



**NOCIL LIMITED**

Regd. Office : Mafatlal House, 3rd Floor, H. T. Parekh Marg,  
Backbay Reclamation, Churchgate, Mumbai - 400 020, India.  
Tel.: +91 22 6657 6100, 6636 4062 Fax +91 22 6636 4060  
Website: www.nocil.com CIN No. L99999MH1961PLC012003  
Email: investorcare@nocil.com



ARVIND MAFATLAL GROUP  
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**Date:** 28<sup>th</sup> November, 2022

**The Bombay Stock Exchange Limited**  
"P.J. Towers"  
Dalal Street,  
Mumbai-400 001  
**Scrip Code:** 500730

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

Dear Sir,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for dispatch of Notice of Postal Ballot.**

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management & Administration) Rules, 2014, as amended and all other applicable provisions of Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and related General Circulars issued by Ministry of Corporate Affairs ( 'MCA' ), please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement for seeking approval of members of Nocil Limited ( 'the Company' ) by passing a special resolution as set out in the Postal Ballot Notice dated 8<sup>th</sup> November, 2022.

Sr. No.	Description of the Resolution
1.	Appointment of <b>Mr. A. Vellayan</b> as an Independent Director of the Company

In compliance with the requisite circulars issued by Ministry of Corporate Affairs , the Notice of the Postal Ballot is being sent by electronic mode on Monday ,28<sup>th</sup> November,2022 only to those members whose name appeared in the Register of Members/ List of Beneficial Owners maintained by the Company / Depositories as on Friday, 18<sup>th</sup> November, 2022 ( the 'cut-off date ' ) and whose email addresses are registered with the Company / Depositories . As per the provisions of the MCA circulars, shareholders can vote only through the remote e-voting process. The Remote E-voting commences on Tuesday, 29<sup>th</sup> November 2022 at 10:00 a.m. (IST) and concludes on Wednesday, 28<sup>th</sup> December 2022 at 5.00 p.m. (IST)

The aforementioned Postal Ballot Notice has been uploaded on the Company's website viz., [www.nocil.com](http://www.nocil.com) and the same is also available on the website of National Securities



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**Depository Limited ('NSDL' ) viz., <https://www.evoting.nsdl.com/> , which is engaged for providing the remote e-voting facility.**

We request you to take the above on your records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **NOCIL Limited**

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

**Place: Mumbai**

Encl: as above

## POSTAL BALLOT NOTICE

Dear Members,

**Notice pursuant to Sections 108 & Section 110 of the Companies Act, 2013, as amended read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended**

Notice is hereby given pursuant to the provisions of Sections 108 & 110 of the Companies Act 2013, as amended (“**the Act**”) read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended, (“**the Rules**”) read with General Circular No. 14/2020 dated 8<sup>th</sup> April 2020 , General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June 2020 , General Circular No. 33/2020 dated 28<sup>th</sup> September 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December 2020 , General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021 and General Circular No. 20/2021 dated 08<sup>th</sup> December 2021 and General Circular No.03/2022 dated 5<sup>th</sup> May,2022 respectively issued by the Ministry of Corporate Affairs ( “**MCA**”) , and pursuant to Regulation 44 of the Securities & Exchange Board of India ( Listing Obligations and Disclosure requirements ) Regulations , 2015 , including any statutory modification or re-enactment thereof for the time being in force and in accordance with Secretarial Standard -2( “**SS-2**” ) issued by the Institute of Company Secretaries of India ( “**ICSI**” ), to the effect that the company viz NOCIL Limited (“**the Company**”) is seeking approval of the Members by way of a **SPECIAL RESOLUTION** for the matter as considered in the resolution appended below, through Postal Ballot by voting through electronic means ( “ **remote e-voting** ” )

Further, the MCA has, vide the aforementioned Circular dated 13th April 2020, permitted the dispatch of Postal Ballot Notices by email to the shareholders who have registered their email ids with the Company / RTA / Depository Participant / Depository and secure their votes through e-voting.

The Explanatory Statement pertaining to the said resolution setting out the material facts concerning this resolution and the rationale thereof is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. P.N. Parikh, Partner (Membership No. FCS 327 CP - 1228) or failing him Mr. Mitesh Dhaliwala, Partner (Membership No. FCS 8331 CP - 9511) or failing him Ms. Sarvari Shah, Partner (Membership Number FCS 9697 CP- 11717) of M/s. Parikh & Associates, Practising Company Secretaries as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of

the Act read with the Rules, the Company is pleased to provide e-voting facility to enable the shareholders of the Company to cast their votes electronically, instead of Postal Ballot Form. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice and cast their votes not later than 5:00 p.m. Wednesday, 28<sup>th</sup> December 2022.

The Scrutinizer will submit his report to the Chairman of the Company, or any other Director of the Company as authorized by the Board, if any, upon completion of scrutiny of postal ballots in a fair and transparent manner and **the result of the Postal Ballot through e-voting facility will be announced on or before Friday, 30<sup>th</sup> December 2022 by 5:00 p.m.** at the Company's Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website [www.nocil.com](http://www.nocil.com), besides communicating to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

**Appointment of Mr. A. Vellayan (DIN:00148891) as an Independent Director of the Company:**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment thereof), Mr. A. Vellayan (DIN: 00148891) who was appointed by the Board of Directors as an Additional Director designated as an Independent Director of the Company with effect from 8th November, 2022 in terms of Section 161 of the Act and Article 157 of the Articles of Association of the Company and who is eligible for appointment as a Director 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, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), the appointment of Mr. A. Vellayan (DIN: 00148891), 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



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by rotation, for a period of 5 years from 8th November, 2022 to 7th November, 2027, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution.”

**Registered Office:**  
Mafatlal House,  
H. T. Parekh,  
Backbay Reclamation,  
Churchgate,  
Mumbai – 400 020

Date: 8<sup>th</sup> November 2022  
Place: Mumbai

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

**Sd/-**

**Amit K. Vyas  
Assistant Vice President  
(Legal) & Company Secretary  
FCS: 3766**



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**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business is annexed hereto.
2. As per the General Circulars issued by the Ministry of Corporate Affairs (“MCA”) physical copies of this Postal Ballot Notice, Postal Ballot forms and pre -paid Business Reply Envelopes are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
3. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and related General Circulars issued by the Ministry of Corporate Affairs ( “ MCA”) the Company is pleased to offer e-voting facility to its Members holding equity shares as on Friday, 18<sup>th</sup>, November, 2022 being the cut-off date, to exercise their right to vote electronically on the above resolution.
4. The Company has engaged the services of National Securities Depository Limited (“NSDL”), for the purpose of providing e-voting facility to all its members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section ‘Voting through electronic means’ in this Notice.
5. Pursuant to the General Circulars issued by the Ministry of Corporate Affairs (“MCA”) , the Notice, together with the documents accompanying the same, is being sent to all the Members electronically by e-mail who have registered their e-mail ids with the Company / Registrar and Transfer Agents/ NSDL/ CDSL, whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL as on Friday, 18<sup>th</sup>, November, 2022 ( the “cutoff date”) .
6. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
7. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
8. The Notice will be displayed on the website of the Company viz., [www.nocil.com](http://www.nocil.com) and on the website of NSDL (<https://evoting.nsd.com>) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. <https://www.bseindia.com/> and <https://www.nseindia.com/>.



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9. The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Economic Times (Mumbai edition) in English language; and (ii) Maharashtra Times (Mumbai edition) in Marathi language, having wide circulation in the district where the Registered Office of Company is situated.
10. **The e-voting period commences on Tuesday, 29<sup>th</sup> November 2022 at 10:00 a.m. IST and ends on Wednesday, 28<sup>th</sup> December 2022 at 5:00 p.m. IST. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. Friday ,18<sup>th</sup> November 2022 are requested to cast their vote electronically. The e-voting module shall be disabled by NSDL for voting on Wednesday, 28<sup>th</sup> December 2022 after 5.00 p.m. IST. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.**

**The process and manner for remote e-voting are as under:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members a facility to exercise their right to vote on business proposed to be transacted by postal ballot by electronic means through e-voting services. The facility of casting votes by the members using an electronic voting system (“remote e-voting”) will be provided by NSDL. *The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.



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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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>



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	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user you're existing my easi username &amp; password.</li> <li>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 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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home</li> </ol>



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	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.
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 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.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



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**B) Login Method 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***

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



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- '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](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 on NSDL e-Voting system.**

1. Now you are ready for e-Voting as the Voting page opens.
2. 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.
3. Upon confirmation, the message "Vote cast successfully" will be displayed.



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4. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
5. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nocil.scrutinizer@gmail.com](mailto:nocil.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi M at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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**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](mailto: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](mailto: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 for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.



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## **Annexure to the Notice**

### **Explanatory Statement as required under Section 102 of the Companies Act, 2013:**

#### **Appointment of Mr. A. Vellayan (DIN:00148891) as an Independent Director**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 8<sup>th</sup> November, 2022, appointed Mr. A. Vellayan (DIN: 00148891) as an Additional Director designated as an Independent Director of the Company with effect from 8<sup>th</sup> November, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 157 of the Articles of Association of the Company subject to approval of the members.

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.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. A. Vellayan has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. A. Vellayan has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority. Mr. A. Vellayan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act. Mr. A. Vellayan has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Mr. A. Vellayan holds a Bachelor's degree in Commerce from Shri Ram College of Commerce, New Delhi, a Diploma in Industrial Administration from Aston University, UK and a Master's degree in Business Studies from the University of Warwick Business School, UK. He has vast experience in Fertilisers Business, General Management and Financial Planning.

He has been conferred Doctor of Science (Honoris Causa) by the Tamil Nadu Agricultural University, Coimbatore. He is the Chairman of Indian Institute of Management, Kozhikode, Coromandel International Limited and Roca Bathroom Products Private Limited. He also holds Directorship in Ambadi Investments Limited, AMM Foundation and Kanoria Chemicals & Industries Limited. He held various positions in the Murugappa Group in the past.

In the opinion of the Board, Mr. A. Vellayan is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company taking into consideration his knowledge, background and expertise in the commercial, finance, general



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management, domain industry ,sales & marketing, science & technology as required in the context of Company's business and industry.

In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

As per Sections 149 and 152 of the Act and the Rules framed thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 of the Listing Regulations, Director can be appointed subject to approval of the Members by way of a special resolution to be obtained 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 appointment of Mr. A. Vellayan as an Independent Director of the Company.

A copy of draft Letter of Appointment as an Independent Director stating the terms and conditions is available for inspection electronically. Members seeking inspection may send an email to [investorcare@nocil.com](mailto:investorcare@nocil.com).

Your Directors recommend this resolution for approval of the Members by way of a Special Resolution.

Except Mr. A. Vellayan, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr. A. Vellayan is not related to any other Director or Key Managerial Personnel of the Company.



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**Particulars of the Directorship seeking appointment to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards- 2 (SS-2).**

Sr. No.	Name	Mr. A. Vellayan		
1	DIN	00148891		
2	Date of Birth	09/01/1953		
3	Category/Designation	Independent Director		
4	Age	69 years		
5	Date of First Appointment on the Board	8 <sup>th</sup> November,2022 as an Additional Director designated as an Independent Director		
6	Qualifications	<ul style="list-style-type: none"> <li>• Bachelor's degree in Commerce from Shri Ram College of Commerce, New Delhi.</li> <li>• Diploma in Industrial Administration from Aston University, UK.</li> <li>• Master's degree in business studies from University of Warwick Business School, UK.</li> </ul>		
7	Experience and expertise in Specific Functional Area	Refer Explanatory Statement		
8	Terms & conditions of appointment or re-appointment	Appointment as an Independent Director for a period of 5 years from 8 <sup>th</sup> November,2022 to 7 <sup>th</sup> November ,2027		
9	Details of Remuneration sought to be paid	<ul style="list-style-type: none"> <li>• Sitting fees for attending Board and Committee Meetings</li> <li>• Commission in accordance with the provisions of the Companies Act,2013</li> </ul>		
10	Details of Remuneration last drawn	<ul style="list-style-type: none"> <li>• Sitting fees for attending the Board Meeting held on 8<sup>th</sup> November,2022.</li> </ul>		
11	Attendance at Board, Committee & General Meetings held from the date of his appointment and Postal Ballot Notice	Board Meetings	Board Committee Meeting	Annual General Meeting
		One out of One	Not Applicable	Not Applicable



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12	Number of shares held in the Company, including shareholding as a beneficial owner*	Nil
13	Directorship held in other listed entities *	- Kanoria Chemicals & Industries Ltd - Coromandel International Limited
14	Membership / Chairmanship of Committees*	Nil
15	Disclosure of relationship	Mr. A. Vellayan is not related to any Director / Key Managerial Personnel of the Company

\*As per disclosures received from the Company.

**Registered Office:**  
Mafatlal House,  
H. T. Parekh,  
Backbay Reclamation,  
Churchgate,

Mumbai – 400 020  
Date: 8<sup>th</sup> November 2022  
Place: Mumbai

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

Sd/-

**Amit K. Vyas**  
Assistant Vice President  
(Legal) & Company Secretary  
FCS: 3766



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