

Date: 12th July, 2024

The Bombay Stock Exchange Limited
“P.J. Towers”
Dalal Street
Mumbai-400 001
Stock Code: 500730

The National Stock Exchange of India Ltd.
Exchange Plaza
Bandra Kurla Complex, Bandra (East)
Mumbai-400 051
Symbol: NOCIL

Dear Sir,

Sub: Notice of the 62nd Annual General Meeting (‘AGM’) of NOCIL Limited (‘the Company’) for FY 2023-24 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘Listing Regulations’)

We wish to inform you that the Sixty Second (62nd) Annual General Meeting of the Company will be held on **Thursday, 8th August, 2024** at **03.00 p.m. (IST)** through Video Conferencing. The venue of the meeting shall be deemed to be the registered office of the Company situated at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020.

Accordingly, pursuant to Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the notice along with the explanatory statement of the 62nd AGM of the Company is enclosed for the information of the Stock Exchange. The said notice forms part of the Annual Report for the Financial Year 2023-24.

Further, the Annual Report is being sent to those members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories through electronic mode and is also available on the website of the Company, i.e. www.nocil.com.

We request you to take the same on your records.

Thanking you,

Yours truly,

For **NOCIL Limited**

Amit K. Vyas
Assistant Vice President (Legal) and Company Secretary

Place: Mumbai

Encl: as above

Notice



NOCIL LIMITED

CIN: L99999MH1961PLC012003

Regd. Office: Mafatlal House, H.T. Parekh Marg, Backbay Reclamation,
Churchgate, Mumbai-400020 Tel. No. 91-22-66364062,

Fax No: 91-22-66364060, Website: www.nocil.com

Email: investorcare@nocil.com

NOTICE is hereby given that the SIXTY SECOND (62nd) Annual General Meeting of the Members of NOCIL Limited ('the Company') will be held on **Thursday, August 08, 2024 at 03.00 p.m. (IST)** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai - 400 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the Financial Year ended March 31, 2024 and the Balance Sheet as of March 31, 2024 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2024.
3. To appoint a director in place of Mr. Anand V.S (DIN: **07918665**), who retires by rotation and being eligible, offers his candidature for re-appointment.

SPECIAL BUSINESS

4. **Re-appointment of Mr. Debnarayan Bhattacharya (DIN:00033553) as an Independent Director for a second term of five 5 years**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT Mr. Debnarayan Bhattacharya (DIN : 00033553), who was appointed by the Board of Directors as an Additional (Non-Executive, Independent) Director of the Company effective July 30, 2024, in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under

Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 ('Listing Regulations'), as amended from time to time, the re-appointment of Mr. Debnarayan Bhattacharya (DIN : 00033553), as an Independent Director who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years commencing from July 30, 2024 up to July 29, 2029 (both days inclusive), be and is hereby approved."

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Debnarayan Bhattacharya (DIN : 00033553), as a Non-executive Independent Director of the Company beyond the age of 75 years till the expiry of his second term on July 29, 2029.



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RESOLVED FURTHER THAT the Board or a duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters, and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution “

5. **Payment of Commission to Non-Executive Directors of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013, as amended, approval of the Members be and is hereby accorded for payment of commission at a rate not exceeding 1% of the net profits of the Company computed in the manner as laid down under sections 197 and 198 of the Companies Act, 2013, as amended, in each financial year to the Directors of the Company other than the Managing Director and Executive / Whole Time Directors (apart from payment of sitting fees and reimbursement of expenses incurred for attending the meeting of the Board or the Committee(s) thereof) for a further period of five years w.e.f September 01, 2024 up to August 31, 2029 and that such commission be divided by the Board of Directors of the Company amongst such Director or Directors and/ or any Directors who have ceased to be Directors of the Company during the Financial Year including Alternate Directors, in such a manner or proportion and on such basis as they may in their discretion decide”.

6. **Ratification of the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2024**

To consider and if thought fit, to pass resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), payment of Remuneration of ₹ 0.095 Crores (apart

from reimbursement of out-of-pocket expenses and applicable taxes) to M/s. Kishore Bhatia & Associates, Cost Auditors, Mumbai (Registration No. 00294), who were appointed by the Board of Directors in their meeting held on May 29, 2024 for carrying out Cost Audit of the Company for the Financial Year ended March 30, 2024, be and is hereby approved and ratified.”

7. **Approval of NOCIL Ltd – Long-Term Incentive Plan (LTIP)**

To consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the relevant Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with all circulars and notifications issued thereunder (‘SBEB Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the applicable provisions of the Foreign Exchange Management Act, 1999, the Rules and Regulations framed thereunder and any Rules, Circulars, Notifications, Guidelines and Regulations issued by Reserve Bank of India, as amended and enacted from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded for the introduction and implementation of ‘ **NOCIL Ltd – Long - Term Incentive Plan**’ (hereinafter referred to as “**LTIP**”) and authorising the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the

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Board has constituted to exercise its powers including the powers conferred by this resolution and Regulation 5 of the SBEB Regulations and the Listing Regulations) to exercise its powers including the powers conferred by this Resolution to adopt and implement the **LTIP**, the salient features of which are furnished in the Explanatory Statement.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 85,00,000 [Eighty Five Lacs] Employee Stock Options ('Options') to the eligible employees of the Company, present or future, and to any Director, whether Whole-time Director or not, including a Non-Executive Director as may be decided by the Board and permitted under the SBEB & Listing Regulations [other than employee who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company], as determined in terms of the **LTIP**, exercisable into not exceeding 85,00,000 [Eighty Five Lacs] equity shares of the face value of ₹ 10 (Rupee Ten only) each fully paid-up, where one (1) Option would convert into one (1) equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the terms of **LTIP**.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation, split, change in capital structure of the Company, as applicable from time to time, if any additional Options are granted or equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted or equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the grantees under the **LTIP** shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the employees who have been granted Options under the **LTIP** and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the **LTIP** on the Stock Exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations, Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations, Listing Regulations and any other applicable laws and regulations to the extent relevant and applicable to **LTIP**.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the **LTIP** as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to modify, change, vary, alter, amend, suspend or terminate the **LTIP** at any time subject to



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compliance with applicable laws and regulations and further subject to consent of the Members by way of a Special Resolution to the extent required under SBEB Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the **LTIP** and do all other things incidental and

ancillary thereto in conformity with the provisions of the Act, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and approval given by the Board, consent of the Members of the Company be and is hereby accorded for cancellation 3,29,800 ungranted options under the Employee Stock Option Scheme -2007 (ESOS-2007) and that the Board be and is hereby authorised to take such steps as may be required in the context.”

Registered Office:

Mafatlal House,
H.T. Parekh Marg
Backbay Reclamation, Churchgate,
Mumbai 400 020

Date: May 29, 2024

By Order of the Board
For **NOCIL Limited**

Amit K. Vyas
Company Secretary

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NOTES

1. Pursuant to the General Circular No- 14/2020 dated April 08, 2020, Circular No- 17/2020 dated April 13, 2020 and General Circular No- 20/2020 dated May 05, 2020 and other subsequent circulars issued in this regard, the latest being General Circular No – 09/2023 dated September 25, 2023 **issued** by the Ministry of Corporate Affairs (MCA) holding of Annual General Meeting (AGM) through Video conferencing (“VC”) / or Other Audio Visual Means (“OAVM”) has been permitted, without the physical presence of the Members at a common venue. **The deemed venue for the AGM will be the Registered office of the Company at Mafatlal House, H.T Parekh Marg, Backbay Reclamation, Churchgate, Mumbai: - 400020.**
2. Pursuant to the provisions of the Companies Act (“the Act”), a Member entitled to attend and vote at the 62nd Annual General Meeting (the /this AGM) is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this 62nd AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map to the venue of the meeting are not annexed to this notice.
3. Institutional investors, who are Members of the Company, are encouraged to attend the 62nd AGM of the Company through VC/ OAVM mode and vote electronically. Corporate Members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution / Power of Attorney authorising its representatives to attend and vote at the 62nd AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. **The said Resolution/Authorisation shall be sent to the Scrutinisers namely Parikh & Associates, Practicing Company Secretaries, by email through its registered email address to nocil.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.**
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) setting out the material facts concerning the Special Business under item nos. 4 to 7 of the Notice is annexed hereto.
5. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the **Secretarial Standard – 2** on General Meetings issued by the Institute of Company Secretaries of India (ICSI) in respect of the Directors seeking appointment / re-appointment at the 62nd Annual General Meeting form integral part of this notice.
6. During the 62nd AGM, the Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Scheme of the Company is being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for inspection in the electronic form. Members can request the Company at investorcare@nocil.com by mentioning their name and Folio No. /DP ID and Client ID for the inspection of above-mentioned documents **latest by August 08, 2024 upto 5.00 p.m.(IST)**
7. Members can join the 62nd AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Investors’ Grievance Committee, Auditors, etc.
8. The Members attending the 62nd AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of



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the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 62nd AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Members using remote e-voting system as well as venue voting on the date of the 62nd AGM will be provided by NSDL.

10. Pursuant to sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 **the Notice calling the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA**. The same has also been uploaded on the Company's website : www.nocil.com; BSE Limited's website : www.bseindia.com ; NSE's website : www.nseindia.com; and the website of National Securities Depository Limited (NSDL). A copy of the Annual Report shall be provided to only those Members who make a specific request in this regard by an email to investorcare@nocil.com mentioning the Folio No. / DPID & Client ID .
11. Members who would like to express their views/ask questions as speakers at the AGM may pre-register themselves by sending a request from their registered e-mail addresses mentioning their names, DP ID and Client ID/ Folio number, PAN, and mobile numbers at investorcare@nocil.com between Tuesday, July 30, 2024 (09.00 a.m. IST) to Friday, August 02, 2024 (5.00 p.m. IST). **Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.**

12. Registration of email ids:

Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective Depository Participants (D.Ps). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com.

Members may follow the process detailed below for registration of email IDs and updation of Bank Account details for the receipt of dividend.

13. Book Closure:

The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 27, 2024 to Thursday, August 08, 2024 (both days inclusive) for purposes of the 62nd Annual General Meeting to be held on August 08, 2024 and for payment of dividend.

14. Payment of Dividend:

Members may note that the Board, at its meeting held on May 29, 2024, has recommended a final dividend of ₹ 3 per equity share of ₹ 10/- each. The said dividend for the year ended March 31, 2024, if approved by the Members at the 62nd AGM will be paid to those Members whose names appear on the Company's Register of Members on **Friday, July 26, 2024**. In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories as on **Friday, July 26, 2024**. The said dividend will be paid at par on or **after August 16, 2024**. The dividend will be paid electronically to Members who have updated their Bank Account details.

15. Updation of mandate for receiving dividends directly in Bank Accounts through Electronic Clearing System (ECS) or any other means in a timely manner

Dividends will be paid ONLY by electronic mode to the Members (including those holding physical shares) who have updated their Bank Account details. NO DEMAND DRAFTS/PAY ORDERS WOULD BE ISSUED BY THE COMPANY. Accordingly, Shareholders holding shares in demat form are once again requested

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to submit/Update their Bank Account details and PAN with the respective Depository Participants (DPs) with whom they maintain their demat accounts.

Shareholders holding shares in physical form **are requested to submit written request in the prescribed Form ISR-1 (can be downloaded in the Company's website : www.nocil.com) to update Bank account details as well as PAN to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.**

a) Shares held in electronic form

Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such

Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their DPs update their Electronic Bank Mandate details.

b) Shares held in physical form :

Members are requested to send the following documents in original to RTA :

- i. Form ISR-1 duly filled in and signed by the holders stating their name, folio no. complete address and details of the bank account in which dividend is to be received. The said Form is available on the website of the Company <https://www.nocil.com/investors-download/> Mandatory Furnishing of PAN, KYC details and Nomination by

holders of shares in physical form and on the website of the RTA at www.kfintech.com.

- ii. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
 - a. Cancelled cheque in original.
 - b. Bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
- iii. Self-attested photocopy of the PAN Card of all the holders; and
- iv. Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

16. Tax Deduction at source / Withholding tax: - Payment of Dividend

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialised form) and the Company/ RTA (if shares are held in physical form).



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Table 1 : RESIDENT SHAREHOLDERS

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Any resident Shareholder (Note Nos iv and v)	10%	Update valid PAN, if not already done, with Depositories (in case of shares are held in the demat mode) and with the Company's Registrar and Transfer Agent - KFin Technologies Limited ('KFin') (in case shares are held in the physical mode). No taxes will be deducted in the following cases - <ul style="list-style-type: none"> If dividend income to a <u>resident Individual Shareholder</u> during 2024-25 does not exceed ₹ 5,000/- (Note ii) If Shareholder is exempted from TDS provisions through any circular(s) or notification(s) and provides an attested copy of the PAN along with the documentary evidence in relation to the same (Note iii)
Submitting Form 15G/ Form 15H	NIL	<u>Resident Individual Shareholder</u> providing Form 15G / Form 15H (applicable to an Individual whose age is 60 years or more during 2024-25) - on fulfilment of prescribed conditions. Blank Form 15G and 15H can be downloaded from the link given at pont no. xv (Note vii)
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities
Insurance Companies: Public & Other Insurance Companies details to be furnished	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable. (Note viii)
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income	NIL	Declaration that it is a corporation established by or under a Central Act whereby income-tax is exempt and accordingly, is covered under section 196 of the Act, along with self-attested copy of registration certificate and relevant extract of the section whereby the income is exempt from tax.
Mutual Funds specified under clause (23D) of section 10 of the Act	NIL	Declaration that it is Mutual Fund specified under section 10(23D) of the Act and accordingly, is covered under section 196 of the Act, along with self-attested copy of registration certificate or notification.
Alternative Investment Fund ('AIF')	NIL	Declaration that AIF income is exempt under section 10(23FBA) of the Act as it has been granted a certificate of registration as a Category I or Category II AIF under the SEBI (AIF) Regulations, 2012 or under the International Financial Services Centre Authority Act, 2019. Also, to provide copy of registration document (self-attested).
New Pension System ('NPS') Trust	NIL	Declaration that NPS Trust income is exempt under section 10(44) of the Act. Self-attested copy of registration document for establishment of said trust under the Indian Trust Act, 1882 along with self-attested copy of PAN card.

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Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Other resident Shareholder without PAN or having Invalid PAN (Note ix and x)	20%	-
Non-filers of income-tax return - section 206AB (Note xi)	20%	Non-compliance casts an obligation on the Company to deduct at higher rate

Table 2: NON-RESIDENT SHAREHOLDERS

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation Requirement
Any non-resident Shareholder (Note xi)	20% (plus applicable surcharge and cess) or Tax Treaty rate, whichever is lower	<p>Non-resident Shareholders may opt for tax rate under Double Taxation Avoidance Agreement ('Tax Treaty'). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the Company:</p> <ol style="list-style-type: none"> Copy of PAN Card, if any, allotted by the Indian authorities Self-attested copy of Tax Residency Certificate valid as on the Record Date, obtained from the tax authorities of the Country of which the Shareholder is resident. Copy of electronically filed Form 10F on Income Tax Portal Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit. Self-declaration regarding 'Principal Purpose Test' (if any) as applicable to respective Treaty. Self-declaration as regards beneficial ownership <p>In case of Foreign Institutional Investors, Foreign Portfolio Investors, self-attested copy of certificate of registration accorded under the relevant regulations of the SEBI.</p> <p>TDS shall be deducted at 20% (plus applicable surcharge and cess), if any, if the above-mentioned documents are not provided.</p>
Submitting Order under section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities

Notes:

- In due compliance with the applicable provisions of the Act, the Company will be issuing certificate for tax deducted at source in Form 16A. The credit for tax deducted at source can also be verified by the Shareholder by verifying Form 26AS, after the statement of tax deducted at source is furnished by the Company and thereafter Annual Information Statement (Form 26AS) is updated.
- In cases where the dividend payout in respect of final dividend for F.Y. 2023-24 does not exceed ₹ 5,000/- but after considering further dividend payouts during the F.Y. 2024-25, if the aggregate dividend pay-out exceeds ₹ 5,000/- then, from the subsequent payment of dividend, the tax on the current as well as on earlier amount of dividend will be deducted and accordingly, the balance amount of dividend will be paid to the concerned Individual Shareholder.



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- iii. Reference is drawn to Circular No. 18/2017 dated May 29, 2017, issued by the Government of India, Ministry of Finance, Department of Revenue, Central Board of Direct Taxes as regards requirement of TDS in case of entities whose income is exempt under section 10 of the Act .
- iv. In case dividend income under the provisions of the Act is chargeable to tax in hands of any other person other than the Registered Shareholder, then, a declaration to that effect is required to be submitted in terms of section 199 of the Act read with Rule 37BA of the Income Tax Rules, 1962. On such submission, the Company will deduct tax in the name of such person, which would be due compliance of law on the part of the Company.
- v. Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- vi. In cases where the status of a shareholder is appearing in the Company's records as resident as well as non resident against different folios /D.P ID – Client ID , the Company would treat the status of the shareholder as “ Non Resident “. Accordingly, tax will be deducted at the rate applicable to a non – resident based on documents made available to the Company
- vii. The Company, in compliance with the provisions of the Act, will allot unique identification number and the declarations will be furnished along with the statement of deduction of tax to the income tax authority (**Form 15H/15G**).
- viii. Insurance companies: The Life Insurance Corporation of India, The General Insurance Corporation of India, The National Insurance Company Limited, The New India Assurance Company Limited, The Oriental Insurance Company Limited, The United India Insurance Company Limited and any other insurer, as per section 2(28BB) of the Act. In case of any other insurer, self-attested copy of registration is to be furnished. If shares are not owned but have full beneficial interest, then, a declaration to that effect.
- ix. Needless to mention, PAN will be mandatorily required. **In absence of PAN / Valid PAN, tax will be deducted at a higher rate of 20% as per section 206AA of the Act even if the amount of dividend is ₹ 5,000 or below.**
- x. TDS to be deducted at higher rate in case of non-filers of Return of Income as per section 206AB of the Act which requires the Company to deduct tax at higher of the following rates in case of a 'specified person':
- At twice the rate specified in the relevant provision of the Act; or
 - At twice the rates or rates in force; or
 - At the rate of 5%; or
 - At the rate of 20%, if section 206AA is applicable
- The term 'specified person' means a person who :
- has not filed return of income for the assessment year relevant to the previous year immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and
 - is subjected to tax deduction/collection at source in aggregate amounting to ₹ 50,000/- or more in the said previous year.
- A non-resident who does not have a permanent establishment is excluded from the scope of a specified person. Accordingly, non-resident shareholders are requested to provide declaration if they do not have permanent establishment and hence should not be considered as specified person.
- The Income Tax Department has through the reporting portal utility, made available the list of 'specified person' for the purpose of section 206AB which shall be obtained at the time of deduction of TDS and accordingly, for those Shareholders who are classified as a specified person under section 206AB, TDS on the dividend amount will be deducted at higher rate of 20%.
- xi. The provisions of the tax treaty rate shall be applied even if tax is deductible under section 196D. Therefore, under both sections i.e. section 195/196D, the treaty

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provisions can be applied, subject to submissions of documents as mentioned above. However, the Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts, if the completeness of documents submitted by the non-resident Shareholder is not to the satisfaction of the Company, including not in accordance with the provisions of the Act. The Company, in compliance of section 195 of the Act, will furnish information relating to the payment of dividend and deduction of tax at source thereon in Form 15CA by the Company and 15CB by a Chartered Accountant, as applicable.

- xii. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, the concerned Shareholder would still have the option of claiming refund of the excess tax deducted at the time of filing the income tax return. No claim shall lie against the Company for such taxes deducted.
- xiii. The above is only to facilitate the Shareholder so that appropriate TDS is deducted on the dividend amount in accordance with the applicable provisions of the Act.
- xiv. Further, it may be noted that:
 - In terms of section 139A of the Act, it is mandatory to quote PAN if tax is deductible on the dividend amount at source under section 194 of the Act. Such non-quoting shall attract penalty of ₹ 10,000/- under section 272B of the Act.
 - SEBI has mandated the submission of PAN by every participant in the securities market.
- xv. **The following formats can be downloaded from the Company's website: <https://www.nocil.com/investors-download/>**
 - a) Circular No. 18/2017 dated May 29, 2017
 - b) Beneficial ownership declaration (Rule 37BA(2))
 - c) Form15H
 - d) Form 15G
 - e) Declaration from insurance companies

- f) Declaration from Corporation established by or under a Central Act
- g) Declaration from Mutual Funds
- h) Declaration from Alternative Investment Fund
- i) Form 10F
- j) Declaration from Non-resident

17. Unclaimed/Unpaid Dividends

Members are requested to note that pursuant to the provisions of Section 125 (2) of the Companies Act, 2013 (the Act), the dividend remaining unclaimed / unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government, Members who have so far not claimed the dividends are requested to file their claims with the Company immediately as no claim shall lie against the Company in respect of individual amounts once credited to the said IEPF.

Due dates for transferring unclaimed and unpaid dividends declared by the Company are as under:

Financial Year ended	Date of declaration of dividend	Due date of transfer of unclaimed & unpaid Dividend
March 31, 2017	July 27, 2017	September 02, 2024
March 31, 2018	July 25, 2018	August 31, 2025
March 31, 2019	July 30, 2019	September 05, 2026
March 31, 2020*	March 06, 2020	April 12, 2027
March 31, 2021	August 03, 2021	September 09, 2028
March 31, 2022	July 28, 2022	September 03, 2029
March 31, 2023	July 31, 2023	September 06, 2030

*Interim Dividend declared for 2019-20

- a) Attention of the Members is also invited towards the provisions of Section 125 of the Companies Act, 2013 (the Act) read together with IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 which requires the companies to also transfer the Equity shares corresponding to the Dividend which has remained unclaimed and consequently unpaid for a period



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of seven consecutive years or more. Members are requested to refer to para on 'Transfer of Unpaid Dividend and corresponding Equity Shares to the Investor Education and Protection Fund (IEPF)' in the Directors' Report for the F.Y. 2023-24. **Members wishing to claim dividends that remain unclaimed are requested to correspond with Mr. Vagolu Ratna Babu, KFin Technologies Limited, Unit: NOCIL Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF Rules.**

b) Members are requested to address all correspondence, including dividend-related matters, to Mr. Vagolu Ratna Babu, KFin Technologies Limited, Unit: NOCIL Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032.

18. **Updation of PAN and other details**

SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021 and subsequent Circulars issued in this regard, mandated to furnish PAN, KYC details (i.e. full address with pin code, mobile no., email id, bank details) and Nomination details by holders of physical securities through Form ISR-1.

SEBI has, vide its Circular dated November 17, 2023, done away with the provision regarding freezing of folios that have not registered their PAN, KYC and Nomination details.

The Company has sent individual letters to all the Members holding shares of the Company in physical

form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at <https://www.nocil.com>

19. **Dematerialisation of shares**

Shares held in dematerialised form have several advantages over shares held in physical mode. Physical certificates are always prone to risks of 'theft, 'misappropriation', 'loss in transit,' 'damage or defacement' due to natural or other factors, 'misplacement' etc. Apart from the several benefits of holding shares in the dematerialised mode, **it is important for shareholders to refer to the following regulatory directions, which make it imperative for shareholders to hold shares in dematerialised mode:**

20. **As per amended Regulation 40 of the SEBI (LODR) Regulations, 2015, transfer of shares in listed entities is permitted to be processed only in dematerialised mode w.e.f April 01, 2019.**

Further, Members may please note that SEBI has mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 / ISR-5. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

The aforesaid forms can be downloaded from the website of the Company and RTA at: www.nocil.com and www.kfintech.com.

You are requested to forward the duly filled in documents along with the related proofs as mentioned in the respective forms by post to the following address:

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**Kind Attn: Mr. Vagolu Ratna Babu, Asst. Vice President
KFin Technologies Limited**

Unit: NOCIL Limited

Selenium Tower B, Plot No. 31&32, Financial district,
Nanakramguda,

Serilingampally Mandal, Hyderabad – 500 032

E-mail: einward.ris@kfintech.com

Alternatively, the said documents/ details (scanned) can be mailed through your registered email to einward.ris@kfintech.com

In view of the above developments/directions it is in the interest of shareholders holding shares in physical mode to immediately take steps to dematerialise their shares.

21. Nomination facility for Members

As per Section 72 of the Companies Act , 2013 (the Act), Members are entitled to make nomination in respect of shares held by them. Members may send a written request in the **prescribed forms** (given in the table here-below) to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.

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	For SH-14

The above referred Forms SH-13, ISR-3 & SH-14 can be downloaded from the Company's website: www.nocil.com

- 22. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal')** for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / the Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same

can also be accessed through the Company's Website at www.nocil.com .

23. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, KFin Technologies Limited, the details of such folios together with the share certificates and self- attested copies of PAN Card of the holders for consolidating their holding in one folio .Request for consolidation of share certificates shall be processed in dematerialised forms.

24. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING: -

1. The remote e-voting period commences on **Monday, August 05, 2024 at 09:00 am (IST) and ends on Wednesday, August 07, 2024 at 05:00 pm (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter .During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e **August 01, 2024**, may cast their vote by remote e-voting.
2. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM **but shall not be entitled to cast their votes thereat again on such resolutions.**
3. In case of Joint holders the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 62nd AGM.
4. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
5. The Board of Directors has appointed Mr. P. N. Parikh (FCS 327, CP 1228) or failing him, Mr. Mitesh Dhaliwala (FCS 8331, CP 9511) or failing him Ms. Sarvari Shah (FCS 9697, CP 11717) of Parikh and Associates, Company Secretaries as Scrutiniser to scrutinise the voting at the AGM and remote e-Voting process, in a fair and transparent manner.
6. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-Voting system



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for all those Members who are present during the AGM but have not cast their votes by availing the remote e-Voting facility. The e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

7. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared, along with the Scrutiniser's Report, shall be placed on the Company's website www.nocil.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

8. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday , August 05 2024 (9.00 a.m. IST), and ends on Wednesday , August 07, 2024 (5.00 p.m. IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, August 01, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, August 01, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system


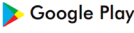


A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2. If you are 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 3. Visit the e-Voting website of NSDL. Open web browser by typing 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 icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold 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. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. 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    
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to nocil.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorcare@nocil.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of

Aadhar Card) to investorcare@nocil.com . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 62nd AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 62nd AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 62nd AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 62nd AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 62nd AGM. However, they will not be eligible to vote at the 62nd AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 62nd AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 62nd AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the 62nd AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL**

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e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against the Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of The Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



Annexure to the Notice

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.4: Re-appointment of Mr. Debnarayan Bhattacharya (DIN: 00033553) as an Independent Director a second term of five (5) years

Mr. Debnarayan Bhattacharya was appointed as an Independent Director for a period of 5 years w.e.f. July 30, 2019 at the 57th Annual General Meeting of the Members of the Company held on July 30, 2019. His existing first term therefore expires on July 29, 2024.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 29, 2024, has appointed Mr. Debnarayan Bhattacharya as an additional Director (in the capacity of an Independent Director), pursuant to Section 161 of the Companies Act, 2013 with effect from July 30, 2024. As per the provisions of said section, Mr. Debnarayan Bhattacharya holds office as Additional Director up to the date of the forthcoming 62nd Annual General Meeting convened on August 08, 2024 and is required to be appointed as an Independent Director for a second term of five (5) consecutive years w.e.f July 30, 2024 up to July 29, 2029 at the said 62nd Annual General Meeting.

Mr. Debnarayan Bhattacharya has given his consent for re-appointment for a second term of five (5) consecutive years beginning from July 30, 2024 and ending on to July 29, 2029.

As per Sections 149 and 152 of the Act and the Rules framed thereunder, a person can be appointed /reappointed as an Independent Director subject to approval of the Members by way of a Special Resolution to be passed at the next General meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the re- appointment of Mr. Debnarayan Bhattacharya as an Independent Director of the Company at the ensuing 62nd Annual General Meeting convened on August 08, 2024.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

A brief profile of Mr. Debnarayan Bhattacharya as required under Regulation 36(3) of the Listing Regulations with the Stock Exchanges, is given in Annexure A to this Explanatory Statement.

In the opinion of the Board, Debnarayan Bhattacharya fulfils the conditions prescribed in the Act and the Rules framed thereunder and the Listing Regulations and is independent of the Management.

In terms of Regulation 17(1A) of the Listing Regulations, effective from April 01, 2019 consent of Shareholders by way of Special Resolution is required for appointment/re-appointment or continuation of directorship of an Independent Non-Executive Director, beyond the age of 75 years. Mr. Debnarayan Bhattacharya completed the age of 75 years during his first term of 5 years (July 30, 2019 to July 29, 2024) and the approval accorded by the shareholders by way of a Special Resolution at their 57th Annual General Meeting had duly captured this aspect.

Mr. Debnarayan Bhattacharya has already attained the age of 75 years as on present date and hence approval of the Members is required for the continuation of his Directorship till the expiry of his second term till June 29, 2029. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the support, guidance and contributions of Mr. Debnarayan Bhattacharya as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution for the approval by the Members of the Company.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, approval of shareholders is being sought within a period of three months from the date of appointment.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and considering Mr. Debnarayan Bhattacharya's business knowledge, acumen, skills set, background and rich experience, opines that his association as an Independent Director will be immensely beneficial to the Company and recommends to the Members, the re-appointment of Mr. Debnarayan Bhattacharya as an Independent Director of the Company for a second term of 5 (five) years.

Except Mr. Debnarayan Bhattacharya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested (financially or otherwise) in the resolution.

Item No.5: Payment of Commission to Non-Executive Directors of the Company

Under the provisions of section 197 of the Companies Act, 2013 as amended, the Company is entitled to pay commission to the Non-Executive Directors not exceeding

Annexure to the Notice (Contd.)

1% of the Net Profits of the Company by passing a Special Resolution. The Members of the Company had at their Annual General Meeting held on July 30, 2019 accorded approval for payment of commission of 1% of the Net Profits Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 to be paid and distributed amongst the Directors of the Company other than the Managing Director and the Whole-time Director(s) for a further period of 5 (five) years with effect from September 01, 2019 up to August 31, 2024. **This time frame of 5 (five) years was laid down by the Members as a good governance measure.**

Considering the valuable contributions brought to the Board by the Non-Executive Directors it is now proposed that commission not exceeding 1% p.a. of the Net Profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 be paid and distributed amongst the Directors of the Company including Directors who have ceased to be Directors(s) of the Company during the Financial Year and Alternate Directors, other than the Managing Director and the Whole-time Director(s) of the Company for a further period of 5 (five) years with effect from September 01, 2024 up to August 31, 2029. This proposal has the recommendation of the Nomination and Remuneration Committee and so also been approved by the Board. Payment of commission will be in addition to the sitting fees for attending the meetings of the Board / Committees. The Board recommends the Resolution for approval of the Members.

Mr. H. A. Mafatlal, Executive Chairman (being related to Mr. Priyavrata H. Mafatlal, Non-Executive Director), shall be deemed to be concerned or interested in the resolution to the extent of the entitlement of commission of Mr. Priyavrata H. Mafatlal, Non-Executive Non-Independent Director. All other Independent Directors and Non-Executive Non-Independent Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of their respective payment of commission. None of the Key Managerial Personnel of the Company and / or their relatives are concerned or interested (financially or otherwise) in the Resolution.

Item No.6: Ratification of the remuneration paid to the Cost Auditors

Pursuant to Sections 142 and 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors)

Rules, 2014, the Members of the Company are required to approve and ratify the payment of remuneration of ₹ 0.095 Crores per annum and reimbursement of out-of-pocket expenses and taxes as may be applicable to the Cost Auditors as considered and approved by the Board of Directors in their meeting held on May 29, 2024 for the Financial Year 2024-25.

The Board recommends the resolution as an **Ordinary Resolution** for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and /or their relatives are deemed to be concerned or interested in the resolution.

Item No.7: Approval of NOCIL Ltd -Long Term Incentive Plan (LTIP)

As an important organisational initiative to drive long term business deliverables, it is proposed to formulate a Long-term incentive Plan (LTIP) in form of an Equity based compensation Plan for eligible employees of the Company in pursuance of the total rewards philosophy based on external benchmarking and designing. The proposed LTIP apart from being an effective tool to recognise and reward talent is also expected to motivate and retain talent as an Incentive. The underlying objective being to encourage employees for contribution to corporate growth and to create an employee ownership culture. In this regard the Company had engaged a globally established H.R consultancy firm as its external partner to advise the Company on broad perspective of current LTIPs v/s the emerging market trend along with their recommendations for NOCIL. After considering all inputs and presentations on the various aspects, facets, and options of a viable LTIP, the Nomination & Remuneration Committee (NRC) of the Board at its meeting held on May 29, 2024 made suitable recommendations for the formulation and adoption of a suitable LTIP to the Board of Directors which approved the same at its meeting held on June 19, 2024 (subject to final approval of the Members/Shareholders at the ensuing 62nd Annual General Meeting).

Under the proposed LTIP it is proposed grant options aggregating to 85,00,000 shares of ₹ 10/- each in form Employees Stock Options (ESOPs) and Performance Restricted Stock Units (PRSU) to eligible employees as per the discretion of the Nomination & Remuneration Committee (NRC) to be empowered in this regard.



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As per the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share capital & Debentures) Rules 2014 and Regulation 6 of the SBEB Regulations, the Company seeks approval of the Members for the adoption and implementation of the LTIP, salient features of which are set out here-below in terms of Regulation 6 of the SBEB Regulations :

No	Features	Details
1	Brief description & rationale	<p>As an important organisational initiative to drive long term business deliverables, it is proposed to evolve the scheme in line with our total rewards philosophy and thus it is proposed to radically modify and revamp the total rewards philosophy which would encompass a <u>Long-term incentive Plan (LTIP) based</u> on externally benchmarking and designing accordingly. Equity based compensation Plans/schemes apart from being an effective tool to recognise and reward talent are also critically important to motivate and retain talent as an Incentive. The underlying objective being to encourage employees for contribution to corporate growth and to create an employee ownership culture.</p> <p>The NRC shall administer the LTIP. All questions of interpretation of the LTIP shall be determined by the NRC and such determination shall be final and binding upon all the persons having an interest in the LTIP.</p>
2	Total number of Options being considered for grant under LTIP	<p>Proposed grant of options aggregating to 85,00,000 shares of ₹ 10/- each on the following basis:</p> <p>The grant of Options will be contingent upon achievement against targets of the annual operating plan of the organisation governed by the performance management system of the organisation</p> <p>(i) <u>Grant of Employees Stock Options (ESOPs) to eligible employees:-</u> As a retention award to attract and retain key people. The vesting for ESOPs will be dependent upon continuous employment of employees at the time of vesting.</p> <p>(ii) <u>Grant of Performance Restricted Stock Units (PRSUs) to eligible employees:</u> As a performance award to incentivise attainment of the long-term strategic objectives. It is contingent on achievement of performance conditions. The vesting for PRSUs will be contingent on achievement against target performance of long term financial and strategic goals of the organisation which will be finalised by NRC from time to time.</p> <p>The Nomination & Remuneration Committee to be empowered to determine the segregation of the Options under the two categories viz ESOPs & PRSUs.</p>
3	Identification of categories of eligible employees	<p>Subject to determination and selection by the NRC, the following classes of employees / Directors are eligible :</p> <p>(i) A designated employee working in India or outside India.</p> <p>(ii) A Director in whole time employment who is not a promoter or member of the Promoter Group.</p> <p>But shall not include :-</p> <p>(i) an Employee who is a Promoter or belongs to the Promoter Group ;or</p>

Annexure to the Notice (Contd.)

No	Features	Details
		<p>(ii) A Director who either by himself or through his relatives or through any Body Corporate directly or indirectly holds more than 10% of the outstanding equity shares of the Company; or</p> <p>(iii) An Independent Director</p> <p>The Nomination & Remuneration Committee (NRC) to be empowered to determine the grades/eligibility of the employees to entitle them for the grant of Options under the two categories.</p>
4	Requirement of Vesting and maximum period of vesting	<p><u>In case of ESOPs:</u> - All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and subsequently the vesting happens in equal proportions every year for the period of 3 years from the grant date (Uniform Grading system). The vesting for ESOPs will be dependent upon continuous employment of employees at the time of vesting.</p> <p><u>In case of PRSUs:</u> - Complete vesting happens at the end of three years only from the grant date. The vesting for PRSUs will be contingent on achievement against target performance of long term financial and strategic goals of the organisation which will be finalised by NRC from time to time.</p> <p>The vesting dates and relative percentages would be determined by the NRC and may vary from employee to employee or any class of category thereof. The grant of the shares will happen upon achievement against targets of the annual operating plan of the organisation governed by the performance management system of the organisation.</p> <p>Vesting of Options would be subject to continued employment with the Company. A grantee who has tendered his/her resignation and is serving the Notice period after such resignation then such Notice period shall not be considered for vesting and all unvested Options as on date of the resignation shall be cancelled forthwith.</p> <p>Provided that in case of retirement, all unvested Options as on date of retirement would continue to vest in accordance with the original vesting schedules unless otherwise determined by the NRC in accordance with the Company's Policies and the applicable provisions of the then prevailing Law(s).</p> <p>In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances all the unvested Options shall vest with effect from the date of the death or permanent incapacity.</p>
5	Exercise price or pricing formula	<p>The proposed pricing formula has been worked out as under:</p> <p><u>For ESOPs:</u> The exercise price per Option shall be the latest available closing market price of the equity shares of the Company prior to the date of the grant. However, the exercise price per Option shall not be less than the face value of the equity shares of the Company viz ₹ 10 /- per share.</p> <p><u>For PRSUs:</u> The exercise price per Option shall be at face value of the equity shares of the Company viz ₹ 10/- per share. NRC is empowered to finalise the price with the flexibility of range between face value and closing market price.</p>



Annexure to the Notice (Contd.)

No	Features	Details
6	Exercise period and process	<p>For ESOPs : 10 years from grant date.</p> <p>For PRSUs : 5 years from grant date.</p> <p>The vested Options shall be exercisable by the grantees by following a procedure to be prescribed by the Nomination & Remuneration Committee (NRC), Exercise of Options shall be entertained only after payment of the requisite exercise price and satisfaction of the applicable taxes by the grantee. The Options shall lapse if not exercised within the specified exercise period . Lapsed Options cannot be reissued by the Company.</p>
7	Appraisal process for determining eligibility of employees under LTIP	The appraisal process for determining the eligibility of the employees will be worked out by the Nomination & Remuneration Committee (NRC). Basically, the process would be based on position, sector, designation, period of service, performance linked parameters etc. and other factors as may be determined by the NRC.
8	Maximum number of Options to be issued per employee and in the aggregate	The maximum number of Options that may be granted to an employee in any year and in the aggregate shall not exceed the number of Options as may be stipulated by the NRC.
9	Maximum quantum, of benefits to be provided to an eligible employee	The maximum quantum of benefits that will be provided to any eligible employee under the LTIP will be the difference between the market value of the Company's shares on the Stock Exchanges as on the date of exercise of the Options and the exercise price paid by the employee.
10	Whether LTIP is to be administered through a Trust or directly by the Company by way of issuance of new shares	The LTIP shall be administered and implemented directly by the Company .
11	The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilisation, repayment terms, etc.;	Not applicable.
12	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	Not applicable.

Annexure to the Notice (Contd.)

No	Features	Details
13	Accounting and disclosure Policies	The Company shall follow the IND AS 102 on share-based payments and/or any relevant accounting Standards note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority from time to time including the disclosure requirements prescribed therein, in compliance with the Regulation 15 of the SBEB Regulations.
14	Method of valuation of the Options by the Company	The Company shall adopt the fair valuation method for the valuation of the Options, as prescribed under IND AS 102 on share-based payments or any accounting Standards guidance note, as applicable, notified by the competent authorities from time to time.
15	In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report	The said statement is not applicable to the Company since the Company is opting for Fair Value Method.
16	Lock in period	The shares issued pursuant to exercise of vested Options shall not be subjected to any Lock in period.
17	Performance Financial year from which applicable	Performance Year:- 2024-25 onwards.
18	Cancellation of ungranted options under the Employee Stock Option Scheme -2007 (ESOS-2007).	Cancellation of 3,29,800 ungranted options under the Employee Stock Option Scheme -2007 (ESOS-2007).
19	Terms & conditions for buyback, if any, of specified securities covered under these regulations.	Not applicable.



Annexure to the Notice (Contd.)

Additional Information relating to Director recommended for reappointment, as required under Regulation 36 of the LODR Regulations and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI)

ORDINARY BUSINESS- Item No- 3) Appointment of a Director in place of Mr. Anand V.S (DIN: **07918665**), who retires by rotation and being eligible, offers his candidature for re-appointment.

In terms of the Ordinary Resolution passed by the shareholders at their 61st Annual General Meeting held on Monday, July 31, 2023 Mr. Anand V.S was appointed as the Managing Director for a period of five (5) years with

effect from August 01, 2023 up to July 31, 2028. Mr. Anand was made liable to retire by rotation under section 152 of the Companies Act, 2013, subject to the condition that if re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office as Managing Director and such reappointment as a Director shall not be construed as a break in his appointment as the Managing Director. Mr. Anand shall therefore serve his term in accordance with the said approval granted by the shareholders and his contractual obligations with the Company. Mr. Anand 's remuneration and other terms and conditions are being governed within the overall limits of remuneration approved by the shareholders at their said 61st Annual General meeting held on July 31, 2023.

Registered Office:

Mafatlal House,
H.T. Parekh Marg
Backbay Reclamation, Churchgate,
Mumbai 400 020

Date: May 29, 2024

By Order of the Board
For **NOCIL Limited**

Amit K. Vyas
Company Secretary

Annexure to the Notice (Contd.)

Annexure A
Particulars of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name	Mr. Anand V.S.	Mr. Debnarayan Bhattacharya
DIN	07918665	00033553
Date of Birth	May 05, 1974	September 13, 1948
Category / Designation	Managing Director	Independent Director
Age	50 years	75 Years
Date of Appointment/Reappointment	August 01, 2023	July 30, 2024
Qualifications	<ul style="list-style-type: none"> BE in Chemical Engineering from Siddaganga Institute of Technology, Bangalore. PGDM in Marketing from MDI Gurgaon. 	<ul style="list-style-type: none"> B. Tech (Hons.), Chemical Engineering, IIT Kharagpur. Bachelor of Science (Hons.), Chemistry, Presidency College, Kolkata.
Expertise in Specific Functional Areas	General Management. <ul style="list-style-type: none"> Sales & Marketing. Strategy. 	Mr. Bhattacharya has more than 40 years of corporate experience in Strategy, Management, Administration, Technical Operations, etc.
Date of first appointment on the Board	March 02, 2022	May 10, 2019
Terms & conditions of appointment or re-appointment.	Refer Explanatory Statement	Appointment as an Independent Director for a period of 5 years from July 30, 2024 to July 29, 2029
Details of remuneration sought to be paid and the remuneration last drawn.	Refer Explanatory Statement	Eligible for sitting fees and commission, as approved by the Board
Details of Remuneration last Drawn	Refer Explanatory Statement	Eligible for sitting fees and commission, as approved by the Board
Number of Board Meeting attended during the year	Six out of six meetings held during F.Y. 2023-24	Six out of six meetings held during F.Y. 2023-24
Number of shares held in the Company, including shareholding as a beneficial owner*	Nil	Nil
Directorship held in other listed entities*	--	--
Details of Listed Entities from which the person has resigned in the past three years.	--	- Hindalco Industries Ltd. - Vodafone Idea Ltd.
Membership / Chairmanship of Committees*	Member: <ul style="list-style-type: none"> Risk Management Committee CSR Committee Stakeholder Relationship Committee 	Member: <ul style="list-style-type: none"> Audit Committee Risk Management Committee NRC Committee
Disclosure of relationship with another Director, Manager and KMP	Mr. Anand V.S. is not related to any Director / Key Managerial Personnel of the Company.	Mr. Debnarayan Bhattacharya is not related to any Director / Key Managerial Personnel of the Company.

*As per disclosure received by the Company.