

Date: October 04, 2021

To,
Dept. of Corporate Services,
BSE Ltd.
25th Floor, Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001

To,
Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E) Mumbai - 400 051

Scrip Code: 539725

Symbol: GOKULAGRO

Dear Sir/ Madam,

Sub: Notice of 2nd Extra Ordinary General Meeting of the Company

This is with reference to the above-mentioned subject and in pursuant to Regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Notice of the 2nd Extra Ordinary General Meeting of the Company scheduled to be held on Tuesday, October 26, 2021 at 05:00 PM at MAPLE 99, Sardar Patel Ring Road, Near Tapovan Circle, Besides True Value Maruti Showroom, Chandkheda, Ahmedabad, Gujarat 382424.

Kindly take the same on your records and acknowledge the receipt thereof.

Thanking You,

For, Gokul Agro Resources Ltd.


Chinara Jethwani
Company Secretary & Compliance Officer



NOTICE

NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF GOKUL AGRO RESOURCES LIMITED WILL BE HELD ON TUESDAY, OCTOBER 26, 2021 AT 05.00 PM AT MAPLE 99, SARDAR PATEL RING ROAD, NEAR TAPOVAN CIRCLE, BESIDES TRUE VALUE MARUTI SHOWROOM, CHANDKHEDA, AHMEDABAD, GUJARAT 382424 TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

- 1. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to

(i) the provisions of Section 23(1)(b), 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; and subject to the applicable provisions of (i) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations, 2018];

(ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015];

(iii) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI (SAST) Regulations, 2011];

(iv) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), stock exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other statutory / regulatory authority;

(v) the memorandum and articles of association of the Company;

(vi) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot 1,11,77,347 equity shares of Re.2/- (Indian Rupees Two only) face value (“Shares”) at an issue price of Rs. 40.26/- (Rupees Forty and Twenty-Six Paise only) for a consideration not exceeding an aggregate amount of Rs. 45,00,00,000/- (Rupees Forty Five Crores only) to the following investor(the “Allottee”) by way of preferential allotment on a private placement basis (“Preferential Allotment”), in accordance with the SEBI (ICDR) Regulations, 2018, the Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Name of Individual	Category	No. of shares	Subscription Amount (in Rs.)
Kanubhai Jivatram Thakkar	Promoter	1,11,77,347	45,00,00,000

RESOLVED FURTHER THAT the relevant date for the determination for the issue price for the Shares as per Regulation 161 of the SEBI (ICDR) Regulations, 2018 is 24th September 2021.

RESOLVED FURTHER THAT that without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from the others as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- (ii) The Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof.
- (iii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Proposed Allottee.
- (iv) Allotment of Shares shall only be made in dematerialized form.
- (v) The Shares allotted to the Allottee shall rank paripassu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018.

The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER that the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT any of the Directors, CFO and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including:

- a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares;
- b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company;
- c) to represent the Company before any Government / regulatory authorities;
- d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and

- e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER that all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Date : 29.09.2021

Place : Ahmedabad

For, Gokul Agro Resources Limited

By order of the Board,

Regd. Office:

801 to 805, Dwarkesh Business Hub Survey No. 126/1

Opp. Visamo society B/H Atishay Belleview

Motera Ahmedabad 380005

Chinar Jethwani
Company Secretary

Notes:

1. A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A proxy in order to be valid must be received at least 48 hours before the meeting.
2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice and the statement is open for inspection by the members at the Registered Office of the Company on all working days except Saturday's during business hours up to the date of the meeting.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or the RTA- Link Intime India Pvt Ltd.
7. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of the above, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Having regard to the difficulties experienced by the shareholders in disposing off their shares held in physical form and to mitigate the hardship caused to them. Members can contact the Company or Link Intime India Pvt Ltd. For assistance in this regard.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Notices, Circulars etc. from the Company electronically.
9. The Company has implemented the "Green Initiative" as per Circular Nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. The e-mail addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered e-mail address for serving notices/ documents including those covered under section 136 of the Companies Act, 2013. Members may also note that the Notice of Extra ordinary General Meeting will also be available on the website of the Company, www.gokulagro.com for download. Members holding shares in electronic mode are therefore requested to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent (RTA) of the Company.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Notice of Extra Ordinary General Meeting and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are entitled to receive such communication in physical form

upon request. The Notice of Extra-ordinary General Meeting and Attendance Slip are being sent in electronic mode to members whose e-mail ID's are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copy of Notice of Extra-Ordinary General Meeting and attendance slip are being sent to those Members who have not registered their e-mail ID's with the Company or the Depository Participant(s). Members who have received the Notice of Extra Ordinary General Meeting and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the EGM.

VOTING THROUGH ELECTRONIC MEANS:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by Link Intime India Pvt Ltd.

II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on Saturday, 23rd October 2021 (9:00 am) and ends on Monday, 25 October 2021 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 20 October 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Pvt Ltd. for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> ● If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. ● After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during

	<p>the meeting.</p> <ul style="list-style-type: none"> ● If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp □ ● Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> ● Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. ● After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. ● If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration □ ● Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> ● You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. ● Once login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> ● Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’

- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website. □
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

V. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, 20 October 2021.

VI. Any person, who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date; may obtain the login ID and password by sending a request to evoting@linkintime.co.in However, if he/she is already registered with Link Intime India Pvt Ltd. for remote e-voting, then he/she can use his/her existing User ID and password for casting the votes.

VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e voting as well as voting at the EGM through ballot paper.

VIII. Mr. Chirag Shah of M/s. Chirag Shah & Associates, Practicing Company Secretary (Membership No. 3498, FCS 5545) as the Scrutinizer for to scrutinize the voting through ballot during the EGM and remote e-voting process in a fair and transparent manner.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated September 29, 2021:

Item No. 1

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Mr. Kanubhai Jivatram Thakkar.

The Board, pursuant to its resolution dated September 29, 2021, has approved the proposed Preferential Issue of 1,11,77,347 Equity Shares at a price of Rs. 40.26/- per Equity Share (at a premium of Rs. 38.26/- per Equity Share) (“Issue Price”), and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the SEBI ICDR Regulations is Rs. 40.26/- per Equity Share.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

Particulars of the Preferential Issue including date of passing of Board Resolution:

The Board of Directors at its meeting held on September 29, 2021 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 1,11,77,347 Equity Shares of the face value of Rs. 2/- only per Equity Share, at a price of Rs. 40.26/- per Equity Share (at a premium of Rs. 38.26/- per Equity Share), aggregating to Rs. 450,000,000/- to the Promoter, for cash consideration, by way of a preferential issue on a private placement basis.

Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of shares to be issued

Up to 1,11,77,347 Equity Shares of the face value of Rs. 2/- only per Equity Share of the Company, at a price of Rs. 40.26/- (including a premium of Rs. 38.26/-) per Equity Share aggregating up to Rs. 450,000,000/- such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). The Equity Shares are

frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding two weeks prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued is Rs. 40.26/- per Equity Share, being higher of the following:

a) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the twenty-six (26) weeks preceding the Relevant Date, i.e. Rs. 35/- per Equity Share; and

b) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the two (2) weeks preceding the Relevant Date i.e. Rs. 40.26/- per Equity Share.

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 40.26/- per Equity Share which is not lower than the floor price determined in the manner set out above.

Amount which the company intends to raise by way of such securities;

Up to Rs. 450,000,000/-

Purpose/Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to Rs. 450,000,000/- through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for prepayment of borrowings of the Company and/or its subsidiaries, working capital requirement, meeting future funding requirements and other general corporate purposes of the Company and its subsidiaries.

Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is September 24, 2021, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (EGM). In accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the working day preceding September 26, 2021 has been considered as the relevant date.

The class or classes of persons to whom the allotment is proposed to be made

The preferential issue of Equity Shares is proposed to be made to one Promoter, named Mr. Kanubhai Jivatram Thakkar.

Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue

Following proposed allottee being members of the Promoter and Promoter Group are intending to subscribe to the offer as stated below –

Name of Individual	Category	No. of shares	Subscription Amount (in Rs.)
Kanubhai Jivatram Thakkar	Promoter	1,11,77,347	45,00,00,000

No other person falling under Promoter and Promoter Group, Director, Key Managerial Personnel(s) and their respective relatives are intended to subscribe to any of the Warrants proposed to be issued under the Preferential Allotment.

Proposed time schedule and time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

Principal terms of assets charged as securities

Not applicable.

Shareholding pattern of the Company before and after the Preferential Issue

Please refer Annexure - A to this Notice for details.

Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice.

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares

proposed to be allotted and/or who ultimately control the proposed allottees, the Percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:

Identity of the Proposed Allottee and the percentage of post preferential issue capital that may be held by them:

Name of the proposed allottee	Category	Present pre-Issue Shareholding		Post Issue Shareholding		Ultimate beneficial Owners
		Pre-Issue Holding	% of total equity capital	Post Issue Holding	% of total equity capital	
Mr. Kanubhai Jivatram Thakkar	Individual-Promoter	3,32,38,788	25.20	4,44,16,135	31.04	Not Applicable

Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them

The proposed allottee in the preferential issue is Mr. Kanubhai Jivatram Thakkar and the percentage of post issue share capital held by it is 31.04%.

The change in control, if any, in the Company that would occur consequent to the private placement

There will be no change in control in the Company consequent to the completion of the preferential allotment to the Promoter.

Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects

Contribution of Rs. 450,000,000/- is being made by Promoter of the Company, as part of the Preferential Issue.

Justification for the allotment proposed to be made for consideration other than cash

Not Applicable

Lock-In Period

The Equity Shares will not be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

Undertakings

- a) None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors nor Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- c) As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- f) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

Auditors' Certificate

The certificate from M/s Chirag Shah & Associates Practicing Company Secretaries, being the Secretarial Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting.

Other disclosures

- a) During the period from 1st April 2021 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
- b) Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.

- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares is for a cash consideration.
- d) Promoter has confirmed the no person belonging to the promoters(s) or the promoter group has sold/transferred their equity shares in the issuer during the six months preceding the relevant date Except inter-se transfer amongst qualifying persons under clause (a) of sub-regulation (1) of regulation 10 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover Regulations), 2011.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof, Except Mr. Kanubhai Jivatram Thakkar and Mr. Jayesh Kanubhai Thakkar and their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.1 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the members of the Company as per applicable law.

Date : 29.09.2021
Place : Ahmedabad

For, Gokul Agro Resources Limited
By order of the Board,

Regd. Office:
801 to 805, Dwarkesh Business Hub Survey No. 126/1
Opp Visamo society B/H Atishay Belleview
Motera Ahmedabad 380005

Chinar Jethwani
Company Secretary

Annexure – A – Pre and Post Preferential Issue of Shareholding Pattern of the Company

Sl. No.	Category of Shareholder(s)	Pre- Issue		Post- Issue	
		No. s of shares held	% of Share holding	No. s of Shares held	% of Share Holding
A.	Promoters and Promoter Group Holding				
1	Indian				
a)	Individual	7,76,32,606	58.86	8,88,09,953	62.07
b)	Family Trust	-	-	-	-
c)	Bodies Corporate	1,44,50,000	10.96	1,44,50,000	10.10
	Sub-Total (A)(1)	9,20,82,606	69.82	10,32,59,953	72.17
2	Foreign				
a)	Individual	-	-	-	-
b)	Bodies Corporate	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Promoters and Promoter Group Holding (A)	9,20,82,606	69.82	10,32,59,953	72.17
B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	-	-	-	-
b)	Venture Capital Funds	-	-	-	-
c)	Alternate Investment Funds	-	-	-	-
d)	Foreign Venture Capital Investors	-	-	-	-
e)	Foreign Portfolio Investors	1,832	0.00	1,832	0.00
f)	Financial Institutions/Banks	9,80,000	0.74	9,80,000	0.68
g)	Insurance Companies	-	-	-	-
h)	Provident Funds /Pension Funds	-	-	-	-
i)	Any Other (specify)	-	-	-	-
	Sub-Total (B) (1)	9,81,832	0.74	9,81,832	0.69
2	Central Government and State Government				
	Sub-Total (B) (2)	0	0	0	0
3	Non-Institutions				
a)	Individuals				
i)	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	80,70,422	6.12	80,70,422	5.64
ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	89,79,358	6.81	89,79,358	6.28
b)	NBFC's registered with RBI	-	-	-	-
c)	Any other specify				
	Hindu Undivided Family	27,34,600	2.07	27,34,600	1.91
	Non-Residents Indians	7,96,410	0.60	7,96,410	0.56
	Clearing Member	4,00,387	0.30	4,00,387	0.28
	Body Corporate	1,78,45,852	13.53	1,78,45,852	12.47
	Employees	3,533	0.00	3,533	0.00
	Sub-Total (B) (3)	3,88,30,562	29.44	3,88,30,562	27.14
	Total Public Shareholding (B)	3,98,12,394	30.18	3,98,12,394	27.83
	Total (A)+(B)	13,18,95,000	100.00	14,30,72,347	100.00
C	Shares held by the Custodians for ADR and GDR				
	Total (A)+(B)+(C)	13,18,95,000	100.00	14,30,72,347	100.00