

NOTICE

NOTICE is hereby given that the 4th Annual General Meeting of the Members of Gokul Agro Resources Limited will be held on Friday, September 28, 2018 at 10:30 AM at GWALBHOG, Opp. Decathlon, Visat-Tapovan Road, Nr. Tapovan Circle, Chandkheda, Ahmedabad – 382 424 to transact the following Businesses:

Ordinary Business:

1. To receive, consider and adopt Audited Balance Sheet as at March 31, 2018, 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. Jayesh Kanubhai Thakkar (DIN 03050068), who retires by rotation and being eligible offers himself for re – appointment.

Special Business:

3. To consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, and subject to the approval of shareholders in the ensuing Annual General Meeting and such other statutory approvals as may be required, Mr. Kanubhai J. Thakkar be and is hereby re-appointed as the Managing Director of the Company for a further period of 5 years with effect from July 01, 2018.”

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s Priyank Patel & Associates, Cost Accountants, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019, amounting to ₹ 45,000/- (Rupees Forty Five Thousand Only) as also the payment of applicable tax and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized 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 14, 2018

Place : Ahmadabad

Chinar Jethwani

Company Secretary

Regd. Office:

B-402, Shapath Hexa,
Nr. Ganesh Meridian,
Opp. Gujarat High Court, Sola,
Ahmedabad – 380 060
CIN-L15142GJ2014PLC080010

NOTES:

1. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 in respect of Item No. 3 and 4 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 21, 2018 to September 28, 2018 (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 2017-18 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 2017-18 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 CSDL, 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:
 - (i) The voting period begins on Tuesday, September 25, 2018 at 9.00 am and ends on Thursday, September 27, 2018 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 Friday, September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your 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 Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Gokul Agro Resources Limited on which you choose to vote.
- (xii) 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. The option YES implies that you assent to the Resolution and option NO implies that you

- dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) **Note 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, 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.
- (xx) 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-L15142GJ2014PLC080010

E-mail ID : chinar.cs@gokulagro.com
 E-voting Agency: Central Depository Services (India) Limited
 Name of Official: Mr. Rakesh Dalvi | Designation – Manager
 Address : 25th Floor, A Wing, Marathon Futurex,
 Mafatlal Mills Compound, NM Joshi Marg,
 Lower Parel (E), Mumbai - 400 013

E-mail ID : helpdesk.evoting@cdslindia.com
 Phone : 1800225533
 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. 3

Mr. Kanubhai Thakkar had been re – appointed as Managing Director of the Company on May 28, 2018 w.e.f July 01, 2018 for a period of 5 years. The term of office of Mr. Kanubhai Thakkar as Managing Director of the Company is due to expire on June 30, 2018. The present proposal is to seek the shareholders’ for re – appointment of Mr. Kanubhai Thakkar as the Managing Director in terms of applicable provision of Companies Act, 2013. The Board of Directors of the Company (the ‘Board’), at its meeting held on May 28, 2018 has, subject to the approval of shareholders, has re – appointed Mr. Kanubhai Thakkar for a further period of 5 years from July 01, 2018.

The payment of remuneration has already been approved by Nomination & Remuneration Committee in its meeting held on May 15, 2018 & subsequently by the Board of Director in its Board Meeting held on May 28, 2018. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration as under:

1	Salary	a) ₹ 15,00,000/- per month with effect from 1st July, 2018 Salary shall be revised as under: b) ₹ 18,00,000/- per month with effect from 1st April, 2019 c) ₹ 21,00,000/- per month with effect from 1st April, 2020 d) ₹ 24,00,000/- per month with effect from 1st April, 2021 e) ₹ 27,00,000/- per month with effect from 1st April, 2022
2	Commission	Commission not exceeding 1% of the profits of the Company subject to the provisions of the Companies Act, 2013.

3	Perquisites	The appointee will be also allowed the perquisites as under:
(i)	Housing	The Company shall provide free furnished accommodation. The value of benefit will be determined as per the Income Tax Rules.
(ii)	Gas, Electricity, Water and Furnishings	Besides house as Mentioned above, the expenditure on gas, electricity, water and furnishing will be borne by the Company and the market value will be evaluated as per Income Tax Rules, 1962.
(iii)	Medical Expenses	Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) incurred for self and family, subject to a ceiling of one month's salary or three months' salary over a period of three years, as per Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.
(iv)	Leave Travel Concession	Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.
(v)	Personal Accident Insurance	The annual premium on a policy shall not exceed ₹ 15,000.
(vi)	Provident Fund & Superannuation Fund	Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
(vii)	Leave & Encashment of Leave	As per Rules & Regulations of the Company.
(viii)	Gratuity/Contribution to Gratuity Fund	As per Rules & Regulations of the Company.
(ix)	Use of Car & Telephones	Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. However, personal long distance calls and use of car for private purposes shall be borne by the Director.
(x)	Sweeper, Gardener, Watchman, Personal Attendant	Monthly Payments / Salaries made to Sweeper, Gardener, Watchman and Personal Attendant
(xi)	Club Fees	Fees of clubs subject to maximum of Two club excluding admission and life membership fees.
(xii)	Reimbursement of Expenses	Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules & Regulations of the Company.
4	Other Terms	The total remuneration for any year shall not exceed 5% of the profits of the Company as calculated in accordance with Section 198 of the Companies Act, 2013 as existing or modified or re-enacted from time to time.
5	In the event of Loss or Inadequacy of Profits	Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to Incentive / Commission being restricted to 100% of annual salary and applicable provisions of Schedule V to the Companies Act, 2013. Note: (a) Net profits for this purpose shall be as per computation of Net Profits under Sections 198 of the Companies Act, 2013. (b) The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013, which permits the Company to provide for an overall remuneration, not exceeding 10% of the Net Profits in any year, to all its Directors.

Item No. 4

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, 2019 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

The Board recommends the Ordinary Resolution set out at Item No. 4 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. 4.

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

Particulars	Mr. Jayesh K. Thakkar
DIN	03050068
Date of Birth	December 15, 1989
Date of Appointment	April 01, 2018
Qualification	Mechanical Engineering and Masters in Management.
Experience and Achievements	Mr. Jayesh K. Thakkar has done Mechanical Engineering from BITS, Pilani, UAE and Masters in Management and Strategy from The London School of Economics and Political Science, London. He was awarded Merit Scholarship for B.E. (Hons.) in Mechanical Engineering from the Birla Institute of Science & Technology, UAE. During his studies at London, he had been a Member of Management & Strategy, Finance Society and Alternative Investment Society at LSE. He has overall experience of more than 5 years in Mechanical Department with the reputed Corporates in UAE and in Corporate Planning field with Gokul Group. He has been actively looking after the business of the Company and Future Planning and Strategies Formulation for the Company.
Directorship / Partnership in other Companies / LLPs	2
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders' Committee)	NIL
No. of Shares held in the Company	6,23,765
Particulars	Mr. Kanubhai J. Thakkar
DIN	00315616
Date of Birth	April 28, 1962
Date of Appointment	April 01, 2018
Qualification	Metrics
Experience and Achievements	Mr. Kanubhai Thakkar started as a commodity trader and has about 3 decades of experience in edible oils. He is the recipient of the "Oil Man of the Year" award in the year 2005 from 'Globoil India'. He is actively involved in the business development activities and major expansion initiatives undertaken by the group. He plays a vital role in the hedging activities undertaken by the Company. He was instrumental in setting up & developing a subsidiary in Mauritius to establish a presence in global market. Under his able leadership our Company is expanding its Gandhidham plant. Presently he is the Chairman of Western Zone Solvent Extractors' Association of India and an office bearer of various committees like; SEA International Oil and Oilmeal Trade Council, SEA Imports Vegetable Oil Processors Council, SEA Castorseed and Oil Promotion Council.
Directorships in other Companies	1
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders' Committee)	NIL
No. of Shares held in the Company	2,73,58,788

By order of the Board of Directors

Date : August 14, 2018
Place : Ahmedabad

Chinar Jethwani
Company Secretary

Regd. Office:
B-402, Shapath Hexa,
Nr. Ganesh Meridian,
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