



GOCL Corporation Limited

Corporate Office

IDL Road, Kukatpally,
Hyderabad-500 072
Telangana, India
T: +91 (40) 23810671-9
F: +91 (40) 23813860,
E: info@gocllcorp.com
W: <http://www.gocllcorp.com>

August 31, 2024

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: NEAPS

Dear Sir/Madam,

Notice of 63rd Annual General Meeting (“AGM”) of the Company for the FY 2023-24.

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

We enclose herewith Notice of the 63rd AGM scheduled to be held on Tuesday, September 24, 2024 at 3:00 p.m. (IST) being held through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”). The Notice for convening the 63rd AGM of the Company along with the Annual Report for the Financial Year 2023-24 is being dispatched electronically via e-mail to all the Members whose email addresses are registered with the Company / Registrar and Share Transfer Agent i.e. KFin Technologies Limited or their respective Depository Participant(s).

The Register of Members and Share Transfer Books will be closed from Wednesday, September 18, 2024 to Tuesday, September 24, 2024 (both days inclusive) in connection with this Annual General Meeting and payment of Dividend. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is Tuesday, September 17, 2024. The remote e-voting period commences on Friday, September 20, 2024 at 9.00 a.m. (IST) to Monday, September 23, 2024 at 5.00 p.m. (IST).

These documents are also available on the website of the Company at: www.gocllcorp.com and the website of KFin Technologies Limited, e-Voting Service Provider at: <https://emeetings.kfintech.com>

Thanking you

Yours faithfully

For GOCL Corporation Limited

A. Satyanarayana

Company Secretary

Encl: as above

Copy to:

National Securities Depository Ltd

Trade World, A Wing, 4th & 5th Floor, Kamala Mills Compound, Lower Parel. Mumbai - 400 013

Central Depository Services (India) Ltd,

Marathon Futurex. A-Wing, 25th floor, N M Joshi Marg, Lower Parel, Mumbai - 400 013

KFin Technologies Limited

Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032

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.goclcorp.com; Email: secretarial@goclcorp.com

NOTICE is hereby given that the Sixty-Third Annual General Meeting of the Members of **GOCL Corporation Limited (CIN: L24292TG1961PLC000876)** will be held at **3:00 p.m. on Tuesday, the 24th September, 2024** 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, 2024:

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2024 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, 2024:

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

3. To declare the Dividend for the financial year 2023-24:

“**RESOLVED THAT** a Dividend of ₹ 4.00 per share (200%) for the financial year 2023-24 recommended by the Board for the financial year 2023-24 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.”

SPECIAL BUSINESS:

5. Appointment of Mr. Ravi Jain, Chief Financial Officer as a Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of the Association of the Company, Mr. Ravi Jain (DIN: 09184688), Chief Financial Officer of the Company, who was appointed by the Board of Directors as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013 with effect from July 4, 2024 and who holds office as Additional Director up to this Annual General Meeting and being eligible and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director on the Board of the Company.

6. Appointment of Mr. Ravi Jain, Chief Financial Officer as a Whole-Time Director 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 188, 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 meeting held on July 4, 2024 and



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CIN: L24292TG1961PLC000876

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

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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, 2024:

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2024 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, 2024:

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

3. To declare the Dividend for the financial year 2023-24:

“**RESOLVED THAT** a Dividend of ₹ 4.00 per share (200%) for the financial year 2023-24 recommended by the Board for the financial year 2023-24 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.”

SPECIAL BUSINESS:

5. Appointment of Mr. Ravi Jain, Chief Financial Officer as a Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of the Association of the Company, Mr. Ravi Jain (DIN: 09184688), Chief Financial Officer of the Company, who was appointed by the Board of Directors as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013 with effect from July 4, 2024 and who holds office as Additional Director up to this Annual General Meeting and being eligible and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director on the Board of the Company.

6. Appointment of Mr. Ravi Jain, Chief Financial Officer as a Whole-Time Director 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 188, 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 meeting held on July 4, 2024 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. Ravi Jain (DIN: 09184688), the Chief Financial Officer of the Company, as a Whole-Time Director and designated as Whole Time Director & Chief Financial Officer for a period of 2 years with effect from July 4, 2024 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. Ravi Jain 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."

7. To sell, transfer, convey, assign or otherwise dispose of the Company's land and immovable properties situated at Kukatpally, Hyderabad.

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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for

this purpose), to sell, transfer, convey, assign or otherwise dispose of the entire land parcel(s) of the Company including all the buildings and other immovable properties as the case may be, situated at Kukatpally, Hyderabad, to any person(s) and /or entity(ies) not being related parties as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters, deeds and things as may be necessary, without further referring the matter to the Members of the Company, including finalizing the suitable, purchaser(s), assignee(s), developers as the case may be on the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, sale deeds, agreements for sale, development agreements, TDR Sale agreements, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to 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 for ratifying the appointment and payment of remuneration not exceeding ₹1,50,000/- (Rupees One Lakh Fifty 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 2023-24 excluding taxes thereon and reimbursement of out of pocket expenses thereon."

By Order of the Board

Hyderabad
August 13, 2024

A.Satyanarayana
Company Secretary

Notes:

1. Pursuant to General Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (“SEBI Circulars”), the 63rd 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 63rd 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 63rd 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 63rd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
 3. In line with the MCA Circular 09/2023 dated September 25, 2023 and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 the Notice calling the AGM and Annual Report 2023-24 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 2023-24 will also be made available on the Company’s website at www.goclcorp.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at 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 63rd 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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, 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). 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. 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.
 6. Members holding share either in physical or dematerialized form, as on cut-off date, i.e. as on Tuesday, September 17, 2024, may cast their votes electronically. The e-voting period commences on Friday, September 20, 2024 (9:00 a.m. IST) and ends on Monday, September 23, 2024 (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 Tuesday, September 17, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only
 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 Friday, September 20, 2024.
 9. Mr. A. Ravi Shankar (FCS: 5335; CP:4318) Proprietor of M/s A Ravi Shankar & Co., Company Secretaries, Hyderabad has 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.
- 10. Book Closure and Dividend:**
- The Register of Members and Share Transfer Books will be closed from **Wednesday, September 18, 2024 to Tuesday, September 24, 2024 (both days inclusive)** in connection with the ensuing Annual General Meeting and payment of Dividend. The 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 September 17, 2024, 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 September 17, 2024.

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/RTA by sending documents through email by September 20, 2024.

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@gocclcorp.com by September 20, 2024. 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 and secretarial@gocclcorp.com. The aforesaid declarations and documents need to be submitted by the shareholders by email to einward.ris@kfintech.com and secretarial@gocclcorp.com by September 20, 2024.

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.

12. 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.

13. The matters of Special Business as appearing at Item No. 5, 6, 7 and 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 63rd AGM is annexed hereto.

14. The details of the Director seeking appointment/ re-appointment at the 63rd 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.

15. 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.

16. 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.

17. Pursuant to the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, it is mandatory to furnish PAN, KYC Details (including email, mobile number, and bank account details) and Nomination in respect of physical folios. Kindly ensure that these details are updated with Registrar (RTA / KFIN) to avail uninterrupted service request and dividend credit in bank account, as dividend will not be paid by way of issuance of physical warrants with effect from April 01, 2024. Members will be entitled to receive the aforesaid dividend through electronic mode as per the updated bank mandate in the physical and/or demat holding as on Record Date i.e. Tuesday, September 17, 2024.
18. 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.
19. 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.
20. 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:-
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the account with a Bank in India, if not furnished earlier.
21. 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 issue of a fresh dividend instrument 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> or <http://www.mca.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.
22. 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 2016-17 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, 2017 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
23. 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. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://goclcorp.com/#INVESTORINFO>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company in case the shares are held in physical form.
24. 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.
25. 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:

Sr. No.	Details of the Unclaimed / Unpaid Dividend Accounts	Dividend per Share (in ₹)	Date of Declaration	Due date to transfer to IEPF
1	Unpaid Dividend A/c 2016-17 (Final Dividend)	1.60	29.08.2017	05.10.2024
2	Unpaid Dividend A/c 2017-18 (Interim Dividend)	1.60	23.03.2018	29.04.2025
3	Unpaid Dividend A/c 2018-19 (Interim Dividend)	2.00	26.03.2019	02.05.2026
4	Unpaid Dividend A/c 2019-20 (Special Interim Dividend)	2.00	27.09.2019	04.10.2027
5	Unpaid Dividend A/c 2019-20 (Final Dividend)	2.00	24.09.2020	23.10.2027
6	Unpaid Dividend A/c 2020-21 (Special Interim Dividend)	4.00	12.11.2020	12.01.2028
7	Unpaid Dividend A/c 2020-21 (Final Dividend)	2.00	27.09.2021	26.10.2028
8	Unpaid Dividend A/c 2021-22 (Interim Dividend)	2.00	12.08.2021	10.09.2028
9	Unpaid Dividend A/c 2021-22 (Final Dividend)	3.00	27.07.2022	26.08.2029
10	Unpaid Dividend A/c 2022-23 (Final & Special Dividend)	10.00	21.09.2023	19.10.2030

26. 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.
27. 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 No. 5, 6, 7 and 8 of the accompanying Notice of AGM.

Item No. 5 & 6:

Consequent to the resignation of Mr. Pankaj Kumar, who has served as Managing Director & CEO and led the Company since 2021, Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had in their meeting held on July 4, 2024, appointed Mr. Ravi Jain (DIN: 09184688), Chief Financial Officer as an Additional Director and also as Whole-Time Director, designated as Whole Time Director & Chief Financial Officer of the Company, not liable to retire by rotation, for a period of 2 (two) years with effect from July 4, 2024. Pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ("the Act"), Mr. Ravi Jain holds office as an Additional Director till the date of the ensuing Annual General Meeting (AGM). Further, pursuant to the provisions of Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Mr. Ravi Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received

the consent and requisite declarations from Mr. Ravi Jain as per the provisions of the Act and SEBI Listing Regulations. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose his candidature as a Director of the Company.

Mr. Ravi Jain is a Key Managerial Personnel (KMP) pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The tenure/superannuation and other terms of appointment of Mr. Ravi Jain, as the Whole-Time Director & Chief Financial Officer of the Company, not mentioned herein, will be as applicable to the members of the Senior Management of the Company.

Brief Profile of Mr. Ravi Jain:

Mr. Ravi Jain, a qualified Chartered Accountant and a Company Secretary, is an accomplished Finance and Operations Leader with proven capabilities in managing rapid growth and turnaround while keeping a keen eye on governance and organizational development. He comes with a well-rounded experience spanning a range of responsibilities, industries, and geographies, in top organizations like PWC, Lexmark, GE Medical System, Century Textiles, Oswal Chemicals, SREI Finance, and others. He has worked for well-established as well as grassroots Projects. In addition to CFO roles for over 10 years, Managed Finance, Businesses, Boards, and Investors, participated in M&A and handled operational responsibilities.

Brings in a strategic outlook, coupled with operational excellence and process orientation. He took over as the CFO of GOCL in the year 2014 in addition to his role as CFO of wholly owned subsidiary IDL since 2012.

Other information about Mr. Ravi Jain and terms of appointment:

- (i) Date of Birth: 14th March 1967, Age: 57 Years
- (ii) No. of meetings of the Board attended during the last financial year: Not Applicable
- (iii) Date of first appointment on the Board: July 4, 2024
- (iv) Remuneration last drawn by Mr. Ravi Jain as a CFO in FY 2023-24: ₹ 128.18 Lakhs
- (v) Remuneration proposed to be paid for the first year: The overall remuneration payable to Mr. Ravi Jain by way of Salary, Perquisites, Allowances, Performance linked pay / incentive, contribution to Provident Fund and Superannuation Fund, etc., shall not exceed an aggregate amount ₹ 200.00 lakhs (Rupees Two Hundred Lakhs only) per annum, of which ₹ 150.00 Lakhs (Rupees One Hundred and Fifty Lakhs only) is the fixed component and ₹ 50.00 Lakhs (Rupees Fifty lakhs only) 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. Ravi Jain 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. Ravi Jain, as the Whole-Time Director & Chief Financial 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. Ravi Jain shall be entitled to leave on full pay and allowances as per the Rules of the Company.

- (vi) Mr. Ravi Jain does not hold any directorship in any other Company. He is also not holding any Committee position in any companies.
- (vii) The proposed resolution being a Special Resolution, the appointment and remuneration of Mr. Ravi Jain 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 a Whole-Time Director of the Company.

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 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 2023-24.
(5)	Foreign investments or collaborations, if any	As per the financial statements and other documents forming part of the Annual Report 2023-24.
II	INFORMATION ABOUT THE APPOINTEE:	
(1)	Background Details, Past Remuneration and Recognition or Awards	Has been furnished in the Explanatory Statement to the Resolution for appointment of Whole-Time Director & CFO.
(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, or other director if any.	To the extent of his shareholding/ his family members' shareholding, if any, 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:	
Being the first year of appointment, the details of proposed remuneration and other information have been disclosed in this statement. Other disclosures form part of the Corporate Governance Report.		

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 Resolution / Special Resolution set out at Item No. 5 & 6 of the Notice for approval by the Members.

Item No.7:

Your Company has been running its detonators factory in Kukatpally, Hyderabad for the last more than five decades. The factory is on about 233 acres of owned land and about 535 acres of leased land, together creating a buffer zone. This land was specifically allocated for manufacturing of explosives and detonators. Over the years, the character of the city has changed with rapid urbanization and expansion due to ever increasing population, proliferation of housing societies, healthcare facilities, educational institutions and commercial centres. What were distant suburbs once, have become part of the city. Given this, the Company has been facing increasing difficulty at this location from long term perspective.

While so, after a prolonged litigation, including in the Supreme Court, the Company lost the case and could no longer use the leased land. The Board had therefore decided to consolidate its explosives and detonators business at Rourkela, where the land and other facilities are available under a wholly owned subsidiary.

Accordingly, the Board of Directors has in the month of March 2024 decided to monetize/sell the entire owned land parcels of about 264.50 acres situated at Kukatpally, Hyderabad for a consideration exceeding ₹ 3400 crores.

The aforementioned sale of land and winding up of the factory operations at Kukatpally, Hyderabad could be considered as 'disposal of undertaking' in terms of Section 180 (1) (a) of

the Companies Act, 2013 and therefore requires Members approval. Therefore, approval, by way of a Special Resolution, is sought for sale or otherwise disposal of the Company's entire land parcels and immovable properties situated at Kukatpally, Hyderabad..

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this 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, 2024 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 13, 2024

A.Satyanarayana
Company Secretary

Registered & Corporate Office:
IDL Road, Kukatpally,
Hyderabad- 500072
CIN: L24292TG1961PLC000876
Email: secretarial@goclcorp.com
Website: www.goclcorp.com

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	65 years
Date of Appointment	Date of this AGM
Profile	Mr. Sudhanshu Tripathi is a seasoned Corporate Professional professional with over 38 years of work experience; 26 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 2023-24 - ₹ 12.10 Lakhs Commission for 2023-24 – ₹ 14.79 Lakhs* (payable during 2024-25)
Date of first appointment on the Board	February 08, 2019
Chairmanship/Membership of Committees of the Board of Directors of the Company	Nomination & Remuneration Committee - Member Stakeholders Relationship Committee - Chairman Investment Appraisal & Project Review Committee – Member Safety Review Committee - Member Corporate Social Responsibility Committee – Chairman
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	7 out of 7

Name of the Director	Mr. Ravi Jain
DIN	09184688
Date of Birth	14.03.1967
Age	57
Date of Appointment	July 4, 2024
Profile	Mr. Ravi Jain, a qualified Chartered Accountant and a Company Secretary, is an accomplished Finance and Operations Leader with proven capabilities in managing rapid growth and turnaround while keeping a keen eye on governance and organizational development. He comes with a well-rounded experience spanning a range of responsibilities, industries, and geographies, in top organizations like PWC, Lexmark, GE Medical System, Century Textiles, Oswal Chemicals, SREI Finance, and others. He has worked for well-established as well as grassroots Projects. In addition to CFO roles for over 10 years, Managed Finance, Businesses, Boards, and Investors, participated in M&A and handled operational responsibilities. Brings in a strategic outlook, coupled with operational excellence and process orientation.
	He took over as the CFO of GOCL in the year 2014 in addition to his role as CFO of wholly owned subsidiary IDL since 2012
Qualification	Qualified Chartered Accountant and Company Secretary
Expertise in specific functional area	Finance and Operations
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Appointment as Whole-Time Director of the Company. He is entitled to receive remuneration as approved by the Board with recommendation of Nomination and Remuneration Committee.
Remuneration last drawn by such person	Not Applicable
Date of first appointment on the Board	July 4, 2024
Chairmanship/Membership of Committees of the Board of Directors of the Company	Nil
Other Directorships and Chairmanship/Membership of Committees of other Boards	Nil
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	Not Applicable

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 Tuesday, September 17, 2024 (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>I. NSDL IDeAS Facility:</p> <p>a. If you are already registered for the NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1. Please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsd.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login”, available under the “IDeAS” section. 3. 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. 4. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. 5. 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. <p>b. If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsd.com. 2. Select “Register Online for IDeAS” or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1-5 above. <p>II. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-voting system is launched, click on the “Login” icon, available under the “Shareholder / Member” section. 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. 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.
Individual Shareholders holding securities in demat mode with CDSL	<p>I. CDSL Easi/Easiest Facility</p> <p>a. If you are already registered for the CDSL Easi/Easiest,</p> <ol style="list-style-type: none"> 1. Visit URL: https://web.cdslindia.com/myeasi/ home/login or URL: www.cdslindia.com 2. Click on New System Myeasi 3. Login with your registered user id and password. 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). 5. Click on e-Voting service provider name to cast your vote. <p>b. If the user is not registered for Easi/Easiest,</p> <ol style="list-style-type: none"> 1. Option to register is available at https:// web.cdslindia.com/myeasi/Registration/EasiRegistration 2. Proceed with completing the required fields. 3. Follow the steps given in point a.

Type of shareholders	Login method
	II. Alternatively by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> 1. Visit URL: www.cdslindia.com 2. Provide your demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 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
Individual shareholders (holding securities in demat mode) logging in through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8333, 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.

- After entering these details appropriately, click on "LOGIN".
- 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.
- You need to login again with the new credentials.
- 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., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Company at email id secretarial@goclcorp.com with a copy marked to 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 integrated 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:

1. 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.

2. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
 3. 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.
 4. 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.
 5. 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.
 6. 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 September 20, 2024.
7. 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.

[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.

8. 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/>

9. 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
August 13, 2024

A.Satyanarayana
Company Secretary

Registered & Corporate Office:

IDL road, Kukatpally,
Hyderabad-500072,
Telangana, India.
CIN: L2429TG1961PLC000876
Website: www.goclcorp.com
E-Mail: secretarial@goclcorp.com

Important Information to the Shareholders

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- a. **For shares held in electronic form: to their Depository Participants (DPs)**
- b. **For shares held in physical form:** to the Company/ Registrar and Transfer Agents (RTA) in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.

Members may also please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://goclcorp.com/#INVESTORINFO> and on the website of the Company's RTA, KFin Technologies Limited ("KFinTech") at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. It may be noted that any service request can be processed only after the folio is KYC Compliant.

We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR - 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR - 4
	The forms for updating the above details are available at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd	
	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP	

The Company has sent the below furnished letter dated June 7, 2024 to all the concerned shareholders requesting them to furnish the requisite documents:

Date: June 7th, 2024

Folio No.

Dear Shareholder,

Sub: Non-submission of KYC against your physical holdings- Urgent attention

Ref: SEBI Circular dated 16th March, 2023 (Master circular dated 17.05.2023)

This is further to our letters dated February 25, 2022 and May 4, 2023 on the subject matter.

We draw your kind attention that SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024. You may also refer to SEBI FAQs by accessing the link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ No 38 & 39).

Accordingly, as mandated vide captioned circulars, the dividend payable against your holdings is liable to be withheld if the KYC details are not updated against your holding. For the purpose of updation of KYC details against your folio, you are requested to send the details as per the formats specified below along with the supporting documents:

- a. Form ISR-1 duly filled in along with self attested supporting documents for updation of KYC details.
- b. Form ISR-2 duly filled in with banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook / statement.
- c. Form SH-13 for updation of Nomination.

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company at <https://goclcorp.com/#INVESTORINFO> and on the website of KFin Technologies Limited at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Please forward the duly executed KYC documents in any of the following modes to our RTA, KFin Technologies Limited (Unit: GOCL Corporation Limited), Selenium Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana. E-mail id: einward.ris@kfintech.com

- a. Through hard copies which should be self-attested and dated. OR
- b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically / digitally signed by the Shareholder and in case of joint holders, by first joint holder. OR
- c. Through web- portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>

Also, kindly claim your unclaimed / unpaid dividend, if any from the Company at earliest else the same will be transferred to the Investor Education and Protection Fund (“IEPF”). Further, the corresponding shares on which dividend remains unpaid or unclaimed for seven consecutive years shall also be transferred by the Company in the name of Investor Education and Protection Fund Authority as per the procedure set out in the Rules.

Please treat this as our specific intimation for updation of KYC details as mandated vide SEBI Circular dated 16th March, 2023 (Master circular dated 17.05.2023).

Yours faithfully,
For **GOCL Corporation Limited**

Sd/-
A.Satyanarayana
Company Secretary

FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE 63RD AGM FOR REFERENCE:

S.No	Particulars	Details of access
1	Link and Instructions for e- attending the AGM through VC/OAVM	For all Shareholders through KFinTech Portal https://www.em meetings.kfintech.com
2	Link and Instructions for e-voting	For Corporate / Institutional Shareholders https://evoting.kfintech.com/ For Individual Shareholders holding shares in demat mode with NSDL https://eservices.nsdl.com For Individual Shareholders holding shares in demat mode with CDSL https://web.cdslindia.com/myeasi/home/login Detailed instructions for e-voting and attending the AGM is provided in Notes to the Notice. Members can log in for the AGM from 2:45 p.m. (IST) onwards
3	Registration as Speaker Shareholder at the AGM	E-mail to secretarial@goclcorp.com mentioning the DP ID and Client ID /Folio No. and registered mobile number or by visiting at https://www.em meetings.kfintech.com by Friday, September 20, 2024, 5:00 p.m. (IST)
4	Helpline number for VC participation and e-voting	Call on toll free No. 1800 309 4001
5	Book Closure Date for Dividend of Rs. 4.00 per share	Wednesday, September 18, 2024 to Tuesday, September 24, 2024 (both days inclusive)
6	Cut-off date to determine the members who shall be entitled to vote	Tuesday, September 17, 2024
7	Time period for remote e-voting	Friday, September 20, 2024 (9:00 a.m. IST) and ends on Monday, September 23, 2024 (5:00 p.m. IST).
8	Members to update email ID	Members who have not registered their e-mail address are requested to register the same as below: <ul style="list-style-type: none"> • 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 https://ris.kfintech.com/clientservices/isc/ or send email on einward.ris@kfintech.com.
9	Date and Time of the AGM	Tuesday, September 24, 2024 at 3:00 p.m.
10	Registrar and Share Transfer Agent - contact details	KFin Technologies Limited, Address: Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana. Email: einward.ris@kfintech.com Toll free number: 1-800-309-4001 Website: https://www.kfintech.com
11	GOCL Corporation Limited – Contact Details	GOCL Corporation Limited IDL Road, Kukatpally, Hyderabad-500072, Telangana, India. Email: secretarial@goclcorp.com Tel: 040-23810671 – 79 Website: https://www.goclcorp.com