

Notice of Annual General Meeting

Notice is hereby given that the Twenty First (21st) Annual General Meeting ("AGM") of Gokaldas Exports Limited will be held on Thursday, September 19, 2024 at 4:00 PM. IST, through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Financial Statements of the Company which include Audited standalone and consolidated Balance Sheet as at March 31, 2024, the standalone and consolidated Statement of Profit and Loss including the Statement of other Comprehensive Income and Cash Flow of the Company as on that date together with the Auditors' Report thereon and Report of the Board of Directors.
- To appoint Mr. Mathew Cyriac (holding DIN: 01903606), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- Reappointment of Mr. Prabhat Kumar Singh (Holding DIN: 08275987) as Whole-Time Director of the Company**

To consider and if deemed fit, to pass the following resolution as **Special resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Prabhat Kumar Singh (DIN: 08275987), as the Whole-Time Director of the Company in Professional capacity for a period of 3 (three) years, with effect from November 12, 2024, on the terms and conditions including remuneration as given below:

- Annual fixed salary of ₹ 75 lakhs per annum and variable pay of ₹ 25 lakhs per annum.
- Annual Increments as may be decided by the Nomination and Remuneration Committee and Board, from time to time.
- Within the overall approved limits, the salary may be restructured from time to time.
- Mr. Prabhat Kumar Singh will be subject to all other service conditions as applicable to any other senior management employee of the Company.
- 75,000 ESOP options granted by the Nomination and Remuneration Committee and as approved by the Shareholders vide postal ballot notice dated March 01, 2022 and any further grants

under existing ESOP Scheme or any other scheme as and when approved by the shareholders of the Company.

- Mr. Prabhat Kumar Singh will be liable to retire by rotation.
- Mr. Prabhat Kumar Singh will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.

RESOLVED FURTHER THAT the above said remuneration shall be the minimum remuneration in case of absence of profits or inadequacy of profits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration as they may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and/or any of the key managerial personnel of the Company, be and are hereby severally authorized to do such other acts, deeds and things as may be considered necessary in connection with the above resolution."

- Payment of commission to Non-Executive Director(s) and Independent Directors within the overall ceiling limit of 1% of net profits of the Company for a period of five years with effect from April 01, 2024.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, relevant rules made thereunder (the "Act"), Regulation 17(6) and other applicable Regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment or re-enactment thereof, if any and subject to such other approvals as may be required, approval of the members of the Company be and is hereby accorded for the payment of commission to the Non-Executive Director(s) and Independent Directors (other than Managing or Whole-Time or Executive Directors) of the Company for a period of 5 (five) years, a sum of not exceeding the overall maximum limit of 1% (one percent) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, for each of the said financial year commencing from

April 01, 2024 and be distributed between such Directors in such a manner as the Board of Directors/Chairman may determine from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and/or any of the key managerial personnel of the Company, be and are hereby severally authorized to do such other acts, deeds and things as may be considered necessary in connection with the above resolution.”

By Order of the Board of Directors
For **Gokaldas Exports Limited**

Date: August 07, 2024

Place: Bengaluru

Gourish Hegde
Company Secretary

Registered Office:

No. 25, Second Cross

Third Main, Industrial Suburb

Yeshwantpur, Bengaluru – 560022

Ph:+91 80 68951000

Email: info@gokaldasexports.com

Website: www.gokaldasexports.com

Notes

1. In compliance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities and Exchange Board of India (hereinafter collectively referred to as "Circulars"), the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 21st Annual General Meeting ("AGM") of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the 21st AGM will be the Registered Office of the Company – Gokaldas Exports Limited, No. 25, Second Cross Third Main, Industrial Suburb, Yeshwantpur, Bangalore – 560022.
2. A Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and additional information of the Directors seeking re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed.
3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, representatives of the Institutional/Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to nagendradrao@gmail.com with a copy marked to einward.ris@kfintech.com.
4. The attendance of the Members participating in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. In line with the MCA Circulars and SEBI Circular, the notice of the AGM along with the Annual Report are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report will also be available on the Company's website www.gokaldasexports.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of the RTA at <https://evoting.kfintech.com>.
6. Since the AGM is being held through VC/OAVM Facility, the route map of the venue of the Meeting is not annexed hereto.
7. The Members may join the AGM in the VC/OAVM mode thirty minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
8. The Register of Members of the Company will remain closed from Friday, September 13, 2024 to Thursday, September 19, 2024 (both days inclusive)
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.
10. The Company has availed the services of KFin Technologies Limited, (KFintech), as the authorized agency for conducting of the AGM through VC/OAVM and providing e-Voting facility.
11. The e-voting period commences on Monday, September 16, 2024 (9:00 a.m. IST) and ends on Wednesday, September 18, 2024 (5:00 p.m. IST). The e-voting module will be disabled by KFintech thereafter. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 12, 2024.
12. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-Voting, shall be able to exercise their right to vote through e-Voting at the AGM. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
13. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

14. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. September 12, 2024 only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
15. The Board of Directors have appointed Mr. Nagendra D. Rao, Practising Company Secretary (Membership No. FCS 5553, COP 7731), Bengaluru as Scrutinizer for the e-Voting process. The Scrutinizer shall, after the conclusion of AGM, unblock the votes in the presence of at least two witnesses who are not in employment of the Company and shall within a period of 2 (Two) working days from the conclusion of the AGM, prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit it to the Chairman of the meeting.
16. The results of the e-Voting will be declared within 2 (Two) working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.gokaldasexports.com and on the website of KFinTech and shall be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
17. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. SEBI vide its circular dated January 25, 2022, has mandated that the listed entities shall henceforth issue the securities in dematerialized form only while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, Members who still hold shares in physical form are advised to dematerialize their holdings. Members can contact the RTA for assistance in this regard.
18. SEBI has mandated Members holding shares in physical form to submit PAN, KYC and Nomination details in specified forms. The specified forms are available at the website of the Company at www.gokaldasexports.com. Members may make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of Company's RTA.
19. The Members holding shares in physical mode are requested to lodge/notify communication for change of address, transfer deeds, bank details, ECS details, wherever applicable, mandates (if any), with the RTA. Members holding shares in electronic form are requested to furnish details to their respective DP.
20. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@gokaldasexports.com.

21. Procedure for Remote e-Voting:

Procedure for Login for e-Voting and Attending AGM through VC/OAVM for Individual Shareholders holding securities in Demat mode.

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

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

| | |
|---|--|
| Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL") | <p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". 4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Select "Register Online for IDeAS "Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields. |
|---|--|

C. By visiting the e-Voting website of NSDL:

1. Open <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")

A. Existing user who has opted for Easi/Easiest

1. Click at <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com
2. Click on New System Myeasi.
3. Login with user ID and Password.
4. After successful login of Easi/Easiest, Option will be made available to reach e-Voting page.
5. Click on e-Voting service provider name to cast your vote.

B. User not registered for Easi/Easiest

1. Option to register is available at <https://web.cdslindia.com/myeasi./Registration/EasiRegistration>.
2. Proceed with completing the required fields.

C. By visiting the e-Voting website of CDSL:

1. Visit at www.cdslindia.com
2. Provide Demat Account Number and PAN No.
3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.

After successful authentication, user will be provided links for the respective e-Voting service provider where the e-Voting is in progress.

Individual Shareholders (holding securities in Demat mode) login through their **depository participants**

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.

Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30. |
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43. |

I) Login method for remote e-Voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-Voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. 'Gokaldas Exports Limited-AGM.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at nagendradrao@gmail.com and may also upload the same in the e-Voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-Voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

A. Voting at e-AGM

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-Voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-Voting will still be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-Voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the e-AGM

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-Voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.

- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from September 13, 2024 (9.00 a.m.) up to September 14, 2024 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

Procedure for Registration of email and Mobile securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/

CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR-1 form along with the supporting documents.

ISR-1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

| | |
|---------|---|
| Name | KFIN Technologies Limited |
| Address | Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032. |

c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT A/c is being held.

By Order of the Board of Directors
For **Gokaldas Exports Limited**

Gourish Hegde
Company Secretary

Date: August 07, 2024
Place: Bengaluru

Registered Office:

No. 25, Second Cross
Third Main, Industrial Suburb
Yeshwantpur, Bengaluru – 560022
Ph:+91 80 68951000
Email: info@gokaldasexports.com
Website: www.gokaldasexports.com

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3:

The Members of the Company vide Postal Ballot Notice dated September 17, 2021, had re-appointed Mr. Prabhat Kumar Singh (DIN: 08275987) as the Whole Time Director of the Company for three (3) years with effect from November 12, 2021. The said term of 3 years will end on November 11, 2024.

Mr. Prabhat Singh plays a significant role in interfacing with the industry and the various regulatory authorities, including project implementation under the Government schemes, modernization, technology and infrastructure upgradation for textiles and funding support. He has been instrumental in setting up the new apparel manufacturing plant of the Company in Madhya Pradesh and Tamil Nadu. His vast experience includes working with the regulatory bodies for setting up new apparel manufacturing units, formulating recommendations to the Government on import-export policy, arranging joint ventures, and organizing fairs and exhibitions. Considering this, the Nomination and Remuneration Committee (NRC) at its meeting held on August 07, 2024, recommended his re-appointment as the Whole Time Director of the Company for a further period of 3 years.

The Board of Directors, based on the recommendation of NRC has re-appointed Mr. Prabhat Kumar Singh as the Whole-time Director of the Company in a Professional capacity for 3 years commencing from November 12, 2024, until November 11, 2027, subject to the approval of the members of the Company. The Board believes that the re-appointment of Mr. Prabhat Kumar would benefit the Company because of the above-mentioned skill, expertise and experience. Further, since Mr. Prabhat Kumar Singh has attained the age of 72 years, the approval of the shareholders for the said re-appointment is being sought by way of passing a special resolution as per Section 196 (3) of the Companies Act, 2013.

The Board recommends the special resolution as outlined in item no. 3 for the approval of Members.

Except for Mr. Prabhat Kumar Singh, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

ITEM NO.4:

The Non-executive Director and Independent Directors of the Company bring significant expertise and experience across a wide range of functional areas. With the enhanced corporate governance requirements under the Companies Act, 2013 (the "Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") coupled with the size, complexity and operations of the Company, the role and responsibilities of the Board, particularly, the Independent Directors, has increased significantly requiring greater time commitments, attention and a higher level of oversight.

Considering the above, the Nomination & Remuneration Committee and the Board of Directors at their meetings held on August 07, 2024 have recommended and has approved, the proposal for payment of commission not exceeding 1% of the net profit of the Company, computed in accordance with the provisions of Section 198 of the Act, to the Non-Executive Director(s) and Independent Directors, for a period of five years commencing from April 01, 2024. The aforesaid remuneration to Non-Executive Directors shall be in addition to the sitting fees payable to them for attending meetings of the Board and Committees thereof.

Regulation 17(6) of the SEBI Listing Regulations authorizes the Board of Directors to recommend all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in a general meeting. Accordingly, approval of the Shareholders is sought for payment of remuneration by way of commission to the Non-Executive Director(s) and Independent Directors of the Company, for a period of five years commencing from April 01, 2024 as set out in the Resolution at Item No.4 of the notice.

The Board recommends the resolution set out under Item No.4 of the notice for approval by the shareholders.

Except Mr. Mathew Cyriac, Mr. George Varughese, Ms. Rama Bijapurkar and Ms. Pavitra Rajaram, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

By Order of the Board of Directors
For **Gokaldas Exports Limited**

Date: August 07, 2024

Place: Bengaluru

Registered Office:

No. 25, Second Cross
Third Main, Industrial Suburb
Yeshwantpur, Bengaluru – 560022
Ph:+91 80 68951000
Email: info@gokaldasexports.com
Website: www.gokaldasexports.com

Gourish Hegde
Company Secretary

Additional details and other information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards:

1. Mr. Mathew Cyriac

Mr. Mathew Cyriac holds a Bachelor Degree in Engineering and an MBA from the Indian Institute of Management, Bangalore. He was awarded the IIMB Gold Medal for graduating at the top of his MBA class. Mr. Mathew Cyriac is the Chairman and Whole-Time Director of Florintree Advisors Private Limited. He was a Senior Managing Director at The Blackstone Group and has served as Co-Head of Private Equity at Blackstone Advisors India Private Limited till February 2017.

He has rich experience in Investment Banking and served at Bank of America and Tata Motors, some of the leading institutions in India. He also has served as Head Corporate Development Strategy of iGate Global Solutions Limited.

| Name | Mr. Mathew Cyriac | | | | | | | | | |
|---|---|--|-----------------------|-------------------------|-------------------------------|---------------------------------------|--|------------------------------|--|-------------------------------------|
| Age | 55 years | | | | | | | | | |
| DIN | 01903606 | | | | | | | | | |
| Date of first appointment on Board, last drawn remuneration and number of Board meetings attended | <p>a. Mr. Mathew was appointed on the Board on February 21, 2008</p> <p>b. Except sitting fees for attending the Board meetings and committee meetings, he has not received any remuneration during the financial year 2023-24</p> <p>c. He has attended all five (5) Board meetings held during the financial year 2023-24.</p> | | | | | | | | | |
| Directorship in other listed entities, Membership of Committees of the Board and listed entities from which he has resigned in the past three years | <p>Directorship in other listed entities:</p> <ol style="list-style-type: none"> Data Patterns (India) Limited Ideaforge Technology Limited <p>Membership of Committees of the Board:</p> <table border="1"> <thead> <tr> <th>Company</th> <th>Committee memberships</th> <th>Committee chairmanships</th> </tr> </thead> <tbody> <tr> <td>Data Patterns (India) Limited</td> <td>Nomination and Remuneration Committee</td> <td>Stakeholders Relationship Committee Corporate Social Responsibility Committee</td> </tr> <tr> <td>Ideaforge Technology Limited</td> <td>Audit Committee Nomination and Remuneration Committee</td> <td>Stakeholders Relationship Committee</td> </tr> </tbody> </table> <p>Listed entities from which he has resigned in the past three year:</p> <ol style="list-style-type: none"> Allcargo Logistics Limited MTAR Technologies Limited Jyoti Structures Limited | Company | Committee memberships | Committee chairmanships | Data Patterns (India) Limited | Nomination and Remuneration Committee | Stakeholders Relationship Committee Corporate Social Responsibility Committee | Ideaforge Technology Limited | Audit Committee Nomination and Remuneration Committee | Stakeholders Relationship Committee |
| Company | Committee memberships | Committee chairmanships | | | | | | | | |
| Data Patterns (India) Limited | Nomination and Remuneration Committee | Stakeholders Relationship Committee Corporate Social Responsibility Committee | | | | | | | | |
| Ideaforge Technology Limited | Audit Committee Nomination and Remuneration Committee | Stakeholders Relationship Committee | | | | | | | | |
| Shareholding in the Company (including shareholding as a beneficial owner) | NIL | | | | | | | | | |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | NIL | | | | | | | | | |
| Nature of expertise in specific functional areas | As per the profile | | | | | | | | | |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | As per the profile | | | | | | | | | |
| Key terms and conditions of appointment | Mr. Mathew Cyriac's office as Director shall be subject to retirement by rotation. | | | | | | | | | |
| Remuneration proposed to be paid | He is entitled for sitting fees for attending the Board meetings / committee meetings and Commission, if approved, as detailed in 4 th item of the notice convening AGM. | | | | | | | | | |

2. Mr. Prabhat Kumar Singh

Mr. Prabhat comes with four decades of experience in the apparel and textile sector and has a deep understanding of the apparel market. His vast experience includes working with the regulatory bodies for setting up new apparel manufacturing units, formulating recommendations to the Government on import-export policy, arranging joint ventures, and organizing fairs and exhibitions. Over the years, he also has developed extensive contacts with leading overseas buyers.

He has held several leadership positions in the textile industry as well as industry bodies like the Apparel Export Promotion Council (AEPC). Mr. Prabhat has steered the corporate development function of Gokaldas Exports Limited over the last 5 years and played a significant role in interfacing with the industry, and various regulatory authorities, including project implementation under the Government schemes, modernization, technology and infrastructure upgradation for textiles and funding support.

Mr. Prabhat was instrumental in setting up the new apparel manufacturing plant in Madhya Pradesh (Gokaldas Exports Acharpura Private Limited) and Tamil Nadu (Sri Susamyuta Knits Private Limited). He was extensively involved in driving the project from start to end, essentially constant engagement with the regulatory bodies for obtaining timely approvals helped the company to reach the timely completion. Over the years, his guidance, involvement, and contributions have been praiseworthy.

Prabhat graduated from Banaras Hindu University and completed his MBA from XLRI, Jamshedpur. He also holds a Diploma in International Marketing from Buckinghamshire College (UK).

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|---|--|
| Name | Mr. Prabhat Kumar Singh |
| Age | 72 years |
| DIN | 08275987 |
| Date of first appointment on Board, last drawn remuneration and number of Board meetings attended | <p>a. Mr. Prabhat was first appointed on the Board on November 12, 2018.</p> <p>b. During the financial year 2023-24, Mr. Prabhat has received a remuneration amounting to ₹ 83.75 Lakhs..</p> <p>c. He has attended all five (5) Board meetings held during the financial year 2023-24.</p> |
| Directorship in other listed entities, Membership of Committees of the Board and listed entities from which he has resigned in the past three years | <p>Directorship in other listed entities: NIL</p> <p>Listed entities from which he has resigned in the past three year: NIL</p> |
| Shareholding in the Company (including shareholding as a beneficial owner) | NIL |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | NIL |
| Nature of expertise in specific functional areas | As per the profile |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | As per the profile |
| Key terms and conditions of appointment | As detailed in 3 rd item of the notice convening AGM |
| Remuneration proposed to be paid | As detailed in 3 rd item of the notice convening AGM |