

gokaldas exports ltd

GEL/SEC/2024-25/06

April 18, 2024

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: Qualified institutions placement of equity shares of face value ₹ 5 each (the “Equity Shares”) by Gokaldas Exports Limited (the “Company”) under the provisions of Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), and Sections 42 and 62 of the Companies Act, 2013, as amended, including the rules made thereunder (the “Issue”).

- 1) We wish to inform you that pursuant to the approval accorded by the board of directors of the Company (the “**Board**”), at its meeting held on February 1, 2024, and the special resolution passed by the members of the Company on February 29, 2024, the Fund Raise Committee of the Board has, at its meeting held today i.e. April 18, 2024, *inter alia*, passed resolutions for the following:
 - a. Authorised and declared the opening of the Issue today, i.e. April 18, 2024;
 - b. Approved and adopted the preliminary placement document dated April 18, 2024 and the application form in connection with the Issue;
 - c. Approved the floor price for the Issue as prescribed under SEBI ICDR Regulations, being ₹ 789.99 per Equity Share (“floor price”), based on the pricing formula as prescribed under Regulation 176 of the SEBI ICDR Regulations.

In this relation we will file the preliminary placement document dated April 18, 2024 with your office on April 18, 2024.

- 2) We further wish to inform you that the ‘Relevant Date’ for the purpose of the Issue, in terms of Regulation 171 of the SEBI ICDR Regulations, is April 18, 2024 and accordingly the floor price in respect of the aforesaid Issue, based on the pricing formula as prescribed under Regulation 176(1) of the SEBI ICDR Regulations is ₹ 789.99 per Equity Share. Pursuant to Regulation 176(1) of the SEBI ICDR Regulations and in accordance with the approval of the members sought through special resolution on February 29, 2024, the Company may offer a discount of not more than 5% on the floor price so calculated for the Issue.



Regd. Office : # 25, 2nd Cross, 3rd Main,
Industrial Suburb, Yeshwanthpur, Bangalore 560 022.
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The Issue price will be determined by the Company in consultation with the Book Running Lead Manager appointed in relation to the Issue.

The meeting of the Fund Raise Committee of the Board commenced at 6.00 PM and concluded at 6.10 PM.

A certified copy of the resolution passed by the Fund Raise Committee authorizing the opening of the QIP and fixing the floor price and the relevant date is enclosed for your information and records.

Further, in terms of Regulations 29(1) and 29(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), we wish to inform you that a meeting of the Fund Raise Committee is scheduled to be held on April 23, 2024 to *inter alia*, consider and approve the issue price of Equity Shares to be issued pursuant to the QIP, including any discount, if any thereto as calculated and permitted in accordance with the SEBI ICDR Regulations and in accordance with the approval of the members sought through special resolution on February 29, 2024.

Trading Window Closure: Further, pursuant to Company’s Insider Trading Code of Conduct, formulated in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the trading window for dealing in the securities of the Company is already closed for all designated persons and their immediate relatives(s) from April 01, 2024 until 48 (forty-eight) hours after the declaration of the audited financial results of the Company for the quarter and year ended March 31, 2024.

Copy of the same is being also made available on the website of the Company at www.gokaldasexports.com.

We request you to take the above on record and the same be treated as compliance under the applicable provisions of the SEBI Listing Regulations.

Thanking you,

Yours truly,

For Gokaldas Exports Limited

Gourish Hegde
Company Secretary & Compliance Officer

Encl: as above



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EXTRACT OF THE RESOLUTION PASSED BY THE FUND RAISE COMMITTEE OF THE BOARD OF DIRECTORS OF GOKALDAS EXPORTS LIMITED AT ITS MEETING HELD ON APRIL 18, 2024

Approval for Issue Opening

“RESOLVED THAT pursuant to the resolution passed by the shareholders of the Company on February 29, 2024, under Section 62 and other applicable provisions of the Companies Act, 2013, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the issue of equity shares of the Company of face value of ₹ 5 each (the **“Equity Shares”**) to eligible qualified institutional buyers (**“QIBs”**) under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, each, as amended (the **“Issue”**) be opened today, i.e. April 18, 2024 for receiving bids in connection with the Issue and that the Fund Raise Committee shall determine the Issue closing date and the price at which Equity Shares will be issued and allotted in the Issue (the **“Issue Price”**) at a meeting of this Fund Raise Committee to be held on or after April 23, 2024, in accordance with Chapter VI of the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT Mr. Sivaramakrishnan Ganapathi – Vice Chairman and Managing Director and Mr. Sathyamurthy A – Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds and things, as may be required to give effect to the above resolutions.”

RESOLVED FURTHER THAT Mr. Sivaramakrishnan Ganapathi – Vice Chairman and Managing Director, Mr. Sathyamurthy A – Chief Financial Officer and Mr. Gourish Hegde– Company Secretary and Compliance Officer, be and are hereby severally authorised to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action.”

CERTIFIED TRUE COPY
FOR GOKALDAS EXPORTS LIMITED


GOURISH HEGDE
COMPANY SECRETARY



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EXTRACT OF THE RESOLUTION PASSED BY THE FUND RAISE COMMITTEE OF THE BOARD OF DIRECTORS OF GOKALDAS EXPORTS LIMITED AT ITS MEETING HELD ON APRIL 18, 2024

Determination of Relevant Date and Floor Price

“RESOLVED THAT pursuant to the resolution passed by the shareholders of the Company on February 29, 2024, under Section 62 and other applicable provisions of the Companies Act, 2013, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the issue of equity shares of the Company of face value of ₹ 5 each (the **“Equity Shares”**) to eligible qualified institutional buyers (**“QIBs”**) under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, each, as amended (the **“Issue”**), the relevant date, in terms of Regulation 171(b)(i) of the SEBI ICDR Regulations, for determination of the floor price at which the Equity Shares shall be issued pursuant to the Issue shall be the date of this resolution, i.e., April 18, 2024.

RESOLVED THAT in respect of the Issue, the floor price of ₹ 789.99 per Equity Share (the **“Floor Price”**), as calculated based on the pricing formula prescribed under Regulation 176(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**) and based on the certificate received from the SSB & Associates, Chartered Accountants, an independent firm of chartered accountants, appointed by the Company in relation the Issue, for determination of Floor Price, be and is hereby approved.

RESOLVED FURTHER THAT in respect of the Issue and in accordance with the proviso to Regulation 176(1) of the SEBI ICDR Regulations and pursuant to the to the special resolution passed by the shareholders of the Company through Extra Ordinary General Meeting on February 29, 2024, the Company, in consultation with the book running lead manager to the Issue, may offer a discount of not more than 5% on the Floor Price so calculated for the Issue.

RESOLVED FURTHER THAT Mr. Sivaramakrishnan Ganapathi – Vice Chairman and Managing Director and Mr. Sathyamurthy. A – Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds and things, as may be required to give effect to the above resolutions and to do such filings intimations and disclosures with BSE Limited and National Stock Exchange of India Limited or any other regulatory or statutory authorities in accordance with applicable laws.”

RESOLVED FURTHER THAT Mr. Sivaramakrishnan Ganapathi – Vice Chairman and Managing Director and Mr. Sathyamurthy. A – Chief Financial Officer and Mr. Gourish Hegde – Company Secretary and Compliance Officer of the Company be and is hereby authorised to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action.”

**CERTIFIED TRUE COPY
FOR GOKALDAS EXPORTS LIMITED**



**GOURISH HEGDE
COMPANY SECRETARY**



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