

gokaldas exports ltd

GEL/SEC/2024-25/65

November 29, 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: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 (read with Part A of Schedule III) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), we hereby inform that the Board of Directors of the Company at their meeting held today i.e. Friday, November 29, 2024, inter-alia:

- i. pursuant to the recommendation of the Nomination and Remuneration Committee, have considered and approved the adoption of **GEL Employee Stock Option Plan 2024** (“**ESOP 2024**”/ “**Plan**”), in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, subject to approval of the shareholders of the Company;
- ii. have approved enhancing the corporate guarantee limit from Rs. 200 Crores to Rs. 300 Crores to BRFL Textiles Private Limited.

Details pursuant to Regulation 30 of the SEBI LODR Regulations read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for serial no. (i) and (ii) above are enclosed as **Annexure A** and **Annexure B** respectively.

The Meeting commenced at 7.30 PM and concluded at 8.40 PM.

This is for your information and records.



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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Thanking you,

Yours truly,

For Gokaldas Exports Limited

Gourish Hegde

Company Secretary & Compliance Officer

Encl: as above



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Annexure A

Sr. No	Particulars	Details
1	Brief details of options granted	<p>The aggregate number of the Options that may be granted under 'GEL Employee Stock Option Plan 2024' ("ESOP 2024"/ "Plan") shall not exceed 20,00,000 (Twenty Lakhs) options, exercisable into 20,00,000 (Twenty Lakhs) equity shares of face value of Rs. 5/- (Rupees Five Only) each fully paid-up of the Company.</p> <p>However, maximum number of shares that may be issued pursuant to options granted to an eligible employee in a year may exceed 1% of the total issued capital of the company at the time of granting of an option as decided by the Committee and the Board of Directors of the Company, within the overall ceiling of not exceeding 20,00,000 (Twenty Lakhs) employee stock options under the Plan and for the same, the company shall take prior approval of the members by way of a special resolution.</p>
2	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable)	Yes, the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
3	Total number of shares covered by these options	The maximum number of Shares that may be issued pursuant to exercise of Options granted to the Participants under Plan shall not exceed 20,00,000 (Twenty Lakhs) equity shares of face value of Rs. 5/- (Rupees Five Only) each fully paid-up of the Company.



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4	Pricing formula	<p>The exercise price per option shall be determined by the Committee at the time of grant which shall be upto 20% discount to Market Price. However, the Exercise Price shall not be lesser than the face value of Shares.</p> <p>The market price for the above clause shall be the closing market price on the date immediately prior to the date when the Committee finalizes the number of options to be granted, on a Stock Exchange where the highest trading volume is registered.</p>
5	Options vested	Not Applicable
6	Time within which option may be exercised	The Vested Options shall be exercised by the Employees within 1 (one) year from the date of Vesting.
7	Options exercised	Not Applicable
8	Money realized by exercise of options	Not Applicable
9	The total number of shares arising as a result of exercise of option	The maximum number of Shares that may be issued pursuant to exercise of Options granted to the Participants under Plan shall not exceed 20,00,000 (Twenty Lakhs) equity shares of face value of Rs. 5/- (Rupees Five Only) each fully paid-up of the Company.
10	Options lapsed	Not Applicable
11	Variation of terms of options	Not Applicable



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12	Brief details of significant terms	<p>The total number of Options to be granted under the Plan shall not exceed 20,00,000 (Twenty Lakhs). Each Option when exercised would be converted in to one equity share of Rs. 5/- (Rupees Five Only) each fully paid-up.</p> <p>All the Options granted on any date shall vest not earlier than minimum of 1 (One) year and not later than a maximum of 3 (Three) years from the date of grant of Options.</p> <p>The exercise period would commence from the date of vesting and will expire on completion 1 (One) year from the date of respective vesting. The shares allotted shall not be subject to any lock-in period.</p>
13	Subsequent changes or cancellation or exercise of such options	Not Applicable
14	Diluted earnings per share pursuant to issue of equity shares on exercise of options	No exercise has taken place till now.



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Annexure B

Sr. No	Particulars	Details
1	Name of party for which such guarantees or indemnity or surety is given.	Name of party - BRFL Textiles Private Limited
2	Whether the promoter/ promoter group/ group companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at "arm's length".	Promoter or Promoter Group is not an interested party to the transaction.
3	Brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee.	Enhanced the Corporate guarantee limit from Rs. 200 Crores to Rs. 300 Crores, on behalf of BRFL Textiles Private Limited, to the banks for availing working capital / term loan facilities from time to time by BRFL Textiles Private Limited.
4	Impact of such guarantees or indemnity or surety on listed entity.	In the event of default in the repayment of loan by BRFL Textiles Private Limited, the Company shall be liable to indemnify the Bank(s) and make repayment of the outstanding loan.



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