



GOCL Corporation Limited

Corporate Office

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

February 19, 2024

BSE Limited

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

Through: BSE Listing Center

National Stock Exchange of India Limited

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

Through: NEAPS

Dear Sir/Madam,

Postal Ballot Notice dated February 13, 2024 - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Further to our earlier communications dated February 13, 2024, please find enclosed herewith the Postal Ballot Notice dated February 13, 2024, 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, February 16, 2024**.

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
Monday, February 26, 2024 at 9:00 a.m. (IST)	Tuesday, March 26, 2024 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.gocllcorp.com and on the website of KFin at 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@gocllcorp.com Website: www.gocllcorp.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 pursuant to Sections 108 and 110 of the Companies Act, 2013 (the “**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), each as amended from time to time, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (the “**MCA**”) (hereinafter collectively referred to as the “**MCA Circulars**”) and the Securities and Exchange Board of India’s Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the proposed Resolutions set out below are proposed to be passed by the Members of GOCL Corporation Limited (the “**Company**”) by means of Postal Ballot, only by voting through electronic means (remote 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, (Membership No. FCS 5335) (CP No. 4318), or alternatively Mr. K.V.S. Subramanyam, (Membership No. FCS 5400) (CP No. 4815), both Partners of M/s Ravi & Subramanyam, Practicing Company Secretaries, 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 Tuesday, March 26, 2024. 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. March 26, 2024 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. Re-Appointment of Mr. Debabrata Sarkar, as an Independent Director of the Company for the second term.

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

“RESOLVED THAT pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Debabrata Sarkar (DIN: 02502618), who is eligible for re-appointment as an Independent Director and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from May 30, 2024 or up to his attainment of 75 years of age, whichever is earlier.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

2. Increase in the limits under Section 186 of the Companies Act 2013 applicable for making Investments / extending Loans and giving Guarantees or providing 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 Section 186 and other applicable provisions if any of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 5,500 Crores (Rupees Five Thousand Five Hundred Crores only) over and above the limit of aggregate of the paid-up share capital, free reserves and securities premium account of the Company.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

3. Increase in the limits under Section 180(1)(a) of the Companies Act for creation of charges / providing of securities or otherwise disposal of undertakings;

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

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) which term shall be deemed to include any committee thereof) to create charge or hypothecate/mortgage and/or charge and/or encumber in addition to the hypothecations/ mortgages and/or charges and/or encumbrances created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, on all or any part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the

Company in certain events of default, in favour of the Company's Bankers/Financial Institutions/ other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee/ Foreign currency Loans, Guarantee assistance, Standby Letter of Credit/Letter of Credit, and/or any issue of Non-Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/securities, whether availed by the Company or by others, within the overall ceiling of Rs. 5,500 crores (Rupees Five Thousand Five Hundred Crore Only) over and above the aggregate of the paid up capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

4. Increase in borrowing powers of the Company under Section 180 (1)(c) of the Companies Act, 2013;

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

“RESOLVED THAT in supersession of the Special Resolution passed by the Members at the Annual General Meeting on September 25, 2014 and pursuant to Section 180(1)(c) and the applicable provisions of the Companies Act, 2013 and the Companies (Meeting of the Board and its Powers) Rules, 2014 and the Rules framed thereunder (“the Act”) [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being in force], the provisions contained in the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors to borrow from time to time all such sums of money as they may deem requisite for the purposes or the business (including but not limited to, for financing any capital or revenue requirements, new business ventures or prospects) of the Company, notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium, provided, however, the total amount so borrowed (other than temporary loans from the Company's bankers) and outstanding at any point of time shall not exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company by a sum of Rs. 5,500 Crore (Rupees Five Thousand Five Hundred Crore Only).

RESOLVED FURTHER THAT subject to the provisions of the Act, the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), Facilities from Banks, Commercial Papers (CPs), Public Deposits, External Commercial Borrowings (ECBs), Debentures (whether convertible or non-convertible), Bonds or any other instruments permitted to be issued by the Company under any law for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and execute such document(s) / deed(s) / writing(s) /paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings, to delegate all or any of the above powers to any Committee(s) of Directors or any Director(s)/ Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly.”

By order of the Board of Directors
For GOCL Corporation Limited

Sd/-
A.Satyanarayana
Company Secretary

Place: Hyderabad
Date: February 13, 2024

CIN: L24292TG1961PLC000876

Registered & Corporate Office:

IDL Road, Kukatpally,
Hyderabad-500 072

Telangana, India

T: +91 (40) 23810671-9

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

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 February 16, 2024 (“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.
3. The period of e-voting shall commence on Monday, February 26, 2024 at 9.00 a.m. (IST) and end on Tuesday, March 26, 2024 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 Thursday, March 28, 2024. The Results of the E-voting/Postal Ballot will be declared on or before Thursday, March 28, 2024, 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 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 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., March 26, 2024. Further, resolutions 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 Depository Participant, and Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at inward.ris@kfintech.com. Members may follow the process detailed below for registration of email ID:

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

D) 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>1. User already registered for IDeAS facility:</p> <p>i. Visit URL: https://eservices.nsdl.com</p> <p>ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</p>

	<p>iv. 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.</p> <p>2. User not registered for IDeAS e-Services</p> <p>i. To register click on link: https://eservices.nSDL.com</p> <p>ii. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Proceed with completing the required fields.</p> <p>iv. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>i. Open URL: https://www.evoting.nSDL.com/</p> <p>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>iii. 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.</p> <p>iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</p> <p>v. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who has opted for Easi / Easiest</p> <p>i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>ii. Click on New System Myeasi</p> <p>iii. Login with your registered user id and password</p> <p>iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>v. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii. Proceed with completing the required fields.</p> <p>iii. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>i. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>ii. Provide your demat Account Number and PAN No.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile & 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>I. 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>II. 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>III. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</p>
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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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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), 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) 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@goclcorp.com with a copy marked to 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 Participants(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: einward.ris@kfintech.com; 1800-3094-001 (toll free) or may write to the Company at secretarial@goclcorp.com

Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, February 16, 2024
Voting start time and date	Monday, February 26, 2024 at 09:00 A.M. (IST)
Voting end time and date	Tuesday, March 26, 2024 at 05:00 P.M. (IST)
Date on which the resolution is deemed to be passed, if approved by the requisite majority	Tuesday, March 26, 2024 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: inward.ris@kfintech.com 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: inward.ris@kfintech.com Contact number – 1800-309-4001
KFin Technologies Limited e-voting website address	https://evoting.kfintech.com/

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

Item No. 1 - Re-Appointment of Mr. Debabrata Sarkar, as an independent director for the second term.

The Members, at the Fifty Eighth Annual General Meeting held on September 19, 2019, had approved the appointment of Mr. Debabrata Sarkar, as an Independent Director of the Company for a period of five years with effect from May 30, 2019 and his present term expires on May 29, 2024.

The Board of Directors of the Company ('the Board') at the meeting held on February 13, 2024, on the recommendation of the Nomination & Compensation Committee, basis evaluation of performance covering various aspects including level of participation, interpersonal relationship, understanding of the roles and responsibilities, objectivity, leadership & initiative and other personal attributes, recommended for the approval of the Members, the re-appointment of Mr. Debabrata Sarkar as an Independent Director of the Company for second term with effect from May 30, 2024 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations 2015'), or any amendment thereto or modification thereof.

Based on the satisfactory performance evaluation, the Board is of the view that the continued association of Mr. Debabrata Sarkar would benefit the Company, given his knowledge, experience, performance and his contribution to the Board processes. Mr. Sarkar held/holds senior level positions in the commercial banking, development financing, merchant banking, non-banking financing, insurance, asset management and other areas.

The Board has identified the aforementioned attributes, skills and capabilities required for the role of an Independent Director of the Company.

Necessary consent and Declarations have been received from Mr. Sarkar that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR) Regulations 2015. In the opinion of the Board, Mr. Sarkar fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for the re-appointment as an Independent Director and that he is independent of the management of the Company.

Mr. Debabrata Sarkar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In addition to sitting fees for attending the meetings of the Board and its Committees, Mr. Sarkar would be entitled to remuneration by way of commission as may be determined by the Board.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Sarkar, in terms of Section 149 of the Act. Mr. Sarkar does not hold any shares in the Company either in his individual capacity or on a beneficial basis for any other person.

The Board of Directors considers the re-appointment of Mr. Sarkar as an Independent Director for the second term in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members by way of a Special Resolution.

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.

Except Mr. Sarkar, being the appointee and his relatives, 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.

Item No. 2 - Increase in the limits under Section 186 of the Companies Act 2013 applicable for making Investments / extending Loans and giving Guarantees or providing Securities.

The Company had passed a resolution at the Fifty Eighth Annual General Meeting held on September 19, 2019, approving a limit of Rs.2,500 crores over and above the normal limit permissible under the Companies Act, 1913 for extending loans, investments, third party guarantees, securities, etc. Pursuant to the same, the Company has been making investments, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiaries) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) and 16(3) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

Since the date of the above approval, the market values of the Company's properties have appreciated significantly. In order to enable the Company to give loans, make investments, provide third party securities and guarantees of higher amounts aligned to the current market values of the properties, a revised Resolution is sought now for enhancement of the limit to Rs.5,500 crores over and above the normal permissible limit from the existing limits of Rs 2500 crores over and above the normal permissible limits.

The Board considers the proposed resolution is in the interest of the Company and therefore recommends the Special Resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, in the proposed Special Resolution.

Item No. 3 & 4 - Approval for increase in powers of the Company under Section 180 of the Companies Act, 2013 for creation of charges / providing of securities and borrowing limits.

The Members at the 53rd Annual General Meeting held on 25th September, 2014 had approved enhancement in the limit for creation of charges / providing of securities as also in the borrowing power of the Company under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 up to Rs. 4,000 Crore (Rupees Four Thousand Crore Only), over and above the paid-up capital and free reserves (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) of the Company.

Since the date of the earlier approvals, the market values of the Company's properties have appreciated significantly. In order to enable the Company to raise more loans as and when needed; and provide more securities including third party securities aligned to the current market value of the Company's properties, it is proposed to increase the borrowing limits as also the limits for creation of charges / providing of securities whether for securing the borrowing of the Company or others, from the current amount of Rs. 4,000 Crore (Rupees Four Thousand Crores Only) to Rs. 5500 Crore (Rupees Five Thousand Five Hundred Crore Only) over and above the aggregate of the paid-up capital, free reserves and securities premium of the Company.

The entities to whom the Company may be providing charges, securities, etc. generally ask for corresponding power of borrowing to the extent of the charges, mortgages, etc. provided. Further, in certain events of default of loan obligations and consequential enforcement of security interest by the lenders, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (a) of the Companies Act, 2013. Hence it is considered necessary to obtain approval for the same from the Shareholders

The above proposals are in the interest of the Company and the Board recommend the Special Resolutions for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in this Resolution except to the extent of their respective shareholding in the Company, if any.

By order of the Board of Directors
For GOCL Corporation Limited

Sd/-
A.Satyanarayana
Company Secretary

Place: Hyderabad
Date: February 13, 2024

CIN: L24292TG1961PLC000876

Registered & Corporate Office:

IDL Road, Kukatpally,

Hyderabad-500 072

Telangana, India

T: +91 (40) 23810671-9

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

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:

Name of Director	Mr. Debabrata Sarkar															
DIN	02502618															
Date of Birth	November 03, 1953															
Age	70 years															
Date of First Appointment on the Board	May 30, 2019															
Qualifications	He is a Fellow Member of the Institute of Chartered Accountants of India and a Certified Associate of Indian Institute of Banking and Finance. Mr. Sarkar holds a postgraduate degree in Commerce from University of Calcutta.															
Experience and expertise in Specific functional Area	Senior level positions in the commercial banking, development financing, merchant banking, non-banking financing, insurance, asset management and other areas.															
Terms and conditions of appointment or reappointment	Appointment as Independent Director of the Company for the second term commencing from May 30, 2024. He is entitled to receive sitting fees and commission as per the provisions of the Companies Act, 2013 as amended from time to time.															
Details of remuneration proposed to be paid.	As an Independent Director, Mr. Sarkar 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. Sarkar would be entitled to remuneration by way of commission as may be determined by the Board.															
Details of remuneration last drawn	Rs. 8.00 lakhs towards sitting fees for the Board and Committee meetings attended up to January 2024.															
Number of Meetings of the Board attended during FY 2023-24	4															
Number of Shares held in Equity Capital of the Company	Nil															
Directorship held in other Companies	<table border="1"> <tr> <td>Emami Limited (Listed)</td> <td>Independent Director</td> </tr> <tr> <td>IDL Explosives Limited</td> <td>Independent Director</td> </tr> <tr> <td>Hinduja Leyland Finance Limited</td> <td>Independent Director</td> </tr> <tr> <td>Vistra ITCL (India) Limited</td> <td>Independent Director</td> </tr> <tr> <td>Inceptum Advisors LLP</td> <td>Designated Partner</td> </tr> <tr> <td>Easy Home Finance Limited</td> <td>Independent Director</td> </tr> <tr> <td>Mylead Fintech Private Limited</td> <td>Independent Director</td> </tr> </table>		Emami Limited (Listed)	Independent Director	IDL Explosives Limited	Independent Director	Hinduja Leyland Finance Limited	Independent Director	Vistra ITCL (India) Limited	Independent Director	Inceptum Advisors LLP	Designated Partner	Easy Home Finance Limited	Independent Director	Mylead Fintech Private Limited	Independent Director
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Inceptum Advisors LLP	Designated Partner															
Easy Home Finance Limited	Independent Director															
Mylead Fintech Private Limited	Independent Director															

	Aditya Birla Sun Life Insurance Company Limited	Independent Director	
	HGHL Holdings Limited, UK	Independent Director	
	Sanathan Textiles Limited	Independent Director	
Chairman/Member of Committees of Board of Directors of other Boards	Aditya Birla Sun Life Insurance Company Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		With Profits Committee	Member
	Hinduja Leyland Finance Limited	Risk Management Committee	Chairman
		Audit Committee	Member
	Vistra ITCL (India) Limited	Audit Committee	Member
		Risk Management Committee	Chairman
	IDL Explosives Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
	Emami Limited	Audit Committee	Member
		Risk Management Committee	Member
	Sanathan Textiles Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
	Skills and capabilities required for the role and the manner in which Mr. Sarkar meets such requirements	Please refer to the explanatory statement.	
Disclosure of relationships between Directors/KMP inter-se	Mr. Sarkar is not related to any Director(s) or Key Managerial Personnel.		