

NOTICE OF THE FIFTY NINTH ANNUAL GENERAL MEETING

GOCL Corporation Limited

CIN: L24292TG1961PLC000876

Regd. Office: IDL Road, Kukatpally, Hyderabad-500072, India

Tel: 040-23810671-79, Fax No.: 040-23813860

Website: www.gocllcorp.com; Email:secretarial@gocllcorp.com

NOTICE is hereby given that the Fifty-Ninth Annual General Meeting of the Members of GOCL Corporation Limited (CIN: L24292TG1961PLC000876) will be held at 2.30 p.m. on Thursday, the 24th September, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue, to transact the following business:

ORDINARY BUSINESS:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions, as **Ordinary Resolutions**:

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020:

“**RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To receive, consider and adopt the Consolidated Financial Statement of the Company for the financial year ended March 31, 2020:

“**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 together with the report of the Auditors thereon be and are hereby considered and adopted.”

3. Confirmation of Special Interim Dividend on Equity Shares already paid and to declare the Final Dividend for the financial year 2019-20:

“**RESOLVED THAT** the Special Interim Dividend of ₹ 2/- per equity share of ₹ 2/- each (100%) already paid during the financial year 2019-20 out of the profits for the year under review as also profits of the earlier years be and is hereby confirmed and approved.”

“**RESOLVED THAT** a Final Dividend of ₹ 2/- per equity share of ₹ 2/- each (100%) as recommended by the Board for the financial year 2019-20 out of the profits for the year under review as also profits of the earlier years be and is hereby approved and declared.”

4. Re-appointment of Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), as a Director liable to retire by rotation:

“**RESOLVED THAT** Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

5. Appointment of Mr. Aditya Sapru (DIN: 00501437) as an Independent Director of the Company for a term of 5 (Five) consecutive years:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, read with Schedule IV of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Aditya Sapru (DIN: 00501437), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 29th January, 2020 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, commencing from the aforesaid date.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Approval for appointment of Mr. S. Pramanik (DIN: 00020414), Managing Director further period.

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment

thereof for the time being in force), as amended from time to time, and all other applicable provisions, if any, of the Act, and such other approvals, permissions and sanctions as may be required and subject to such conditions and modifications, approval of the Company be accorded to the appointment of Mr. Subhas Pramanik (DIN: 00020414) as Managing Director of the Company, for a further period of 1 (one) year from September 29, 2020 or up to the date of the next Annual General Meeting of the Company to be held in the year 2021, whichever is later, on terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Subhas Pramanik, in accordance with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered to be necessary, expedient, usual or desirable in this regard to implement this resolution."

7. Enabling Resolution for Issue of Further Capital / Securities:

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013, the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the rules made thereunder, and all the applicable laws, Rules, Guidelines, Regulations, Notifications and Circulars, if any, issued by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), the Government of India (GOI), other concerned and relevant authorities and other applicable Indian laws, rules and regulations, if any, and relevant provisions of Memorandum and Articles of Association of the Company and the Listing Agreement(s) entered into by the Company with the Stock Exchanges where the Shares of the Company are listed and subject to such approval(s), consent(s) permission(s) and/ or sanction(s) as may be required from GOI, FIPB, RBI, SEBI and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission or sanction which may be agreed by the Board of Directors of the Company ("the Board") (which term shall be deemed to include 'Offering Committee' or any other Committee constituted or hereafter be constituted for the time being exercising the powers conferred on the Board by this Resolution), which the Board be

and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, Securities (as defined below) in the form of Equity or other Shares, Warrants, Bonds or Debentures, Depository Receipts, (whether Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Indian Depository Receipts (IDRs) or any other form of Depository Receipts), or any other debt instrument either convertible or nonconvertible into Equity or any other Shares whether optionally or otherwise, including Foreign Currency Convertible Bonds representing any type of securities (FCCBs), whether expressed in Foreign Currency or Indian Rupees (all or any of which are hereinafter referred to as "Securities") whether secured or unsecured, and further the Board be and is hereby authorized, subject to applicable laws and regulations, to issue the Securities to investors (including but not limited to Foreign Banks, Financial Institutions, Foreign Institutional Investors, Qualified Institutional Buyers, Qualified Foreign Investors (QFIs), Mutual Funds, Companies, other Corporate Bodies, Non- Resident Indians, Foreign Nationals and other eligible investors as may be decided by the Board (hereinafter referred to as "Investors") whether or not such Investors are members, promoters or directors of the company or their relatives or associates, by way of one or more private and/ or public offerings (and whether in any domestic and/ or international market(s), through rights issue(s), public issue(s), private placement(s), Qualified Institutional Placement(s) (QIP), preferential issue(s) or a combination thereof in such manner and on such terms and conditions as the Board deems appropriate at its absolute discretion provided that the issue size shall not exceed an amount of US\$100 million or its equivalent of Indian Rupees inclusive of such premium as may be payable on the Equity Shares or any other Security, at such time or times and at such price or prices and in such tranche or tranches as the Board in its absolute discretion deem fit.

RESOLVED FURTHER THAT in the event of a QIP in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, in accordance with the SEBI Regulations, or issuance of ADRs/GDRs/FCCBs as above mentioned, the 'Relevant Date' for determining the price of the Specified Securities to be allotted, if any, shall mean, in case of allotment of equity shares, the date of the meeting in which the Board or a Committee thereof decides to open the proposed issue and in case of allotment of convertible securities, either the date of the meeting in which the Board or Committee thereof decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, or such other date or time as may be provided under applicable law, from time to time.

RESOLVED FURTHER THAT in the event of a QIP as aforesaid, a minimum of 10% of the Specified

Securities shall be allotted to Mutual Funds and if the Mutual Funds do not subscribe to the said minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs, and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

RESOLVED FURTHER THAT in case of a QIP as aforesaid, the Board may at its absolute discretion issue equity shares (including upon conversion of the Securities) at a discount of not more than five per cent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issuance of the Securities shall be subject to such terms or conditions as are in accordance with prevalent market practices and applicable Laws and Regulations, including but not limited to, the terms and conditions relating to payment of interest, dividend, premium on redemption, the terms for issue of additional Shares or variations in the price or period of conversion of Securities into Equity Shares or terms pertaining to voting rights or options for redemption of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek, at its absolute discretion, listing of Securities issued and allotted in pursuance of this resolution, on any Stock Exchanges in India, and / or Luxembourg / London / Nasdaq / New York Stock Exchanges and/or any other Overseas Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities referred above as may be necessary in accordance with the terms of offering, and that the Equity Shares so allotted shall rank in all respects pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT subject to the approval(s), consent(s), permission(s) and/ or sanction(s) stated above, the Company be and is hereby authorized to retain oversubscription/ green-shoe issue option up to 25% of the amount issued and the Board be authorised to decide the quantum of oversubscription to be retained as also any other matter relating to or arising therefrom.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose including, if necessary, creation of such mortgages and/or charges in respect of the Securities on the whole or any part of the undertaking of the Company under Section 180(1) (a) of the Companies Act, 2013 or otherwise and to

execute such documents or writings as it may consider necessary or proper and incidental to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to decide upon, as it may at its discretion deem necessary, expedient or desirable in relation to all or any of aforesaid purpose including without limitation to the utilization of issue proceeds, finalizing the pricing, terms and conditions relating to the issue of aforesaid Securities including amendments or modifications thereto as may be deemed fit by them, to sign, execute and issue consolidated receipt/s for the Securities, listing application, various agreements such as Subscription Agreement, Depository Agreement, Trustee Agreement, undertakings, deeds, declarations, Letters and all other documents or papers and to do all such acts, deeds, matters and things, and to comply with all formalities as may be required in connection with and incidental to the aforesaid offering of Securities or anything in relation thereto, including but not limited to the post issue formalities and with power on behalf of the Company to settle any question, difficulties or doubts that may arise in regard to any such creation, issuance, offer or allotment of the Securities as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such arrangements/ agreements as may be required for appointing Managers (including lead managers), merchant bankers, underwriters, financial and/or legal advisors, tax advisors, consultants, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and/ or all such agencies as may be involved or concerned in such offerings of Securities, whether in India or abroad, and to remunerate all such agencies including the payment of commissions, brokerage, fees or the likes, and also to seek the listing of such Securities or Securities representing the same in one or more stock exchanges whether in India or outside India, as it may be deem fit.

RESOLVED FURTHER THAT:

- i. the Specified Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- ii. the Equity Shares that may be issued and allotted on conversion of the Specified Securities issued through the Qualified Institutions Placement as aforesaid shall rank pari passu with the then existing Equity Shares of the Company in all respects including dividend; and
- iii. the number and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion of the Specified Securities that may be issued through the Qualified Institutions Placement shall be appropriately adjusted in accordance with the SEBI Regulations for corporate actions such as

bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Specified Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised to dispose off such Specified Securities that are not subscribed in such manner as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the preliminary as well as final offer document(s), determining the form, manner and timing of the issue, including the investors to whom the Specified Securities are to be issued and allotted, the number of Specified Securities to be allotted, issue price, face value, premium amount on issue/ conversion of Specified Securities, if any, rate of interest, execution of various agreements/deeds/ documents/undertakings, creation of mortgage/charge/encumbrance in addition to the existing mortgages, charges and hypothecation by the Company as may be necessary on such of the assets of the Company both present and future, in such manner as the Board may direct, in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any of the Specified Securities issued through the Qualified Institutions Placement, either on pari passu basis or otherwise, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Specified Securities and utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members to that end and intent that the Members shall be deemed to have given their approval thereto expressly by virtue of this resolution.”

8. Ratification of Remuneration to the Cost Auditors:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded ratifying the appointment and payment of remuneration not exceeding ₹ 1,15,000 (Rupees one lakh fifteen thousand only) to M/s Narasimha Murthy & Co., Cost Accountants, Hyderabad, (Registration

No.000042) to conduct the audit of the cost records of the Company for the financial year 2020-21 excluding taxes thereon and reimbursement of out of pocket expenses thereon.”

By Order of the Board

Hyderabad,
August 5, 2020

A. Satyanarayana
Company Secretary

Notes:

- In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 59th AGM of the Company is being convened and conducted through VC/OAVM. The deemed venue for the 59th AGM will be the Registered and Corporate Office – IDL Road, Kukatpally, Hyderabad-500072.
- As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, since the 59th AGM of the Company is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 59th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
- As per the provisions under the MCA Circulars, Members attending the 59th AGM of the Company through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The Company has enabled the Members to participate at the 59th AGM of the Company through the VC/OAVM facility provided by KFin Technologies Private Limited. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC/OAVM shall be allowed on a first-come-first-served basis.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before the time scheduled to start the meeting and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on KFin Technologies Private Limited’s (‘KFin’) e-Voting website at

www.evoting.kfintech.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.

6. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 59th AGM of the Company being held through VC/OAVM.
7. 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 join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company in terms of sections 112 and 113 of the Companies Act, 2013, by 17th September, 2020.
9. Mr. A. Ravi Shankar (FCS:5335; CP:4318) and Mr. K.V.S. Subramanyam (FCS:5400; CP:4815), both Partners of M/s Ravi & Subramanyam, Company Secretaries, Hyderabad have been appointed, on alternate basis, as the Scrutinizer(s) to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
10. **Book Closure and Final Dividend:**

The Register of Members and Share Transfer Books will be closed from Monday, 14th September 2020 to Thursday, 17th September 2020 (both days inclusive) in connection with the ensuing Annual General Meeting and payment of Final Dividend. The final dividend, if declared at the AGM, will be paid on or before the 30th day from the date of declaration, subject to deduction of tax at source (TDS) as under:

- (a) To all the Beneficial Owners as at the end of the day on 13th September, 2020, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

- (b) To all Members in respect of shares held in physical form after giving effect to valid transfers, transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours of 13th September, 2020.

11. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents through email by 10th September, 2020.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com and secretarial@goclcorp.com by 10th September, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to einward.ris@kfintech.com and secretarial@goclcorp.com. The aforesaid declarations and documents need to be submitted by the shareholders by email to einward.ris@kfintech.com and secretarial@goclcorp.com by 10th September, 2020.

12. The format of the Register of Members prescribed by the MCA and SEBI requires the Company / Share Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit these details to the Company or to its Share Registrar and Transfer Agents in physical mode, after normalcy is restored or in electronic mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or KFin.
13. In view of the Covid-19 pandemic situation and in line with the MCA Circulars, the notice of the 59th AGM of the Company along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website at

www.gocllcorp.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.

14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Building, Tower-B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032.
15. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated 5th May, 2020, the matters of Special Business as appearing at Item Nos. 5 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business items to be transacted at the 59th AGM is annexed hereto.
16. The details of the Directors seeking appointment/ re-appointment at the 59th AGM are provided in Annexure to this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
17. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the IFSC Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

In order to receive the dividend in a timely manner, the Members who are holding shares in physical form are advised to submit particulars of their bank account, to our Registrar and Share Transfer Agent, KFin Technologies Private Limited (Unit: GOCL Corporation Limited), Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, along with (a) signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received - Name and Branch of Bank and Bank Account type; Bank Account Number and Type allotted by your bank after implementation of Core Banking Solutions; 11 digit IFSC Code; (b) self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly; (c) self attested scanned copy of the PAN Card; and (d) self attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
18. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.
19. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance of dividend electronically through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Folio Number along with an original cancelled cheque, to the Company's Share Registrars and Transfer Agent, KFin Technologies Private Ltd.). Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
20. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members, upon normalisation of postal services and other activities.
21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registering of nomination, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at einward.ris@kfintech.com in case the shares are held in physical form, quoting your folio number. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
22. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.

23. In accordance with the proviso to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
24. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
- the change in the residential status on return to India for permanent settlement, and
 - the particulars of the NRE account with a Bank in India, if not furnished earlier.
25. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's Registered Office or the Company's Registrar and Share Transfer Agent (KFin Technologies Private Limited) for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at www.goclcorp.com. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund Authority (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
26. In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time, the Company has already transferred all shares in respect of which dividend declared for the financial year 2011-12 or earlier financial years have not been claimed by the members for 7 (seven) consecutive years or more. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2013 and for any subsequent financial years, are requested to make their claims to the Company without any delay, to avoid transfer of the dividend/shares to the Fund/IEPF Authority
27. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company in Form SH-13 prescribed by the Government.
28. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited.
29. In terms of Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, will be transferred as per the details mentioned below to the Investor Education and Protection Fund (IEPF). Members who have not encashed their dividend warrant for respective financial years, are requested to write to the Company/Registrar and Share Transfer Agent (RTA) at least a month before the due date, as under:

S. No.	Details of the Unclaimed / Unpaid Dividend Accounts	Date of declaration	Due date to transfer to IEPF
1.	Unpaid Dividend A/c 2012-13	30.09.2013	05.11.2020
2.	Unpaid Dividend A/c 2013-14 (Interim)	26.03.2014	02.05.2021
3.	Unpaid Dividend A/c 2014-15	23.09.2015	29.10.2022
4.	Unpaid Dividend A/c 2015-16	22.09.2016	28.10.2023
5.	Unpaid Dividend A/c 2016-17	29.08.2017	05.10.2024
6.	Unpaid Dividend A/c 2017-18 (Interim Dividend)	23.03.2018	29.04.2025
7.	Unpaid Dividend A/c 2018-19 (Interim Dividend)	26.03.2019	02.05.2026
8.	Unpaid Dividend A/c 2019-20 (Special Interim Dividend)	27.09.2019	04.10.2027

30. Members are requested to quote their folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent.
31. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 5-8 of the accompanying Notice of AGM.

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on January 29, 2019 has appointed Mr. Aditya Sapru as an Additional Independent Director of the Company. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the Members of the Company is required for appointment of Mr. Aditya Sapru as an Independent Director of the Company. Brief profile of Mr. Aditya Sapru forms part of this Notice/Annual Report. Mr. Aditya Sapru is not related to any Director of the Company.

Declaration has been received from Mr. Aditya Sapru, that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR) Regulations 2015. In the opinion of the Board, Mr. Aditya Sapru fulfils the conditions specified in the Act, the Rules thereunder and the SEBI Regulations for appointment as Independent Director. Mr. Aditya Sapru is independent of the management of the Company and the knowledge and experience of Mr. Sapru will be of great value to the Company.

The Company has received notice in writing from a member under section 160 of the Act proposing his candidature for the office of the Director.

In addition to sitting fees for attending the meetings of the Board and its Committees, Mr. Aditya Sapru, would be entitled to remuneration by way of commission as may be determined by the Board. Approval of the Members is required for appointment of Mr. Aditya Sapru in terms of Section 149 of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Aditya Sapru, is concerned or interested in the resolution. The Board recommends this Resolution for approval of the Shareholders.

Item No.6:

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the appointment of Mr. Subhas Pramanik as Managing Director of the Company and the terms of appointment and remuneration as mentioned herein, subject to approval of the Members at the ensuing Annual General Meeting of the Company.

In terms of Section 196 of the Companies Act 2013, appointment of a person of 70 years or above as Managing Director, needs to be approved by way of a special resolution. Justification for appointment of Mr. Pramanik as Managing Director is as under.

The Company is diversified and has a history of more than 50 years. During these long years, the Company had undergone various changes in terms of ownership, business operations, product range, investment interests, etc. The main operational area of Energetics and Explosives,

considered a hazardous industry, is highly regulated. Safety of people engaged in these industries is accorded utmost importance.

The Company has also identified Property Development as a growth area for the future. The Company has land properties acquired at different points of time in varied circumstances. Plans for development of these properties are under the consideration of the Board. Thus, the Company is presently at a critical juncture. Mr. Pramanik has a long experience and expertise of managing the multiple businesses of the Company.

In view of the above, the Board is of the opinion that the Company needs the continued leadership of Mr. Pramanik. Therefore, specific approval of the Members is sought by way of special resolution for appointment of Mr. Pramanik who has already attained the age of 70 years, under the provisions of Section 196 (3) (a) of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board have recommended the following terms of appointment and remuneration of Mr. Pramanik as Managing Director:

- (I) BASIC SALARY: ₹ 6,39,440 per month.
- (II) PERQUISITES: ₹ 57.55 lakhs per year, which will include housing either as a Company Lease or HRA not exceeding 60% of the salary, furnishings, gas, electricity and water, Leave Travel Concessions for self and family, Personal Accident Cover, Club Membership Fees and Special Allowance. The annual value of these perquisites shall be restricted to an amount not exceeding 75% of the annual basic salary of Mr. Pramanik each year. Contribution to Provident Fund and Superannuation Fund would be as per the Scheme of the Company.
- (III) Aggregate of Basic Salary and Perquisites as stated in (I) and (II) above shall not exceed the limit of ₹ 155 lakhs per annum.
- (IV) In addition to the above, Mr. Subhas Pramanik will be entitled for (i) Company owned and maintained car with driver for his official and personal local travel (ii) Adequate communication facilities at his residence, and (iii) Medical and other benefits as per the Company's policy applicable to members of senior management.
- (V) COMMISSION: The Managing Director will be entitled to a commission as may be decided by the Board / Nomination & Remuneration Committee, based on the Company performance and individual contribution.

Periodic increment to be decided by the Nomination and Remuneration Committee, based on the Company's performance and individual contribution.

Gratuity and leave encashment would be payable as per the Company policy applicable to Senior Management of the Company.

In the event of no profit or inadequate profits, Mr. Pramanik, as the Managing Director would be entitled to all the above remuneration including all the perquisites as recommended by the Nomination and Remuneration Committee and the

Board of Directors, as minimum remuneration in accordance with Schedule V to the said Act, as amended from time to time.

and allowances as per the Rules of the Company. The above appointment will be terminable by 3 months notice from either side. The terms of his appointment as Managing Director would be non-rotational.

Mr. Subhas Pramanik shall be entitled to leave on full pay

Statement of Information as required under Schedule V to the Companies Act 2013 is given below:

I	GENERAL INFORMATION:	
(1)	Nature of Industry	Energetic Products, Industrial Explosives, Mining & Infrastructure Contracts and Realty / Property Development
(2)	Date or expected date of commencement of production.	Not Applicable.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.
(4)	Financial performance based on given indicators.	As per the financial statements and other documents forming part of the Annual Report 2019-20.
(5)	Foreign investments or collaborations, if any	As per the financial statements and other documents forming part of the Annual Report 2019-20.
II	INFORMATION ABOUT THE APPOINTEE:	
(1)	Background Details, Past Remuneration and Recognition or Awards	Mr. Subhas Pramanik is a Bachelor of Chemical Engineering (Hons.) and obtained his Masters Degree in Financial Management from Jamnalal Bajaj Institute of Management Studies, Mumbai. He is a Certified Associate of the Indian Institute of Bankers, a Fellow Member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India. He worked as Group Vice President- Corporate Affairs in Universal Ferro and Allied Chemicals Limited and as Group Vice President (Finance) of Hinduja Group India Ltd. He was also Executive Director (Commercial), Gulf Oil India Ltd and Deputy Managing Director of IDL Industries Ltd., now known as GOCL Corporation Limited. Details of past remuneration have been furnished elsewhere in the Corporate Governance Report forming part of this Annual Report.
(2)	Job profile and his suitability	Mr. Subhas Pramanik has been Managing Director of the Company for the last more than 20 years during which period, the turnover and the operations of the Company have been well diversified from a single line of business into multi lines.
(3)	Remuneration Proposed	Has been furnished in the Explanatory Statement to the Resolution for appointment of the Managing Director.
(4)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The Company being a diversified company, there is no comparable / identical company.
(5)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	To the extent of his shareholding in the Company
III	OTHER INFORMATION	
(1)	Reasons of loss or inadequate profits.	Not Applicable
(2)	Steps taken or proposed to be taken for improvement	Not Applicable
(3)	Expected increase in productivity and profits in measurable terms.	Not Applicable
IV	DISCLOSURES:	
	The details of remuneration and other information has been disclosed in this statement and other sections of this Annual Report including in the Corporate Governance Report.	

Except Mr. S. Pramanik and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in Resolution No. 6.

The Board recommends this Special Resolution for approval of the Shareholders.

Item No.7:

The Shareholders had passed a similar Resolution in the last AGM. However, the Company could not raise any amount as plans for deployment are yet to be finalised. The validity period of the shareholders resolution is one year and hence the need to pass the resolution once again.

It is therefore proposed that the Board of Directors be authorised by way of enabling resolution to raise additional long term resources to part finance the Company's capital expenditure needs and / or for other general corporate purposes, including refinancing of expensive debt, expansion, diversification projects and other permissible uses, depending upon market dynamics, to raise an amount not exceeding US\$ 100 million or its equivalent of Indian Rupees through issue of Foreign Currency Convertible Bonds (FCCBs) and / or American Depository Receipts (ADRs) or Global Depository Receipts (GDRs) and/or Qualified Institutions Placement, Qualified Foreign Investors (QFIs) and/or any other suitable financial instruments as contained in the Resolution. The salient features are mentioned in the resolution and will be issued on such terms and conditions as may be appropriate at the time of issue.

The FCCBs/ADRs/GDRs/any other financial instruments including Qualified Institutions Placement, would be listed on the London and/or any other Stock Exchange within or outside India. The Special Resolution gives adequate flexibility and discretion to the Board to finalise the terms of the issue in consultation with the lead managers, underwriters, legal advisers and experts or such other authorities as need to be consulted including in relation to the pricing of the issue. Approval of the shareholders, is therefore, sought to authorise the Board of Directors as set out in the Resolution to issue in one or more tranches,

the securities referred to therein in the Indian market to eligible investors or international market to Foreign Financial Institutions, to Foreign Investors/ Collaborators/Companies and/or to Foreign Investment Institutions operating in India, whether shareholders of the Company or not, through a public issue or private placement basis and/or preferential basis or Qualified Institutions Placement.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No.8:

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration paid / payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad, (Registration No.000042), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2021 on the remuneration provided in the resolution.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolution. The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

By Order of the Board

Hyderabad,
August 5, 2020

A. Satyanarayana
Company Secretary

Annexure to the Notice

As per the requirements of Regulation 36(3) of SEBI (LODR) Regulations, 2015 (as amended) and clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name of the Director	Mr. Sudhanshu Tripathi
DIN	06431686
Date of Birth	June 07, 1959
Age	61 years
Date of Appointment	Date of this AGM
Profile	Mr. Sudhanshu Tripathi is a seasoned HR professional with over 35 years of work experience; 23 of them at leadership level.
Qualification	Mr. Sudhanshu Tripathi is an electrical engineer and MBA from XLRI. He holds a Bachelor's Degree in Science (Electrical Engineering) from the Bihar Institute of Technology, Ranchi University and a Post Graduate Diploma in Business Management from XLRI - Jamshedpur.

Expertise in specific functional area	Telecom, IT Specialist, Engineering, Metal, Power Financial Resources, Media and other diversified domains.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Appointment as non-executive non Independent Director of the Company. He is entitled to receive sitting fees and commission as per the provisions of the Companies Act, 2013 as amended from time to time.
Remuneration last drawn by such person	Sitting fees for 2019-20 – ₹ 16.50 lakhs Commission for 2019-20 – ₹ 2.32 lakhs (payable during 2020-21)
Date of first appointment on the Board	February 08, 2019
Chairmanship/Membership of Committees of the Board of Directors of the Company	Audit Committee – Member Stakeholders Relationship Committee - Member Nomination and Remuneration Committee - Member Investment Appraisal and Project Review Committee – Member Corporate Social Responsibility Committee - Member
Other Directorships and Chairmanship/Membership of Committees of other Boards	Details form part of the Corporate Governance Report
Number of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	9 out of 9

Name of the Director	Mr. Aditya Sapru
DIN	00501437
Date of Birth	August 27, 1968
Age	52 years
Date of Appointment	January 29, 2020
Profile	Mr. Aditya Sapru is the Founder and Managing Director of Neumck Strategy & Advisory, a boutique strategy advisory firm based out of Bangalore.
Qualification	Mr. Aditya Sapru has an MBA from Santa Clara University, with a specialization in Finance and Operations Research and an MS from Cornell University.
Expertise in specific functional area	In a portfolio of varied set of experiences, Mr. Aditya Sapru's functional experience has been in assisting companies achieve their growth potential. He has previously worked with / advised many large enterprises to design and then assist in execution of their growth charter. He has a hands on experience in operational and organizational restructuring and turn arounds. Mr. Aditya Sapru is an advisor to and is on the Board of various companies in the Middle East and Asia Pacific region. As a Global Partner and a regional Managing Director with Frost & Sullivan, a global consulting firm, Mr. Sapru was responsible for building the firm's business presence in India, Asia and Australia.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	As an Independent Director of the Company, he is entitled to receive sitting fees for the meetings attended and commission as per the provisions of the Companies Act 2013 as amended from time to time.
Remuneration last drawn by such person	Sitting fees for 2019-20 – ₹ 2.00 lakhs Commission for 2019-20 – ₹ 0.67 lakhs (payable during 2020-21)
Date of first appointment on the Board	January 29, 2020
Chairmanship/Membership of Committees of the Board of Directors of the Company	Nomination and Remuneration Committee – Member Safety Review Committee - Member

Other Directorships and Chairmanship/Membership of Committees of other Boards	Details form part of the Corporate Governance Report
Number of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	2 out of 2 (only those meetings considered that were held after his appointment)

Name of the Director	Mr. Subhas Pramanik
DIN	00020414
Date of Birth	September 28, 1949
Age	71 years
Date of Appointment	September 29, 2020
Profile	Mr. Subhas Pramanik has varied experience in Banking, Chemicals, Lubricants, Explosives and Energetic Industries.
Qualification	Bachelor of Chemical Engineering (Hons), Masters Degree in Financial Management (Jamnalal Bajaj), Fellow Member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India, Certified Associate - Indian Institute of Bankers
Expertise in specific functional area	Banking, Chemicals, Lubricants, Explosives and Energetic Industries.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Appointment as Managing Director of the Company. He is entitled to receive remuneration and commission as per terms of Resolution and the Explanatory Statement mentioned elsewhere in this Report, in accordance with the provisions of the Companies Act, 2013 as amended from time to time.
Remuneration last drawn by such person	₹ 166.79 lakhs for 2019-20 (Including ₹ 20 lakhs as commission for 2019-20, payable during 2020-21).
Date of first appointment on the Board	June 21, 1994 July 8, 1999 (First apointment as Managing Direcotr of the Company)
Chairmanship/Membership of Committees of the Board of Directors of the Company	Stakeholders Relationship Committee – Member Safety Review Committee – Member
Other Directorships and Chairmanship/Membership of Committees of other Boards	Details form part of the Corporate Governance Report
Number of shares held in the Company	10592
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	9 out of 9

PROCEDURE AND INSTRUCTIONS FOR e-VOTING:

I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KFin) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).

(A) In case a Member receives an email from KFin [for Members whose email IDs are registered with the Company/

Depository Participants(s)], please follow the below instructions:

- i. Launch internet browser by typing the URL: **https://evoting.kfintech.com**
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) [*] followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of 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). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" and click on 'GOCL Corporation Limited'.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date of 17th September 2020, under "FOR/AGAINST" or alternatively, you may partially enter any number "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
- (B) In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned elsewhere in this Notice.

II. Voting at the Annual General Meeting: Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.

III. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

- a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or contact Mr. Praveen Chaturvedi, General Manager (Unit: GOCL Corporation Limited) of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Financial District, Nanakramguda, Hyderabad-500 032 or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 2222 or call KFin's toll free No. 1-800-3454-001 for any further clarifications.
- b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c) The remote e-voting period commences on **Sunday, September 20, 2020** (9.00 a.m. IST) and ends on **Wednesday, September 23, 2020** (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Thursday, September 17, 2020**, may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- d) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 17, 2020
- e) In case a person has become a Member of the Company after dispatch of the AGM Notice but on or before the cut-off date for e-voting i.e., Thursday, September 17, 2020, or has registered his/her/its e-mail address after dispatch of the AGM Notice, he/she/it may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399:
Example for NSDL - MYEPWD IN12345612345678
Example for CDSL - MYEPWD 1402345612345678
Example for Physical - MYEPWD XXXX1234567890

- ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call KFintech toll free number 1800-3454-001 for any assistance.
 - iv. Member may send an e-mail request to **einward.ris@kfintech.com**. However, KFintech shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.
- f) The Scrutinizer will submit his report to the Chairman or any Director authorised by him after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorised, on or before Saturday, September 26, 2020 i.e., not later than forty eight hours from conclusion of the Meeting and will also be displayed on the website of the Company (www.gocllcorp.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Members may access the platform to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for the AGM will be available in the shareholder/Members login where the "Event" and the "Name of the company" can be selected. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
2. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company by email to secretarial@gocllcorp.com. The Company will, at the AGM, endeavor to address the queries received till 5.00 p.m. (IST) on 16th September, 2020 from those Members who have sent queries from their registered email IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date. Members who may want to express their views or ask questions at the AGM may visit <https://evoting.kfintech.com> and click on the tab "Post Your Queries Here" to post their queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number.
7. In addition to the above mentioned step, the Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit <https://evoting.kfintech.com/> and click on 'Speaker Registration' by 16th September 2020. Members shall be provided a 'queue number' before the AGM. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.
8. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon on the left side of the screen to cast their votes.
9. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1-800-3454-001 or write to them at evoting@kfintech.com.

By Order of the Board

Hydrabad
August 5, 2020

A. Satyanarayana
Company Secretary

Registered Office:
IDL Road, Kutatpally
Hydrabad - 500072
CIN: L24292TG1961PLC000876
Tel: 040-23810671-09 Fax: 040-23813860
Website: www.gocllcorp.com
EMail: secretarial@gocllcorp.com

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
GOCL Corporation Limited
IDL Road, Kukatpally,
Hyderabad – 500072.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of GOCL Corporation Limited having CIN: L24292TG1961PLC000876 and having registered office at IDL Road, Kukatpally, Hyderabad - 500072 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs.

S. No.	Name of Directors*	DIN	Date of Appointment in the Company
1	Mr. Ajay P. Hinduja	00642192	11.08.2014
2	Mr. Subhas Pramanik	00020414	21.06.1994
3	Mr. Ashok Kini	00812946	27.09.2006
4	Ms. Kanchan Chitale	00007267	05.10.2009
5	Mr. Sudhanshu Kumar Tripathi	06431686	08.02.2019
6	Mr. Debabrata Sarkar	02502618	30.05.2019
7	Mr. Aditya Sapru	00501437	29.01.2020

*The above mentioned Directors who are as on 31st March, 2020.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 12th June, 2020
Place: Hyderabad

For BS & Company Company Secretaries LLP

D Soumya
Designated Partner
M No: 29312
C.P. No: 13199
UDIN: A029312B000337389