

GOCL Corporation Limited

Disclosure under Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Criteria of making payments to Non-executive Directors:

The Non-Executive Directors (NED) of the Company are remunerated by way of sitting fee for each meeting attended by them and an annual commission on the profits of the Company. Commission to respective non-executive directors is determined on the basis of an objective criteria discussed and agreed upon by the Nomination & Remuneration Committee Members unanimously. NEDs are reimbursed any out of pocket expenses incurred by them in connection with the attendance of the Company's Meetings.

a. The sitting fees to the directors for attending Board meeting is Rs. 1,00,000/- ; Rs. 50,000/- for Audit Committee, Nomination & Remuneration Committee, Investment Appraisal & Project Review Committee and Committee of Directors; and Rs. 20,000/- for Stakeholders Relationship Committee, the Corporate Social Responsibility Committee and Safety Review Committee. (*w.e.f. November 14, 2014*)

b) Commission is paid to the Non-executive Director, as approved by the Board/ Nomination & Remuneration Committee / Chairman of the Company and subject to the limits prescribed under Sec.197 of the Companies Act, 2013.
