



## GOCL Corporation Limited

### Corporate Office

IDL Road, Kukatpally,  
Hyderabad 500072, Telangana, India.

T : +91 (40) 23810671-9

F : +91 (40) 23813860, 23700747

E : info@gocllcorp.com

W : http://www.gocllcorp.com

July 1, 2022

### BSE Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001  
Fax:022-22723121/2027/2041/2061/3719

*Through: BSE Listing Center*

### National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,  
Bandra-Kurla Complex  
Bandra (E), Mumbai - 400051  
Fax:022-2659 8237/38, 2659 8347/48

*Through: NSE Digital Exchange*

Dear Sir,

### Submission of Annual Report for FY 2021-22 along with Notice of the Annual General Meeting ('AGM')

**Ref: BSE Scrip code: 506480, NSE Scrip symbol: GOCLCORP**

Further to our letter dated 27<sup>th</sup> May 2022, please find attached Notice of Annual General Meeting of the Company scheduled on Wednesday, July 27, 2022.

As intimated earlier, the Book Closure period for payment of Final Dividend of Rs. 3.00 per share, is from Wednesday, July 20, 2022 to Wednesday, July 27, 2022 (both days inclusive).

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2021-22 including the Notice of AGM.

The Annual Report for the financial year 2021-22 containing the Notice of Annual General Meeting is made available on the website of the Company at [www.gocllcorp.com](http://www.gocllcorp.com).

Kindly take the same on record.

Thanking you

Yours faithfully

**For GOCL Corporation Limited**

A. Satyanarayana  
**Company Secretary**

Encl: as above

Formerly Gulf Oil Corporation Limited

Registered Office : IDL Road, Kukatpally, Hyderabad 500072, Telangana, India.

CIN: L24292TG1961PLC000876, GST No.: 36AABCG8433B1ZX



## GOCL Corporation Limited

CIN: L24292TG1961PLC000876

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

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

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

# NOTICE

**NOTICE** is hereby given that the Sixty First Annual General Meeting of the Members of GOCL Corporation Limited (CIN: L24292TG1961PLC000876) will be held at 3.30 p.m. on Wednesday, the 27th July, 2022 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, 2022:**

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2022 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 Statements of the Company for the financial year ended March 31, 2022:**

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**3. Confirmation of Interim Dividend on Equity Shares already paid and to declare the Final Dividend for the financial year 2021-22:**

“**RESOLVED THAT** the Interim Dividend of Rs. 2/- per equity share of Rs. 2/- each (100%) already paid during the financial year 2021-22 out of the profits of the Company be and is hereby confirmed and approved. ”

“**RESOLVED THAT** a Final Dividend of Rs. 3/- per equity share of Rs. 2/- each (150%) as recommended by the Board for the financial year 2021-22 out of the profits of the Company 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.”

**5. To appoint the Statutory Auditors of the Company and fix their remuneration:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules) including any statutory modifications or re-enactments thereof for the time being in force, Haribhakti & Co LLP, Chartered Accountants (Firm Registration No. 103523W / W100048) who have given consent for their appointment and have confirmed their eligibility to be appointed as Auditors, be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors B S R & Associates LLP, Chartered Accountants (ICAI Firm Registration Number: 116231W/ W-100024) to hold office from the conclusion of this Sixty First Annual General Meeting until the conclusion of Sixty Sixth Annual General Meeting, at such remuneration as may be agreed upon between the Auditors and the Board of Directors, in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes.”

### SPECIAL BUSINESS:

**6. To alter Articles of Association:**

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 14 and other applicable provisions if any, of the Companies Act, 2013 (“Act”) (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and Rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded for the insertion of a New Clause as Article 7A in the Articles of Association of the Company as follows:

*Article 7A - Power of Company to purchase its own securities:*

Notwithstanding anything contained in these Articles but subject to the provision of the Companies Act, 2013 or any other law for the time being in force the Company may pursuant to a resolution of the Board or Shareholders, may purchase its own Equity Shares or other Securities, by way of a buy- back arrangement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

#### 7. Appointment of Mr. Pankaj Kumar, Chief Executive Officer as Managing Director & CEO of the Company:

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 190, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on May 16, 2022, May 27, 2022 and subject to such approvals, permissions and sanctions, as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Pankaj Kumar (DIN: 08460825), the Chief Executive Officer of the Company, as Managing Director & CEO for a period of 5 years with effect from August 30, 2022 or until the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2022 whichever is later, on the terms and conditions contained in the Agreement proposed to be entered into with him and as set out in the Explanatory Statement annexed to this Notice with liberty and power to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution), to alter and vary the terms and conditions of the said appointment and/or remuneration in line with Section 197 and/or Schedule V to the Companies Act, 2013 and other applicable provisions or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors, any Committee thereof, Chairman of the Board be and are hereby authorized to enter into an Agreement on behalf of Company with Mr. Pankaj Kumar on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorised to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution.”

#### 8. 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 applicable SEBI Regulations 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 a 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 there from.

**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."

**By Order of the Board**

Hyderabad  
June 8, 2022

A.Satyanarayana  
**Company Secretary**

**Notes:**

1. Pursuant to General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 21/2021 dated 14 December 2021 and General Circular No. 02/2022 dated 5 May 2022 issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 issued by the Securities and Exchange Board of India ("SEBI Circulars"), the 61st AGM of the Company is being convened and conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a venue. The deemed venue for the 61st AGM will be the Registered and Corporate Office – IDL Road, Kukatpally, Hyderabad-500072.
2. **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 61st AGM of the Company is being held through VC/OAVM as per the MCA and SEBI 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 61st AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. In line with the MCA Circulars and SEBI Circulars the Notice calling the AGM and Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2021-22 will also be made available on the Company's website at [www.gocclcorp.com](http://www.gocclcorp.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.
4. As per the provisions under the MCA Circulars, Members attending the 61st 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.
5. The Company has enabled the Members to participate at the 61st AGM of the Company through the VC/OAVM facility provided by KFin Technologies 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.
6. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the SEBI (LODR) Regulations, 2015 and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting

(e-voting) facility provided by the KFin Technologies Limited (KFintech). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice.

7. Members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. as on July 20, 2022, may cast their votes electronically. The e-voting period commences on Sunday, July 24, 2022 (9:00 a.m. IST) and ends on Tuesday, July 26, 2022 (5:00 p.m. IST). The e-voting module will be disabled by KFintech thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. 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. as on July 20, 2022. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only
8. 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.
9. 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 18th July, 2022.
10. Mr. A. Ravi Shankar (FCS: 5335; CP:4318) Proprietor of M/s A Ravi Shankar & CO., Company Secretaries, Hyderabad have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

#### 11. Book Closure and Final Dividend:

**The Register of Members and Share Transfer Books will be closed from Wednesday, July 20, 2022 to Wednesday, July 27, 2022 (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 19th July, 2022, 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 19th July, 2022.

12. 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/RTA by sending documents through email by 19th July, 2022.

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](mailto:einward.ris@kfintech.com) and [secretarial@goclcorp.com](mailto:secretarial@goclcorp.com) by 19th July, 2022. Shareholders are requested to note that in case their correct 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](mailto:einward.ris@kfintech.com) and [secretarial@goclcorp.com](mailto:secretarial@goclcorp.com). The aforesaid declarations and documents need to be submitted by the shareholders by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [secretarial@goclcorp.com](mailto:secretarial@goclcorp.com) by 19th July, 2022.

As per the provision of section 206AB, if a shareholder is classified as "specified person" then tax will be deducted at the rate higher of the following:

- Twice the rate specified in the relevant provision of the Income-tax Act; or
- Twice the rate or rates in force; or
- The rate of 5%.

These provisions are effective from July 01, 2022. The Company will be relying on the information verified by the utility available on the Income Tax website.

13. The format of the Register of Members prescribed by the MCA under the Act 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 (KFin) in physical mode 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.

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 Limited, Selenium Building, Tower-B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032.
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. 6 - 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 61st AGM is annexed hereto.
16. The details of the Directors seeking appointment/ re-appointment at the 61st 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 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 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, subject to 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@kfinotech.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.
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

- b) 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 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](http://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 2013-14 or earlier financial years has not been paid or 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, 2015 and for any subsequent financial year, 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 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	Dividend per Share (in Rs.)	Date of Declaration	Due date to transfer to IEPF
1.	Unpaid Dividend A/c 2014-15 (Final Dividend)	2.00	23.09.2015	29.10.2022
2.	Unpaid Dividend A/c 2015-16 (Final Dividend)	1.50	22.09.2016	28.10.2023
3.	Unpaid Dividend A/c 2016-17 (Final Dividend)	1.60	29.08.2017	05.10.2024
4.	Unpaid Dividend A/c 2017-18 (Interim Dividend)	1.60	23.03.2018	29.04.2025
5.	Unpaid Dividend A/c 2018-19 (Interim Dividend)	2.00	26.03.2019	02.05.2026
6.	Unpaid Dividend A/c 2019-20 (Special Interim Dividend)	2.00	27.09.2019	02.11.2026
7.	Unpaid Dividend A/c 2019-20 (Final Dividend)	2.00	24.09.2020	30.10.2027
8.	Unpaid Dividend A/c 2020-21 (Special Interim Dividend)	4.00	12.11.2020	18.12.2027
9.	Unpaid Dividend A/c 2020-21 (Final Dividend)	2.00	27.09.2021	02.11.2028
10.	Unpaid Dividend A/c 2021-22 (Interim Dividend)	2.00	12.08.2021	18.09.2028



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. 6-8 of the accompanying Notice of AGM.

#### Item No.6:

##### Alteration of Articles of Association

The Companies Act, 2013 allows the companies to buy-back their own shares and securities. These shares can be purchased only if the Company is authorised by Articles of Association. Alteration in the Articles of Association is therefore proposed to provide an enabling provision to the Company to buy its own shares/securities as per the applicable provisions of the Companies Act. 2013.

In terms of the above requirement, it is proposed to insert new Clause as Article 7A in the Articles of Association of the company as set out in detail in the resolution.

The Board of Directors of the Company at their meeting held on May 27, 2022 have, subject to the approval of the Members of the Company by way of Special Resolution, approved the alteration to the Articles of Association of the Company.

The Board is of the opinion that the Resolution stated in the accompanying Notice is in the best interest of the Company and its Members and, hence, recommends the Resolution for approval by the Members of the Company.

The proposed new draft Articles of Association is being uploaded on the Company's website [www.gocclcorp.com](http://www.gocclcorp.com) for perusal by the Members. Further, a copy of the proposed Articles of Association of the Company would be available for inspection for the members by writing to the Company Secretary at [secretarial@gocclcorp.com](mailto:secretarial@gocclcorp.com).

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in any way, concerned or interested in the above resolution.

The Board recommends passing of the resolution at Item No. 6 of the Notice as a Special Resolution by the Members.

#### Item No.7:

At the last Annual General Meeting (AGM), the Shareholders of the Company had approved the current tenure of Mr. Pankaj Kumar, Chief Executive Officer as Whole Time Director of the Company for a period of one (1) year or up to the date of the next AGM, whichever is later.

The Board of Directors of the Company ("the Board") at its Meeting held on May 27, 2022, has appointed Mr. Pankaj Kumar as Managing Director & CEO for a period of 5 years with effect from August 30, 2022 or until the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2027, whichever is later, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board as set out herein below, subject to approval of the shareholders.

#### Brief Profile of Mr. Pankaj Kumar:

Mr. Pankaj Kumar, aged 54 years, has gained a robust and diversified experience, consistently delivering exemplary results at multiple organisations over 32 years in the Manufacturing Industry.

Having worked at industry leaders in both India and abroad, he started his career in Tata Steel as a Graduate Trainee in 1990 and has since gone on to senior roles at Mittal Steel, Guardian Industries, United Breweries, Adani Ports, Hindustan Zinc and Sterlite Copper, Vedanta. He has demonstrated responsible leadership and is a strong proponent of sustainable manufacturing.

In his Previous role as CEO of Sterlite Copper, he was singularly responsible for the turnaround of the Copper business with a blended innovation and structural transformation strategy. As the Chief Operating Officer, Smelters at Hindustan Zinc, he led the business transformation through asset utilization and operational efficiency, which greatly enhanced the Zinc and Lead Production, and overall output at Vedanta Limited.

Mr. Kumar firmly believes in teamwork and a systems-based approach with a very strong focus on innovation and change management. Thus, in previous leadership roles, he has led efforts to vastly transform non-operational functions as well, including stakeholder outreach, community connect and building employee morale. This has enabled him to develop a comprehensive, holistic approach to the art of leadership.

These credentials are backed by strong academic qualifications, with a B.Tech from IIT Kharagpur (1990) and Business Management from XLRI Jamshedpur (2000).

#### Other information about Mr. Pankaj Kumar and terms of appointment:

- (i) Date of Birth: 24-07-1968, Age: 54 Years
- (ii) No. of meetings of the Board attended during the last financial year: Furnished in the Corporate Governance Report
- (iii) Date of first appointment on the Board: August 30, 2021
- (iv) Remuneration last drawn by Mr. Kumar: Furnished in the Corporate Governance Report
- (v) Remuneration proposed to be paid: The overall remuneration payable to Mr. Pankaj Kumar by way of Salary, Perquisites, Allowances, Performance linked pay / incentive, contribution to Provident Fund and Superannuation Fund, etc., shall not exceed an aggregate amount of Rs. 3.94 crores (Rupees Three crores ninety four lakhs only) per annum, of which Rs. 2.42 crores (Rupees Two crores forty two lakhs) is the

fixed component and the balance of Rs. 1.52 crores (Rupees one crores fifty two lakhs) is the variable component payable on assessment of performance as may be decided by the Nomination and Remuneration Committee and/or the Board of Directors.

In addition to the above, Mr. Pankaj Kumar 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.

Gratuity would be payable as per the Company's policy applicable to members of Senior Management of the Company.

In the event of no profits or inadequate profits, Mr. Pankaj Kumar, as the Managing Director and Chief Executive Officer would be entitled to all the above remuneration including all the perquisites as recommended from time to time by the Nomination and Remuneration Committee and the Board of Directors, as minimum remuneration even if it exceeds 10%

of net profit of the Company as mentioned under Section 197 of the Companies Act 2013 / Schedule V to the said Act, as amended from time to time.

Mr. Pankaj Kumar shall be entitled to leave on full pay and allowances as per the Rules of the Company.

(vi) Mr. Kumar is also on the Board and Committees of the Board of IDL Explosives Limited, the Wholly Owned Subsidiary. He is also its CEO & Managing Director.

(vii) The proposed resolution being a Special Resolution, the appointment and remuneration of Mr. Pankaj Kumar is in compliance with the provisions of Section 196, 197, the Rules made thereunder read with Schedule V of the Act and other relevant and applicable provisions, if any of the Act and the Articles of Association of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and also eligible to act as Whole Time Director of the Company pursuant to applicable provisions and Schedule V of the Act. The Company has received his consent to act as a Director and also as Managing Director of the Company.

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

<b>I</b>	<b>GENERAL INFORMATION:</b>	
(1)	Nature of Industry	Energetic Products, Industrial Explosives and Realty / Property Development
(2)	Date or expected date of commencement of commercial 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 2021-22.
(5)	Foreign investments or collaborations, if any	As per the financial statements and other documents forming part of the Annual Report 2021-22.
<b>II</b>	<b>INFORMATION ABOUT THE APPOINTEE:</b>	
(1)	Background Details, Past Remuneration and Recognition or Awards	Has been furnished in the Explanatory Statement to the Resolution for appointment of the Managing Director & CEO.
(2)	Job profile and his suitability	
(3)	Remuneration Proposed	
(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/ his family members' shareholding, if any, in the Company.
<b>III</b>	<b>OTHER INFORMATION</b>	
(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
<b>IV</b>	<b>DISCLOSURES:</b>	
	The details of the remuneration and other information have been disclosed in the Corporate Governance Section and also forms part of the notice.	

Mr. Pankaj Kumar does not hold any shares in the Company. Besides the remuneration proposed herein, Mr. Kumar does not have any other pecuniary relationship with the Company. He is not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested, financially or otherwise in the said Resolution.

It is therefore proposed to seek shareholders' approval for the appointment of and remuneration payable to Mr. Kumar, Chief Executive Officer of the Company as Managing Director & CEO as aforesaid..

The Notice read with Explanatory Statement should be considered as written memorandum setting out the terms of appointment and remuneration of Mr. Pankaj Kumar as Managing Director & CEO as required under Section 190 of the Companies Act, 2013.

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

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

**Item No.8:**

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 commends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

**By Order of the Board**

Hyderabad,  
June 8, 2022

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:

<b>Name of the Director</b>	<b>Mr. Sudhanshu Tripathi</b>
DIN	06431686
Date of Birth	June 07, 1959
Age	63 years
Date of Appointment	Date of this AGM
Profile	Mr. Sudhanshu Tripathi is a seasoned HR professional with over 37 years of work experience; 25 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 2021-22 - ₹ 16.60 Lakhs Commission for 2021-22 – ₹ 9.32 Lakhs (payable during 2022-23)
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 - Chairman Investment Appraisal & Project Review Committee – Member Corporate Social Responsibility 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	9 out of 9

<b>Name of the Director</b>	<b>Mr. Pankaj Kumar</b>
DIN	008460825
Date of Birth	July 24, 1968
Age	54 years
Date of Appointment	August 30, 2021
Profile	Mr. Pankaj Kumar has gained a robust and diversified experience, consistently delivering exemplary results at multiple organisations over 32 years in the Manufacturing Industry.  Having worked at industry leaders in both India and abroad, he started his career in Tata Steel as a Graduate Trainee in 1990 and has since gone on to senior roles at Mittal Steel, Guardian Industries, United Breweries, Adani Ports, Hindustan Zinc and Sterlite Copper, Vedanta. He has demonstrated responsible leadership and is a strong proponent of sustainable manufacturing.
Qualification	Mr. Pankaj Kumar holds a B.Tech degree from IIT Kharagpur in 1990 and Business Management from XLRI Jamshedpur (2000).
Expertise in specific functional area	Mr. Pankaj Kumar has gained a robust and diversified experience, consistently delivering exemplary results at multiple organisations over 32 years in the Manufacturing Industry.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	As mentioned elsewhere in this Notice.



Remuneration last drawn by such person	Rs. 221.63 Lakhs
Date of first appointment on the Board	August 30, 2021
Chairmanship/Membership of Committees of the Board of Directors of the Company	Stakeholders Relationship Committee -Member Safety Review Committee - Member Risk Management 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	4 out of 4

#### PROCEDURE AND INSTRUCTIONS FOR e-VOTING:

In compliance with the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to members holding shares as on July 20, 2022 (end of day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process and poll.

The procedure and instructions for e-voting are as follows:

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

#### Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p><b>I. NSDL IDeAS Facility:</b></p> <p><b>a. If you are already registered for the NSDL IDeAS facility,</b></p> <ol style="list-style-type: none"> <li>Please visit the e-Services website of NSDL. Open the web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or mobile phone.</li> <li>Once the homepage of e-Services is launched, click on the "Beneficial Owner" icon under "Login", available under the "IDeAS" section.</li> <li>A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services.</li> <li>Click on "Access to e-voting" under e-voting services and you will be able to see the e-voting page.</li> <li>Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote during the remote e-voting period or voting during the meeting.</li> </ol> <p><b>b. If the user is not registered for IDeAS e-Services,</b></p> <ol style="list-style-type: none"> <li>The option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select "Register Online for IDeAS" or click on <a href="https://eservices.nsdl.comSecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.comSecureWeb/IdeasDirectReg.jsp</a></li> <li>Upon successful registration, please follow steps given in points 1-5 above.</li> </ol>

Type of shareholders	Login method
	<p><b>II. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a personal computer or mobile phone.</li> <li>2. Once the homepage of e-voting system is launched, click on the "Login" icon, available under the "Shareholder / Member" section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on options available against company name or e-voting service provider – KFinTech and you will be redirected to the e-voting website of KFinTech for casting your vote during the remote e-voting period or voting during the meeting.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p><b>I. CDSL Easi/Easiest Facility</b></p> <p><b>a. If you are already registered for the CDSL Easi/Easiest,</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Click on New System Myeasi</li> <li>3. Login with your registered user id and password.</li> <li>4. The user will see the e-Voting Menu. The Menu will have links of e-voting service provider (ESP i.e., KFinTech e-Voting portal).</li> <li>5. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>b. If the user is not registered for Easi/Easiest,</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https:// web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>2. Proceed with completing the required fields.</li> <li>3. Follow the steps given in point a.</li> </ol> <p><b>II. Alternatively by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Provide your demat Account Number and PAN No.</li> <li>3. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>4. After successful authentication, user will be provided links for the respective e-voting service provider (ESP) i.e., KFinTech e-Voting portal, where the e-Voting is in progress.</li> </ol>
<b>Individual shareholders (holding securities in demat mode) logging in through their depository participants</b>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>2. Once logged-in, 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.</li> <li>3. Click on options available against company name or e-Voting service provider (ESP) i.e. KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call the toll-free number: 1800 1020 990 or 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call 022- 23058738 or 022 23058542-43

**Details on Step 2 are mentioned below:**

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.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) xxxx, 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 KFintech for e-voting, you can use your existing User ID and password for casting the 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. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. 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" i.e., 'GOCL Corporation Limited –Annual General Meeting' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "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 on the Resolution(s).
- xii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorising its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [dvm@dvmgopalandassociates.in](mailto:dvm@dvmgopalandassociates.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name and Event No."

**Instructions for members/Shareholders for voting during the e-AGM session:**

The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.

E-voting during the AGM is integrate with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.

Members/shareholders, attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.

Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.

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 e-AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the e-AGM shall be treated as invalid.

## INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MODE:

- Members will be able to attend the AGM through VC/ OAVM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who 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 the Notice.

Further, Members can also use the OTP based login for logging into the e-voting system.

- Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 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.
- Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

Shareholders who wish to register as speakers at the AGM are requested to visit <https://emeetings.kfintech.com> register themselves by July 22, 2022.

- Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the

Company's investor email-id i.e. [secretarial@goclcorp.com](mailto:secretarial@goclcorp.com) at least 5 days before the date of the e-AGM, so as to enable the Management to keep the information ready. Alternatively, shareholders holding shares as on cut-off date may also visit <https://evoting.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number.

- Facility of joining the AGM through VC/OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis. Members who need technical assistance before or during the AGM, can contact KFintech at <https://evoting.kfintech.com/>
- Corporate members intending to send their authorised representatives to attend the Annual General Meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution to the Company.

### By Order of the Board

Hyderabad  
June 8, 2022

A.Satyanarayana  
**Company Secretary**

### Registered & Corporate Office:

IDL road, Kukatpally,  
Hyderabad-500072,  
Telangana, India.  
CIN: L2429TG1961PLC000876  
Website: [www.goclcorp.com](http://www.goclcorp.com)  
E-Mail: [secretarial@goclcorp.com](mailto:secretarial@goclcorp.com)



## FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE 61ST AGM FOR REFERENCE:

S. No	Particulars	Details of access
1	Link and Instructions for e-voting and attending the AGM through VC/OAVM	For all Shareholders through KFintech Portal For Individual Shareholders holding shares in demat mode with NSDL For Individual Shareholders holding shares in demat mode with CDSL <a href="https://www.em meetings.kfintech.com">https://www.em meetings.kfintech.com</a> and <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a> <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> Detailed instructions for e-voting and attending the AGM is provided in Notes to the Notice. Members can log in for the AGM from 03:15 p.m. (IST) onwards
2	Registration as Speaker Shareholder at the AGM	E-mail to <a href="mailto:secretarial@gocllcorp.com">secretarial@gocllcorp.com</a> mentioning DP ID and Client ID /Folio No. and registered mobile number Or by visiting at <a href="https://www.em meetings.kfintech.com">https://www.em meetings.kfintech.com</a> by Friday, July 22, 2022, 5:00 p.m. (IST)
3	Helpline number for VC participation and e-voting	Call on toll free No. 1800 309 4001
4	Book Closure Date for Final Dividend of Rs. 3 per share	Wednesday, July 20, 2022 to Wednesday, July 27, 2022 (both days inclusive)
5	Cut-off date to determine the members who shall be entitled to vote	Wednesday, July 20, 2022
6	Time period for remote e-voting	Sunday, July 24, 2022 (9:00 a.m. IST) and ends on Tuesday, July 26, 2022 (5:00 p.m. IST).
7	Members to update email ID	Members who have not registered their e-mail address are requested to register the same as below: In respect of shares held in electronic form with the Depository through their Depository Participant(s). In respect of shares held in physical form by visiting the link: <a href="https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx</a> or send email on <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> .
8	Date and Time of the AGM	Wednesday, July 27, 2022 at 03:30 p.m.
9	Registrar and Transfer Agent - contact details	<b>KFin Technologies Limited,</b> Address: Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana. Email: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Toll free number: 1-800-309-4001 Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a>
10	GOCL Corporation Limited – Contact Details	<b>GOCL Corporation Limited</b> IDL Road, Kukatpally, Hyderabad-500072, Telangana, India. Email: <a href="mailto:secretarial@gocllcorp.com">secretarial@gocllcorp.com</a> Tel: 040-23810671 – 79 Website: <a href="https://www.gocllcorp.com">https://www.gocllcorp.com</a>

## 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](http://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, 2022 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	Ms. Kanchan Chitale	00007267	05.10.2009
3	Mr. Sudhanshu Kumar Tripathi	06431686	08.02.2019
4	Mr. Debabrata Sarkar	02502618	30.05.2019
5	Mr. Aditya Sapru	00501437	29.01.2020
6	Mr. Pankaj Kumar	08460825	30.08.2021

\*The above mentioned directors who are as on 31st March, 2022.

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.

**For BS & Company Company Secretaries LLP**

D Soumya  
**Designated Partner**  
C.P. No: 13199  
FCS No: 11754  
UDIN: A029312D000355242

Date: 20/05/2022  
Place: Hyderabad