

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

### FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated March 01, 2023 ("Letter of Offer"), which is available on the websites of the our Company, Registrar to the Issue and the Stock Exchanges where the Equity Shares of our Company are listed, i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together, referred as the "Stock Exchanges"). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 14 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES**

The Company has made available on the Registrar's website [www.bigshareonline.com](http://www.bigshareonline.com) and the Company's website at [www.gokulagro.com](http://www.gokulagro.com), this Abridged Letter of Offer, along with the Rights Entitlement Letter and Application Form, to the Eligible Equity Shareholders who have provided an Indian address to the Company. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India ("SEBI"), the Stock Exchanges, the Company, and the Registrar, i.e. [www.sebi.gov.in](http://www.sebi.gov.in), [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com), [www.gokulagro.com](http://www.gokulagro.com) and [www.bigshareonline.com](http://www.bigshareonline.com), respectively. The Application Form is available on the website of our Company and on the Stock Exchanges.



### GOKUL AGRO RESOURCES LIMITED

**Registered Office:** Crown-3, Inspire Business Park, Shantigram, Near Vaishnodevi Circle, S.G. Highway, Ahmedabad - 382421, Gujarat, India

**CIN:** L15142GJ2014PLC080010

**Contact No:** 079-67123500; **Email-ID:** [compliances@gokulagro.com](mailto:compliances@gokulagro.com), **Website:** [www.gokulagro.com](http://www.gokulagro.com)

**Contact Person:** Mr. Viralkumar Thaker, Company Secretary and Compliance Officer

### PROMOTER OF OUR COMPANY MR. KANUBHAI JIVATRAM THAKKAR

#### ISSUE DETAILS, LISTING AND PROCEDURE

**RIGHTS ISSUE OF 44,71,011\* FULLY PAID-UP EQUITY SHARES OF FACE VALUE ₹ 2/- EACH ("RIGHTS EQUITY SHARES") OF GOKUL AGRO RESOURCES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹92/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 90/- PER EQUITY SHARE) (THE "ISSUE PRICE"), FOR AN AMOUNT UPTO ₹ 4113.33 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARE FOR EVERY 32 (THIRTY-TWO) FULLY PAID-UP EQUITY SHARES HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS WEDNESDAY, MARCH 8, 2023 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 46 (FORTY SIX) TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 230 OF THIS LETTER OF OFFER.**

*(\*Assuming full subscription.)*

#### LISTING

The existing Equity Shares are listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together, the "Stock Exchanges"). Our Company has received 'in-principle' approvals from the BSE and NSE for listing the Rights Equity Shares to be issued pursuant to this Issue vide their letters dated January 24, 2023 and December 19, 2022 respectively. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE Limited.

**Procedure:** If you wish to know about processes and procedures applicable to a rights issue, you may refer to the section titled "Terms of the Issue" on page 230 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of our Company, the Stock Exchanges and Registrar.

#### ELIGIBILITY FOR THE ISSUE

Our Company is a listed Company and has been incorporated under the Companies Act, 2013. Presently, the Equity Shares of the Company are listed on BSE and NSE. The Company is eligible to offer the Rights Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI ICDR Regulations, to the extent applicable. Further, the Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

### MINIMUM SUBSCRIPTION

Our Promoter and Promoter Group have vide letters dated November 12, 2022 (the “**Intention Letters**”) informed us that they may subscribe full extent to their entitlements arising out of the proposed Rights Issue and to the extent of unsubscribed portion (if any) of this Issue.

The objects of the Issue involves financing other than the financing of capital expenditure for a project. Further, our Promoter and Promoters Group have undertaken that they will subscribe fully to the extent of their rights entitlement and that they shall not renounce any portion of their rights except to the extent of renunciation within the promoter group.

### INDICATIVE TIMETABLE

<b>Issue Opening Date</b>	Thursday March 16, 2023	<b>Date of Allotment (on or about)</b>	Friday March 31, 2023
<b>Last Date for On-Market Renunciation#</b>	Friday March 17, 2023	<b>Date of credit of Equity Shares to demat account of Allottees (on or about)</b>	Thursday April 06, 2023
<b>Issue Closing Date*</b>	Thursday March 23, 2023	<b>Date of listing/Commencement of trading of Equity Shares on the Stock Exchange (on or about)</b>	Tuesday April 11, 2023
<b>Finalisation of Basis of Allotment (on or about)</b>	Friday March 31, 2023		

*Note: The above timetable is indicative in nature and does not constitute any obligation on the Company. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on platforms of BSE and NSE are taken within the prescribed timelines, the timetable may change due to various factors such as an extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE and NSE. The Commencement of the trading of Equity shares will be entirely at the discretion of BSE and NSE in accordance with the applicable laws.*

*#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.*

*Our committee will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of the application shall be permitted by any Applicant after the Issue Closing Date.*

### NOTICE TO INVESTORS

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will electronically dispatch through email and physical dispatch through registered post/speed post/courier the Letter of Offer, Abridged Letter of Offer, Application Form and Rights Entitlement Letter (“**Issue Material**”) only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, the Letter of Offer will be provided, through email and registered post/speed post/courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares are permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, SEBI, and the Stock Exchanges. Our Company shall also endeavour to dispatch physical copies of the Issue Materials to Eligible Equity Shareholders who have provided an Indian address to our Company. Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

#### **NO OFFER IN THE UNITED STATES**

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act, 1933, as amended (“**Securities Act**”), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (“**United States**” or “**U.S.**”) or possessions thereof, except in a transaction exempt from the registration requirements of the Securities Act. The Rights Entitlements and Rights Equity Shares referred to in the Letter of Offer are being offered in India and in jurisdictions where such offer and sale of the Rights Equity Share and/ or Rights Entitlements are permitted under laws of such jurisdictions, but not in the United States. The offering to which the Letter of Offer and Abridged Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said Equity Shares or rights. Accordingly, the Issue Materials should not be forwarded to or transmitted in or into the United States at any time.

## GENERAL RISKS

Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue including the risks involved. The Right Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Investors are advised to refer “**Risk Factors**” beginning on page 20 of this Letter of Offer before investing in the Issue.

<b>NAME OF THE REGISTRAR TO THE ISSUE AND CONTACT DETAILS</b>	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> Office No S6-2, 6 <sup>th</sup> floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093. <b>Tel:</b> 022 - 62638200/22 <b>E-mail:</b> <a href="mailto:rightsissue@bigshareonline.com">rightsissue@bigshareonline.com</a> <b>Investor Grievance email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Contact Person:</b> Mr. Vijay Surana <b>SEBI Registration Number:</b> INR000001385
<b>NAME OF STATUTORY AUDITORS</b>	<b>M/s. Surana Maloo &amp; Co., Chartered Accountants</b>
<b>SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)</b>	The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Shares Allotted.
<b>BANKER TO THE ISSUE</b>	<b>IndusInd Bank Limited</b> <b>Address:</b> 4th floor, PNA House, Street no. 17, Plot no. 57, MIDC, Andheri (East), Mumbai 400093. <b>Telephone Number:</b> 022- 6016 9234 <b>Website:</b> <a href="http://www.indusind.com">www.indusind.com</a> <b>E-mail:</b> <a href="mailto:nseclg@indusind.com">nseclg@indusind.com</a> <b>Contact Person:</b> Mr. Kaushik Chatterjee <b>SEBI Registration Number:</b> INBI00000002

## SUMMARY OF BUSINESS

The Company is one of the leading processor and manufacturer of various Edible & Non -Edible oils and allied products with a product line of major Edible and Industrial oil consumed globally. The Company has state-of-the-art manufacturing and processing facilities for its Edible and Non-edible oils. It is one of the major producer of castor oil and its products in the non-edible sector. It has a remarkable presence across more than 20 states of India. Our Company is primarily engaged in the business of Manufacturing & Trading of Edible & Non-Edible Oil, Meals and Agro Products. It is an ISO 45001:2018 certified company with its customers spread across the world. For further details, please refer to the section titled ‘*Business Overview*’ on page 63.

## OBJECTS OF THE ISSUE

### Requirement of Funds

The details of the objects of the Issue are set forth in the following table:

	(₹ in Lakhs)
PARTICULARS	AMOUNT*
Gross Proceeds from the Issue*	4113.33#
To meet the expenses of the Issue	26.00
<b>Net Proceeds from the Issue</b>	<b>4087.33</b>

#The amount to be utilized for General corporate purposes will not exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds;

\*Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

## Utilization and Deployment of funds for Net Proceeds

Our Company intends to utilize the Net Proceeds for the following objects: (₹ in Lakhs)

PARTICULARS	AMOUNT TO BE DEPLOYED FROM NET PROCEEDS	ESTIMATED DEPLOYMENT OF NET PROCEEDS
Working Capital Requirements	3887.33	3887.33
Funding Expenditure for General Corporate Purposes <sup>#</sup>	200.00	200.00
<b>Total Net Proceeds*</b>	<b>4087.33</b>	<b>4087.33</b>

<sup>#</sup>The amount to be utilized for General corporate purposes will not exceed 25.00% of the Gross Proceeds;

\*Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

## Means of Finance

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75.00% (Seventy-Five Percent) of the stated means of finance for the aforesaid object, excluding the amount to be raised from the Issue.

## Monitoring Agency

As the net proceeds of the Issue shall not exceed ₹10,000 lakhs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company. For more details, please refer to the chapter titled "Objects of the Issue" on page 45 of the Letter of Offer.

## EQUITY SHAREHOLDING PATTERN OF THE COMPANY AS ON DATE OF THE LETTER OF OFFER

The statement of the shareholding pattern of our Company as on February 10, 2023, as included in the Letter of Offer is as follows:

Category of Shareholder	Pre-Issue number of Equity Shares held	Total as a % of Total Voting right
(A) Promoter & Promoter Group	10,29,66,014	71.79
(B) Public	4,01,06,333	28.03
<b>Grand Total</b>	<b>14,30,72,347</b>	<b>100.00</b>

For more details, please refer to the chapter titled "Capital Structure" on page 42 of the Letter of Offer.

BOARD OF DIRECTORS			
SR. NO.	NAME	DESIGNATION	OTHER DIRECTORSHIPS
1.	Kanubhai Jivatram Thakkar	Chairman & Managing Director	<ul style="list-style-type: none"> <li>Gujarat Gokul Power Limited</li> <li>Ritika Infracon Private Limited</li> <li>Riya Agro Industries Private Limited</li> <li>The Solvent Extractors Association of India</li> </ul>
2.	Jayeshkumar Kanubhai Thakkar	Managing Director	<ul style="list-style-type: none"> <li>Reetika Seed Products Private Limited</li> <li>Ritika Infracon Private Limited</li> <li>Riya Agro Resources Private Limited</li> </ul>
3.	Dipakkumar Kanubhai Thakkar	Director	<ul style="list-style-type: none"> <li>Kiara Multi-Commodities Private Limited</li> <li>Ritika Infracon Private Limited</li> <li>Riya Agro Resources Private Limited</li> </ul>
4.	Ashutosh Jethanand Bhambhani	Whole Time Director	<ul style="list-style-type: none"> <li>None</li> </ul>

5.	Keyoor Madhusudan Bakshi	Independent Director	<ul style="list-style-type: none"> <li>• Ardent Avenues Limited</li> <li>• Cemseal Industries Limited</li> <li>• Infibeam Avenues Limited</li> <li>• Innovative Tyres &amp; Tubes Limited</li> <li>• Kiri Industries Limited</li> <li>• Liladhari Agrind Private Limited</li> <li>• Praveg Communications (India) Limited</li> <li>• Saanvi Advisors Limited</li> </ul>
6.	Sujit Gulati	Independent Director	<ul style="list-style-type: none"> <li>• Gujarat Arogya Seva Private Limited</li> </ul>
7.	Pankaj Mangharam Kotak	Independent Director	<ul style="list-style-type: none"> <li>• None</li> </ul>
8.	Pooja Hemang Khakhi	Independent Director	<ul style="list-style-type: none"> <li>• One Global Service Provider Limited</li> </ul>

For more details, see the chapter titled “Our Management” on page 73 of the Letter of Offer.

**NEITHER OUR COMPANY NOR OUR PROMOTER OR ANY OF OUR DIRECTORS HAVE BEEN DECLARED AS A WILFUL DEFAULTER OR FRAUDULENT BORROWER AS DEFINED UNDER SEBI ICDR REGULATIONS OR BY THE RESERVE BANK OF INDIA OR ANY OTHER GOVERNMENT AUTHORITY.**

### FINANCIAL INFORMATION

A summary of the financial information of our Company as at and form Unaudited Financial Information for the period from April’22 to September’22 and Audited Financial Information for the Financial Years ended on March 31, 2022 March 31, 2021 and March 31, 2020 is set out below:

(₹ in lakhs)

Sr. No.	Particulars	April’22 – September’22	For the financial year ended March 31, 2022	For the financial year ended March 31, 2021	For the financial year ended March 31, 2020
1.	Total Income from operations (net)	5,64,649.81	10,40,734.72	8,39,102.11	560,039.22
2.	Net Profit/(Loss) before Tax and exceptional items	7,622.84	15,598.22	6,604.61	2,640.73
3.	Profit/(Loss) after Tax and extraordinary items	5,774.93	12,290.64	4,468.82	1,919.36
4.	Equity Share Capital	2,861.45	2,861.45	2,637.90	2,637.90
5.	Reserves and Surplus	50,546.18	44,166.59	27,399.01	22,919.74
6.	Net Worth	53,407.63	47,028.03	30,036.91	25,557.64
7.	Basic & Diluted earnings per share	4.04#	9.02	3.39	1.46
8.	Net asset value per Equity Share	37.33	32.87	22.77	19.38
9.	Return on Net Worth (RONW)	10.81%#	26.13%	14.88%	7.51%

#Not Annualised

### INTERNAL RISK FACTORS

The below mentioned risks are the top five risk factors as per the Letter of Offer:

1. Our operations are dependent on the supply of large amounts of raw materials, such as palm oil, soybean oil, sunflower oil and oilseeds. Unfavourable local and global weather patterns may have an adverse effect on the availability of raw materials.
2. We derive a significant portion of our revenue from our edible oil business segment and any reduction in demand or in the production of such products could have an adverse effect on our business, results of operations and financial condition.

3. We generate a major portion of sales from our operations in certain geographical regions especially Gujarat, Maharashtra, Rajasthan, Delhi, Punjab, Uttar Pradesh and Madhya Pradesh. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.
4. If we are unable to introduce new products and respond to changing consumer preferences in a timely and effective manner, the demand for our products may decline, which may have an adverse effect on our business, results of operations and financial condition.
5. The edible oils and specialty fats industry in India is intensely competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.

For further details, see the section “*Risk Factors*” on page 20 of the Letter of Offer.

### SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

A summary of the pending tax proceedings and other material litigations involving our Company is provided below:

Name	By / Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by Regulatory Authority	Amount Involved* (₹ in Lakhs)
<b>Company</b>	By	9	-	4	-	3,53,86,800
	Against	2	-	-	-	-
<b>Promoter</b>	By	-	-	-	-	-
	Against	-	-	-	-	-
<b>Group Companies/ Entities</b>	By	-	-	-	-	-
	Against	-	-	-	-	-
<b>Directors other than Promoters</b>	By	-	-	-	-	-
	Against	-	2	-	-	14,86,401

*\*To the extent quantifiable*

For further details in relation to the pending litigation involving our Company, see section “*Outstanding Litigations, Defaults and Material Developments*” on page 212 of the Letter of Offer.

### TERMS OF THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Hereafter referred to as “**SEBI Rights Issue Circular**”) and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Collectively hereafter referred to as “**ASBA Circulars**”), all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “*Terms of the Issue - Application on Plain Paper under ASBA Process*” on page 247 of the Letter of Offer.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Terms of the Issue - Application on Plain Paper under ASBA Process*” on page 247 of the Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (a) The demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialised form; and (b) a demat suspense escrow account (namely, “Gokul Agro Resources Limited - Rights Entitlement Suspense Account”) opened by our Company, for the Resident Eligible Equity Shareholders which would comprise Rights Entitlements relating to (i) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or (ii) Equity Shares held in the account of IEPF authority; or

(iii) The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (iv) Credit of the Rights Entitlements returned/ reversed/ failed; or (v) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (vi) The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable; (vii) Eligible Equity Shareholders who have not provided their Indian addresses.

**In accordance with the SEBI Rights Issue Circulars, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. Monday, March 20, 2023 shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.**

***Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form:***

Please note that in accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least 2 (Two) Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process.

Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in “Terms of the Issue - *Procedure for Application by Eligible Equity Shareholders Holding Equity Shares in Physical Form*” on page 250 of the Letter of Offer.

**Rights Entitlement Ratio**

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 1 (One) Rights Equity Share for every 32 (Thirty-Two) Equity Shares held on the Record Date.

**Fractional Entitlements**

The Right Shares are being offered on a rights basis to existing Eligible Shareholders in the ratio of 1 (One) Right Share for every 32 (Thirty-Two) Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Shareholders is less than 32 (Thirty-Two) Equity Shares or is not in the multiple of 32 (Thirty-Two) Equity Shares, the fractional entitlements of such Eligible Shareholders shall be ignored by rounding down of their Rights Entitlements.

Any fraction of the Rights Entitlement will be dealt with as under:

- a) Fraction upto 0.49 will be ignored.
- b) Fraction not less than 0.50 will be converted into next higher integer.

**Procedure for Renunciation of Rights Entitlements**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the BSE and NSE; or (b) through an off -market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Rights Equity Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades

through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. THE REGISTRAR AND OUR COMPANY ACCEPT NO RESPONSIBILITY TO BEAR OR PAY ANY COST, APPLICABLE TAXES, CHARGES AND EXPENSES (INCLUDING BROKERAGE), AND SUCH COSTS WILL BE INCURRED SOLELY BY THE INVESTORS.**

#### **a) On Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the BSE and NSE through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI (ICDR) Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Shareholders shall be admitted for trading on the BSE and NSE under the ISIN that shall be allotted for the Rights Entitlement subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the BSE and NSE from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (One) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from March 16, 2023 to March 17, 2023. (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE314T20017 (for Rights Entitlement) that shall be allotted for the Rights Entitlement and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on "T+2 rolling settlement bases, where "T" refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the BSE, NSE and the SEBI.

#### **b) Off Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only.

Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE314T20017 (for Rights Entitlement) that shall be allotted for the Rights Entitlement, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.



The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

### **Additional Rights Equity Shares**

Investors are eligible to apply for additional Right Shares over and above their Rights Entitlements, provided that they are eligible to apply for Right Shares under applicable law and they have applied for all the Right Shares forming part of their Rights Entitlements without renouncing them in whole or in part. The Rights Entitlements comprise of 1 Rights Shares. Where the number of additional Right Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Right Shares shall be considered and Allotment shall be made in accordance with the SEBI (ICDR) Regulations and in the manner prescribed under the section '**Basis of Allotment**' on page 257.

### **Eligible Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.**

Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.

Investors to kindly note that after purchasing the Rights Entitlements through On Market Renunciation / Off Market Renunciation, an Application has to be made for subscribing to the Rights Equity Shares. If no such Application is made by the renounee on or before Issue Closing Date, then such Rights Entitlements will get lapsed and shall be extinguished after the Issue Closing Date and no Rights Equity Shares for such lapsed Rights Entitlements will be credited. For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation / Off Market Renunciation, please refer to the heading titled '**Procedure for Application through the ASBA process**' on page no. 244.

### **Intention and extent of participation by our Promoters and Promoter Group in the Issue**

The Promoters and Promoter Group of our Company amongst themselves, through their letters dated November 12, 2022, have confirmed that they intend to subscribe full extent of its Rights Entitlement in this Issue and to the extent of unsubscribed portion (if any) of this Issue.

Any such subscription for Rights Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding in the Company. The allotment of Equity Shares of the Company subscribed by the Promoter and other members of the Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI (SAST) Regulations. The Issue shall not result in a change of control of the management of our Company in accordance with the provisions of SEBI (SAST) Regulations. Our Company is in compliance with Regulation 38 of the SEBI (LODR) Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

**Availability of offer document of the immediately preceding public issue or rights issue for inspection:** Available

## **ANY OTHER IMPORTANT INFORMATION AS PER THE COMPANY**

### **PROCEDURE FOR APPLICATION**

#### **How to Apply**

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

For details of the procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, i.e. Wednesday, March 8, 2023, see '**Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form**' on page no. 250.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to

Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

### **Application Form**

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to the Eligible Shareholders only to (a) E-mail addresses of resident Eligible Shareholders who have provided their e-mail addresses; (b) Indian addresses of the resident Eligible Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Shareholders have not provided the valid email address to our Company; (c) Indian addresses of the non-resident Eligible Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (d) E-mail addresses of foreign corporate or institutional shareholders.

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email or physical delivery, as applicable, at least 3 (Three) days before the Issue Opening Date.

In case of non-resident Eligible Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through e-mail address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

The Application Form can be used by the Eligible Shareholders as well as the Renounees, to make Applications in this Issue on the basis of the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable.

The Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at [www.gokulagro.com](http://www.gokulagro.com).

In case of Investors who have provided details of demat account in accordance with the SEBI (ICDR) Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares by:

- a. Submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or
- b. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

**Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.**

**Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see 'Grounds for Technical Rejection' on page 254. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.**

**Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit or there is a delay in physical delivery (where applicable).**

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, Investors may choose to accept the offer to participate in this Issue by making an Application that is available on the website of the Registrar, BSE and NSE or on a plain paper with the same details as per the Application Form available online. Please note that Eligible Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see '**Application on Plain Paper under ASBA process**' on page 247 of Letter of Offer.

### **Procedure for Application through the ASBA process**

An investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

### **Self-Certified Syndicate Banks**

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular bearing reference number 'CIR/CFD/DIL/13/2012' dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

**Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.**

### **Application on Plain Paper under ASBA process**

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

### **Applications on plain paper will not be accepted from any address outside India**

Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

- 1) Name of our Company, being 'Gokul Agro Resources Limited';
- 2) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- 3) Registered Folio No./DP and Client ID No.;
- 4) Number of Equity Shares held as on Record Date;
- 5) Allotment option – only dematerialized form;
- 6) Number of Right Shares entitled to;
- 7) Total number of Right Shares applied for;
- 8) Number of additional Right Shares applied for, if any;
- 9) Total number of Right Shares applied for;
- 10) Total amount paid at the rate of ₹ 92/- for Right Equity Shares issued in one Rights Entitlement;
- 11) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- 12) In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules.

- 13) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Right Shares applied for pursuant to this Issue;
- 14) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- 15) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- 16) In addition, all such Eligible Shareholders are deemed to have accepted the following:

*"I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States") except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar, or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (hereinafter referred to as '**Regulation S**'), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

*I/ We acknowledge that the Company, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements." In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com)*

*I/ We acknowledge that the Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date."*

#### **Application by Eligible Equity Shareholders holding Equity Shares in physical form**

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than 2 (Two) Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least 1 (One) day before the Issue Closing Date;
- c) The Eligible Equity Shareholders can access the Application Form from:

- (i) Our Company at [www.gokulagro.com](http://www.gokulagro.com) ;
- (ii) The Registrar at [www.bigshareonline.com](http://www.bigshareonline.com);
- (iii) The Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com);

The Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at, [www.gokulagro.com](http://www.gokulagro.com).

- d) The Eligible Equity Shareholders shall, on or before the Issue Closing Date, submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

**PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS TO RECEIVE THEIR RIGHT SHARES DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP-ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.**

#### **IMPORTANT**

Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed, otherwise the Application is liable to be rejected.

All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed 'GOKUL AGRO RESOURCES LIMITED – RIGHT ISSUE' on the envelope and postmarked in India or in the email) to the Registrar at the following address:

**BIGSHARE SERVICES PRIVATE LIMITED**

Office No S6-2, 6th floor Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road, Andheri (East)  
Mumbai - 400093, Maharashtra, India.

**Tel:** 022-62638200/22

**E-mail:** [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com)

**Investor Grievance email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)

**Contact Person:** Mr. Vijay Surana

**SEBI Registration Number:** INR000001385

**Validity of Registration:** Permanent

In accordance with SEBI Rights Issue Circular, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar [www.bigshareonline.com](http://www.bigshareonline.com). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties are 022-62638200/22.

This Issue will remain open for a minimum 7 (Seven) days. However, the Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

**DECLARATION BY OUR COMPANY**

We hereby declare that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013, and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Letter of Offer are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY****SIGNED BY THE DIRECTORS OF OUR COMPANY**

<b>Sd/-</b> _____ <b>Mr. Kanubhai Jivatram Thakkar</b> Chairman & Managing Director	<b>Sd/-</b> _____ <b>Mr. Jayesh Kanubhai Thakkar</b> Managing Director
<b>Sd/-</b> _____ <b>Dr. Ashutosh Jethanand Bhambhani</b> Whole Time Director	<b>Sd/-</b> _____ <b>Mr. Keyoor Madhusudan Bakshi</b> Independent Director
<b>Sd/-</b> _____ <b>Mr. Pankaj Mangharam Kotak</b> Independent Director	<b>Sd/-</b> _____ <b>Ms. Pooja Hemang Khakhi</b> Independent Director
<b>Sd/-</b> _____ <b>Mr. Sujit Gulati</b> Independent Director	<b>Sd/-</b> _____ <b>Mr. Dipak Thakkar</b> Director
<b>Sd/-</b> _____ <b>Ms. Dhara Chintakkumar Chhapia</b> Chief Financial Officer	

**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY****Sd/-**

\_\_\_\_\_  
**Mr. Viralkumar Thaker**  
Company Secretary & Compliance Officer

**Place:** Ahmedabad**Date:** March 01, 2023