

NOTICE OF THE SIXTIETH ANNUAL GENERAL MEETING

GOCL Corporation Limited

CIN: L24292TG1961PLC000876

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

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

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

NOTICE is hereby given that the Sixtieth Annual General Meeting of the Members of GOCL Corporation Limited (CIN: L24292TG1961PLC000876) will be held at 2.30 p.m. on Monday, the 27th September, 2021 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, 2021:

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2021 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, 2021:

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 together with the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

3. Confirmation of Special Interim Dividend on Equity Shares already paid and to declare the Final Dividend for the financial year 2020-21:

“**RESOLVED THAT** the Special Interim Dividend of ₹ 4/- per equity share of ₹ 2/- each (200%) already paid during the financial year 2020-21 out of the profits of the Company be and is hereby confirmed and approved.”

“**RESOLVED THAT** a Final Dividend of ₹ 2/- per equity share of ₹ 2/- each (100%) as recommended by the Board for the financial year 2020-21 out of the profits of the Company be and is hereby approved and declared.”

4. Re-appointment of Mr. Ajay P. Hinduja (DIN: 00642192), as a Director liable to retire by rotation:

“**RESOLVED THAT** Mr. Ajay P. Hinduja (DIN: 00642192), 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. Pankaj Kumar, Chief Executive 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 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. Pankaj Kumar (DIN: 08460825), who was appointed by the Board of Directors as the Chief Executive Officer of the Company as also an Additional Director (Whole Time Director) in terms of Section 161 of the Companies Act, 2013 with effect from August 30, 2021 and who holds office as Additional Director up to the ensuing 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.

“**RESOLVED THAT** pursuant to the provisions of Sections 190, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective meetings held on August 18, 2021 and subject to such approvals, permissions and sanctions, as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Pankaj Kumar (DIN: 08460825), the Chief Executive Officer of the Company, as a Whole Time Director, for a period of 1 (one) year with effect from August 30, 2021, or until the conclusion of the next Annual General Meeting of the Company to be held in the calendar year 2022, whichever is later, on the terms and conditions contained in the Agreement proposed to be entered into with him and as set out in the Explanatory Statement annexed to this Notice with liberty and power to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution), to alter and vary the terms and conditions of the said appointment and/or remuneration in line with Section 197 and/or Schedule V to the Companies Act, 2013 and other applicable provisions or any statutory modification(s) or re-enactment thereof.

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

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

6. Enabling resolution for Issue of Further Capital / Securities:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013, the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the rules made thereunder, and all the applicable laws, Rules, Guidelines, Regulations, Notifications and Circulars, if any, issued by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), the Government of India (GOI), other concerned and relevant authorities and other applicable Indian laws, rules and regulations, if any, and relevant provisions of Memorandum and Articles of Association of the Company and the applicable SEBI Regulations and subject to such approval(s), consent(s) permission(s) and/ or sanction(s) as may be required from GOI, FIPB, RBI, SEBI and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission or sanction which may be agreed by the Board of Directors of the Company (“the Board”) (which term shall be deemed to include ‘Offering Committee’ or any other Committee constituted or hereafter be constituted for the time being exercising the powers conferred on the Board by this Resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, Securities (as defined below) in the form of Equity or other Shares, Warrants, Bonds or Debentures, Depository Receipts, (whether Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Indian Depository Receipts (IDRs) or any other form of Depository Receipts), or any other debt instrument either convertible or nonconvertible into Equity or any other Shares whether optionally or otherwise, including Foreign Currency Convertible Bonds representing any type of securities (FCCBs), whether expressed in Foreign Currency or Indian Rupees (all or any of which are hereinafter referred to as “Securities”) whether secured or unsecured, and further the Board be and is hereby authorized, subject to applicable laws and regulations, to issue the Securities to investors (including but not limited to Foreign Banks, Financial Institutions, Foreign Institutional Investors, Qualified Institutional Buyers, Qualified Foreign Investors (QFIs), Mutual Funds, Companies, other Corporate Bodies, Non-Resident Indians, Foreign Nationals and other eligible investors as may be decided by the Board (hereinafter referred to as “Investors”) whether or not such Investors are

members, promoters or directors of the company or their relatives or associates, by way of one or more private and/ or public offerings (and whether in any domestic and/ or international market(s), through a public issue(s), private placement(s), Qualified Institutional Placement(s) (QIP), preferential issue(s) or a combination thereof in such manner and on such terms and conditions as the Board deems appropriate at its absolute discretion provided that the issue size shall not exceed an amount of US\$100 million or its equivalent of Indian Rupees inclusive of such premium as may be payable on the Equity Shares or any other Security, at such time or times and at such price or prices and in such tranche or tranches as the Board in its absolute discretion deem fit.

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

RESOLVED FURTHER THAT in the event of a QIP as aforesaid, a minimum of 10% of the Specified Securities shall be allotted to Mutual Funds and if the Mutual Funds do not subscribe to the said minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs, and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

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

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

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

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

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

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such arrangements/ agreements as may be required for appointing Managers (including lead managers), merchant bankers, underwriters, financial and/or legal advisors, tax advisors, consultants, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and/ or all such agencies as may be involved or concerned in such offerings of Securities, whether in India or abroad, and to remunerate all

such agencies including the payment of commissions, brokerage, fees or the likes, and also to seek the listing of such Securities or Securities representing the same in one or more stock exchanges whether in India or outside India, as it may be deemed fit.

RESOLVED FURTHER THAT:

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

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

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



7. Ratification of Remuneration to the Cost Auditors:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded ratifying the appointment and payment of remuneration not exceeding ₹1,15,000 (Rupees One Lakh Fifteen Thousand Only) to M/s Narasimha Murthy & Co., Cost Accountants, Hyderabad, (Registration No.000042) to conduct the audit of the cost records of the Company for the financial year 2021-22 excluding taxes thereon and reimbursement of out of pocket expenses thereon.”

By Order of the Board

Hyderabad,
August 18, 2021

A.Satyanarayana
Company Secretary

Notes:

- In view of the outbreak of COVID-19 pandemic, social distancing measures are a pre-requisite and the Ministry of Corporate Affairs (MCA) vide Circular No. 02/2021 dated January, 13, 2021 and Circular No. SEBI /HO/CFD/CMD2/CIR/P/2021/11 dated January, 15, 2021 had permitted Companies to conduct Annual General Meeting (AGM) during the year 2021 through video conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at common venue. In compliance with the MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January, 13, 2021 (MCA Circulars) and Securities and Exchange Board of India (SEBI) vide Circular No. SEBI /HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular no. SEBI /HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 and Circular No. SEBI /HO/CFD/CMD2 /CIR/P/2021/11 dated January, 15, 2021, applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 60th AGM of the Company is being convened and conducted through VC/ OAVM. The deemed venue for the 60th AGM will be the Registered and Corporate Office – IDL Road, Kukatpally, Hyderabad-500072.
- As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, since the 60th AGM of the Company is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 60th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
- In line with the MCA Circular dated 13th January, 2021 and SEBI Circular dated 15th January, 2021 the Notice calling the AGM and Annual Report 2020-21 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 2020-21 will also be made available on the Company's website at www.gocllcorp.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 Private Limited at <https://evoting.kfintech.com>.
- As per the provisions under the MCA Circulars, Members attending the 60th AGM of the Company through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The Company has enabled the Members to participate at the 60th AGM of the Company through the VC/OAVM facility provided by KFin Technologies Private Limited. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC/OAVM shall be allowed on a first-come-first-served basis.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before the time scheduled to start the meeting and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on KFin Technologies Private Limited's ('KFin') e-Voting website at www.evoting.kfintech.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
- The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 60th AGM of the Company being held through VC/OAVM.
- Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.

9. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company in terms of sections 112 and 113 of the Companies Act, 2013 by 20th September, 2021.

10. Mr. A. Ravi Shankar (FCS:5335; CP:4318) and Mr. K.V.S. Subramanyam (FCS:5400; CP:4815), both Partners of M/s Ravi & Subramanyam, Company Secretaries, Hyderabad have been appointed, on alternate basis, as the Scrutinizer(s) to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

11. Book Closure and Final Dividend:

The Register of Members and Share Transfer Books will be closed from Saturday, 25th September 2021 to Monday, 27th September 2021 (both days inclusive) in connection with the ensuing Annual General Meeting and payment of Final Dividend. The final dividend, if declared at the AGM, will be paid on or before the 30th day from the date of declaration, subject to deduction of tax at source (TDS) as under:

(a) To all the Beneficial Owners as at the end of the day on 24th September, 2021, 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 24th September, 2021.

12. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at Source from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/RTA by sending documents through email by 24th September, 2021.

(i) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com and secretarial@goclcorp.com by 24th September,

2021. 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%.

(ii) Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to einward.ris@kfintech.com and secretarial@goclcorp.com. The aforesaid declarations and documents need to be submitted by the shareholders by email to einward.ris@kfintech.com and secretarial@goclcorp.com by 24th September, 2021.

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, 2021. The Company will be relying on the information verified by the utility available on the Income Tax website.

13. The format of the Register of Members prescribed by the MCA under the Act requires the Company / Share Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit these details to the Company or to its Share Registrar and Transfer Agents (KFin) in physical mode or in electronic mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or KFin.

14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Building, Tower-B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032.

15. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated 5th May, 2020, the matters of Special Business as appearing at Item Nos. 5 to 7 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 60th AGM is annexed hereto.



16. The details of the Directors seeking appointment/ re-appointment at the 60th AGM are provided in Annexure to this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.

17. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the IFSC Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

In order to receive the dividend in a timely manner, the Members who are holding shares in physical form are advised to submit particulars of their bank account, to our Registrar and Share Transfer Agent, KFin Technologies Private Limited (Unit: GOCL Corporation Limited), Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, along with (a) signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received - Name and Branch of Bank and Bank Account type; Bank Account Number and Type allotted by your bank after implementation of Core Banking Solutions; 11 digit IFSC Code; (b) self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly; (c) self attested scanned copy of the PAN Card; and (d) self attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

18. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

19. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance of dividend

electronically through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Folio Number along with an original cancelled cheque, to the Company's Share Registrars and Transfer Agent, KFin Technologies Private Ltd.). Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.

20. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members, subject to normalisation of postal services and other activities.

21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registering of nomination, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at einward.ris@kfinotech.com in case the shares are held in physical form, quoting your folio number. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

22. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.

23. In accordance with the proviso to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.

24. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-

a) the change in the residential status on return to India for permanent settlement, and

b) the particulars of the NRE account with a Bank in India, if not furnished earlier.

25. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's Registered Office or the Company's Registrar and Share Transfer Agent (KFin Technologies Private Limited) for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at www.goclcorp.com. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund Authority (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

26. In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time, the Company has already transferred all shares in respect of which dividend declared for the financial year 2013-14 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2015 and for any subsequent financial year, are requested to make their claims to the Company without any delay, to avoid transfer of the dividend/shares to the Fund/IEPF Authority

27. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company in Form SH-13 prescribed by the Government.

28. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in

physical form can submit their PAN to the Company /Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited.

29. In terms of Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, will be transferred as per the details mentioned below to the Investor Education and Protection Fund (IEPF). Members who have not encashed their dividend warrant for respective financial years, are requested to write to the Company/Registrar and Share Transfer Agent (RTA) at least a month before the due date, as under:

S. No.	Details of the Unclaimed / Unpaid Dividend Accounts	Date of declaration	Due date to transfer to IEPF
1.	Unpaid Dividend A/c 2014-15	23.09.2015	29.10.2022
2.	Unpaid Dividend A/c 2015-16	22.09.2016	28.10.2023
3.	Unpaid Dividend A/c 2016-17	29.08.2017	05.10.2024
4.	Unpaid Dividend A/c 2017-18 (Interim Dividend)	23.03.2018	29.04.2025
5.	Unpaid Dividend A/c 2018-19 (Interim Dividend)	26.03.2019	02.05.2026
6.	Unpaid Dividend A/c 2019-20 (Special Interim Dividend)	27.09.2019	04.10.2027
7.	Unpaid Dividend A/c 2019-20 (Final Dividend)	24.09.2020	23.10.2027
8.	Unpaid Dividend A/c 2020-21 (Special Interim Dividend)	12.11.2020	12.01.2028

30. Members are requested to quote their folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent.

31. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 5-7 of the accompanying Notice of AGM.

Item No.5:

At the last Annual General Meeting (AGM), the Shareholders of the Company had approved the current tenure of Mr. Subhas Pramanik as Managing Director of the Company for a period of one (1) year or up to the date of the next AGM, whichever is later.



Mr. Pramanik, who has served and led the Company for over 22 years, has decided to retire at the end of his current tenure. The Board thanked Mr. Pramanik for very ably leading the Company and had decided to honour his desire.

Consequently, the Board of Directors of the Company ("the Board") at its Meeting held on August 18, 2021, has appointed Mr. Pankaj Kumar as the Chief Executive Officer of the Company and also as an Additional Director with effect from August 30, 2021 in terms of provisions of Section 152 and 161 of the Companies Act, 2013 and the rules made thereunder. The Board at the aforesaid meeting also appointed Mr. Kumar, subject to the approval of the shareholders, as a Whole Time Director of the Company for a period of 1 (one) year with effect from August 30, 2021, or until the conclusion of the next Annual General Meeting of the Company to be held in the calendar year 2022, whichever is later, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board as set out herein below. Mr. Kumar will be recognized as 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. Pankaj Kumar, as the Chief Executive 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. Pankaj Kumar:

Mr. Pankaj Kumar, aged 53 years, has gained a robust and diversified experience, consistently delivering exemplary results at multiple organisations over 31 years in the Manufacturing Industry.

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

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

Mr. Kumar firmly believes in teamwork and a systems-based approach with a very strong focus on innovation and change management. Thus, in previous leadership roles, he has led efforts to vastly transform non-operational functions as well, including stakeholder outreach, community connect and building employee morale. This has enabled him to develop a comprehensive, holistic approach to the art of leadership. These credentials are backed by strong academic qualifications, with a B.Tech from IIT Kharagpur (1990) and Business Management from XLRI Jamshedpur (2000).

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

- (i) Date of Birth: 24-07-1968, Age: 53 Years
- (ii) No. of meetings of the Board attended during the last financial year: Not Applicable
- (iii) Date of first appointment on the Board: August 30, 2021
- (iv) Remuneration last drawn by Mr. Kumar: Not Applicable being the first appointment in the Company.
- (v) Remuneration proposed to be paid: The overall remuneration payable to Mr. Pankaj Kumar by way of Salary, Perquisites, Allowances, Performance linked pay / incentive, contribution to Provident Fund and Superannuation Fund, etc., shall not exceed an aggregate amount of ₹ 3.75 crores (Rupees three crores and seventy five lakhs only) per annum, of which ₹ 1.45 crores (Rupees one crore forty five 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. Pankaj Kumar will be entitled for (i) Company owned and maintained car with driver for his official and personal local travel (ii) Adequate communication facilities at his residence, and (iii) Medical and other benefits as per the Company's policy applicable to members of Senior Management.

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

In the event of no profits or inadequate profits, Mr. Pankaj Kumar, as the Chief Executive Officer and Whole Time Director would be entitled to all the above remuneration including all the perquisites as recommended from time to time by the Nomination and Remuneration Committee and the Board of Directors, as minimum remuneration even if it exceeds 10% of net profit of the Company as mentioned under Section 197 of the Companies Act 2013 / Schedule V to the said Act, as amended from time to time.

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

(vi) Mr. Kumar 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. Pankaj Kumar is in compliance with the provisions of Section 196, 197, the Rules made thereunder read with Schedule V of the Act and other relevant and applicable provisions, if any of the Act and the Articles of Association of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and also eligible to act as Whole Time Director of the Company pursuant to applicable provisions and Schedule V of the Act. The Company has received his consent to act as a Director and also as 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, Mining & Infrastructure Contracts and Realty / Property Development
(2)	Date or expected date of commencement of commercial of production.	Not Applicable.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.
(4)	Financial performance based on given indicators.	As per the financial statements and other documents forming part of the Annual Report 2020-21.
(5)	Foreign investments or of the collaborations, if any	As per the financial statements and other documents forming part Annual Report 2020-21.
ii INFORMATION ABOUT THE APPOINTEE:		
(1)	Background Details, Past Remuneration and Resolution for appointment of Recognition or Awards	Has been furnished in the Explanatory Statement to the the Chief Executive Officer and Whole Time Director.
(2)	Job profile and his suitability	
(3)	Remuneration Proposed	
(4)	Comparative remuneration profile with respect to industry, size of the company, profile of the comparable / identical 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 company.
(5)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial . personnel, if any	To the extent of his shareholding in the Company
iii OTHER INFORMATION		
(1)	Reasons of loss or inadequate profits.	Not Applicable
(2)	Steps taken or proposed to be taken for improvement	Not Applicable
(3)	Expected increase in productivity and profits in measurable terms.	Not Applicable
iv DISCLOSURES:		
Being the first year of appointment, the details of proposed remuneration and other information have been disclosed in this statement.		

The Company has received a Notice under Section 160 of the Companies Act, 2013 from a member of the Company, proposing candidature of Mr. Pankaj Kumar for appointment as Director of the Company. Further, Mr. Pankaj Kumar does not hold any shares in the Company. Besides the remuneration proposed herein, Mr. Kumar does not have any other pecuniary relationship with the Company. He is not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested, financially or otherwise in the said Resolution.

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

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

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.



Item No.6:

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

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

The FCCBs/ADRs/GDRs/any other financial instruments including Qualified Institutions Placement, would be listed on the London and/or any other Stock Exchange within or outside India. The Special Resolution gives adequate flexibility and discretion to the Board to finalise the terms of the issue in consultation with the lead managers, underwriters, legal advisers and experts or such other authorities as need to be consulted including in relation to the pricing of the issue. Approval of the shareholders, is therefore, sought to authorise the Board of Directors as set out in the Resolution to issue in one or more tranches, the securities referred to therein in the Indian market to eligible investors or international market to Foreign Financial Institutions, to Foreign Investors/ Collaborators/Companies and/or to Foreign Investment Institutions operating in India, whether shareholders of the Company or not, through a public issue or private placement basis and/or preferential basis or Qualified Institutions Placement.

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

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No.7:

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, 2022 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. 7 of the Notice for approval by the Members.

By Order of the Board

Hyderabad,
August 18, 2021

A.Satyanarayana
Company Secretary

Annexure to the Notice

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

Name of the Director	Mr. Ajay P. Hinduja
DIN	00642192
Date of Birth	December 12, 1967
Age	53 years
Date of Appointment	August 11, 2014
Profile	Mr. Ajay P. Hinduja has varied experience in the International Banking and Management arena.
Qualification	Mr. Ajay P. Hinduja holds a degree from the University of Geneva with specialization in Finance and Economics.
Expertise in specific functional area	International Banking, Financial Services and Management
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment as Non-Executive, Non-Independent Director liable to retirement by rotation. He is entitled to receive commission and sitting fee as per the provisions of the Companies Act, 2013 as amended.

Remuneration last drawn by such person	Sitting fees for 2020-21 - ₹ 7.20 lakhs Commission for 2020-21- ₹ 29.50 lakhs (payable during 2021-22)
Date of first appointment on the Board	August 11, 2014
Chairmanship/Membership of Committees of the Board of Directors of the Company	Corporate Social Responsibility Committee- Chairman Nomination and Remuneration Committee - Member
Other Directorships and Chairmanship /Membership of Committees of other Boards	Details form part of the Corporate Governance Report
Number of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	5 out of 5

Name of the Director	Mr. Pankaj Kumar
DIN	008460825
Date of Birth	July 24, 1968
Age	53 years
Date of Appointment	August 30, 2021
Profile	<p>Mr. Pankaj Kumar, aged 53 years, has gained a robust and diversified experience, consistently delivering exemplary results at multiple organisations over 31 years in the Manufacturing Industry.</p> <p>Having worked at industry leaders in both India and abroad, he started his career in Tata Steel as a Graduate Trainee in 1990 and has since gone on to senior roles at Mittal Steel, Guardian Industries, United Breweries, Adani Ports, Hindustan Zinc and Sterlite Copper, Vedanta. He has demonstrated responsible leadership and is a strong proponent of sustainable manufacturing.</p>
Qualification	Mr. Pankaj Kumar holds a B.Tech degree from IIT Kharagpur in 1990 and Business Management from XLRI Jamshedpur (2000).
Expertise in specific functional area	Mr. Pankaj Kumar has gained a robust and diversified experience, consistently delivering exemplary results at multiple organisations over 31 years in the Manufacturing Industry.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	As mentioned elsewhere in this Notice.
Remuneration last drawn by such person	Not Applicable, being the first appointment in the Company.
Date of first appointment on the Board	August 30, 2021
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, being the first appointment in the Company.



PROCEDURE AND INSTRUCTIONS FOR e-VOTING:

- i. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KFintech) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).
 - (A) In case a Member receives an email from KFin [for Members whose email IDs are registered with the Company/ Depository Participants(s)], please follow the below instructions:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) [*] followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" and click on 'GOCL Corporation Limited'.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date of 20th September 2021. under "FOR/AGAINST" or alternatively, you may partially enter any number "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - (B) In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in para 14 of the "Notes" and para (e) under the "Other Instructions" section below.
- II. Voting at the Annual General Meeting: Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.
- III. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 - (a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (KFintech Website) or contact Mr. Praveen Chaturvedi, General Manager (Unit: GOCL Corporation Limited) of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Financial District, Nanakramguda, Hyderabad-500 032 or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 2222 or call KFin's toll free No. 1-800-3454-001 for any further clarifications.
 - b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - c) The remote e-voting period commences on Friday, September 24, 2021 (9.00 a.m. IST) and ends on Sunday, September 26, 2021 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 20, 2021, may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - d) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 20, 2021.

- e) In case a person has become a Member of the Company after dispatch of the AGM Notice but on or before the cut-off date for e-voting i.e., Monday, September 20, 2021, or has registered his/her/its e-mail address after dispatch of the AGM Notice, he/she/it may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399:
- Example for NSDL - MYEPWD In12345612345678
Example for CDSL - MYEPWD 1402345612345678
Example for Physical - MYEPWD XXXX1234567890
- ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call KFinTech toll free number 1800- 3454-001 for any assistance.
- iv. Member may send an e-mail request to einward.ris@kfintech.com. However, KFinTech shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.
- f) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director or any other person of the Company duly authorised, on or before Wednesday, September 29, 2021 i.e., not later than forty eight hours from conclusion of the Meeting and will also be displayed on the website of the Company (www.goclcorp.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

Login method for e-voting:

Applicable only for individual members holding securities in Demat

As per the circular of SEBI on e-voting facility provided by Listed Companies dated December 09, 2020, all individual shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Individual Members (holding securities in demat mode) login through Depository:

The procedure to login and access remote e-voting, as devised by the Depository, is given below:

NSDL	CDSL
<p>1. Users already registered for IDeAS facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. Click on URL: https://eservices.nsd.com 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. Enter your User ID and Password for accessing IDeAS, 4. On successful authentication, you will enter your IDeAS service login. 5. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side. 6. Click on "Active e-voting Cycles" option under e-voting. 7. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period. 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. Click on URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi 2. Enter your User ID and Password for accessing Easi / Easiest. 3. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.
<p>2. Users not registered for IDeAS facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. To register, click on URL: https://eservices.nsd.com. 2. Select "Register Online for IDeAS". 3. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. 4. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. To register, click on URL https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 2. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. 3. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.



NSDL	CDSL
<p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> 1. Click on URL: https://eservices.nsd.com 2. Click on the button "Login" available under "Shareholder / Member section". 3. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen. 4. On successful authentication, you will enter the e-voting module of NSDL. 5. Click on "Active E-voting Cycles / VC or OAVMs" option under e-voting. 6. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period. 	<p>3. Users may directly access the e-voting module of CDSL as per the following procedure;</p> <ol style="list-style-type: none"> 1. Click on URL: www.cdslindia.com / https://www.evotingindia.com. 2. Provide demat account number and PAN. 3. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account. 4. On successful authentication, you will enter the e-voting module of CDSL. 5. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.

Individual Members (holding securities in demat mode) login through their depository participants.

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider "KFin" and you will be re-directed to the e-Voting page of "KFin" to cast your vote without any further authentication.

Important Note:

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of technical issue on NSDL website.	Contact details in case of technical issue on CSDL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC:

1. Members may access the platform to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for the AGM will be available in the shareholder/Members login where the "Event" and the "Name of the company" can be selected. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
2. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company by email to secretarial@goclc.com at least 48 hours before the time fixed for the AGM. The Company will, at the AGM, endeavor to address the queries received till 3.00 p.m. (IST) on 22nd September, 2021 from those Members who have sent queries from their registered email IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date. Members who may want to express their views or ask questions at the AGM may visit <https://evoting.karvy.com> and click on the tab "Post Your Queries Here" to post their queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window may remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

7. In addition to the above mentioned step, the Members may register themselves as speakers for the AGM to pose their queries, by 22nd September 2021. Accordingly, the Members may visit <https://evoting.kfintech.com/> and click on 'Speaker Registration' during the remote e-voting period. Members shall be provided a 'queue number' before the AGM. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.

8. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon on the left side of the screen to cast their votes.

9. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1-800-3454-001 or write to them at evoting@kfintech.com.

By Order of the Board

Hyderabad,
August 18, 2021

A.Satyanarayana
Company Secretary

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