



## GOCL Corporation Limited

### Corporate Office

IDL Road, Kukatpally,

Hyderabad-500 072

Telangana, India

T: +91 (40) 23810671-9

F: +91 (40) 23813860,

E: [info@goclcorp.com](mailto:info@goclcorp.com)

W: <http://www.goclcorp.com>

April 18, 2023

#### 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,

**Postal Ballot Notice dated April 13, 2023 - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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

This is further to our earlier communications dated March 28, 2023 and April 13, 2023.

Please find enclosed herewith the Postal Ballot Notice dated April 13, 2023, for seeking approval of the Members of the Company through Postal Ballot by way of e-voting on the resolutions as set out in the said Notice.

The Postal Ballot Notice is being sent electronically to the Members whose e-mail address are registered with the Company / Registrar and Share Transfer Agent (RTA) / Depositories / Depository Participants as on the **cut-off date** i.e., **Friday, April 14, 2023**.

The Company has engaged **KFin Technologies Limited**, ("KFin") as its agency for providing **e-voting facility** to the Members of the Company. Details of e-voting are as under:

e-voting starts on	e-voting ends on
<b>Monday, April 24, 2023</b> at 9:00 a.m. (IST)	<b>Tuesday, May 23, 2023</b> at 5:00 p.m. (IST)

The Postal Ballot Notice along with instructions regarding e-voting has also been uploaded on the website of the Company at [www.goclcorp.com](http://www.goclcorp.com) and on the website of KFin at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

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

Registered Office: IDL Road, Kukatpally, Hyderabad-500 072

Telangana, India; Ph: 040-23810671-9, Fax: 040-23813860

Email Id: [secretarial@goclcpr.com](mailto:secretarial@goclcpr.com) Website: [www.goclcpr.com](http://www.goclcpr.com)

### **NOTICE OF POSTAL BALLOT AND E- VOTING**

#### **NOTICE TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110, and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “LODR Regulations”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below for appointment of:

- (1) Mr. Amar Chintopanth (DIN: 00048789) as an Independent Director for a period of 5 years with effect from March 27, 2023; and**
- (2) Mr. Gopal Raman (DIN: 03286754) as a Director (Non-Executive – Non-Independent Director),**

are proposed to be passed by the Members of the Company (as on the Cut-off Date), through Postal Ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions are restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board has appointed Mr. A. Ravi Shankar, Partner, Ravi & Subramanyam., (Membership No. FCS 5335) (CP No. 4318) Practicing Company Secretary, as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of KFin Technologies Limited (“KFin” or “KFinTech”) for facilitating e-voting. The Company also has made necessary arrangements with KFin, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice, not later than 5:00 p.m. (IST) on May 23, 2023. The e-voting facility will be disabled by KFin immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman/the Managing Director or any other person authorized by them and the result of the voting will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. May 23, 2023 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## **SPECIAL BUSINESS:**

### **1. Appointment of Mr. Amar Chintopanth (DIN: 00048789) as an Independent 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 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Amar Chintopanth (DIN: 00048789), who was appointed as an Independent Director (Additional Director) with effect from March 27, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till March 26, 2028, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**2. Appointment of Mr. Gopal Raman (DIN: 03286754) as a Director (Non-Executive & Non-Independent) of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Gopal Raman (DIN: 03286754), who was appointed by the Board of Directors as an Additional Director (Non-Executive & Non Independent) with effect from March 27, 2023 pursuant to the provisions of Section 161 of the Act, being so eligible, be and is hereby appointed as a Director (Non-Executive & Non Independent) liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors  
**For GOCL Corporation Limited**

Sd/-  
A.Satyanarayana  
**Company Secretary**

Place: Hyderabad  
Date: April 13, 2023

## NOTES:

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice (“Notice”) for your consideration.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners and whose email address is registered with the Company / depository participant(s), as on April 14, 2023 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The period of e-voting shall commence on Monday, April 24, 2023 at 9.00 a.m. (IST) and end on Tuesday, May 23, 2023 at 5.00 p.m. (IST). The e-voting module shall be disabled by KFinTech for voting thereafter.
4. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman / Managing Director or to the person authorised by them as soon as possible after the last date of e-voting but not later than Tuesday, May 23, 2023. The Results of the E-voting/Postal Ballot will be declared on or before Thursday, May 25, 2023, at the registered office of the Company and displayed at the corporate office and on the website of the Company i.e. [www.goclcorp.com](http://www.goclcorp.com) and on the website of KFin and intimated to the Stock Exchanges on which the equity shares of the Company are listed.
5. The Postal Ballot Notice is also being uploaded on the Company’s website, [www.goclcorp.com](http://www.goclcorp.com) and of KFin <https://evoting.kfintech.com/>
6. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., May 23, 2023. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
7. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.
8. In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.
9. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL through the depository participants (DP) or with the Registrar and Transfer Agent, viz., KFin to enable the Company to communicate to the members, the information about various developments in the Company via e-mail/SMS.
10. 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](mailto: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 <a href="https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd">https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd</a>	
Demat	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.	

11. The remote e-voting process shall be as under:

**INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

**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:

**I) 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>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in points 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</li> <li>On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who has opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>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>Click on New System Myeasi</li> <li>Login with your registered user id and password</li> <li>The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</li> <li>Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>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>Proceed with completing the required fields.</li> <li>Follow the steps given in point 1.</li> </ol>



	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>i. Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>ii. Provide your demat Account Number and PAN No.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>iv. After successful authentication, user will be provided links for the respective ESP, i.e., KFin Technologies Limited where the e-Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p><b>I.</b> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p><b>II.</b> 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.</p> <p><b>III.</b> Click on options available against company name or e-Voting service provider – <b>KFinTech</b> and you will be redirected to e-Voting website of <b>KFinTech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990 and 1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738 or 022-23058542-43</b>

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

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN) 7240, USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7240, 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 (AZ), 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 “EVEN” i.e., GOCL Corporation “Postal Ballot” 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@gocllcorp.com](mailto:secretarial@gocllcorp.com) 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 “GOCL Corporation-Postal Ballot.”

(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Notice and e-voting instructions cannot be serviced, will have to follow the following process:

### **Procedure for Electronic folios:**

Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select the company name “GOCL Corporation Limited”
2. Shareholder to enter DPID-CLID / Folio No. and PAN No.
3. Shareholder to enter the e-mail id and mobile no.
4. Systems check the authenticity of the client id and PAN and send the different One-time Passwords (OTPs) to mobile no. and e-mail id to validate.
5. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process (OTPs will be valid for 5 minutes only).
6. System confirms the e-mail id for the limited purpose of services Postal Ballot notice.
7. System will send the notice & procedure for e-voting to the e-mail given by the shareholder.

## Procedure for Physical folios:

Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select company name “GOCL Corporation Limited”
2. Shareholder to enter physical Folio No and PAN No.
3. If PAN No. is not available in the records, shareholder to enter one of the Certificate No.
4. Shareholder to enter the e-mail id and mobile no.
5. Systems check the authenticity of the Folio No. and PAN/Certificate No. and send the different OTPs to mobile no. and e-mail id to validate.
6. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process. (OTPs will be valid for 5 min. Only).
7. If PAN is not available, the system will prompt to upload the duly signed scan copy of the PAN.
8. System confirms the registration of e-mail id.
9. System will send the notice & procedure for e-voting to the “e-mail id” given by the shareholder.

Post successful registration of the e-mail, the shareholder would get a soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. It is however clarified that for permanent registration of e-mail address, the shareholders are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032, India by following due procedure.

In case of any query/concern/grievance, Members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or KFin Technologies Limited at Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India, at email: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com); 1800-3094-001 (toll free) or may write to the Company at [secretarial@goclcorp.com](mailto:secretarial@goclcorp.com)

**Information at a glance:**

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, April 14, 2023
Voting start time and date	Monday, April 24, 2023 at 09:00 A.M. (IST)
Voting end time and date	Tuesday, May 23, 2023 at 05:00 P.M. (IST)
Date on which the resolution is deemed to be passed, if approved by the requisite majority	Tuesday, May 23, 2023 at 05:00 P.M. (IST)
Name, address and contact details of Registrar and Share Transfer Agent.	Contact name: Mr. Singireddy Shanker Reddy Corporate Registry ( RIS) KFin Technologies Limited  Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a> Contact number – 1800-309-4001
Name, address and contact details of e-voting service provider	Mr. Praveen Chaturvedi, Vice President – Corporate Registry KFin Technologies Limited  Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a> Contact number – 1800-309-4001
KFin Technologies Limited e-voting website address	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 & 110 OF THE COMPANIES ACT, 2013**

### **Item No. 1 - Appointment of Mr. Amar Chintopanth (DIN: 00048789) as an Independent Director of the Company.**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Amar Chintopanth (DIN: 00048789), as an Independent Director of the Company, with effect from March 27, 2023, under Sections 149, 150, 152 and 161 of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of Members and any other approval as may be required from time to time.

The Company has received:-

- (i) consent in writing from Mr. Amar to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.
- (iii) declaration from Mr. Amar confirming the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the SEBI Listing Regulations.
- (iv) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Mr. Amar has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed of his compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Nomination and Remuneration Committee (NRC), Mr. Amar's skills, background and experience are aligned to the role and capabilities identified by the Committee; and being eligible, the NRC recommended the appointment of Mr. Amar as an Independent Director.

The Board was satisfied that the appointment of Mr. Amar is justified due to the following reasons: – Mr. Amar has extensive experience in Finance & Accounting (domestic & international) Business Strategy, Mergers & Amalgamations - domestic and international, Risk Management, Compliances and related areas.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Amar to be appointed as an Independent Director of the Company as per the provisions of the Act.

### **Brief Profile of Mr. Amar Chintopanth**

Mr. Amar Chintopanth is a Chartered Accountant with approximately 40 years of work experience. He has held leadership roles in large organizations like ITC Classic Finance Ltd., Polaris Software Limited, 3i Infotech Limited, NXTDIGITAL Limited among others. His experience encompasses areas of Finance & Accounting (domestic & international) Business strategy, Mergers & Amalgamations - domestic and international, Risk management, compliances, and related areas. He is presently the Whole Time Director & Chief Financial Officer of NXTDIGITAL Limited.

In the opinion of the Board, Mr. Amar fulfils the conditions specified in the Companies Act, 2013 the SEBI Listing Regulations and is independent of the management. The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Amar as an Independent Director.

A copy of the Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on [secretarial@goclcorp.com](mailto:secretarial@goclcorp.com).

Except Mr. Amar, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations and based on the recommendation of Nomination and Remuneration Committee the approval of the Members is sought for the appointment of Mr. Amar as Independent Director of the Company, as a Special Resolution as set out above.

The Board of Directors based on the recommendations of the Nomination and remuneration Committee considers the appointment of Mr. Amar as an Independent Director in the interest of the Company and recommends the Resolution as set out in the Notice for approval of Members.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

#### **Item No. 2 - Appointment of Mr. Gopal Raman (DIN: 03286754) as a Non-Executive & Non-Independent Director of the Company.**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Gopal Raman (DIN: 03286754), as an Additional Director (Non-Executive-Non-Independent Director) of the Company, with effect from March 27, 2023, under Section 149, 152 and 161 of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of Members and any other approval as may be required from time to time.

The Company has received:-

- (i) consent in writing from Mr. Gopal to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.
- (iii) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

In the opinion of the Nomination and Remuneration Committee (NRC), Mr. Gopal's skills, background and experience are aligned to the role and capabilities identified by the Committee; and being eligible, the NRC recommended the appointment of Mr. Gopal as a Director (Non-Independent & Non-Executive).

The Board was satisfied that the appointment of Mr. Gopal is justified due to the following reasons: – Mr. Gopal has extensive involvement in diverse businesses such as Renewable Energy, Defence, Industrial Explosives, Trading, Mining Services, Pharmaceuticals, Specialty Chemicals and Agrochemicals.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Gopal to be appointed as a Non-Executive - Non & Independent Director of the Company as per the provisions of the Act.

### **Brief Profile of Mr. Gopal Raman**

**Mr. Gopal Raman (57)**, holds a B.Tech Degree in Mechanical Engineering from the Indian Institute of Technology, Madras with 35 years of diverse industrial experience. He has been with the Hinduja Group for the past 15 years and currently serves on the Board of Directors of Ashok Leyland Defence Systems Ltd, Hinduja Renewables Energy Pvt Ltd and others.

He has been involved in diverse Businesses as Renewable Energy, Defence, Industrial Explosives, Trading, Mining services, Pharmaceuticals, Specialty Chemicals (Adhesives & Sealants, Acrylic Polymer Coatings, Plastic Additives, and Agrochemicals), Batteries and Confectionary. Prior to joining the Hinduja Group, he was with Rohm and Haas in multiple roles as: Director Rohm and Haas India Pvt Ltd, Operations Director- Adhesives Business for Asia Pacific and as the leader of a Global restructuring project for Plastic Additives. Earlier, he had worked in various roles with Duracell, Cadburys India and ICI India.

Except Mr. Gopal, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendations of the Nomination and remuneration Committee considers the appointment of Mr. Gopal as a Director (Non-Executive-Non-Independent) in the interest of the Company and recommends the Resolution as set out in the Notice for approval of Members.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

By order of the Board of Directors  
**For GOCL Corporation Limited**

Sd/-  
A.Satyanarayana  
**Company Secretary**

Place: Hyderabad  
Date: April 13, 2023

## ANNEXURE TO THE EXPLANATORY STATEMENT:

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulation, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India:

<b>Name of Director</b>	<b>Mr. Amar Chintopanth</b>		
DIN	00048789		
Date of Birth	12.05.1959		
Age	64 years		
Date of First Appointment on the Board	March 27, 2023		
Qualifications	Chartered Accountant		
Experience and expertise in Specific functional Area	Experience of Finance & Accounting (domestic & international), Business Strategy, Mergers & Amalgamations - domestic and international, Risk Management, Compliances.		
Terms and conditions of appointment or reappointment	March 27, 2023 – For a period of 5 years.		
Details of remuneration proposed to be paid.	As an Independent Director, Mr. Amar will be eligible to be paid remuneration in the form of sitting fees for attending each meeting of the Board of Directors and Committee(s) thereof and reimbursement of travelling and out of pocket expenses incurred in relation to attending the meetings. In addition to sitting fees for attending the meetings of the Board and its committees, Mr. Amar would be entitled to remuneration by way of commission as may be determined by the Board.		
Details of remuneration last drawn	Not Applicable		
Attendance at Board, Committee & General Meetings held from the date of his appointment and Postal ballot Notice	One Board Meeting held on 27.03.2023		
Number of Shares held in Equity Capital of the Company	Nil		
Directorship held in other Indian Listed Companies	NXTDIGITAL Limited		
Chairman/Member of Committees of Board of Director of other Listed Companies	Name of the Company	Name of the Committee	Position held (Chairman/Member)
	NXTDIGITAL Limited	Stakeholder Relationship & Share Transfer Committee	Member
		Corporate Social Responsibility Committee	Member
		Business Responsibility Reporting Committee	Member
		Committee of Directors	Member
		Risk Management Committee	Member
Listed Companies from which Mr. Amar has resigned in the past three years.	Nil		



Skills and capabilities required for the role and the manner in which Mr. Amar meets such requirements	Please refer to the explanatory statement.
Disclosure of relationships between Directors/KMP inter-se	Mr. Amar Chintopanth is not related to any Director(s) or Key Managerial Personnel.

<b>Name of Director</b>	<b>Mr. Gopal Raman</b>
DIN	03286754
Date of Birth	22.03.1966
Age	57 years
Date of First Appointment on the Board	March 27, 2023
Qualifications	B. Tech (Mechanical Engineering) from the Indian Institute of Technology, Madras
Experience and expertise in Specific functional Area	35 years of diverse Industrial Experience in multiple businesses.
Terms and conditions of appointment or reappointment	March 27, 2023 – Appointment as a Non-Executive and Non-Independent Director
Details of remuneration proposed to be paid.	As a Non-Executive-Non-Independent Director, Mr. Gopal Raman will be eligible to be paid remuneration in the form of sitting fees for attending each meeting of the Board of Directors and Committee(s) thereof and reimbursement of travelling and out of pocket expenses incurred in relation to attending the meetings. In addition to sitting fees for attending the meetings of the Board and its committees, Mr. Gopal would be entitled to remuneration by way of commission as may be determined by the Board.
Details of remuneration last drawn	Not Applicable
Attendance at Board, Committee & General Meetings held from the date of his appointment and Postal ballot Notice	One Board Meeting held on 27.03.2023
Number of Shares held in Equity Capital of the Company	Nil
Directorship held in other Indian Listed Companies	Nil
Chairman/Member of Committees of Board of Director of other Listed Companies	Nil
Listed Companies from which Mr. Gopal has resigned in the past three years.	Nil
Skills and capabilities required for the role and the manner in which Mr. Gopal meets such requirements	Please refer to the explanatory statement.
Disclosure of relationships between Directors/KMP inter-se	Mr. Gopal Raman is not related to any Director(s) or Key Managerial Personnel.