



GOCL Corporation Limited

June 05, 2026

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Through: BSE Listing Center

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400051

Through: NEAPS

Dear Sir/Madam,

Postal Ballot Notice dated May 29, 2026 - 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 communication dated May 29, 2026 and pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated May 29, 2026, seeking approval of the Members of the Company, by way of remote e-voting process, for the following business items:

Sr. No.	Particulars	Type of Resolution(s)
1.	Re-appointment of Mr. Ravi Jain (DIN: 09184688) as a Whole-Time Director & Chief Financial Officer of the Company	Special Resolution
2.	Approval of Material Related Party Transaction(s)	Ordinary Resolution

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, May 29, 2026**.

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, June 08, 2026 at 9:00 a.m. (IST)	Tuesday, July 07, 2026 at 5:00 p.m. (IST)

The results of the Postal Ballot will be announced on or before Thursday, July 09, 2026.

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

Corporate Office: URJA HEIGHTS, 2nd Floor, D. No.7-1-21/A/201, Sy No.341/1, Raj Bhavan Road, Begumpet, Hyderabad 500016.

Registered Office: Plot No. 63-66, AIE Industrial Park, Pedagantyada, Gajuwaka, Visakhapatnam - 530044, Andhra Pradesh.

CIN: L24292AP1961PLC126081 **GST No.:** 36AABCG8433B2ZW

Telephone: +91 (40) 23810671/9 **E-mail:** info@gocllcorp.com **Website:** www.gocllcorp.com



GOCL Corporation Limited

CIN: L24292AP1961PLC126081

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Sy No.341/1, Raj Bhavan Road, Begumpet, Hyderabad- 500016, India

Registered Office: Plot No. 63-66, AIE Industrial Park, Pedagantyada,
Gajuwaka, Visakhapatnam - 530044, Andhra Pradesh.

Ph: 040-23810671/9,

Email Id: secretarial@goclcorp.com Website: www.goclcorp.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 the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), including any statutory modifications or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions set out below are proposed to be passed by the members, through postal ballot, only by way of remote e-voting process. (“e-voting”).

For avoidance of any doubt due to the general understanding of meaning of 'Postal Ballot' as Voting by Post (which is not contemplated in this Notice), the term 'remote e-voting' is consciously used in this Notice (instead of using the term 'Postal Ballot') which appropriately clarifies that the manner of Voting on the Resolution(s) is restricted to Voting only through remote e-voting. Further the term Postal Ballot and remote e-voting are interchangeably used in this Notice. Hence, in compliance with the requirements of the relevant MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the Members for the present Postal Ballot and the Members are required to communicate their Assent or Dissent through the remote e-voting system only. The instructions for remote e-voting are appended to this Notice.

The Explanatory Statement(s), 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 resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors of the Company have appointed Mr. A. Ravi Shankar (Membership No. FCS 5335 and CP No. 4318) and alternately Mr. Venkatesh Puranik (Membership No. ACS 21297 and CP No. 25510), Partners of M/s Ravi & Subramanyam, Practicing Company Secretaries, Hyderabad as

the Scrutinizer for conducting the Postal Ballot through 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.

The remote e-voting period commences from 9.00 a.m. (IST) on Monday, June 08, 2026 and ends at 5:00 p.m. (IST) on Tuesday, July 07, 2026. 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 & Chief Financial Officer or any other person authorized by them and the result of the voting will be announced within two working days from the end of the e-voting period. 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., Tuesday, July 07, 2026 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

ITEM NO. 1: RE-APPOINTMENT OF MR. RAVI JAIN (DIN: 09184688) AS A WHOLE-TIME DIRECTOR & CHIEF FINANCIAL OFFICER 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 Section 196, 197, 198 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby accorded for re-appointment of Mr. Ravi Jain (DIN: 09184688) as a Whole-Time Director & Chief Financial Officer of the Company, for a further period of 1 (one) year with effect from July 4, 2026 till July 3, 2027 (both days inclusive), on terms and conditions including remuneration as set out in the statement annexed to this Postal Ballot Notice, with liberty to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of the said appointment and/or remuneration from time to time as it may deem fit.

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

annexed to this Notice, and to settle any question, difficulty, or doubt that may arise in connection therewith.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient for giving effect to this resolution, including filing necessary forms with the Registrar of Companies.”

ITEM NO.2: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S)

To consider, and, if thought fit, approve the material related party transaction(s) entered into / proposed to be entered into by the Company and to pass, the following resolution(s) as Ordinary Resolution(s):

a. Proposed Transaction with Hinduja Energy (India) Limited (“HEIL”):

“**RESOLVED THAT** pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s policy on Materiality of Related Party Transactions and all other applicable laws/statutory provisions, if any, and as per the recommendation of the Audit Committee and the Board of Directors consent of the Members be and is hereby accorded to the Board to enter into material related party transaction(s)/contract(s)/arrangement(s) (RPT) as set out below:

RPT No.	Name of the Related Party	Nature of Related Party	Nature of the Related Party Transaction	Amount (₹ Crores)	Remarks
1.	Hinduja Energy (India) Limited (“HEIL”)	Entity under common control	Proposed Security and Guarantee by GOCL for loan to be availed by HEIL.	300	Proposed transaction requiring Members’ prior approval.

b. Ratification of Transactions entered into with Hinduja Energy (India) Limited (“HEIL”) and Hinduja National Power Corporation Limited (“HNPCL”):

“**RESOLVED THAT** pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) all other applicable laws/statutory provisions, if any, and as per the recommendation of the Audit Committee and the Board of Directors consent and approval of the Members of the Company be and is hereby accorded for the material related party transaction(s)/contract(s)/arrangement(s) (RPT) entered into by the Company (GOCL), details whereof are set out below:

RPT No.	Name of the Related Party	Nature of Related Party	Nature of the Related Party Transaction	Amount (₹ Crores)	Remarks
2.	Hinduja Energy (India) Limited (“HEIL”)	Entity under common control	GOCL had provided Security and Guarantee for the loan of ₹220 crores availed by HEIL	220	Loan availed by HEIL has been fully repaid.
3.	Hinduja National Power Corporation	Entity under common control	GOCL has provided Security and Guarantee for the loan	1096.10, subsequently	Refinanced loan of ₹450 crores is being repaid as per the

	Limited ("HNPCL")		of ₹1096.10 crores, subsequently refinanced by another loan of ₹450 crores availed by HNPCL.	reduced to 450.	schedule, current outstanding being ₹387.05 crores.
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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution(s), the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) be and is hereby authorized to finalize, vary, amend, renew, modify and implement the terms and conditions of the aforesaid transaction(s), as may be considered necessary, proper or expedient, and to do all such acts, deeds, matters and things, including execution of necessary documents, agreements, writings, papers and filings, as may be required in this regard.

RESOLVED FURTHER THAT Mr. Ravi Jain, Whole-Time Director & Chief Financial Officer, and Mr. A.Satyanarayana, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, papers and writings as may be considered necessary, desirable or expedient in connection with or incidental to giving effect to this Resolution(s), including filing of requisite forms, intimations and applications with regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT all actions taken by the Board of Directors of the Company, or any person authorized by the Board, in connection with the aforesaid related party transaction(s), be and are hereby specifically approved, ratified and confirmed in all respects."

By order of the Board of Directors
For GOCL Corporation Limited

Sd/-
A. Satyanarayana
Company Secretary

Place: Hyderabad
Date: May 29, 2026

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 resolution(s) is 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 Friday, May 29, 2026 (“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 from 9.00 a.m. (IST) on Monday, June 08, 2026, and end at 5:00 p.m. (IST) on Tuesday, July 07, 2026. 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/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 Thursday, July 09, 2026. The Results of the E-voting/Postal Ballot will be declared on or before Thursday, July 09, 2026, at the registered office of the Company and displayed at the corporate office and on the website of the Company i.e. www.goelcorp.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.goelcorp.com and of KFin <https://evoting.kfintech.com/>
6. The resolution(s), 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., Tuesday, July 07, 2026. 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. Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form, who have not registered/updated their e-mail address with the Company, are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 to KFin Technologies Limited (“KFinTech”) at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Rangareddy, Telangana, India - 500 032 or at their email ID inward.ris@kfintech.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at

<https://goclc.com/investors/> and on the website of KFinTech at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Members may follow the process detailed below:

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 inward.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 I: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step II: Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step I are mentioned below:

I. Login method for remote e-Voting for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. User already registered for NSDL IDeAS facility:</p> <p>1. Open web browser and type the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</p>

2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “**Access to e-voting**” under e-voting services and you will be able to see e-voting page.
3. Click on options available against Company name or e-voting service provider - **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

B. User not registered for IDeAS e-Services

Option to register is available at <https://eservices.nsdl.com>
 Select “Register Online for IDeAS” Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

C. Alternatively, by directly accessing the e-Voting website of NSDL

1. Visit the e-voting website of NSDL. Open web browser and type the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “**Login**” icon, available under the ‘**Shareholder/Member**’ section.
2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
3. Click on options available against Company name or e-voting service provider - **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

D. NSDL Speede

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 **App Store**  **Google Play**



Individual Shareholders holding

A. Existing user who has opted for Easi / Easiest

1. Open web browser and type: www.cdslindia.com and click

<p>securities in demat mode with CDSL</p>	<p>on login icon and select New System Myeasi.</p> <ol style="list-style-type: none"> 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest</p> <p>Option to register for Easi/Easiest is available at www.cdslindia.com. Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> A. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. B. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. C. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

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

Details on Step II are mentioned below:

II. 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:
- i. Members holding shares in physical mode and who have not registered / updated their email address / KYCs with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent (RTA), KFin Technologies Limited at inward.ris@kfintech.com. Members holding shares in dematerialized mode are requested to register / update email addresses with their respective Depository Participant.
 - ii. After successful registration of the e-mail address / KYC, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the Member. In case of any queries, Members may write to inward.ris@kfintech.com. Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self- attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Postal Ballot Notice and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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. System checks the authenticity of the client id and PAN and sends 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. System checks the authenticity of the Folio No. and PAN/Certificate No. and sends 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 minutes only).
7. If PAN is not available, the system will prompt to upload the duly signed scan copy of the PAN.
8. System confirms the registration of e-mail id.
9. System will send the notice & procedure for e-voting to the “e-mail id” given by the shareholder.

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

In case of any query/concern/grievance, Members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or KFin Technologies Limited at Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India, at email: inward.ris@kfintech.com; 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(s)	Friday, May 29, 2026
Voting start time and date	Monday, June 08, 2026 at 9:00 a.m. (IST)
Voting end time and date	Tuesday, July 07, 2026 at 5:00 p.m. (IST)
Date on which the resolution(s) is/are deemed to be passed, if approved by the requisite majority	Tuesday, July 07, 2026
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 SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND RATIONALE:

Item No. 1: Re-appointment of Mr. Ravi Jain (DIN: 09184688) as a Whole-Time Director & Chief Financial Officer of the Company

Mr. Ravi Jain (DIN: 09184688) was appointed as a Whole-Time Director & Chief Financial Officer (WTD & CFO) of the Company at the 63rd Annual General Meeting of the Company held on September 24, 2024, for a period of 2 (two) years effective from July 4, 2024. Accordingly, the current tenure of Mr. Ravi Jain will get completed on July 3, 2026.

Considering his vast experience and significant contributions to the Company, the Board of Directors at its meeting held on May 29, 2026, based on the recommendation of the Nomination and Remuneration Committee, has re-appointed Mr. Ravi Jain (DIN: 09184688) as a Whole-Time Director & Chief Financial Officer of the Company for a further period of 1 (one) year i.e., with effect from July 04, 2026 to July 03, 2027, on the terms and conditions as provided herein

Brief Profile of Mr. Ravi Jain:

Mr. Ravi Jain, a qualified Chartered Accountant and Company Secretary, is an accomplished finance and operations leader known for successfully managing rapid growth and business turnarounds, while maintaining a strong focus on governance and organizational development.

He brings a well-rounded professional background with experience across diverse responsibilities, industries, and geographies, having worked with leading organizations such as PwC, Lexmark, GE Medical Systems, Century Textiles, Oswal Chemicals, and SREI Finance, among others. His career spans both established enterprises and grassroots projects, reflecting versatility and adaptability.

With over a decade of experience in CFO roles, Mr. Jain has led finance functions, engaged closely with boards and investors, and played a key role in mergers and acquisitions, along with handling critical operational responsibilities. He is recognized for his strategic perspective, complemented by strong operational execution and a process-driven approach.

He assumed the role of Chief Financial Officer at GOCL in 2014, in addition to serving as CFO of IDL Explosives Limited, the erstwhile wholly owned subsidiary of GOCL, a position he held from 2012 to 2025.

Broad particulars of the terms of re-appointment and remuneration:

- (i) **Remuneration proposed to be paid:** The overall remuneration payable to Mr. Ravi Jain by way of Salary, Perquisites, Allowances, Performance linked pay / incentive, contribution to Provident Fund and Superannuation Fund, etc., shall not exceed an aggregate amount ₹233.28 lakhs (Rupees Two Crores Thirty-Three Lakhs and Twenty-Eight Thousand only) per annum, of which ₹174.96 Lakhs (Rupees One Crore Seventy-Four Lakhs and Ninety-Six Thousand Only) is the fixed component and ₹58.32 Lakhs (Rupees Fifty-Eight Lakhs and Thirty-Two Thousand Only) is the variable component, payable on assessment of performance as may be decided by the Nomination and Remuneration Committee and/or the Board of Directors.

In addition to the above, Mr. Ravi Jain will be entitled for:

- a. Company owned and maintained car with driver for his official and personal local travel
 - b. Adequate communication facilities at his residence, and
 - c. Medical and other benefits as per the Company's policy applicable to members of Senior Management.
 - d. Gratuity would be payable as per the Company's policy applicable to members of Senior Management of the Company.
- (ii) The Whole-time Director shall perform such duties as shall from time to time be entrusted to him by the Board.
 - (iii) The Whole-time Director shall act in accordance with the Articles of Association of the Company with regard to duties of directors.
 - (iv) The Whole-time Director shall adhere to the Company's Code of Conduct.
 - (v) The office of the Whole-time Director may be terminated by the Company or by him by giving 3 (three) months' prior notice in writing.
 - (vi) Mr. Ravi Jain shall be entitled to leave on full pay and allowances as per the Rules of the Company.

Mr. Ravi Jain satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ravi Jain under Section 190 of the Act.

In the event of no profits or inadequate profits, Mr. Ravi Jain, as the Whole-Time Director & Chief Financial Officer would be entitled to above remuneration including all the perquisites as recommended from time to time by the Nomination and Remuneration Committee and the Board of Directors, as minimum remuneration even if it exceeds 10% of net profit of the Company as mentioned under Section 197 of the Companies Act, 2013 read with Schedule V to the said Act, as amended from time to time. Mr. Ravi Jain shall be entitled to leave on full pay and allowances as per the Rules of the Company.

Statement of Information as required under Schedule V to the Companies Act 2013 is given below:

I GENERAL INFORMATION:		
1	Nature of Industry	Electronics Manufacturing Services and Realty
2	Date or expected date of commencement of commercial production.	The Company has already commenced its operations.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4	Financial performance based on given indicators.	As per the audited financial Results for FY 2025-26 disclosed Regulation 33 of Listing Regulations.
5	Foreign investments or collaborations, if any	As per the financial statements and other documents forming part of the Annual Report 2024-25

II INFORMATION ABOUT THE APPOINTEE:		
1	Background Details, Past Remuneration and Recognition or Awards	Has been furnished in the Explanatory Statement to the Resolution for re-appointment of Whole-Time Director & Chief Financial Officer.
2	Job profile and his suitability	
3	Remuneration Proposed	
4	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The Company being a diversified company, there is no comparable/identical company.
5	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, or other director if any.	None

III OTHER INFORMATION		
1	Reasons of loss or inadequate profits	Not Applicable
2	Steps taken or proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable

IV DISCLOSURES	
	The details of the remuneration and other information have been disclosed in this statement. Other disclosures form part of the Corporate Governance Report.

Details of Director seeking Re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2):

Name of the Director	Mr. Ravi Jain
DIN	09184688
Age	59
Qualifications	Chartered Accountant & Company Secretary
Nationality	Indian
Experience/ Expertise	Finance and Secretarial
Terms and Conditions of Re-appointment	As per the resolution at Item No.1 of the postal ballot notice dated May 29, 2026 read with explanatory statement thereto.
Remuneration last drawn for the financial year 2025-26	₹ 216 Lakhs
Remuneration proposed to be paid	As mentioned in the statement
Date of first appointment on the Board	July 04, 2024
Shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel	None
No. of Board Meetings attended during the Financial Year 2025-26.	15 out of 15
Directorships of other Boards	None
Name of Listed Entities from which the person has resigned in the past three years.	None
Membership / Chairmanship of Committees of other Boards	None

Except Mr. Ravi Jain, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested (financially or otherwise) in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

Considering the above, the Board of Directors recommends the resolution as set out at Item No. 1 of this Notice with respect to the re-appointment of Mr. Ravi Jain as a Whole-Time Director & Chief Financial Officer of the Company, for approval of the Members of the Company as a Special Resolution.

Item No. 2: Approval of Material Related Party Transaction(s)

GOCL Corporation Limited ('the Company' or 'GOCL'), in the ordinary course of business and at an arm's length basis, proposes to provide security and guarantee up to an aggregate amount of ₹300 crores ("Proposed Transaction" / "RPT1") in favour of lenders of Hinduja Energy (India) Limited ("HEIL") in connection with financial assistance proposed to be availed by HEIL.

Since HEIL is considered as a related party of the Company, the said transaction qualifies as a material related party transaction under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as value of the proposed transaction exceeds 10% of the consolidated turnover for FY 2024-25. Accordingly, the Audit Committee at its meeting held on May 29, 2026 approved the proposed RPT1 mentioned above. Approval of the Members, other than related parties, is being sought for the proposed material related party transaction on prior approval basis.

Further, the Company had, in the ordinary course of business and on an arm's length basis, entered into the following transactions in earlier financial years:

- (i) GOCL provided security and guarantee in connection with loan facility availed by HEIL of ₹220 crores during FY 2025-26 ("RPT2") and has since been fully repaid; and
- (ii) GOCL provided security and guarantee in connection with loan facilities availed by Hinduja National Power Corporation Limited ("HNPCL") aggregating to ₹1096.10 crores during FY 2020-21, which was subsequently refinanced by another loan of ₹450 crores during FY 2024-25 ("RPT3"), current outstanding being ₹387.05 crores and proposed to be continued for the remaining tenure of the loan.

At the time of initiation of the aforesaid transactions (RPT2 and RPT3), based on assessment of the relationship, HNPCL and HEIL were not identified by the Company as related parties. Accordingly, prior approval of the shareholders under Regulation 23 of the SEBI Listing Regulations was not sought / obtained for the aforesaid past transaction(s).

Subsequently, a Scheme of Arrangement was initiated for the merger by absorption of HNPCL into GOCL. In connection with the proposed scheme, the Company was required to obtain a certificate from its Auditors regarding the accounting treatment prescribed under the Scheme. Extensive discussions were held with the Auditors on the relationship between GOCL and HNPCL and the corresponding accounting treatment proposed. To ensure a consistent interpretation of the applicable legal provisions, it was mutually agreed with the Auditors that HNPCL, HEIL and GOCL would be regarded as entities under common control and, accordingly, as related parties. Thereafter, the Scheme was approved by the Board of Directors of the Company on December 15, 2025 and the same was disclosed as a related party transaction. It may also be noted that no new transactions were entered into with the aforesaid related parties after December 15, 2025.

In light of the above, the Audit Committee and the Board of Directors, at their respective meetings held on May 29, 2026, ratified the aforesaid transactions, namely RPT2 and RPT3 and decided to seek post-facto approval/ratification of the Members.

Accordingly, approval of the Members other than the Related Parties is being sought:

- (a) for the proposed material related party transaction to be entered into by the Company with HEIL for provision of security and guarantee up to ₹300 crores (RPT1); and
- (b) for ratification/post-facto approval of the past material related party transactions already entered into by the Company with HEIL and HNPCL, namely RPT2 and RPT3.

Details of the RPTs and the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Sr. No.	Particulars of the information	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	The information as required under the RPT Industry Standards was placed before the members of the Audit Committee. The required details are provided in “ Annexure-A ” forming part of this Notice.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	<p>The related party transactions are in the interest of the Company, as they have not resulted / not expected to result in any adverse impact on the Company. Further, the Company has generated / will generate significant income from providing security/guarantee facilities by leveraging its land properties, which were otherwise lying unutilized for manufacturing operations.</p> <p>Further, as the entities to whom the Company has provided security and guarantee, form part of the reputed Hinduja Group there is low / no probability of any default of their loan obligations and therefore no likelihood of risk to the Company.</p>
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate(s) issued by the Whole-Time Director & Chief Financial Officer of the Company, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of	The material RPT has been approved by the Audit Committee and the Board of Directors at its meeting held on May 29, 2026 and has recommended the proposed transaction(s) to the members for their approval.

	Directors recommends the proposed transaction to the shareholders for approval.	
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable.
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable
7.	Any other information that may be relevant.	-

Annexure-A

Information provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per RPT Industry Standards:

S. No.	Particulars of the information	Information provided by the management	
		HEIL	HNPCL
Part A: Minimum information of the proposed RPT			
A (1) Basic details of the related party			
1.	Name of the related party	Hinduja Energy (India) Limited (“HEIL”)	Hinduja National Power Corporation Limited (“HNPCL”)
2.	Country of incorporation of the related party	India	India
3.	Nature of business of the related party	Energy	Thermal Power Generation and Supply.
A(2) Relationship and ownership of the related party			
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the	Entities under common control	Entities under common control

related party – including nature of its concern (financial or otherwise) and the following:		
Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil	Nil
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	Not Applicable
Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil	Nil

A(3) Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-2026 Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Security and Guarantee Commission</td> <td>1.65</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-2026 Amount (₹ Crores)	1	Security and Guarantee Commission	1.65	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-2026 Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Security / Guarantee Commission</td> <td>16.51</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-2026 Amount (₹ Crores)	1	Security / Guarantee Commission	16.51
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	in which the approval is sought.		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil	Nil

A (4). Amount of the proposed transaction(s)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<table border="1"> <thead> <tr> <th>RPT No.</th> <th>Nature of Transaction</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Providing Security and Guarantee (Proposed)</td> <td>300</td> </tr> <tr> <td>2.</td> <td>Provided Security and guarantee. (Ratification)</td> <td>220@</td> </tr> </tbody> </table> <p>@ fully repaid.</p>	RPT No.	Nature of Transaction	Amount (₹ Crores)	1.	Providing Security and Guarantee (Proposed)	300	2.	Provided Security and guarantee. (Ratification)	220@	<table border="1"> <thead> <tr> <th>RPT No.</th> <th>Nature of Transaction</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>3.</td> <td>Provided Security and guarantee. (Ratification)</td> <td>1096.10*</td> </tr> </tbody> </table> <p>*Subsequently refinanced by another loan of ₹450 crores, current outstanding being ₹387.05 crores.</p>	RPT No.	Nature of Transaction	Amount (₹ Crores)	3.	Provided Security and guarantee. (Ratification)	1096.10*
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2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes															
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<table border="1"> <thead> <tr> <th>RPT No.</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>54.09%</td> </tr> <tr> <td>2</td> <td>39.67%</td> </tr> </tbody> </table>	RPT No.	Percentage	1	54.09%	2	39.67%	<table border="1"> <thead> <tr> <th>RPT No.</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>3</td> <td>197.62%</td> </tr> </tbody> </table>	RPT No.	Percentage	3	197.62%					
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4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and	Not Applicable	Not Applicable															

	where the listed entity is not a party to the transaction)																		
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<table border="1"> <thead> <tr> <th>RPT No.</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>12.31%</td> </tr> <tr> <td>2</td> <td>9.03%</td> </tr> </tbody> </table>	RPT No.	Percentage	1	12.31%	2	9.03%	<table border="1"> <thead> <tr> <th>RPT No.</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>3</td> <td>44.98%</td> </tr> </tbody> </table>	RPT No.	Percentage	3	44.98%						
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6.	Financial performance of the related party for the immediately preceding financial year: <i>Explanations:</i> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<table border="1"> <thead> <tr> <th>Particulars for FY 2024-25</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>0</td> </tr> <tr> <td>Profit after Tax</td> <td>(444.82)</td> </tr> <tr> <td>Net Worth</td> <td>770.33</td> </tr> </tbody> </table>	Particulars for FY 2024-25	Amount (₹ Crores)	Turnover	0	Profit after Tax	(444.82)	Net Worth	770.33	<table border="1"> <thead> <tr> <th>Particulars for FY 2024-25</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>2436.94</td> </tr> <tr> <td>Profit after Tax</td> <td>237.08</td> </tr> <tr> <td>Net Worth</td> <td>7780.11</td> </tr> </tbody> </table>	Particulars for FY 2024-25	Amount (₹ Crores)	Turnover	2436.94	Profit after Tax	237.08	Net Worth	7780.11
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A (5). Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th>RPT No.</th> <th>Nature of Transaction</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Providing Security and Guarantee (Proposed)</td> <td>300</td> </tr> <tr> <td>2.</td> <td>Provided Security and guarantee. (Ratification)</td> <td>220@</td> </tr> </tbody> </table> <p>@, fully repaid.</p>	RPT No.	Nature of Transaction	Amount (₹ Crores)	1.	Providing Security and Guarantee (Proposed)	300	2.	Provided Security and guarantee. (Ratification)	220@	<table border="1"> <thead> <tr> <th>RPT No.</th> <th>Nature of Transaction</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>3.</td> <td>Provided Security and guarantee. (Ratification)</td> <td>1096.10*</td> </tr> </tbody> </table> <p>*Subsequently refinanced by another loan of ₹450 crores, current outstanding being ₹387.05 crores.</p>	RPT No.	Nature of Transaction	Amount (₹ Crores)	3.	Provided Security and guarantee. (Ratification)	1096.10*
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2.	Details of each type of the proposed transaction	Security and Guarantee by the Company	Security and Guarantee by the Company															
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT1 – Proposed during FY 2026-27. Loan tenure – 3 years. RPT2 – Fully repaid.	RPT3 – As per the repayment schedule, the last instalment of the loan repayment is due on 15.10.2034															
4.	Whether omnibus approval is being sought?	No	No															

5.	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<table border="1" data-bbox="518 224 973 571"> <thead> <tr> <th>RPT No</th> <th>Nature of Transaction</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Providing Security and Guarantee (Proposed)</td> <td>300</td> </tr> <tr> <td>2.</td> <td>Provided Security and guarantee. (Ratification)</td> <td>220@</td> </tr> </tbody> </table> <p>@ fully repaid.</p> <p>Ratification and Approval of the Members is being sought for the proposed material RPT for FY 2026-27 and material RPTs entered into earlier.</p>	RPT No	Nature of Transaction	Amount (₹ Crores)	1.	Providing Security and Guarantee (Proposed)	300	2.	Provided Security and guarantee. (Ratification)	220@	<table border="1" data-bbox="989 224 1441 436"> <thead> <tr> <th>RPT No</th> <th>Nature of Transaction</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>3.</td> <td>Provided Security and guarantee. (Ratification)</td> <td>1096.10*</td> </tr> </tbody> </table> <p>*Subsequently refinanced by another loan of ₹450 crores, current outstanding being ₹387.05 crores.</p> <p>Ratification of the Members is being sought for material RPTs entered into earlier.</p>	RPT No	Nature of Transaction	Amount (₹ Crores)	3.	Provided Security and guarantee. (Ratification)	1096.10*
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6.	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</p>	<p>The proposed related party transactions are in the interest of the Company, as the past transactions have not resulted in any adverse impact on the Company, and the proposed future transactions are also expected to be beneficial to the Company. Further, the Company has generated, and is expected to continue generating, significant income from providing security and guarantee facilities by leveraging its land properties not being utilized for manufacturing operations.</p>	<p>The related party transactions are in the interest of the Company, as they have not resulted in any adverse impact on the Company. Further, the Company has generated significant income by way of commission for providing security and guarantee facilities by leveraging its land properties not being utilized for manufacturing operations.</p>															
7.	<p>Details of the promoter(s)/director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p>	<p>Hinduja Capital Limited, Mauritius, Promoter of GOCL holds 19.99% shares in HEIL.</p>	<p>Hinduja Capital Limited, Mauritius, Promoter of GOCL holds 19.99% shares in HEIL, Holding / Promoter Company of HNPCL.</p>															
	<p>a. Name of the director / KMP</p>	<p>-</p>	<p>-</p>															
	<p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>-</p>	<p>-</p>															

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.	All relevant information forms a part of this disclosure setting out requisite facts.

Part B: Additional Information

B (4). Disclosure *only* in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	As mentioned herein, the Company has received/is receiving significant amount of income by way of commission with low/no probability of any risk to the Company.	As mentioned herein, the Company has received/is receiving significant amount of income by way of commission with low/no probability of any risk to the Company.															
	(b) Whether it will create a legally binding obligation on listed entity?	No	No															
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary;	The Company is entitled for a commission of 1.50% p.a. on the amount secured/guaranteed.	The Company is entitled for a commission of 1.50% p.a. on the amount secured/guaranteed.															
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	N.A.	The Company is entitled for a counter-guarantee from HEIL for the amount secured/guaranteed.															
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to	<table border="1"> <thead> <tr> <th>RPT No</th> <th>Nature of Transaction</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Providing Security and Guarantee (Proposed)</td> <td>300</td> </tr> <tr> <td>2.</td> <td>Provided Security and guarantee. (Ratification)</td> <td>220@</td> </tr> </tbody> </table> <p>@ fully repaid.</p>	RPT No	Nature of Transaction	Amount (₹ Crores)	1.	Providing Security and Guarantee (Proposed)	300	2.	Provided Security and guarantee. (Ratification)	220@	<table border="1"> <thead> <tr> <th>RPT No</th> <th>Nature of Transaction</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>3.</td> <td>Provided Security and guarantee. (Ratification)</td> <td>1096.10*</td> </tr> </tbody> </table> <p>*Subsequently refinanced by another loan of ₹450 crores, current outstanding being ₹387.05 crores.</p> <p>As mentioned herein, the Company does not expect any default of loan</p>	RPT No	Nature of Transaction	Amount (₹ Crores)	3.	Provided Security and guarantee. (Ratification)	1096.10*
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	be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	As mentioned herein, the Company does not expect any default of loan obligations by HNPCL. Hence, no provisions were considered necessary.	obligations by HNPCL. Hence, no provisions were considered necessary.
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PART-C Additional Information

C (3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p>Note:</p> <p><i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p><i>b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	HEIL is not credit rated and there are no unsecured external borrowings as on date.	CARE A- (RWD)
2.	Details of solvency status and going concern status of the related party during the last three financial years:	One of the intermediate holding company Machen Development Corporation has provided a letter of support to the Company confirming its commitment to extend necessary financial support to ensure that the Company continues as a going concern.	The current assets of the Company exceed the current liabilities. The holding company and a group company have provided to the Company additional funds from time to time to meet any funding shortfall for debt service or operational financing requirements and are committed to meet such eventualities in future.

	FY 2025-26	Yes	Yes															
	FY 2024-25	Yes	Yes															
	FY 2023-24	Yes	Yes															
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<table border="1"> <thead> <tr> <th>RPT No</th> <th>Nature of Transaction</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Providing Security and Guarantee (Proposed)</td> <td>300</td> </tr> <tr> <td>2.</td> <td>Provided Security and guarantee. (Ratification)</td> <td>220@</td> </tr> </tbody> </table> <p>@ fully repaid.</p> <p>As mentioned herein, the Company does not expect any default of loan obligations by HEIL. Therefore, the aforesaid transaction(s) may not have any impact in monetary terms. Accordingly, no provisions were considered necessary.</p>	RPT No	Nature of Transaction	Amount (₹ Crores)	1.	Providing Security and Guarantee (Proposed)	300	2.	Provided Security and guarantee. (Ratification)	220@	<table border="1"> <thead> <tr> <th>RPT No</th> <th>Nature of Transaction</th> <th>Amount (₹ Crores)</th> </tr> </thead> <tbody> <tr> <td>3.</td> <td>Provided Security and guarantee. (Ratification)</td> <td>1096.10*</td> </tr> </tbody> </table> <p>*Subsequently refinanced by another loan of ₹450 crores, current outstanding being ₹387.05 crores.</p> <p>As mentioned herein, the Company does not expect any default of loan obligations by HNPCL. Therefore, the aforesaid transaction(s) may not have any impact in monetary terms. Accordingly, no provisions were considered necessary.</p>	RPT No	Nature of Transaction	Amount (₹ Crores)	3.	Provided Security and guarantee. (Ratification)	1096.10*
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4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p>	No defaults.	No defaults.															

a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No	No
b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No	No
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No	No
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. <i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i>	No	No
FY 2025-26	Not Applicable	Not Applicable
FY 2024-25		
FY 2023-24		

The Audit Committee comprising only of Independent Directors and the Board of Directors have approved and ratified the aforesaid transaction(s).

Except to the extent of their shareholding and/or directorships, if any, in the Company and/or HNPCL/HEIL, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution(s).

It is pertinent to note that no related party of the Company shall vote to approve Resolution(s) at Item No. 2 of the Notice, whether the entity / related party, is a related party to the particular transaction(s) or not.

The Board of Directors recommends the Ordinary Resolution(s) contained in Item No. 2 of the accompanying Notice to the Members for approval.

By order of the Board of Directors
For GOCL Corporation Limited

Sd/-
A. Satyanarayana
Company Secretary

Place: Hyderabad
Date: May 29, 2026

CIN: L24292AP1961PLC126081
Corporate Office: URJA HEIGHTS, 2nd Floor,
D. No.7-1-21/A/201, Sy No.341/1,
Raj Bhavan Road, Begumpet, Hyderabad 500016.

Registered Office: Plot No. 63-66, AIE Industrial Park,
Pedagantyada, Gajuwaka, Visakhapatnam - 530044,
Andhra Pradesh.

T: +91 (40) 23810671/9

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