



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 that the resolutions set out below are proposed for approval by the members of GOCL Corporation Limited (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”) and the applicable Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

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

The Company has provided 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 Sunday, January 12, 2025. 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 Whole-Time 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. Sunday, January 12, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

1. Appointment of Mrs. Manju Agarwal (DIN: 06921105), as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, including any amendments, modifications, variations or re-enactments thereof and recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Manju Agarwal (DIN: 06921105), who was appointed as an Independent Director (Additional Director) with effect from November 28, 2024, who meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company for a period of five years till November 27, 2029 and that she shall not be liable to retire by rotation.

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

2. Re-Appointment of Mr. Aditya Sapru (DIN: 00501437), 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. Aditya Sapru (DIN: 00501437), who is eligible for re-appointment as an Independent Director and has submitted a declaration that he meets the criteria of 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 January 29, 2025 to January 28, 2030 (both days inclusive) and that he shall not be liable to retire by rotation.

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.”

By order of the Board of Directors
For GOCL Corporation Limited

A.Satyanarayana
Company Secretary

Place: Hyderabad
Date: November 28, 2024

Registered & Corporate Office:

IDL Road, Kukatpally,
Hyderabad-500 072
Telangana, India
T: +91 (40) 23810671-9
W: <http://www.goclcorp.com>

NOTES:

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act and other applicable provisions of the Act read with the Rules, setting out the material facts pertaining to the resolution is annexed hereto along with Postal Ballot Notice (“Notice”) for your consideration.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on **Friday, November 29, 2024 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot. 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 Friday, December 13, 2024 at 9.00 a.m. (IST) and end on Sunday, January 12, 2025 at 5.00 p.m. (IST)**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

4. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman / Whole-Time Director or to the person authorised by them as soon as possible after the last date of e-voting but not later than **Sunday, January 12, 2025**. The Results of the E-voting/Postal Ballot will be declared on or before **Tuesday, January 14, 2025**, 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 KFinTech 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., **Sunday, January 12, 2025**. 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/SMRS.
10. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details (ISR-1) and nomination (SH-13/ISR3). Members are requested to submit the aforesaid forms duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Forms, to register or update:
 - a. KYC details and Nomination;
 - b. Particulars of bank account for receiving dividend directly in their account through electronic mode or change in their address, for receiving dividend through physical instrument; and
 - c. Email address to receive all communication through electronic means, including Annual Report and Notice of the general meeting.

The said Forms are available on the website of the at <https://goclcorp.com/downloads/investor/SEBIFormISR-1.pdf> and on the website of KFinTech at <https://ris.kfintech.com/clientservices/isc/isrforMrs.aspx>. Members have an option to submit the Forms in person at any of the branches of KFin, details of which are available at <https://www.kfintech.com/contact-us/> or physical forms can be sent through post at following address: KFin Technologies Limited Unit: GOCL Corporation Limited Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500 032.

Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with their respective Depository Participants ('DPs').

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> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. 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>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on link: https://eservices.nsdl.com ii. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. 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. v. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who has opted for Easi / Easiest</p> <ol style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with your registered user id and password iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. v. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 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>	<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>

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 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. 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@gocllcorp.com

Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, November 29, 2024
E-Voting start time and date	Friday, December 13, 2024 at 09:00 A.M. (IST)
E-Voting end time and date	Sunday, January 12, 2025 at 05:00 P.M. (IST)
Date on which the resolution is deemed to be passed, if approved by the requisite majority	Sunday, January 12, 2025 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: einward.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: einward.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 - Appointment of Mrs. Manju Agarwal (DIN: 06921105), as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Sections 149, 150, 152, 161(1) read with Schedule IV of the Act and the Articles of Association of the Company, had on November 28, 2024 appointed Mrs. Manju Agarwal (DIN: 06921105) as an Additional Director (Independent) for a term of five (5) consecutive years with effect from November 28, 2024, subject to the approval of shareholders.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company is required to obtain approval of shareholders for appointment of a director at the next Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Manju Agarwal for the office of Director of the Company. She has given her consent to act as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Necessary consent and declarations have been received from Mrs. Agarwal that she 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, Mrs. Manju Agarwal fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for the appointment as an Independent Director and that she is independent of the management of the Company.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Manju Agarwal is appointed as an Independent Director of the Company, not being liable to retire by rotation for a term of Five (5) consecutive years with effect from November 28, 2024 to November 27, 2029 (both days inclusive) subject to the approval of members.

In addition to sitting fees for attending the meetings of the Board and its Committees, Mrs. Manju Agarwal 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 appointment of Mrs. Agarwal, in terms of Section 149 of the Act. Mrs. Agarwal does not hold any shares in the Company either in her individual capacity or on a beneficial basis for any other person.

The Board of Directors considers the appointment of Mrs. Manju Agarwal as an Independent Director 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.

A copy of the appointment letter, setting out the terms and conditions of appointment of an independent director of the company is available on the website of the Company at www.golcorp.com.

Except Mrs. Manju Agarwal, being the appointee and her 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 - Re-Appointment of Mr. Aditya Sapru (DIN: 00501437), as an Independent Director of the Company for the second term.

The Members, at the Fifty-Ninth Annual General Meeting held on September 24, 2020, had approved the appointment of Mr. Aditya Sapru, as an Independent Director of the Company for a period of five years with effect from January 29, 2020 and his present term is up to January 28, 2025.

The Board of Directors of the Company ('the Board') at the meeting held on November 8, 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 and initiative and other personal attributes, recommended for the approval of the Members, the re-appointment of Mr. Aditya Sapru as an Independent Director of the Company for second term with effect from January 29, 2025 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.

The Board is of the view that the continued association of Mr. Aditya Sapru would benefit the Company, given his knowledge, experience, performance and his contribution to the Board processes. Mr. Aditya Sapru has an extensive experience and expertise in working with organizations to build their long-term growth strategy. He has worked with clients across the world and helped them address their market expansion aspirations and restructuring their businesses to achieve their objectives of stakeholder growth.

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. Aditya Sapru 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. Sapru 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.

In addition to sitting fees for attending the meetings of the Board and its Committees, Mr. Sapru 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. Sapru, in terms of Section 149 of the Act. Mr. Sapru 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. Sapru 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.

A copy of the appointment letter, setting out the terms and conditions of appointment of an independent director of the Company is available on the website of the Company at www.gocllcorp.com.

Except Mr. Sapru, 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.

By order of the Board of Directors
For GOCL Corporation Limited

Sd/-
A.Satyanarayana
Company Secretary

Place: Hyderabad

Date: November 28, 2024

CIN: L24292TG1961PLC000876

Registered & Corporate Office:

IDL Road, Kukatpally,

Hyderabad-500 072

Telangana, India

T: +91 (40) 23810671-9

W: <http://www.gocllcorp.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	Mrs. Manju Agarwal
DIN	06921105
Date of Birth	December 30, 1957
Age	66 years
Date of First Appointment on the Board	November 28, 2024
Qualifications	Ms. Manju Agarwal holds a Bachelor's and a Master's degree in Arts from the University of Allahabad. She is also a Certified Associate of the Indian Institute of Bankers.
Experience and expertise in specific functional area	Mrs. Manju Agarwal has over 40 years of experience in the banking sector. She was the deputy managing director (digital banking and new businesses) of State Bank of India, wherein she was responsible for rolling out new digital initiatives in the bank, debit card strategies, acquiring business, transit solutions, transaction banking business and government business. She has also held the post of the deputy managing director and chief operating officer, corporate office.
Terms and conditions of appointment or reappointment	Appointment as an Independent Director of the Company for a term of five years commencing from November 28, 2024. She 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, Mrs. Agarwal 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, Mrs. Agarwal would be entitled to remuneration by way of commission as may be determined by the Board.
Details of remuneration last drawn	Not Applicable as it is the first Appointment
Number of Meetings of the Board attended up to December 2024 (FY 2024-25)	Not Applicable
Number of Shares held in Equity Capital of the Company	Nil

Directorship held in other Companies	Hinduja Housing Finance Limited	Independent Director
	Polycab India Limited (Listed)	Independent Director
	Glenmark Life Sciences Limited (Listed)	Independent Director
	IndiaIdeas Com Limited	Independent Director
	Hinduja Leyland Finance Limited	Independent Director
	Gulf Oil Lubricants India Limited (Listed)	Independent Director
	Switch Mobility Automotive Limited	Independent Director
	Vistaar Financial Services Private Limited	Independent Director

Chairperson / Member of Committees of Board of Directors of other Boards

Name of the Company	Name of the Committee	Position (Chairperson /Member)
Gulf Oil Lubricants India Ltd	Audit Committee	Chairperson
	Corporate Social Responsibility	Chairperson
Polycab India Ltd	Nomination and remuneration committee	Member
	Stakeholders Relationship Committee	Chairperson
	Corporate Social Responsibility & ESG Committee	Member
Hinduja Housing Finance Limited	IT Strategy Committee	Member
	Wilful defaulter review committee	Member
	Asset Liability Management Committee	Member
Hinduja Leyland Finance Limited	Credit committee	Chairperson
	IT Strategy Committee	Chairperson
	Stakeholders Relationship committee	Chairperson
Switch Mobility Automotive Limited	Audit Committee	Chairperson
	Nomination and remuneration committee	Member
Glenmark Life Sciences Ltd	Audit Committee	Member
	Nomination and remuneration committee	Member
	Stakeholders Relationship Committee	Member

		ESG Committee	Member
	Vistaar Financial Services Pvt Ltd	Audit Committee	Chairperson
		Risk Management Committee	Member
		IT Strategy Committee	Chairperson
	IndiaIdeas.Com Limited	Audit Committee	Member
		Nomination and remuneration committee	Chairperson
		Corporate Social Responsibility	Chairperson
Skills and capabilities required for the role and the manner in which Mrs. Agarwal meets such requirements	Please refer to the explanatory statement.		
Name of listed entities from which the person has resigned in the past three Years	Nil		
Disclosure of relationships between Directors/KMP inter-se	Mrs. Agarwal is not related to any Director(s) or Key Managerial Personnel.		

Name of Director	Mr. Aditya Sapru
DIN	00501437
Date of Birth	August 27, 1968
Age	55 years
Date of First Appointment on the Board	January 29, 2020
Qualifications	Mr. Aditya Sapru has received an MBA from Santa Clara University, with specialization in Finance and Operations Research and an MS from Cornell University. He is currently pursuing a PhD in Economics, focused on better understanding how generative innovation happens in a resource constrained environment.
Experience and expertise in specific functional area	About 3 decades of international experience. Mr. Aditya Sapru has expertise in building growth frameworks and growth strategy for organizations to create long term stakeholder value. He has previously worked with / advised many large enterprises to design and then assist in execution of their growth charter. He has a hands-on experience in operational and organizational restructuring and turn arounds. Mr. Aditya Sapru is an advisor to and is on the Board of various companies in the Middle East and Asia Pacific region. As a Global Partner and a regional Managing Director with Frost & Sullivan, a global consulting firm, Mr. Sapru was responsible for building the firm's business presence in India, Asia and Australia.
Terms and conditions of appointment or reappointment	Appointment as Independent Director of the Company for the second term of five years commencing from January 29, 2025. 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. Sapru 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. Sapru would be entitled to remuneration by way of commission as may be determined by the Board.																										
Details of remuneration last drawn	Rs. 14.20 lakhs towards sitting fees for the Board and Committee meetings attended during the financial year 2024-25.																										
Number of Meetings of the Board attended up to November 2024 (FY 2024-25)	6																										
Number of Shares held in Equity Capital of the Company	Nil																										
Directorship held in other Companies	<table border="1"> <tr> <td>Jyothy Labs Limited (Listed)</td> <td>Independent Director</td> </tr> <tr> <td>Hinduja Tech Limited</td> <td>Independent Director</td> </tr> <tr> <td>Thinking Forks Consulting Private Limited</td> <td>Director</td> </tr> <tr> <td>Thinking Forks Consulting Pte. Limited (foreign)</td> <td>Director</td> </tr> <tr> <td>Neumck Strategy & Advisory Private Limited</td> <td>Director</td> </tr> <tr> <td>ZASK Associates LLC (foreign)</td> <td>Director</td> </tr> <tr> <td>Switch Mobility Automotive Limited</td> <td>Independent Director</td> </tr> <tr> <td>GRO Digital Platforms Limited</td> <td>Independent Director</td> </tr> <tr> <td>Envex Technologies Private Limited</td> <td>Director</td> </tr> <tr> <td>Envex Technologies Limited (foreign)</td> <td>Director</td> </tr> <tr> <td>Yamada Consulting & Spire MENA DMCC (foreign)</td> <td>Director</td> </tr> <tr> <td>Finolex Industries Limited (Listed)</td> <td>Director</td> </tr> <tr> <td>Big Endian Advisory LLP</td> <td>Designated Partner</td> </tr> </table>	Jyothy Labs Limited (Listed)	Independent Director	Hinduja Tech Limited	Independent Director	Thinking Forks Consulting Private Limited	Director	Thinking Forks Consulting Pte. Limited (foreign)	Director	Neumck Strategy & Advisory Private Limited	Director	ZASK Associates LLC (foreign)	Director	Switch Mobility Automotive Limited	Independent Director	GRO Digital Platforms Limited	Independent Director	Envex Technologies Private Limited	Director	Envex Technologies Limited (foreign)	Director	Yamada Consulting & Spire MENA DMCC (foreign)	Director	Finolex Industries Limited (Listed)	Director	Big Endian Advisory LLP	Designated Partner
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Finolex Industries Limited (Listed)	Director																										
Big Endian Advisory LLP	Designated Partner																										

Chairman/Member of Committees of Board of Directors of other Boards	Hinduja Tech Limited	Risk Management Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Audit Committee	Member
	Switch Mobility Automotive Limited	Nomination and Remuneration Committee	Chairman
		Audit Committee	Member
	Jyothy Labs Limited	Risk Management Committee	Chairman
		Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
	GRO Digital Platforms Limited	Audit Committee	Chairman
Nomination and Remuneration Committee		Member	
Skills and capabilities required for the role and the manner in which Mr. Sapru meets such requirements	Please refer to the explanatory statement.		
Name of listed entities from which the person has resigned in the past three years	Nil		
Disclosure of relationships between Directors/KMP inter-se	Mr. Sapru is not related to any Director(s) or Key Managerial Personnel.		