

Date: August 22, 2017

To,
Dept. of Corporate Services,
Bombay Stock Exchange 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 3rd Annual General Meeting of the Company

This is with reference to the above mentioned subject and in terms of applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of notice of the 3rd Annual General Meeting of the Company scheduled to be held on Monday, September 18, 2017 at 10.30 AM at Hotel Pragati – The Grand, Beside Zydus Hospital, Hebatpur Road, S.G. Highway, Thaltej, Ahmedabad -380059.

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

Thanking You,

For, Gokul Agro Resources Ltd.


Chinari Jethwani
Company Secretary & Compliance Officer



NOTICE

NOTICE is hereby given that the 3rd Annual General Meeting of the Members of Gokul Agro Resources Limited will be held on Monday, September 18, 2017 at 10:30 AM at Hotel Pragati – The Grand, Beside Zydus Hospital, Hebatpur Road, S.G. Highway, Thaltej, Ahmedabad - 380059 to transact the following Businesses:

Ordinary Business:

1. To receive, consider and adopt Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ashutosh Bhambhani (DIN 07163125), who retires by rotation and being eligible offers himself for re-appointment.
3. Ratification for Appointment of Auditors:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s Surana Maloo & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 112171W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business:

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

“RESOLVED THAT pursuant to the provisions of Sections 188 of the Companies Act, 2013 (“the Act”); Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s), amendments, or re-enactment thereof for the time being in force), and subject to such other approvals as may be required, approval of the members of the Company be and is hereby accorded for holding of office or place of profit/employment by Mr. Dipak Thakkar and designating him as a Director (EXIM), not being a member of the Board of Directors of the Company, who is a son of Chairman & Managing Director-Mr. Kanubhai Thakkar w.e.f April 1, 2017 with such terms and conditions and payment of remuneration as mentioned below:

| | |
|--------|---|
| Salary | a) ₹ 7,00,000/- per month with effect from April 1, 2017 |
| | b) ₹ 9,00,000/- per month with effect from April 1, 2018 |
| | c) ₹ 11,00,000/- per month with effect from April 1, 2019 |
| | d) ₹ 13,00,000/- per month with effect from April 1, 2020 |
| | e) ₹ 15,00,000/- per month with effect from April 1, 2021 |

RESOLVED FURTHER THAT the Board shall have the authority from time to time (a) to make applicable to Mr. Dipak Thakkar such revisions in the aforesaid salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites including contribution to provident fund, gratuity fund, superannuation fund, etc. as are introduced from time to time in respect of employees of the Company in equivalent salary scale or grade; and (b) to promote him to any higher position/designation or salary scale or grade in due course together with such allowances.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Cost Audit and Record) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) (“the Act”) and approval by the Board of Directors at their meeting dated August 11, 2017, the consent of the Company be and is hereby accorded for ratification of the below remuneration to M/s Priyank Patel & Associates, Cost Accountants as the Cost Auditors of the Company for the Financial Year 2017-18 for remuneration at ₹ 45,000/- plus out of pocket expenses & Service Tax as applicable to conduct the audit of the cost accounting records for all the manufacturing facilities of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

By order of the Board of Directors

Date : August 11, 2017

Place : Ahmedabad

Regd. Office:

B-402, Shapath Hexa,

Nr. Ganesh Meridian,

Opp. Gujarat High Court, Sola,

Ahmedabad – 380 060

CIN-U15142GJ2014PLC080010

NOTES:

1. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 in respect of Item No. 4 and 5 of the notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking appointment and re-appointment as Director under Item No. 2 of the Notice, are also annexed.
2. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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 person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and

- such person shall not act as a proxy for any other person or shareholder.
3. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.
 4. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/S Link Intime India Private Limited for assistance in this regard. In case shares held in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP).
 5. Members, Proxies and Authorized Representatives are requested to bring their copy of Annual Report at the Meeting.
 6. The Register of Members and Share Transfer Books of the Company will be closed from September 11, 2017 to September 18, 2017 (both days inclusive) for the purpose of Annual General Meeting.
 7. Pursuant to the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to M/S Link Intime India Private Limited, Registrar and Transfer Agent. Members holding shares in electronic form may submit the same to their respective depository participant.
 8. Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
 9. The Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
 10. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.gokulagro.com.
 11. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/ are deemed to have been passed as if they have been passed at the AGM.
 12. The board of directors has appointed Mr. Chirag Shah of M/s. Chirag Shah & Associates, Practicing Company Secretaries (Membership No. FCS 5545) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
 13. The Procedure and instructions for remote e-voting are as under:
 1. The voting period begins on September 15, 2017 at 9.00 AM and ends on September 17, 2017 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 11, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 2. Log on to the e-voting website www.evotingindia.com
 3. Click on "**Shareholders**" to cast your votes.
 4. Now, fill up the following details in the appropriate boxes.

| | |
|-----------|---|
| User- ID: | a) For CDSL: 16 digits Beneficiary ID b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID c) Members holding shares in physical form should enter the Folio Number registered with the Company. |
|-----------|---|
 5. Next enter the Image Verification as displayed and Click on Login.
If you are holding shares in demat form and had logged on to www.evotingindia.com then your existing password is to be used.
 6. If you are a first time user follow the steps given below:

| | |
|---|--|
| | For Members holding shares in Demat Form and Physical Form |
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member Id / Folio number in the Dividend Bank details field as mentioned in instruction (iv). |

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of the Company i.e. 170810023.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired and click on Submit.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
15. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
17. Instructions for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
18. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s Website www.gokulagro.com and on the website of CDSL i.e www.cdslindia.com within three days of passing of Resolutions at the 3rd Annual General Meeting and shall also be communicated to the Stock Exchanges where the Shares of the Company are listed.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

| | |
|-----------------|--|
| Company | : Gokul Agro Resources Limited |
| Regd. Office | : B-402, Shapath Hexa, Nr. Ganesh Meridian, Opp. Gujarat High Court, Sola, Ahmedabad – 380 060 CIN-U15142GJ2014PLC080010 |
| E-mail ID | : chinar.cs@gokulagro.com |
| E-voting Agency | : Central Depository Services (India) Limited |
| E-mail ID | : helpdesk.evoting@cdslindia.com Phone:022-22723333/8588 |
| Scrutinizer | : Chirag Shah & Associates Practicing Company Secretary |
| E-mail ID | : pcschirag@gmail.com |

EXPLANATORY STATEMENT

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

Item No. 4

Mr. Dipak Thakkar was appointed as “President-Exim” in the Company with effect from February 1, 2017 on a total remuneration of ₹ 2,50,000/-. With his successful induction, now it is proposed to designate Mr. Dipak Thakkar as a Director (EXIM), not being a member of the Board of Directors and revise remuneration as detailed below, which would be in excess of ₹ 2,50,000/- per month. Further, his remuneration may be reviewed and revised from time to time by his employer as per its remuneration policy.

Mr. Dipak Thakkar, aged 26 years is Mechanical Engineer, B.E. (Hons.) from BIST, Pilani at UAE and Masters in Business Administration from Management Development Institute of Singapore. He has also been well versed with Export-Import Procedures and Documentations and Comprehensive Framework for Stock Market, Nifty, Currency, Gold, Silver along with its Technical Analysis. He has overall experience of more than 3 years with leading Corporates at UAE and with Gokul Group as well.

Mr. Dipak Thakkar is a related party within the definition of Section 2(76) of the Companies Act 2013 (“the Act”). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding ₹ 2,50,000/- requires prior approval by way of special resolution of the Company. Hence, approval of members is sought for payment of remuneration to him by the company as proposed in the resolution under this item of business. The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Mr. Dipak Thakkar
 (b) Name of the Director or Key Managerial Personnel who is related: Mr. Kanubhai Thakkar, Chairman and Managing Director;
 (c) Nature of relationship: Mr. Dipak Thakkar is Son of Mr. Kanubhai Thakkar, Chairman and Managing Director
 (d) Nature, material terms, monetary value and particulars of the contract or arrangement:

Mr. Dipak Thakkar was appointed as “VP-Exim” with the Company at an initial basic remuneration of ₹ 2,50,000 per month as on date of his appointment, i.e. February 1, 2017. With effect from April 1, 2017 it is proposed to revise his remuneration as mentioned below.

| | |
|--------|---|
| Salary | a) ₹ 7,00,000/- per month with effect from April 1, 2017 b) ₹ 9,00,000/- per month with effect from April 1, 2018 c) ₹ 11,00,000/- per month with effect from April 1, 2019 d) ₹ 13,00,000/- per month with effect from April 1, 2020 e) ₹ 15,00,000/- per month with effect from April 1, 2021 |
|--------|---|

Item No. 5

The Board has approved the appointment and remuneration of M/s Priyank Patel & Co., Cost Accountants, Ahmedabad as Cost Auditor to conduct the audit of cost records maintained by the Company in respect of edible oil products for the financial year ending March 31, 2017 at a remuneration of ₹ 45,000/- plus service tax and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

Details of Directors seeking Appointment and Re-appointment at the Ensuing Annual General Meeting.

| Particulars | Dr. Ashutosh Bhambhani |
|---|---|
| Date of Birth | 10.04.1957 |
| Date of Appointment | 09.06.2016 |
| Qualification | ICWA |
| Experience and Achievements | Dr. Ashutosh Bhambhani is serving as the Whole - time Director of the Company. He is an efficient Cost & Management Accountant by profession. He has about 20 years of Work Experience in the field of Industry including multinational Company, and about 18 years in the field of Professional Academics. He has his Special Interest in the field of Management Control Systems, Cost and Management Accountancy, Taxation and Project Finance. He is also serving as a chairman of Kutch-Gandhidham Chapter of the Institute of Cost Accountants of India. He has also been awarded a degree of Ph.D. by KSKV Kachchh University. |
| Directorships in other Companies | NIL |
| Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders' Committee) | NIL |
| No. of Shares held in the Company | 705 |

**For & By order of the Board,
Gokul Agro Resources Ltd.**

Date : August 11, 2017
Place : Ahmedabad

**Chinar Jethwani
Company Secretary**

Regd. Office:
 B-402, Shapath Hexa,
 Nr. Ganesh Meridian,
 Opp. Gujarat High Court, Sola,
 Ahmedabad – 380 060
 CIN-U15142GJ2014PLC080010

GOKUL AGRO RESOURCES LIMITED

CIN: L15142GJ2014PLC080010

Registered Office: B-402, Shapath Hexa, Nr. Ganesh Meridian, Opp. Gujarat High Court, Sola, Ahmedabad - 380060.

Phone: 91 79 67123500; 91 79 67123501; Fax: 91 79 67123502

Email: chinar.cs@gokulagro.com Website: www.gokulagro.com

ATTENDANCE SLIP

Full name of the member attending _____

Full name of the joint-holder _____

(To be filled in if first named Joint-holder does not attend meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 3rd Annual General Meeting held at Hotel Pragati – The Grand, Beside Zydus Hospital, Hebatpur Road, S.G. Highway, Thaltej, Ahmedabad – 380059 on Monday, September 18, 2017 at 10.30 AM.

Folio No. _____ DP ID No.* _____ Client ID No.* _____

*Applicable for members holding shares in electronic form.

No. of Share(s) held _____

Member's / Proxy's Signature

GOKUL AGRO RESOURCES LIMITED

CIN: L15142GJ2014PLC080010

Registered Office: B-402, Shapath Hexa, Nr. Ganesh Meridian, Opp. Gujarat High Court, Sola, Ahmedabad - 380060.

Phone: 91 79 67123500; 91 79 67123501; Fax: 91 79 67123502

Email: chinar.cs@gokulagro.com Website: www.gokulagro.com

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L15142GJ2014PLC080010

Name of the Company : GOKUL AGRO RESOURCES LIMITED

Registered Office : B-402, Shapath Hexa, Nr. Ganesh Meridian, Opp. Gujarat High Court, Sola, Ahmedabad- 380060

Name of the Member(s) : _____

Registered Address : _____

E-mail Id : _____

Folio No./Client ID No. : _____ DP ID No. : _____

I/We, being the member(s) of the _____ Shares of the Gokul Agro Resources Limited, hereby appoint:

1. Name : _____ E-mail Id : _____

Address : _____

Signature : _____ or failing him

2. Name : _____ E-mail Id : _____

Address : _____

Signature : _____ or failing him

3. Name : _____ E-mail Id : _____

Address : _____

Signature : _____

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Annual General Meeting of the Company to be held on Monday, September 18, 2017 at Hotel Pragati - The Grand, Beside Zydus Hospital, Hebatpur Road, S.G. Highway, Thaltej, Ahmedabad - 380059, Ahmedabad - 380059 at 10.30 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

[P.T.O.]

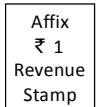
Ordinary Business:

1. To receive, consider and adopt Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ashutosh Bhambhani (DIN 07163125), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify Appointment of M/s Surana Maloo & Co., Chartered Accountants, Ahmedabad as Statutory Auditors of the Company

Special Business:

4. To designate Mr. Dipak K. Thakkar as a Director (EXIM), not being a member of the Board of Directors of the Company and revise his remuneration
5. Ratification of appointment and remuneration of Cost Auditor

Signed this _____ day of _____ 2017



Signature of Shareholder _____ Signature of Proxy holder _____

NOTES:

1. **This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**

ROUTE MAP TO THE AGM VENUE

