

Ref No: GARL/SEC/24-25/25

Date: 29<sup>th</sup> August, 2024

To,  
BSE Limited  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 539725

To,  
National Stock Exchange of India Limited  
Listing Department  
Exchange Plaza, C-1,Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051  
Symbol: GOKULAGRO

**Sub :** Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Alteration of the Memorandum of Association and Article of Association of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, we would like to inform you that the Board of Director of the Company at their meeting held on Saturday, August 3, 2024 had approved the below mentioned resolutions and the members of the Company at 10<sup>th</sup> Annual General Meeting held on Thursday, August 29, 2024 at 11:30 A.M. (IST) held through Video Conference ("VC")/Other Audio Visual Means ("OAVM") had approved the following by passing Special Resolutions:

1. Alteration in Memorandum of Association of the Company  
The brief details required to be furnished pursuant to Regulation 30 of SEBI Listing Regulations are annexed herewith as Annexure - I
2. Alteration of Article of Association of the Company  
The brief details required to be furnished pursuant to Regulation 30 of SEBI Listing Regulations are annexed herewith as Annexure - II

**Corporate & Registered Office :**

Gokul Agro Resources Limited, Crown 3, Inspire Business Park, Shantigram,  
Nr. Vaishnodevi Circle, S.G. Highway, Ahmedabad -382421, Gujarat-India.  
P.: 079 6712 3500 / 6712 3501 | M.: 90999 08537

**Plant(Gujarat):** 76/1p, 80, 89, 91 Meghpar Borichi, Galpadar Road, Nr. Sharma  
Resort, Tal.: Anjar Dist. - Kutch - 370110, Gujarat-India. M.: 72269 27175

**Plant(Andhra Pradesh):**

Survey No.:929, 929A & 929B, Vill. EPURU BIT-1  
Doruvulapalem Panchayat Muthukuru, Sri Potti Sriramulu Nellore Dist.-524323  
Andhra Pradesh-India. M: 72279 17006

**Plant(West Bengal):** J.L No.149, P.S Bhabanipur, Mouza - Debhog,  
Haldia-721657 District - Purba Medinipur, West Bengal-India. M: 72270 37646

The details of change in Memorandum of Association and Article of Association of the Company has also been uploaded on the website of the Company at [www.gokulagro.com/invester-relations/](http://www.gokulagro.com/invester-relations/)

Kindly take the above information on your record.

Thanking You,  
Yours Faithfully,

For and on behalf of  
Gokul Agro Resources Limited

Ankita Parmar  
Company Secretary and Compliance Officer

Encl: As Above

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## Annexure-I

The brief details of Alteration/ Addition in Memorandum of Association of the Company pursuant to Regulation 30 read with Para A, Part A of Schedule III of SEBI Listing Regulations and SEBI circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023

The Alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the Memorandum of Association of the Company, Clause III(A) is accordingly to be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'

The following Paragraph is added in the Clause III(A) of Memorandum of Association of the Company:

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.

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## Annexure-II

The brief details of Alteration in Article of Association of the Company pursuant to Regulation 30 read with Para A, Part A of Schedule III of SEBI Listing Regulations and SEBI circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023

It is proposed to amend the existing Articles of Association of the Company pursuant to enactment of the Companies (Amendment) Act, 2015 no. 21 of 2015 dated May 25, 2015 in the Companies Act, 2013 read with the Rules framed thereunder about the requirement of Common Seal. That the use of common seal has been made optional for Companies. The Company executes / enters into various agreements, arrangements, deeds, execution of documents and others with the financial institutions and the regulatory authorities during the course of its business activities, where common seal is affixed in the manner specified by the Board. The requirement of affixing common seal is mandated in such agreements and documents as the Articles of Association (“AOA”) of the Company contain regulations governing affixing of common seal and maintenance thereof. In view of the requirement of common seal having been dispensed with and also to facilitate administrative convenience for execution of documents on behalf of the Company it is proposed to alter the existing AOA of the Company by altering / deleting the relevant articles in the AOA of the Company, pertaining to common seal.

The following changes had been made in Article of Association of the Company:

- I. Deletion of the definition of “Seal” stated under Article 1 sub clause 2 point b under head Preliminary and Interpretation.
- II. Substitution of the existing Article 5(2) with the following:

### **Certificate to be certified by**

Every certificate shall be signed by two Directors and the Secretary and specify the shares to which it relates and the amount to paid-up thereon.

- III. Deletion of Articles 105 under the heading of “The Seal”.
- IV. Deletion of words “whether or not under seal” in Article 114 under the heading “DIVIDENDS AND RESERVE”

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- V. Addition of Article 118 with heading “Authentication of Documents” with the following:

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, the Managing Director, the Manager, the Secretary or an authorized Officer of the Company.

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