

gokaldas exports ltd

GEL/SEC/2024-25/85

February 17, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited
The Exchange Plaza
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code – 532630

Scrip Code: GOKEX

Dear Sir / Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed notice of Postal Ballot along with the explanatory statement, seeking approval of the Members of the Company for the following resolution:

Sl. No.	Resolution
1.	Enhancing the limits for giving loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013

In compliance with the provisions of the General circular no. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, the notice of Postal Ballot is sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on Friday, February 14, 2025.

The Company has engaged the services of KFinTech for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from Tuesday, February 18, 2025 (9:00 a.m. IST) and ends on Wednesday, March 19, 2025 (5:00 p.m. IST). The results of the postal ballot will be announced on or before Friday, March 21, 2025.

The Postal Ballot Notice along with explanatory statement, instructions for e-voting are also available on the website of the Company at www.gokaldasexports.com.

This is for your information and records.

Thanking you,

Yours truly,

For Gokaldas Exports Limited

Gourish Hegde
Company Secretary & Compliance Officer

Encl: as above



Regd. Office : # 25, 2nd Cross, 3rd Main,
Industrial Suburb, Yeshwanthpur, Bangalore 560 022.
Tel : +91 80 68951000, Fax : +91 80 68951001
E-Mail : info@gokaldasexports.com CIN : L18101KA2004PLC033475



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Gokaldas Exports Limited

No. 25, Second Cross, Third Main, Industrial Suburb, Yeshwantpur, Bengaluru – 560 022

CIN: L18101KA2004PLC033475

www.gokaldasexports.com, E-mail: info@gokaldasexports.com

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s), Notice is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), (including any statutory modification or re-enactment thereof for the time being in force) and the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard-2 on General Meetings (SS-2), that the resolutions appended below are proposed to be passed by the members of Gokaldas Exports Limited (the "Company") by way of Postal Ballot by voting through electronic means (remote e-Voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-Voting. The communication of the assent or dissent of the Members would only take place through remote e-Voting.

The Board has appointed Mr. Nagendra D. Rao, [Membership No. 5553 and Certificate of Practice No. 7731] Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/e-Voting process in a fair and transparent manner. The Scrutinizer will submit his report to the chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-Voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

Date: February 07, 2025

Place: Bengaluru

Registered Office:

No. 25, Second Cross

Third Main, Industrial Suburb

Yeshwantpur, Bangalore – 560022

PH: +91 80 68951000

E-mail: cs@gokaldasexports.com

CIN: L18101KA2004PLC033475

Website: www.gokaldasexports.com

Resolution

Item No. 1: Enhancing the limits for giving loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013

To consider and if deemed fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification or re-enactment thereof for the time being in force and subject to such approvals as may be required in this regard, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including a Committee thereof (hereinafter referred to as the 'Board') to: (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time in one or more tranches, as the Board at its absolute discretion deem beneficial and in the interest of the Company, in excess of the limits prescribed under Section 186 of the Act, for an amount not exceeding ₹ 3,000 Crore (Rupees Three Thousand Crore) or limit as per the Act, whichever is higher, outstanding at any point of time, notwithstanding that the aggregate amount of loans & guarantees given or security provided and investments made, along with the investments, loans, guarantees or security proposed to be made or given by the Board may exceed the limits prescribed under Section 186 of the Act."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this Resolution."

**By Order of the Board
For Gokaldas Exports Limited**

**Sd/-
Gourish Hegde
Company Secretary**

Notes

- A.** The explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
- B.** In compliance with the MCA Circulars, the Notice along with the instructions regarding e-Voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies)/depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. February 14, 2025. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with KFin Technologies Limited ("**KFintech**"), Registrar and Transfer Agent of the Company.
- The Notice shall also be uploaded on the website of the Company at www.gokaldasexports.com and on the website of BSE Limited ("**BSE**") at www.bseindia.com, National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com. All the Members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
- C.** To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-Voting services provided by KFintech. Instructions for remote e-Voting are provided in the Notice.
- D.** The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up Equity Share Capital as on February 14, 2025, being the 'Cut-off date' fixed for this purpose. Any person who becomes the Member after the Cut-off date should treat this notice for information purpose only.
- E.** The voting period will commence from Tuesday, February 18, 2025 at 9.00 a.m. IST and will end on Wednesday, March 19, 2025, at 5.00 p.m. IST. The e-Voting module shall be disabled for voting thereafter.
- F.** The Resolutions, if passed, shall be deemed to have been passed on March 19, 2025, being the last date specified by the Company for e-Voting.
- G.** The Board has appointed Mr. Nagendra D Rao, Practicing Company Secretary, Bengaluru as Scrutinizer ("**Scrutinizer**") for conducting the postal ballot/e-Voting process in a fair and transparent manner.
- H.** The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-Voting by Postal Ballot will be announced within Two working days of the conclusion of the e-Voting i.e. on or before March 21, 2025.
- I.** The declared results along with the report of Scrutinizer shall be intimated to BSE and NSE where the shares of the Company are listed and will be uploaded on www.bseindia.com and www.nseindia.com. Additionally, the results will also be uploaded on the Company's website at www.gokaldasexports.com.
- J. Procedure for Remote e-Voting:**
- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
 - ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - iv. The remote e-Voting period commences at 9.00 a.m. IST on Tuesday, February 18, 2025 and ends at 5.00 p.m. IST on Wednesday, March 19, 2025.
 - v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. February 14, 2025.
 - vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However,

if he/she is already registered with KFintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

- viii. The details of the process and manner for remote e-Voting explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi/Easiest</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.

2. User not registered for Easi/Easiest

- I. Option to register is available at www.cdslindia.com
- II. Proceed with completing the required fields.
- III. Follow the steps given in point 1

3. Alternatively, by directly accessing the e-Voting website of CDSL

- I. Visit URL: www.cdslindia.com or <https://evoting.cdslindia.com/Evoting/EvotingLogin>
- II. Provide your demat Account Number and PAN No.
- III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- IV. After successful authentication, user will be provided links for the respective ESP, i.e **KFintech** where the e-Voting is in progress.

Individual Shareholder login through their demat accounts/Website of Depository Participant

- I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.
- II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- III. Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/Depository Participants(s), will receive an email from KFintech which will include details of e-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "**EVEN**" i.e., "8675" and click on "Submit"

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-Voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at would be announced within two working days, i.e. on or before March 21, 2025 and the Resolution will be taken as passed, if the results of e-Voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-Voting shall be final. As indicated earlier, the results will be published on the website of the Company www.gokaldasexports.com besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed. Scrutinizer's Report along with voting results will also be posted on the website of KFintech at <https://evoting.kfintech.com>
- ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on February 14, 2025, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. In case a person has become a Member of the Company after dispatch of Postal Ballot Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Procedure for Registration of Email and Mobile: Securities in Physical Mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

K. Other Instructions:

- i. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Shivakumar at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 1:

As per Section 186 of the Companies Act, 2013, except with the prior approval of the Members of the Company by a Special resolution, the Company shall not directly or indirectly (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more.

As of December 31, 2024, 60% of the paid-up share capital, free reserves, and securities premium account of the Company aggregates to ₹ 1,124.93 Crores, and 100% of free reserve and securities premium account aggregates to ₹ 1,890.98 Crores. As of February 05, 2025, the aggregate value of the loans & guarantees given and investments made by the Company in other body corporates (including wholly Owned Subsidiaries) is ₹ 1,697.39 Crore.

Below are the details of the investment made; loan/guarantee provided by the Company along with the details of the Companies:

(Figures in ₹ Crores)

Sr. No.	Name of the entity to whom the investments/Loans/ Guarantees given	Nature of relationship	Investment	Loan	Guarantee	Total	Purpose of Investments
1	Gokaldas Exports FZCO and Nava Apparels L.L.C-FZ, Dubai, Atraco Industrial Enterprises, Dubai (branch of Amibros SA)	Wholly Owned Subsidiaries ("WOS")/Step Down Subsidiaries	1.97	195.46	402.28	599.71	Acquisition and working capital funding
2	Matrix Design and Industries Private Limited	WOS	323.06	169.13	-	492.19	Acquisition and working capital funding
3	BRFL Textiles Private Limited	Strategic Investment	175.00	-	103.00	278.00	Optionally convertible debentures (OCDs) subscribed from BTPL and corporate guarantee extended to banks for working capital and term loan for BTPL.
4	Sri Susamyuta Knits Private Limited	WOS	0.01	166.78	6.17	172.96	Capital expenditure for setting up the fabric processing unit in Perundurai, Tamil Nadu.
5	Gokaldasexports Acharpura Private Limited	WOS	0.01	120.58	-	120.59	Capital expenditures for setting up a greenfield apparel manufacturing unit in Acharpura Industrial area, Bhopal, Madhya Pradesh and working capital funding.
6	SNS Clothing Private Limited	WOS	17.76	-	-	17.76	Equity subscription
7	All Colour Garments Private Limited	WOS	3.34	-	-	3.34	Equity subscription
8	Vignesh Apparels Private Limited	WOS	0.81	-	-	0.81	Equity subscription
9	Gokaldas Export Corporation, USA	WOS	0.01	2.60	-	2.61	Funding for setting up of marketing office
10	Clean Max Celeste Private Limited	Associate	3.15	-	-	3.15	Investment in a solar project
11	Yepme UK Limited	Others	6.27	-	-	6.27	Investment in Preference shares
TOTAL			531.39	654.55	511.45	1,697.39	

Board Rationale for recommending the resolution:

The apparel industry has huge growth potential and in the present business environment, global customers require speed, flexibility, and agility and prefer to associate with suppliers who have the capabilities to create capacities and operate with an end-to-end integrated business model. To seize the opportunities ahead, staying focused on organic initiatives, the Company has directed its focus towards organic and inorganic growth avenues and also made strategic investments that are synergetic with its existing operations and growth strategies.

In this direction, to augment production capacities, the Company has invested in setting up of a greenfield factory in Bhopal, Madhya Pradesh, setting up a fabric processing unit in Perundurai, Tamil Nadu and completed acquisition of two manufacturing units in the last year (Atraco and Matrix). Further, to have a strong hold on the fabric sourcing capabilities, the Company has made a strategic investment in BRFL Textiles Private Limited ("BTPL"), a mega woven fabric processing unit having production capacities of 4 lakhs meters per day. Furthermore, for greater reach and better service its international customers, the Company has opened a marketing office in the United States, last year.

The above expansion initiatives were undertaken incorporating various Wholly Owned Subsidiaries ("WOS") to derive benefit from geographical diversification and other strategic advantages such as eligibility for availing notified incentives, tax efficiency, and to ensure better accountability.

Further, to this context, reference may be made to the stock exchange communications dated June 19, 2024 and November 29, 2024 regarding the strategic investments in BTPL where the Company has committed to invest through optionally convertible debentures up to ₹ 350 Crores and to extend corporate guarantee up to ₹ 300 Crores to explore possibility of acquisition/merger later.

Going forward the Company's expansion and growth initiatives will be majorly driven through its WOS. To support the above, Gokaldas Exports Limited (the 'parent Company'), is required to adequately fund the subsidiaries and strategic investments from time to time which is paramount to achieving the strategic growth objectives of the Company. Since these are new entities, of their own these entities can seldom have access to a large pool of funds from any financial institutions without any support from the parent Company. Even for the working capital requirements, the parent Company will require to provide the corporate guarantee to the financial institutions.

As of date, the Company has utilized significant portion of its limits on investments, loans, and guarantees given by way of corporate and financial guarantee (SBLC) to banks, leaves little room to support the strategic and growth initiatives planned to be routed through the subsidiaries. If adequate investments are not made in the subsidiaries, will seriously affect the future growth plans of the Company. Therefore, the Company requires to extend the necessary financial support to its WOSs and strategic investments to achieve the shared vision and create value for its shareholders.

In view of this, Members' approval is being sought by way of a Special Resolution to give loans, make investments and/or provide guarantees up to ₹ 3,000 Crores (Rupees Three Thousand Crores only) or limit as per the Act, whichever is higher, including the loan, guarantee and investments already made.

Considering the above, the resolution is accordingly recommended by the Board for the approval of Members as aforesaid.

None of the Directors, Key Managerial Personnel or their relatives is interested or concerned financially or otherwise in this Resolution.

**By Order of the Board
For Gokaldas Exports Limited**

**Sd/-
Gourish Hegde
Company Secretary**

Date: February 07, 2025

Place: Bengaluru

Registered Office:

No. 25, Second Cross

Third Main, Industrial Suburb

Yeshwantpur, Bangalore – 560022

PH: +91 80 68951000

E-mail: cs@gokaldasexports.com

CIN: L18101KA2004PLC033475

Website: www.gokaldasexports.com