



GOCL Corporation Limited

Corporate Office

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Hyderabad 500072, Telangana, India.

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E : info@goclcorp.com

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CIN: L24292TG1961PLC000876

August 28, 2018

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400 001

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- 400 051.

Fax: 022-2659 8237/38, 2659 8347/48

Through: NEAPS

Intimation of AGM, Book Closure and Cut-off date for the purpose of e-Voting

Ref: BSE Scrip code-506480, NSE Scrip Symbol – GOCLCORP

Dear Sir/Madam,

Pursuant to the provisions of the SEBI (LODR) Regulations, 2015 and other applicable provisions –

- a) Please find attached herewith Notice of the 57th Annual General Meeting of the Company being couriered / emailed to the Shareholders of the Company. The AGM is scheduled to be held on Thursday, 27th September, 2018 at 2:30 p.m. at Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad-500016.
- b) The Register of Members and Share Transfer Books of our Company will be closed for the period from 21st September, 2018 to 27th September, 2018 (both days inclusive) for the purpose of AGM .
- c) 20th September, 2018 will be ‘cut-off date’ for the purpose of e-voting in connection with the ensuing AGM.
- d) The E-voting period will commence on 24th September, 2018 at (10:00 a.m.) and ends on 26th September, 2018 at (5:00 p.m.). Detailed instructions on e-voting forms part of the Notice of AGM.

Thanking You.

Yours faithfully,

For GOCL Corporation Limited

A. Satyanarayana

Company Secretary

Formerly Gulf Oil Corporation Limited

Registered Office : Kukatpally, Post Bag No. 1, Sanathnagar (IE) P O, Hyderabad 500 018., Telangana, India.



NOTICE OF THE FIFTY SEVENTH ANNUAL GENERAL MEETING

GOCL Corporation Limited

(Formerly Gulf Oil Corporation Limited)

CIN: L24292TG1961PLC000876

Regd. Office: Kukatpally, Post Bag No.1, Sanathnagar (IE) P.O, Hyderabad-500018, India

Tel: 040-23810671-79, Fax No.: 040-23813860 | Website: www.gocllcorp.com; Email: secretarial@gocllcorp.com

NOTICE is hereby given that the Fifty Seventh Annual General Meeting of GOCL Corporation Limited (CIN: L24292TG1961PLC000876) will be held at Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad-500016 at 2.30 p.m. on Thursday, the 27th day of September, 2018 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2018:

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board and Auditors thereon be and are hereby received, considered and adopted.”

2. To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended March 31, 2018:

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the report of the Board and Auditors thereon be and are hereby received, considered and adopted.”

3. Confirmation of Interim Dividend on Equity Shares:

“RESOLVED THAT the Interim Dividend of ₹ 1.60/- per equity share of ₹ 2/- each (80%) declared and paid by the Board for the financial year 2017-18, be and is hereby confirmed and approved as the Final Dividend.”

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. 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), the Foreign Investment Promotion Board (FIPB), and 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 Listing Agreement(s) entered into by the Company with the Stock Exchanges where the Shares of the Company are listed 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 US\$100 million or ₹ 670 crores 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, 2009, as amended from time to time, in accordance with Regulation 86(1)(a) of 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, 2009, 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 therefrom.

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."

6. 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 ₹ 1,00,000 (Rupees One Lakh 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 2018-19 excluding taxes thereon and reimbursement of out of pocket expenses thereon."

By Order of the Board

Mumbai
August 10, 2018.

A.Satyanarayana
Company Secretary

1. Pursuant to the Secretarial Standards notified under Section 118 of the Companies Act, 2013 Shareholders may please note that no Gifts / Compliments shall be distributed at the venue of the meeting.
2. Shareholders / Proxies only are allowed to attend the Meeting.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The notice of AGM is being sent to those members / beneficial owners whose name appears in the register of members / list of beneficiaries received from the depositories as on August 17, 2018.
4. Members are requested to update their preferred e-mail IDs with the Company / DPs / RTA, which will be used for the purpose of future communications. Members whose e-mail ID is not registered with the Company are being sent physical copies of the Notice of 57th Annual General Meeting, Annual Report, notice of e-voting etc., at their registered address through permitted mode.
- Members whose e-mail IDs are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address or to the RTA, Karvy Computershare Private Limited (Unit: GOCL Corporation Limited), at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during the business hours up to the date of the Meeting.
8. The Register of Members and Share Transfer Books will be closed from September 21 to September 28, 2018 (both days inclusive) in connection with the ensuing Annual General Meeting

9. (a) In terms of Sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the IEPF Rules'), 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) Authority.

- (b) 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:

Details of the Unclaimed / Unpaid Dividend Accounts	Date of declaration	Due date to transfer to IEPF
Unpaid Dividend A/c 2010-11	23.09.2011	29.10.2018
Unpaid Dividend A/c 2011-12	21.09.2012	27.10.2019
Unpaid Dividend A/c 2012-13	30.09.2013	05.11.2020
Unpaid Dividend A/c 2013-14 (Interim)	26.03.2014	02.05.2021
Unpaid Dividend A/c 2014-15	23.09.2015	29.10.2022
Unpaid Dividend A/c 2015-16	22.09.2016	28.10.2023
Unpaid Dividend A/c 2016-17	29.08.2017	04.10.2024
Unpaid Dividend A/c 2017-18 (Interim)	23.03.2018	29.04.2025

- (c) Members are requested to note that pursuant to the applicable provisions of the Companies Act, 2013, the IEPF Rules, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years, are required to be transferred to the demat account of the IEPF Authority. In line with the said provisions, the Company had issued individual letters on December 6, 2016 to the concerned shareholders requesting them to claim their unclaimed dividends. The Company had also published a notice dated December 7, 2016 in Business Standard (English) and Namaste Telangana (Telugu) newspapers in connection with transfer of such equity shares of the Company to the demat account of the IEPF Authority.
- (d) In compliance with the aforesaid provisions of the IEPF Rules, the Company had effected transfer of 2,45,579 shares of 11,778 shareholders to the demat account of the IEPF Authority.
- (e) Members are informed that once the unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in the prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Registered Office of the Company for forwarding to the IEPF along with the verification report.
- (f) As mentioned above, the unclaimed dividend for 2010-11 would become due for transfer to IEPF shortly. In compliance with the IEPF Rules, the



Company has sent individual notices on July 6, 2018 and published notices on July 11, 2018 in Business Standard (English) and Nava Talangana (Telugu) requesting the concerned members to claim their dividends.

10. Details of Unclaimed Shares:

The details of shares remaining unclaimed in the unclaimed suspense account are furnished in the Corporate Governance Report forming part of this Annual Report.

11. Members holding shares in dematerialized mode are requested to instruct their respective Depository Participants regarding Bank Accounts in which they wish to receive the dividend. However, the Bank details as furnished by the respective Depositories to your Company / RTA will be used for the purpose of distribution of dividend and other entitlements through National Automated Clearing House (NACH), National Electronic Clearing Service (NECS) or any other method of direct credit as directed by the Stock Exchanges. Your Company/ Registrar and Share Transfer Agents will not act on any direct request from Members holding shares in dematerialized form for change/ deletion of such Bank details.
12. Members holding shares in physical form, are requested to inform the Company/ Registrar and Share Transfer Agent – Karvy Computershare Private Limited (Karvy) of any change in their addresses/ bank account details immediately for future communication at their correct addresses/ to receive dividend and other entitlements through National Automated Clearing House (NACH), National Electronic Clearing Service (NECS) or any other method of direct credit as directed by the Stock Exchanges and Members holding shares in demat form are requested to notify change of address and bank mandates to their Depository Participants.
13. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
14. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Share Transfer Agent to enable them to consolidate their holdings into one folio.
15. As required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 brief information/resume, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding (in case of Non-executive Director) and relationships between directors inter-se, of Directors being appointed/reappointed, are annexed. Mr. Ramkrishan P. Hinduja and Mr. Ajay P Hinduja are relatives of each other.
16. Members requiring any clarification/information on any report/statements, are requested to send their queries to the Registered Office of the Company, at least 10 days before the date of the AGM.

17. 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.

18. **The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account details viz., Name and Branch of the Bank, Bank Account Number, MICR code, IFSC code 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 have to submit their PAN and Bank Account details to the Company / Karvy.**

As the securities of listed entities are to be traded or transferred compulsorily in demat form w.e.f. December 5, 2018 as per the SEBI mandate, Members holding shares in physical form, are requested to get their shares dematerialized at the earliest.

19. In compliance with the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder read with Regulation 44 of SEBI (LODR) Regulations, 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services from a place other than the venue of the Meeting ("remote e-voting") provided by Karvy Computershare Private Limited (Karvy), on all resolutions set forth in this Notice.

20. **E-voting**

In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper will be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting through ballot / polling paper.

21. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

22. As per the MCA's 'Green Initiative in Corporate Governance', Notice of the 57th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same.

23. For members who have not registered their email address, physical copies of the Notice of the 57th Annual General Meeting of the Company, inter alia,

indicating the process and manner of e-voting is being sent through the permitted mode. You are requested to register your email ID with your Depository Participant (if you are holding demat shares) and the Company / RTA (Karvy) if you are holding physical shares.

24. Mr. A. Ravi Shankar (FCS:5335; CP:4318), and Mr. K .V. 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.
25. The remote e-voting facility will be available during the following period:
- Commencement of remote e-voting: From 10:00 a.m. (IST) on September 24, 2018
- End of remote e-voting: Upto 5:00 p.m. (IST) on September 26, 2018.
- The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
- 26. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. Thursday, September 20, 2018.**
27. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date i.e. Thursday, September 20, 2018 shall only be entitled to avail the facility of remote e-voting / physical voting.
28. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Thursday, September 20, 2018 may obtain the User Id and password in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No. / DPID & Client ID, the member may send SMS:
- MYEPWD<space> E-Voting Event Number +Folio no. or DPID & Client ID to +91-9212993399
- Example for NSDL:
MYEPWD<SPACE>IN12345612345678
- Example for CDSL:
MYEPWD<SPACE>1402345612345678
- Example for Physical: MYEPWD<SPACE>
XXXX1234567890
- If e-mail address or mobile number of the member is registered against Folio No. / DPID & Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DPID & Client ID and PAN to generate a password.
29. The instructions for e-voting are as under:
- Use the following URL for e-voting: <https://evoting.karvy.com>
 - Enter the login credentials i.e., user id and password mentioned below: User ID:-
For Members holding shares in Demat Form:-
 - For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
 - For CDSL :- 16 digits beneficiary ID
For Members holding shares in Physical Form:-
Event no. followed by Folio Number registered with the company.
Password: as e-mailed. In case of shareholders who have not registered their e-mail addresses, their Password has been communicated in the physical ballot form sent to them.
Captcha: Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
 - After entering the details appropriately, click on LOGIN.
 - You will reach the 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 numericvalue (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the EVEN i.e., GOCL CORPORATION LIMITED.
 - On the voting page, the number of shares as held by the shareholder as on the Cut-off Date i.e. Thursday, September 20, 2018 will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.



- h. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed.
- Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- During the voting period, shareholders can login any number of times till they have voted on the resolution.
- j. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authorisation letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at secretarial@goclcorp.com.
- k. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- l. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Sandeep Sanghi, Deputy Manager, Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at 1800 345 4001 (toll free) / 040-67161791 or send an email request to evoting@karvy.com/sanghi.sandeep@karvy.com.
- m. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
30. The Scrutinizer(s) after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting/Managing Director of the Company. The results shall be submitted to the Stock Exchanges, where the shares of the Company are listed, within forty eight hours from the conclusion of the Annual General Meeting and same will be placed by the Company on its website: www.goclcorp.com and on the website of Karvy (<https://evoting.karvy.com>).
31. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
32. Attendance slip, Proxy form and the route map of the venue of the Meeting are annexed hereto.

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. 5-6 of the accompanying Notice of AGM.

Item No.5:

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 millions or 670 crores 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. The consent 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. 5 of the Notice for approval by the Members.

Item No.6:

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, 2019 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 commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

By Order of the Board

Mumbai,
August 10, 2018.

A.Satyanarayana
Company Secretary

Details of Director seeking re-appointment in the forthcoming Annual General Meeting
(Pursuant to Secretarial Standards and Regulation 36(3) of SEBI (LODR) Regulations, 2015)

Name of the Director	Mr. Ajay P. Hinduja
DIN	00642192
Date of Birth	December 12, 1967
Age	50 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 retire by rotation. He is entitled to receive commission and sitting fee as per the provisions of the Companies Act, 2013 as amended from time to time.
Remuneration last drawn by such person	Commission for the FY 2016-17 (paid in the year 2017-18): ₹ 11.50 Lakhs. Commission for the FY 2017-18 (payable during 2018-19) : ₹ 10.50 Lakhs.
Date of first appointment on the Board	August 11, 2014
Chairmanship/Membership of Committees of the Board of Directors of the Company	CSR Committee – Member NRC Committee - Member
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	He is related to Mr. Ramkrishan P Hinduja, Vice Chairman.
Number of Meetings of the Board attended during the year	6 out of 6

Location / Route Map of AGM Venue:

Hotel ITC Kakatiya, Begumpet, Hyderabad, Telangana



Landmark: opp. to Chief Minister's Camp Office