



NOCIL LIMITED

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ARVIND MAFATLAL GROUP
The ethics of excellence

Date: 28th April, 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: Minutes of the Ordinary Resolution passed by way of Postal Ballot.

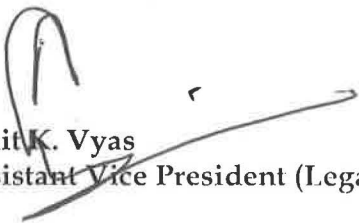
With reference to the captioned subject, enclosed are the Minutes of the Ordinary Resolution passed by way of postal ballot by the Shareholders of the Company as set out in the Postal Ballot Notice dated 2nd March, 2022. The Results of the Postal Ballot was declared on 20th April, 2022.

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

Thanking you,

Yours faithfully,

For NOCIL Limited


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

Place: Mumbai

Encl.: as above



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OUR COMMITMENT TO SUSTAINABILITY

REPORT ON POSTAL BALLOT THROUGH REMOTE E-VOTING

NOCIL Limited ('the Company') had issued a Postal Ballot Notice dated 2nd March, 2022 seeking the approval of the Members by way of Ordinary Resolution for the following matter:

Sr. No.	Description of the Resolution
1.	Appointment of Mr. Anand V.S. as the deputy Managing Director of the Company

The Ordinary Resolution proposed to be passed were as under:

Appointment of Mr. Anand V.S. as the deputy Managing Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 161, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and in accordance with the approval of the Board of Directors based on the recommendations of the Nomination & Remuneration Committee of the Board, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Anand V.S. (holding DIN : 07918665) as Deputy Managing Director of the Company for a period of five (5) years with effect from 2nd March , 2022 to 1st March , 2027, on such terms and conditions including remuneration and perquisites (hereinafter referred to as “remuneration”) as set out in the Explanatory Statement annexed to this notice and in respect of whom the Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Anand V.S. for the office of Director .

FURTHER RESOLVED THAT where the Company has no profits, or if its profits are inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013, be considered as minimum remuneration payable to Mr. Anand V.S as Deputy Managing Director subject to such statutory approvals, as may be applicable.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to alter, vary the terms of the remuneration, in such manner as may be deemed fit and acceptable to Mr. Anand V.S.

FURTHER RESOLVED 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.”

A person whose name was recorded in the register of members or in register of beneficial interest owners maintained by the depositories as on Friday, 11th March, 2022 (**cut-off date**) was entitled to vote on the resolution proposed to be passed by Postal Ballot through remote e-voting.

The Company had completed the dispatch of Postal Ballot Notice along with the instructions for e-voting as on Monday, 21st March, 2022 by e-mail to the Members on their email addresses registered with the Company / Depository Participant / the Registrar & Transfer Agent. In accordance to the requirements of MCA Circulars, the hard copy of the notice along with the postal ballot form and postage prepaid self-addressed business reply envelope to the members was not required to be sent to the members for this postal ballot and the members were requested to communicate their assent or dissent through remote e-voting system only.

An advertisement of the Notice of Postal Ballot and remote e-voting information was published in Economic Times (English) Edition and Maharashtra Times (Marathi) Edition dated Tuesday, 22nd March 2022.

CHAIRMAN'S
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The Company had engaged National Securities Depository Limited (NSDL) to provide the remote e-voting facility to the Members.

The voting on the aforementioned Resolution by Postal Ballot including e-voting commenced **Tuesday, 22nd March, 2022** at 10.00 a.m. and concluded on **Wednesday, 20th April, 2022** at 5.00 p.m.

The Company had appointed Mr. Makarand M. Joshi (Certificate of Practice No. 3662), failing him, Ms. Kumudini Bhalerao, (Certificate of Practice No. 6690), Partners of M/s Makarand M. Joshi & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. Accordingly, the Scrutinizer has submitted his report dated 20th April, 2022 on the results of the Postal Ballot. Summary of the Report submitted by the Scrutinizer is as under:

A. Resolution Item No. 1: Ordinary Resolution - Appointment of Mr. Anand V.S. as the Deputy Managing Director of the Company:

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	Postal Ballot through E-Voting	56,391,184	56,391,184	100.00	56,391,184	0	100.00	0.00
Public Institutions		11,183,706	7,484,364	66.92	4,887,435	2,596,929	65.30	34.70
Public Non-Institutions		98,992,615	6,440,211	6.51	6,411,674	28,537	99.56	0.44
Total		166,567,505	70,315,759	42.21	67,690,293	2,625,466	96.27	3.73

*No of votes polled does not include no. of votes abstained

Accordingly, the Ordinary Resolution has been passed by requisite majority on 20th April, 2022, being the last date for receipt of duly completed Postal Ballot forms or e-voting.

Date of Entry in Minutes Book: 27th April, 2022

Place : Mumbai
Date of signing of Minutes : 27th April, 2022


Chairman

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