

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, June 15, 2026 from 9:00 A.M. (IST)	Tuesday, July 14, 2026 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 (**'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 SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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, July 14, 2026. 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. APPOINTMENT OF MR. RAJESH CHHAGANBHAI TARPORA (DIN: 00006741) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS EFFECTIVE FROM MAY 15, 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and pursuant to the consent received from Mr. Rajesh Chhaganbhai Tarpora (DIN: 00006741) confirming that he satisfies the criteria for independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) of the Listing Regulations, and that he is not debarred from holding the office of a director by virtue of any order of the Securities and Exchange Board of India or any other such authority, Mr. Rajesh Chhaganbhai Tarpora (DIN: 00006741), be and is hereby appointed as Non-Executive Independent Director of the Company for a first term of 5 (five) consecutive years with effect from May 15, 2026, to May 14, 2031 and he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT any Executive Director of the Company and/or Chief Financial Officer and/or Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as are necessary to give effect to this resolution."

2. APPOINTMENT OF DR. PRITHA DEV (PhD) (DIN: 11662814) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS EFFECTIVE FROM MAY 15, 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and pursuant to the consent received from Dr. Pritha Dev (DIN: 11662814) confirming that she satisfies the criteria for independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) of the Listing Regulations, and that she is not debarred from holding the office of a director by virtue of any order of the Securities and Exchange Board of India or any other such authority, Dr. Pritha Dev (DIN: 11662814), be and is

hereby appointed as Non-Executive Independent Director of the Company for a first term of 5 (five) consecutive years with effect from May 15, 2026, to May 14, 2031 and she shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Executive Director of the Company and/or Chief Financial Officer and/or Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as are necessary to give effect to this resolution.”

3. APPOINTMENT OF MR. MANHARBHAI KURJIBHAI JADAV (DIN: 01193143) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS EFFECTIVE FROM JUNE 08 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and pursuant to the consent received from Mr. Manharbhai Kurjibhai Jadav (DIN: 01193143) confirming that he satisfies the criteria for independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) of the Listing Regulations, and that he is not debarred from holding the office of a director by virtue of any order of the Securities and Exchange Board of India or any other such authority, Mr. Manharbhai Kurjibhai Jadav (DIN: 01193143), be and is hereby appointed as Non-Executive Independent Director of the Company for a first term of 5 (five) consecutive years with effect from June 08, 2026, to June 07, 2031 and he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Executive Director of the Company and/or Chief Financial Officer and/or Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as are necessary to give effect to this resolution.”

Date: June 08, 2026

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 – 382421

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 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 Notice.
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 RTA / Depositories as on **Friday, June 05, 2026 ('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, June 5, 2026**. 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. 12 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.

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, June 15, 2026 at 9:00 A.M. (IST)** and shall end on **Tuesday, July 14, 2026 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 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, July 14, 2026.
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, July 14, 2026. 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. In accordance with the provisions of Regulation 36(3) of SEBI Listing Regulations and applicable provisions of Secretarial Standard - 2, a brief profile of Mr. Rajesh Chhaganbhai Tarpara; Dr. Pritha Dev and Mr. Manharbhai

Kurjibhai Jadav, nature of their expertise in specific functional areas and other information are set out as an Annexure A and the same forms part of this Notice.

12. 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.	<ol style="list-style-type: none"> <li data-bbox="592 875 1484 1227">1. For OTP based login you can click on https://eservices.nsd.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. <li data-bbox="592 1267 1484 1653">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. <li data-bbox="592 1693 1484 1832">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="592 1872 1484 2042">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then 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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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***
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- 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.

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

As required under Section 102(1) of the Act, the following explanatory statement sets out all the material facts relating to the special businesses mentioned under Item No. 1 to 3 of this notice.

ITEM NO. 1: APPOINTMENT OF MR. RAJESH CHHAGANBHAI TARPARA (DIN: 00006741) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS EFFECTIVE FROM MAY 15, 2026

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), had appointed Mr. Rajesh Chhaganbhai Tarpara (DIN: 00006741), as an Additional Director on the Board of the Company, designated as a Non-Executive, Independent Director of the Company, with effect from May 15, 2026 for a term of 5 (five) consecutive years i.e, upto May 14, 2031, under Sections 149, 150 and 152 of the Act and in line with the Articles of Association of the Company, subject to the approval of the shareholders.

Mr. Tarpara shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier and is eligible for appointment as an Independent Director for a term of five consecutive years, subject to the approval of the Shareholders as required under the Listing Regulations.

Mr. Tarpara is registered on the Independent Director's Databank and is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Independent Director, if so appointed by the Company. The Company has also received declarations from him stating that he meets all the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations. Also, the Company has received other necessary disclosures and declarations from him including the declaration that he is not debarred from holding the office of Director pursuant to any SEBI / Regulatory Order. Mr. Tarpara does not hold any shares in the Company.

In the opinion of the Board, Mr. Tarpara is having rich experience and expertise in the field of corporate laws for appointment in the Board, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations each as amended.

Mr. Tarpara would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where he is a member.

The profile and specific areas of expertise of Mr. Tarpara forms part of this Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives other than Mr. Tarpara, to whom the Resolution relates, is concerned or interested in the Resolution given in Item No. 1 of the Postal Ballot Notice. Mr. Tarpara is not related to any Director or KMP of the Company.

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.

ITEM NO. 2: APPOINTMENT OF DR. PRITHA DEV (PHD) (DIN: 11662814) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS EFFECTIVE FROM MAY 15, 2026

The Board of Directors, based on the recommendation of the NRC had appointed Dr. Pritha Dev (PhD) (DIN: 11662814), as an Additional Director on the Board of the Company, designated as a Non-Executive, Independent Director of the Company, with effect from May 15, 2026 for a term of 5 (five) consecutive years i.e, upto May 14, 2031, under Sections 149, 150 and 152 of the Act and in line with the Articles of Association of the Company, subject to the approval of the shareholders.

Dr. Pritha shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier and is eligible for appointment as an Independent Director for a term of five consecutive years, subject to the approval of the Shareholders as required under the Listing Regulations.

Dr. Pritha is registered on the Independent Director's Databank and is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Independent Director, if so appointed by the Company. The Company has also received declarations from her stating that she meets all the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations. Also, the Company has received other necessary disclosures and declarations from her including the declaration that she is not debarred from holding the office of Director pursuant to any SEBI / Regulatory Order. Dr. Pritha does not hold any shares in the Company.

In the opinion of the Board, Dr. Pritha is having qualifications and the rich experience at various reputed institutes for appointment in the Board, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations each as amended.

Dr. Pritha would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where she is a member.

The profile and specific areas of expertise of Dr. Pritha forms part of this Notice.

None of the Directors or KMP of the Company or their respective relatives other than Dr. Pritha, to whom the Resolution relates, is concerned or interested in the Resolution given in Item No. 2 of the Postal Ballot Notice. Dr. Pritha is not related to any Director or KMP of the Company.

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.

ITEM NO. 3: APPOINTMENT OF MR. MANHARBHAI KURJIBHAI JADAV (DIN: 01193143) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS EFFECTIVE FROM JUNE 08, 2026

The Board of Directors, based on the recommendation of the NRC, had appointed Mr. Manharbhai Kurjibhai Jadav (DIN: 01193143), as an Additional Director on the Board of the Company, designated as a Non-Executive, Independent Director of the Company, with effect from June 08, 2026 for a term of 5 (five) consecutive years i.e, upto June 07, 2031, under Sections 149, 150 and 152 of the Act and in line with the Articles of Association of the Company, subject to the approval of the shareholders.

Mr. Jadav shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier and is eligible for appointment as an Independent Director for a term of five consecutive years, subject to the approval of the Shareholders as required under the Listing Regulations.

Mr. Jadav is registered on the Independent Director's Databank and is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Independent Director, if so appointed by the Company. The Company has also received declarations from him stating that he meets all the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations. Also, the Company has received other necessary disclosures and declarations from him including the declaration that he is not debarred from holding the office of Director pursuant to any SEBI / Regulatory Order. Mr. Jadav does not hold any shares in the Company.

In the opinion of the Board, Mr. Jadav is having rich experience and expertise in the field of Infrastructure Development, Water Resource Management, Public Administration, Disaster Rehabilitation and Contract & Arbitration for appointment in the Board, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations each as amended.

Mr. Jadav would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where he is a member.

The profile and specific areas of expertise of Mr. Jadav forms part of this Notice.

None of the Directors or KMP of the Company or their respective relatives other than Mr. Jadav, to whom the Resolution relates, is concerned or interested in the Resolution given in Item No. 3 of the Postal Ballot Notice. Mr. Jadav is not related to any Director or KMP of the Company.

The Board recommends passing of the Special Resolution as set out in Item no. 3 of this Postal Ballot Notice, for approval by the Members of the Company.

Date: June 08, 2026

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 – 382421

CIN: L15142GJ2014PLC080010

Email: compliances@gokulagro.com

Phone No.: +917967123500/501

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

Details of Directors seeking appointment through postal ballot by remote e-voting process (Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings).

Particulars	Appointment	Appointment	Appointment
Name of Director	Mr. Rajesh Chhaganbhai Tarpara	Dr. Pritha Dev	Mr. Manharbhai Kurjibhai Jadav
DIN	00006741	11662814	01193143
Date of Birth	December 27, 1975	September 14, 1979	May 25, 1958
Age	51 Years	47 Years	68 Years
Nationality	Indian	Indian	Indian
Relationships with other Directors	None	None	None
Date of first appointment	May 15, 2026	May 15, 2026	June 08, 2026
Expertise / Brief Resume	<p>Mr. Rajesh Chhaganbhai Tarpara has been a distinguished Member of the Institute of Company Secretaries of India (ICSI) since 2001, attaining Fellow Membership in 2010. He holds a Commerce degree from Saurashtra University and a Law degree from Gujarat University.</p> <p>With over 20 years of professional experience, he has developed expertise in Secretarial, Legal, Merger & Amalgamation, Finance, Direct and Indirect Taxation, GST, Corporate Governance, and various business-related disciplines.</p> <p>As a Practicing Company Secretary since 2003, he provides specialized advisory services in Corporate and Tax Law, with a strong focus on Company Law Compliance, IPO Consultancy, GST, Income Tax matters, Liaisoning, Litigation and Scrutiny-related matters.</p> <p>Currently, he is an elected Central Council Member of</p>	<p>Dr. Pritha Dev is an Associate Professor with the Economics area at the Indian Institute of Management – Ahmedabad since 2015.</p> <p>She earned her PhD in Economics from New York University in 2008. Prior to that, she completed her M.S. in Quantitative Economics at the Indian Statistical Institute, Delhi, in 2002. She began her academic journey with a Bachelor's degree in Economics from the University of Rajasthan in 2000.</p> <p>She has been the Chairperson of the NSE Center for Behavioral Science at IIMA as well as the founding Chairperson of the Gender Center at IIMA.</p> <p>Before joining IIMA, she was working as faculty at the Business School of the Instituto Tecnológico Autonomo de Mexico (ITAM) in Mexico City, Mexico.</p>	<p>Mr. Manharbhai Kurjibhai Jadav is a distinguished civil engineer and former Secretary, Water Resources Department, Government of Gujarat, with over 44 years of leadership experience in infrastructure development, water resource management, and public administration. His career spans senior government service and corporate leadership, combining technical expertise with governance acumen.</p> <p>Currently serving as Vice President at LCC Projects Limited, where he brings a unique blend of policy-making, execution, and contract management experience, making him a valuable asset to boards seeking independent oversight and strategic guidance.</p>

	ICSI (2023-2026).	She fluently speaks Hindi, Bengali, English and Spanish.	
Qualification	He holds Bachelor's Degree in Commerce and LL.B. He is a Practicing Company Secretary by Profession since 2003.	She holds BA (Hons), Economics, from University of Rajasthan, 2000. She has done Ph.D in Economics from New York University in 2008. She has done MS in Quantitative Economics from Indian Statistical Institute, Delhi in 2002	He holds Bachelor's Degree in Engineering (Civil) from Gujarat University in 1979
Terms and conditions of appointment/re-appointment	Appointment as Non-Executive Independent Director for a term of 5 years with effect from May 15, 2026, to May 14, 2031, not subject to retirement by rotation.	Appointment as Non-Executive Independent Director for a term of 5 years with effect from May 15, 2026, to May 14, 2031, not subject to retirement by rotation.	Appointment as Non-Executive Independent Director for a term of 5 years with effect from June 08, 2026, to June 07, 2031, not subject to retirement by rotation.
Remuneration last drawn (including sitting fees)	Nil	Nil	Nil
Remuneration to be paid	Sitting fee will be paid to him for attending the Board / Committee Meeting	Sitting fee will be paid to her for attending the Board / Committee Meeting	Sitting fee will be paid to him for attending the Board / Committee Meeting
No. of Board meetings attended during FY 2025-26 (up to the date of Postal Ballot Notice)	Nil	Nil	Nil
List of other Companies in which directorship are held	Institute of Governance Professionals of India	Nil	Nil
Chairmanship / Membership of Committees (includes only Audit and Stakeholder Relationship Committee)	Nil	Nil	Nil
Number of shares held in the Company as on the date of this Postal Ballot Notice	Nil	Nil	Nil
Names of the listed entities from which Director has resigned in the past 3 (Three) years	Nil	Nil	Nil

Date: June 08, 2026

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 – 382421

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