PRESIDENT – SALES AND MARKETING) WHO HOLDS AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and after taking into account recommendation of the Nomination and Remuneration Committee and Audit Committee and of the Board of Directors, the consent of the members of the Company be and is

hereby accorded for payment of remuneration for a period of 5 years effective from April 1, 2026 to Mr. Nilesh Kanubhai Thakkar who is holding office or place of profit, as President – Sales and Marketing, subject to remuneration not exceeding Rs. 40,00,000/- (Rupees Forty Lakhs) per month (inclusive of salary, perquisites, benefits, incentives and allowances) and facilities in accordance with the policy of the Company.”

“RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary the present remuneration in accordance with the provisions of the Companies Act, 2013, of Mr. Nilesh Kanubhai Thakkar holding office or place of profit within the maximum limit as approved by the shareholders.”

“RESOLVED FURTHER THAT the Board of Directors or any other person authorised by the Board of Directors be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”

7. ALTERATION OF THE OBJECT CLAUSE OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration of the existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:

1. *To carry on the business of manufacturing, processing, cultivating, refining, crushing, solvent extraction, blending, marketing, trading, exporting, importing, storing, distributing, and dealing in all types of edible and non-edible oils, including but not limited to soyabean oil, cotton seed oil, sunflower oil, groundnut oil, mustard oil, palm oil, rice bran oil, coconut oil, canola oil, sesame oil, castor oil, hydrogenated oils (Vanaspatti), animal oils & fats, marine oils, margarine and bakery fats, other essential oils and all types of available oil seeds, cooking mediums glycerine, oiled cakes, deoiled cakes, oil food products and all kinds of byproducts, derivatives, residues, cakes, meals, waxes, fatty acids, stearin, oleochemicals, and allied products derived therefrom, whether in raw, semi-processed, or fully processed form, and to establish, operate, and maintain facilities, plants, refineries, warehouses, and logistics infrastructure necessary for the same.*
2. *To carry on the business of trading, hedging, arbitrage, investment in agricultural products and all other commodities including but not limited to oils, oilseeds, allied goods, by products, residues through recognized spot markets, futures, commodity exchanges in India and abroad to undertake risk management and price discovery activities in accordance with applicable laws and exchange regulations.*
3. *To carry on the business of marketing, purchasing, selling, distributing, trading, acting as an agent, franchising, collaborating exporting, importing, merchandising, manufacturing and dealing with all kinds of products and services on the Company’s online portals or websites as well as through e-commerce, m-commerce, internet, intranet, stores, stalls or kiosks set up across India or abroad or in any other manner using Various Artificial Intelligence Technology, web Hosting Services and Applications, Software development and Applications, Computer technology, Internet technology, Digital Marketing Services and various other ways of trading.*
4. *To carry on the business of manufacturing, processing, refining, blending, storing, distributing, marketing, trading, exporting, and importing biodiesel, bioethanol, biogas, biofuels, glycerine, and other biofuels derived from edible and non-edible oils, used cooking oil, oilseeds, animal fats, algae, agricultural residues, other renewable resources, and all kinds of byproducts, derivatives, residues; and to establish, operate, and maintain biodiesel & ethanol plants, refineries, and allied infrastructure, and to engage in all commercial activities related to biofuel supply chains in compliance with applicable environmental, energy, and trade regulations.*
5. *To carry on business of manufacturer, buyer, seller, trader, importer, exporter, supplier, stockist, agent, distributor, dealer for all kinds of food and beverages including but not limited to any kind of atta, millet based products, biscuits, noodles, rusk, cookies, ghee, spices.*
6. *To carry on the business of cultivation, farming, plantation, growing, harvesting, processing, and trading of all kinds of agricultural, horticultural, floricultural, and plantation crops including but not limited to oilseeds, pulses, cereals, fruits,*

vegetables, spices, herbs, medicinal and aromatic plants, and other agro-based produce and to acquire, lease, develop, and manage agricultural lands, nurseries and plantations, and to undertake organic and sustainable farming practices, contract farming, and allied activities in India and abroad.

7. *To generate, develop, accumulate, produce, manufacture, install, commission, operate, prepare, purchase, sale, supply, process, transforms, transit, distribute, sub-contract, consume or utilised and or otherwise deal in all forms of energy inclusive of but not restricted to various renewable sources like solar energy, wind energy, all forms of biomass, geothermal energy, hydel energy, tidal and wave energy as also utilization of conventional energy forms like coal, oil, gas, electricity, fuels and all equipments that may be associated with such energy related activities.*

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the **‘Board’**, which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/ statutory authorities and authorise the Board of Directors of the Company and/or Mr. Jaimish Govindbhai Patel, Company Secretary and Compliance Officer of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.”

Date: November 12, 2025

Place: Ahmedabad

**By Orders of the Board of Directors
For, Gokul Agro Resources Limited**

Registered Office

Crown 3, Inspire Business Park, Shantigram, Near
Vaishnodevi Circle, S.G. Highway, Ahmedabad – 382 421.

CIN: L15142GJ2014PLC080010

Email: compliances@gokulagro.com

Phone No.: +917967123500/501

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

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**'the Act'**) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**). Further as required in terms of Secretarial Standard - 2 and Listing Regulations, the information (including profile and expertise in specific functional areas) pertaining to Director recommended for appointment / re-appointment and revision in remuneration are provided at Note no. 12.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from MUFG Intime India Private Limited, the Company's Registrar and Transfer Agent (**'RTA'**) / Depositories as on **Friday, November 7, 2025 ('Cut-Off date')** and whose email addresses are registered with the Company/ RTA/Depository Participants (in case of electronic shareholding). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. **Friday, November 7, 2025**. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only
3. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are mentioned in Note No. 11 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

5. The remote e-voting shall commence on **Monday, November 17, 2025 at 9:00 A.M. (IST)** and shall end on **Tuesday, December 16, 2025 at 5:00 P.M. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.gokulagro.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Ordinary Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at compliances@gokulagro.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. Tuesday, December 16, 2025.
9. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. Tuesday, December 16, 2025. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
11. **The instructions for remote e-voting by Members are as under:**

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

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

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

- iv. Your User ID details are given below:

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

- v. Password details for shareholders other than Individual shareholders are given below
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- vi. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting the check box.
 - viii. Now, you will have to click on 'Login' button.
 - ix. After you click on the 'Login' button, Home page of e-Voting will open

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- A) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- B) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- C) Now you are ready for e-Voting as the Voting page opens.
- D) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- E) Upon confirmation, the message "Vote cast successfully" will be displayed.
- F) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G) Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@chiragshahassociates.com and chi118_min@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliances@gokulagro.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliances@gokulagro.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
12. Details of the Directors seeking appointment / re-appointment and revision in salary Pursuant to Regulation 36 of Listing Obligations Regulations and as per Secretarial Standard -2 are provided below:

Particulars	Re-Appointment	Revision in Salary
Name of Director	Mr. Jayesh Kanubhai Thakkar	Mr. Dipakkumar Kanubhai Thakkar
DIN	03050068	07071694
Date of Birth (Age)	December 15, 1989 (36 Years)	June 06, 1991 (34 years)
Nationality	Indian	Indian
Relationships with other Directors	Son of Mr. Kanubhai Jivatram Thakkar and brother of Mr. Dipakkumar Kanubhai Thakkar	Son of Mr. Kanubhai Jivatram Thakkar and brother of Mr. Jayesh Kanubhai Thakkar
Date of first appointment	June 6, 2016	August 31, 2022
Expertise / Brief Resume	Expertise: Management; Corporate Strategy and Planning Brief Resume: Mr. Jayesh Kanubhai Thakkar has done Mechanical Engineering from BITS, Pilani, UAE and Master's 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. Having robust work experience across value chain and supply chain of edible oil market with deep understanding of accounting, finance, compliance and technical aspect of business. Focused on growing company's share across Indian edible oil market.	Expertise: Management; Marketing; and Technical knowledge of Commodities Brief Resume: Mr. Dipakkumar Kanubhai Thakkar has done Bachelor of Engineering (Hons) from BITS, Pilani, UAE and Master's in Business Management from Singapore. 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 Company's Business. He understands Fundamentals of Market very well.
Remuneration last drawn (in Rs) (during Financial Year 2024-25)	Rs. 2,28,00,006/-	Rs. 2,30,19,342/-
Remuneration to be paid	Refer Explanatory Statement annexed to Notice of Postal Ballot.	Refer Explanatory Statement annexed to Notice of Postal Ballot.
Qualification	Mechanical Engineering from BITS, Pilani, UAE and Master's in Management and Strategy from The London School of Economics and Political Science, London	Bachelor of Engineering (Hons) from BITS, Pilani, UAE and Master's in Business Management from Singapore.

No. of Equity Shares held	By Self – 2,90,24,758 As a Beneficial Owner – 3,70,97,520 (As Designated Partner of Jashodaben Commodities LLP)	By Self - 70,00,000 As a Beneficial Owner - 3,70,97,520 (As Designated Partner of Jashodaben Commodities LLP)
Terms and conditions of appointment/re-appointment	Ms. Jayesh Kanubhai Thakkar is being re-appointed as Joint Managing Director for a period of 3 (Three) years commencing from June 9, 2026. The other terms and conditions of re-appointment forms part of the explanatory statement to the Notice of the postal ballot notice dated November 12, 2025.	He was appointed as an Executive Director of the Company in the 8th AGM held September 30, 2022. The other terms and conditions of revision in remuneration forms part of the explanatory statement to the Notice of the postal ballot notice dated November 12, 2025.
No. of Board meetings attended during FY 2025-26	3	3
List of other Companies in which directorship are held	1. Ritika Infracon Private Limited 2. Riya Agro Industries Private Limited 3. Ritika Multi Commodities Private Limited	1. Ritika Infracon Private Limited 2. Ritika Multi Commodities Private Limited
Chairmanship / Membership of Committees (includes only Audit and Stakeholder Relationship Committee)	1) Gokul Agro Resources Limited - Member of Audit Committee - Member of Stakeholder Relationship Committee	Nil
Names of the listed entities from which Director has resigned in the past 3 (Three) years	Nil	Nil

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

As required under Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned under Item No. 1 to 7 of this notice.

Item no. 1: To consider increase in the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013

The Members of the Company at its 9th Annual General Meeting held on September, 25, 2023 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. 4,000 Crore (Rupees Four 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)(c) 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 existing borrowing limits by authorizing Board of the Directors or Committee thereof to borrow monies upto Rs. 8,000 Crores (Rupees Eight 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 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. 1 of this Postal ballot 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. 1 of this Notice.

Item no. 2: To Approve the Increase in existing limits of the Company under Section 180(1)(a) of the Companies Act, 2013, for Sale, Creation of Mortgage or Charge on the Assets, Properties or Undertaking(s) of the Company

The Members of the Company at its 10th Annual General Meeting held on August, 29, 2024 had passed a special resolution under Section 180(1)(a) of the Act, and authorised the Board of Directors to hypothecate/mortgage/pledge and/ or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company, within the overall ceiling prescribed by the members of the Company in terms of Section 180(1)(c) of the Companies Act, 2013.

As the borrowing limit of Section 180(1)(c) is sought to be enhanced, it is proposed to seek a fresh consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

The Board recommends passing of the Special Resolution as set out in Item no. 2 of this Postal ballot 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. 2 of this Notice.

Item no. 3 and 4: Reappointment of Mr. Jayesh Kanubhai Thakkar (DIN: 03050068) as Joint Managing Director of the Company and payment of remuneration for a period of 3 (three) years commencing from June 9, 2026

The Members had reappointed Mr. Jayesh Kanubhai Thakkar as Joint Managing Director at the 8th Annual General Meeting held on September 30, 2022, for a period of 5 (Five) years commencing from June 9, 2021 to June 8, 2026. The current term of his office is due to expire on June 8, 2026.

Mr. Jayesh Kanubhai Thakkar, aged 36, holds a degree in Mechanical Engineering from BITS Pilani, UAE, and a Master's in Management and Strategy from The London School of Economics and Political Science. He was a recipient of the Merit Scholarship for his B.E. (Hons.) in Mechanical Engineering from Birla Institute of Science & Technology, UAE. With over a decade of experience in corporate planning and strategic development at GARL, Mr. Jayesh has built extensive expertise across the value and supply chains of the edible oil industry. His comprehensive knowledge spans accounting, finance, compliance, and technical operations, and he remains committed to expanding the company's market share in the Indian edible oil sector.

Throughout his 10+ years with the Company, Mr. Jayesh has played a pivotal role in driving its growth. Recognizing his significant contributions, the Board of Directors, in their meeting on November 12, 2025, reappointed him as Joint Managing Director for a period of 3 (Three) years, effective from June 9, 2026, subject to shareholder approval and based on recommendations from the Nomination and Remuneration Committee. In reaffirming his position, the Board emphasized his instrumental role in the Company's progress and acknowledged the remarkable achievements during his leadership. The Board is of the opinion that his continued guidance will elevate the Company to even greater success.

Taking into account the scope of responsibilities assigned to the Joint Managing Director, prevailing industry standards for managerial remuneration, and the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on November 12, 2025, approved the remuneration, terms and conditions of the reappointment of Mr. Jayesh Kanubhai Thakkar, subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder.

The Company has received the consent from Mr. Jayesh Kanubhai Thakkar to act as Joint Managing Director along with his declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding office of Director by virtue of any SEBI order or any other such authority.

The proposed remuneration and terms and conditions of appointment of Mr. Jayesh Kanubhai Thakkar is as given below:

- The Joint Managing Director shall perform its duties subject to the superintendence, control and direction of the Board of Directors of the Company.
- In consideration of the performance of its duties, the Joint Managing Director shall be entitled to receive remuneration as stated herein below.

This resolution does not constitute as Related Party Transaction(s) under the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. This resolution, though Related Party Transaction under SEBI Listing Regulations and applicable accounting standards, is not material related party transaction(s). The remuneration payable to Mr. Jayesh Kanubhai Thakkar is given below:

1	Salary	Maximum to the extent of Rs. 40,00,000/- (Forty Lakhs) per month with such increases as may be determined by the Board of Directors of the Company from time to time as per the Rules of the Company.
2	Perquisites	• 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. • Hospitalisation and major medical expenses, car facility, telecommunication facility as per rules of the Company. • Other perquisites and allowances given by Company from time to time.

		- Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company. - Leave and encashment of unavailed leave as per the Rules of the Company.
I.	Medical reimbursement	Expenditure incurred by Director and his family at actuals.
II.	Club Fees	Subscription fees for Clubs and reimbursement of expenses as per the Rules of the Company.
III.	Insurance	Premium as per the Rules of the Company covered under Group Term Life Insurance/Group Medical Policy/Personal Accident Insurance/Employee Compensation Policy and such other Policies.
IV.	Assets / Home Appliances and Furniture Entitlement	Is entitled to purchase home appliances, personal computer and also entitled for purchase for furniture as per the Rules of the Company.
V.	Telephone / Internet Expenses	Expenditure incurred on telephone calls and internet at his residence shall be reimbursed at actuals as per the Rules of the Company.
VI.	Gas / Water/ Electricity / Fuel	Expenditure incurred on gas, water, electricity and fuel shall be reimbursed at actuals.
Retiral Benefits		
I.	Provident Fund	Company's contribution to Provident Fund shall be as per the Rules of the Company and the Fund.
II.	Superannuation Fund	Company's contribution to Superannuation Fund shall be as per the Rules of the Company and the Fund.
III.	Gratuity	Payable in accordance with the Rules of the Company and the Fund.
Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to the Managing Director and as may be permitted and approved by the Board of Directors to be paid to the Managing Director and shall be valued as per Income Tax Act & Rules, as amended from time to time.		

In the event of loss or inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year during his proposed tenure of reappointment, Mr. Jayesh Kanubhai Thakkar shall be entitled to a minimum remuneration of Rs. 40,00,000/- (Forty Lakhs) per month by way of salary and other perquisites / benefits as detailed above subject to such revisions as may be approved by the Board from time to time during his tenure.

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

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board recommends Ordinary Resolution set out at Item No. 3 and Special Resolution set out at Item 4 of the Notice for approval by the Members.

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

Item no. 5: To Approve Revision in Remuneration of Mr. Dipakkumar Kanubhai Thakkar, Executive Director (DIN: 07071694) of the Company

Mr. Dipakkumar Kanubhai Thakkar was appointed as an Executive Director of the Company by the shareholders at the 8th Annual General Meeting of the Company held on September 30, 2022 for a period of 5 years effective from September 30, 2022.

Further the shareholders at the 9th Annual General Meeting of the Company held on September 25, 2023, by way of a special resolution, approved the revision in remuneration payable to Mr. Dipakkumar Kanubhai Thakkar for a period of 3 years effective from April 1, 2023 till March 31, 2026 as under:

Remuneration	Terms and Conditions
Basic Salary, Perquisites and other allowance/benefits (as per the rules of the Company)	a) Rs. 19,00,000/- per month with effect from April 01,2023 b) Rs. 21,00,000/- per month with effect from April 01,2024 c) Rs. 23,00,000/- per month with effect from April 01,2025

Mr. Dipakkumar Kanubhai Thakkar holds a Bachelor of Engineering (Hons.) from BITS Pilani, UAE, and a Master's degree in Business Management from Singapore. He possesses a strong proficiency in technical analysis of commodities and market trends, complemented by a deep understanding of global economic dynamics and their impact on the Company's operations. His insights into market fundamentals are well regarded, and he brings valuable strategic perspective to the business.

Considering his comprehensive knowledge of the Company's operations and his extensive business experience, the Board of Directors based on the recommendation made by the Nomination and Remuneration Committee, approved the revision in remuneration at their meeting held on November 12, 2025, payable to Mr. Dipakkumar a sum of Rs. 40,00,000/- inclusive of Basic Salary, Perquisites and other allowance/benefits (as per the rules of the Company) for the period starting from effective from April 1, 2026 until the conclusion of his tenure as Executive Director on September 30, 2027 subject to approval of the shareholders by way of a special resolution.

In the event of loss or inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year during the tenure starting from April 1, 2026 upto his remaining tenure as an Executive Director, Mr. Dipakkumar shall be entitled to a minimum remuneration of Rs. 40,00,000/- (Forty Lakhs) per month by way of salary and other perquisites / benefits as detailed above subject to such revisions as may be approved by the Board from time to time during his tenure.

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

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board recommends Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

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

Item no. 6: Approval for increase in Remuneration of Mr. Nilesh Kanubhai Thakkar (President – Sales and Marketing) who holds an office or place of profit in the Company

The shareholders at the 9th Annual General Meeting of the Company held on September 25, 2023, by way of a special resolution, approved the revision in remuneration payable to Nilesh Kanubhai Thakkar (President – Sales and Marketing) who holds an office or place of profit in the Company for a period of 3 years effective from April 1, 2023 till March 31, 2026 as under:

Remuneration	Terms and Conditions
Basic Salary, Perquisites and other allowance/benefits (as per the rules of the Company)	d) Rs. 19,00,000/- per month with effect from April 01,2023 e) Rs. 21,00,000/- per month with effect from April 01,2024 f) Rs. 23,00,000/- per month with effect from April 01,2025

The provisions of Section 188(1)(f) of the Companies Act, 2013 ("the Act"), govern the related party/ies appointment to any office or place of profit in the Company, and the Company is required to seek approval of shareholders by way of an Ordinary Resolution, when proposed remuneration exceeds the thresholds provided in Rule 15(3)(b) of Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors of the Company on the recommendation of the Audit Committee and Nomination & Remuneration Committee, at its meeting held on November 12, 2025, has approved the increase in remuneration of Mr. Nilesh Kanubhai Thakkar (President- Sales and Marketing) for a period of 5 years w.e.f. April 1, 2026, to Rs. 40,00,000/- (Forty Lakhs only) per month inclusive of Basic Salary, Perquisites and other allowance/benefits (as per the rules of the Company).

Given below is a statement of disclosures as required under Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules 2014:

a) Name of the Related Party: Mr. Nilesh Kanubhai Thakkar

b) Name of the Directors or Key Managerial Personnel who is related: Mr. Kanubhai Jivatram Thakkar (Chairman and Managing Director); Mr. Jayesh Kanubhai Thakkar, (Joint Managing Director); and Mr. Dipakkumar Kanubhai Thakkar (Executive Director)

- c) **Nature of relationship:** Mr. Nilesh Kanubhai Thakkar is a son of Mr. Kanubhai Jivatram Thakkar (Chairman and Managing Director); and brother of Mr. Jayesh Kanubhai Thakkar, (Joint Managing Director) & Mr. Dipakkumar Kanubhai Thakkar (Executive Director).
- d) **Nature, material terms, monetary value and particulars of the contract or arrangement:** In the proposed arrangement, Mr. Nilesh Kanubhai Thakkar shall be paid a monthly remuneration of Rs. 40,00,000/- (Forty Lakhs only) per month inclusive of Basic Salary, Perquisites and other allowance/benefits (as per the rules of the Company) for a period of 5 years w.e.f. April 1, 2026.
- e) **any other information relevant or important for the members to take a decision on the proposed resolution:** Mr. Nilesh Kanubhai Thakkar is a seasoned marketing professional with a Bachelor degree of Commerce from H.L. College of Commerce and MBA in Entrepreneurship and Entrepreneurial Studies from the Institute of Management, Nirma University. With a strong foundation in business principles and entrepreneurial strategy, he brings creative insight, market intelligence, and growth-driven vision to every endeavor. He currently serves as President – Sales & Marketing at the Company, bringing over 5 years of experience in driving brand growth, accelerating business performance, and orchestrating successful turnarounds. As a seasoned marketing leader, he possesses deep expertise in Sales, Brand Building and Management, New Product Development, Brand Strategy, and Market Research, consistently contributing to strategic initiatives that strengthen market presence and long-term value.

Pursuant to the recommendations of the Audit Committee and Nomination & Remuneration Committee, the Board of Directors recommends the Resolution set out in Item No. 6 as an Ordinary Resolution for your approval.

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

Item no. 7: Alteration of the Object Clause of the Company

The existing Main Object Clause of the Memorandum of Association (**‘MOA’**) of Gokul Agro Resources Limited (**“the Company”**) is currently structured as a composite clause encompassing multiple business activities. In order to enhance clarity, align with evolving business strategies, and facilitate ease of reference for regulatory and operational purposes, the Board of Directors of the Company has approved the proposal to restructure the existing object clause into distinct and independent sub-clauses.

Further, in line with the Company’s long-term vision to diversify and expand its business operations, the Board has also approved the inclusion of the following new objects in the Main Object Clause of the MOA:

1) Food and Beverage Products

To carry on business of manufacturer, buyer, seller, trader, importer, exporter, supplier, stockist, agent, distributor, dealer for all kinds of food and beverages including but not limited to any kind of atta, millet based products, biscuits, noodles, rusk, cookies, ghee, spices.

2) Agricultural Cultivation and Allied Activities

To carry on the business of cultivation, farming, plantation, growing, harvesting, processing, and trading of all kinds of agricultural, horticultural, floricultural, and plantation crops including but not limited to oilseeds, pulses, cereals, fruits, vegetables, spices, herbs, medicinal and aromatic plants, and other agro-based produce and to acquire, lease, develop, and manage agricultural lands, nurseries and plantations, and to undertake organic and sustainable farming practices, contract farming, and allied activities in India and abroad.

3) Biofuels Energy

To carry on the business of manufacturing, processing, refining, blending, storing, distributing, marketing, trading, exporting, and importing biodiesel, bioethanol, biogas, biofuels, glycerine, and other biofuels derived from edible and non-edible oils, used cooking oil, oilseeds, animal fats, algae, agricultural residues, other renewable resources, and all kinds of byproducts, derivatives, residues; and to establish, operate, and maintain biodiesel & ethanol plants, refineries, and allied infrastructure, and to engage in all commercial activities related to biofuel supply chains in compliance with applicable environmental, energy, and trade regulations.

The proposed amendments are in line with the Company' long-term vision to diversify its portfolio, strengthen its agro-based operations, and participate in sustainable and future-ready sectors. The proposed restructuring and expansion of the object clause will enable the Company to pursue new opportunities and respond effectively to evolving market dynamics.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, any alteration in the Object Clause of the MOA requires the approval of the shareholders by way of a Special Resolution.

A copy of the existing and proposed MOA is available for inspection by the members at the registered office of the Company during business hours on all working days up to the date of declaration of results of the postal ballot.

The Board recommends passing of the Special Resolution as set out in Item no. 7 of this Postal ballot 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. 7 of this Notice.

Date: November 12, 2025

Place: Ahmedabad

**By Orders of the Board of Directors
For, Gokul Agro Resources Limited**

Registered Office

Crown 3, Inspire Business Park, Shantigram, Near Vaishnodevi Circle, S.G. Highway, Ahmedabad – 382 421.

CIN: L15142GJ2014PLC080010

Email: compliances@gokulagro.com

Phone No.: +917967123500/501

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

Annexure A

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

I. General Information:

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

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

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

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

SR.	Particulars	Jayesh Kanubhai Thakkar	Dipakkumar Kanubhai Thakkar
1.	Background details	Mr. Jayesh Kanubhai Thakkar serves as Joint Managing Director of the Company. With over a decade of experience in corporate planning and strategic development at Gokul Agro Resources Limited he has built extensive expertise across the value and supply chains of the edible oil industry. His comprehensive knowledge spans accounting, finance, compliance, and technical operations, and he remains committed to expanding the company's market share in the Indian edible oil sector.	Mr. Dipakkumar Kanubhai Thakkar serves as an Executive Director of the Company. He possesses a strong proficiency in technical analysis of commodities and market trends, complemented by a deep understanding of global economic dynamics and their impact on the Company's operations. His insights into market fundamentals are well regarded, and he brings valuable strategic perspective to the business.
2.	Past remuneration	INR 2,28,00,006/- was paid as remuneration during FY 2024-25	INR 2,30,19,342/- was paid as remuneration during FY 2024-25
3.	Recognition or awards	Not Applicable	Not Applicable
4.	Job profile and his suitability	Mr. Jayesh Kanubhai Thakkar and Mr. Dipakkumar Kanubhai Thakkar have been associated with the Company for more than 10 years. Under their guidance, the Company has witnessed continuous growth.	
5.	Remuneration proposed	As stated in the Explanatory Statement of this Notice for the respective resolutions.	

6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile, Expertise, knowledge, skills and responsibilities of the said Directors, the proposed remuneration is reasonable and is in line with remuneration prevailing in the industry.	
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Son of Mr. Kanubhai Jivatram Thakkar (Chairman & Managing Director) and Brother of Mr. Dipakkumar Kanubhai Thakkar (Executive Director)	Son of Mr. Kanubhai Jivatram Thakkar (Chairman & Managing Director) and Brother of Mr. Jayesh Kanubhai Thakkar (Joint Managing Director)

III. Other Information

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

Date: November 12, 2025

Place: Ahmedabad

**By Orders of the Board of Directors
For, Gokul Agro Resources Limited**

Registered Office

Crown 3, Inspire Business Park, Shantigram, Near Vaishnodevi Circle, S.G. Highway, Ahmedabad – 382 421.

CIN: L15142GJ2014PLC080010

Email: compliances@gokulagro.com

Phone No.: +917967123500/501

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