

Date: 6th July 2023

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 61st Annual General Meeting (‘AGM’) of NOCIL Limited (‘the Company’) for FY 2022-23 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 First (61st) Annual General Meeting of the Company will be held on **Monday, 31st July 2023 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 61st 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 2022-23.

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 FIRST (61st) Annual General Meeting of the Members of NOCIL Limited (**'the Company'**) will be held on **Monday, July 31, 2023 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, 2023 and the Balance Sheet as at March 31, 2023 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Priyavrata H. Mafatlal (holding DIN: 02433237), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

4. Appointment of Mr. Anand V.S as the Managing Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") or any statutory modification or re-enactment thereof for the time being in force and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(including any statutory modification(s) or re-enactment (s) thereof, for the time being in force read with Schedule V of the Act and the applicable Articles of the Articles of Association of the Company, subject to such statutory and regulatory approvals (if any) and subject to such conditions and modifications as may be imposed or prescribed by any other authorities in granting such approvals, permissions and sanctions, and based on the recommendations of the Nomination & Remuneration Committee of the Board as well as the Board of Directors (the Board), approval of the Members of the Company be and is hereby accorded for the appointment of **Mr. Anand V.S (DIN: 07918665) as the Managing Director for a period of five (5) years with effect from August 01, 2023 upto July 31, 2028** on such terms and conditions including payment of remuneration and perquisites as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms of remuneration, in such manner as the Board may deem fit.

FURTHER RESOLVED THAT where during any of the financial years during the currency of the tenure of Mr. Anand V.S as the Managing Director, the Company has no profits or if its profits are inadequate, the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be paid as minimum remuneration, subject to such statutory approval(s) as may be applicable.

FURTHER RESOLVED THAT as the Managing Director, Mr. Anand V.S shall be liable to retire by rotation under Section 152 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) however, 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.

Notice (Contd.)

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."

5. To consider and if thought fit, to pass the following 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 ₹ 8 Lakhs (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, 2023 for carrying out Cost Audit of the Company for F.Y. 2023-24, be and is hereby approved and ratified".

Registered Office:

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

Date: May 29, 2023

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

Sd/-
Amit K. Vyas
Company Secretary



Notice (Contd.)

Notes:

1. Pursuant to the General Circular Nos- 14/2020 dated April 8, 2020, Circular No- 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by General Circular No- 20/2020 dated May 05, 2020, General Circular No- 02/2021 dated January 13, 2021 and General Circular No- 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time by the 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 61st Annual General Meeting (61st AGM / 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 61st AGM is being held pursuant to the MCA Circulars 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 61st 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 61st AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. **The said Resolution/Authorisation is required to 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 setting out the material facts concerning the Special Business 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 Director seeking appointment / re-appointment at the 61st Annual General Meeting form integral part of this notice.
6. During the 61st 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 Schemes of the Company are 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 for the inspection of above-mentioned documents latest by July 30, 2023 upto 5.00 p.m. (IST).**
7. Members can join the 61st AGM in the VC/OAVM mode 15 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 Investor Grievances Committee, the Auditors, etc.
8. The attendance of the Members attending the 61st AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Notice (Contd.)

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the General Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021 and December 28, 2022, the Company is providing facility of 'remote e-voting' to its Members in respect of the business to be transacted at the 61st 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 Member using 'remote e-voting' system as well as 'venue voting' on the date of the 61st 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/2023/4 dated January 05, 2023 **the Notice calling the AGM along with the Annual Report 2022-23 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) at <https://www.evoting.nsdl.com/> Physical copy of the Annual Report shall be provided to those Members who have made a specific request in this regard.
11. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ Folio number, PAN, and mobile number at investorcare@nocil.com between **Saturday, July 22, 2023 (09.00 a.m. IST) and Tuesday, July 25, 2023 (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. Members are encouraged to submit their questions in advance from their registered e-mail addresses mentioning their name, DPID and Client ID /Folio No. and mobile number to reach the Company's email address at investorcare@nocil.com before 5.00 p.m. (IST) on Monday , July 24, 2023 .
13. **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@kfinotech.com.
Members may follow the process detailed below for registration of email IDs and updation of Bank Account details for the receipt of dividend.
14. **Book Closure:**
The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, July 25, 2023 to Monday, July 31, 2023 (both days inclusive) for purposes of the 61st Annual General Meeting to be held on July 31, 2023 and for payment of dividend.
15. **Payment of Dividend:**
Members may note that the Board, at its meeting held on May 29, 2023, has recommended a final dividend of ₹ 3 per equity share of ₹ 10/- each. The said dividend for the year ended March 31, 2023, if approved by the Members at the 61st AGM will be paid to those members whose names appear on the Company's Register of Members on **Monday, July 24, 2023.** 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 **Monday, July 24, 2023. The said dividend will be paid at par on or after August 08, 2023.** The dividend will be paid electronically to Members who have updated their bank account details. In case of non-availability or

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non-updation of bank account details of the Members, the Company will dispatch dividend warrants/demand drafts to such Members at their addresses registered with the Company/RTA. In order to enable the Company to directly credit the dividend amount in the bank accounts:

- a) Members holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants (DPs).
- b) Members holding shares in physical form are requested to submit written request in the prescribed Form ISR- 1 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.

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Ltd. Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032	
	Form for availing investor services to register PAN, email address, Bank Account details and other KYC details or changes / update thereof for securities held in physical mode.	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (Along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available at www.nocil.com	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

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 4 and 5)	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 FY 2023-24 does not exceed ₹ 5,000/- (Note 2) 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 3)
Submitting Form 15G/ Form 15H	NIL	Resident Individual Shareholder providing Form 15G / Form 15H (applicable to an Individual whose age is 60 years or more during FY 2023-24) - on fulfilment of prescribed conditions. Blank Form 15G and 15H can be downloaded from the link given in point no. 24 (Note 6)
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 7)
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.
Other resident Shareholder without PAN or having Invalid PAN (Note 8 and 9)	20%	-
Non-filers of income-tax return - section 206AB (Note 10)	20%	Non-compliance casts an obligation on the Company to deduct at higher rate

Notice (Contd.)

Table 2: NON-RESIDENT SHAREHOLDERS

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation Requirement
Any non-resident Shareholder (Note 11)	20% (plus applicable surcharge and cess) or Tax Treaty rate, whichever is lower	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: <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. Self-declaration in Form 10F 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 In case of Foreign Institutional Investors, Foreign Portfolio Investors, self-attested copy of certificate of registration accorded under the relevant regulations of the SEBI.
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 of 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 case of any further dividend which is paid in the FY 2023-24 and considering the amount of dividend payments made earlier, 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.
- 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.
- 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.
- The 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.
- 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.

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7. 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).
 8. 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.
 9. **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.**
 10. **Compulsory linking of PAN and Aadhar by all holders of shares in Physical mode.**
 In terms of Notification dated March 29, 2022, and a Press Release dated March 30, 2022, **the Central Board of Direct Taxes (CBDT) has extended the deadline to link PAN with the Aadhaar to June 30, 2023 (or such other date as CBDT may specify)**, from the earlier deadline of March 31, 2023. Thus, the impact of the same on the holders of shares in physical mode is as under (in terms of circular: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, and other subsequent applicable SEBI circulars and notifications):
 - (i) All existing shareholders in physical mode to take steps to link their PAN with their Aadhar Card by June 30, 2023 (or such other date as CBDT may specify).
 - (ii) A "Valid PAN" means it is linked with the Aadhar card.
 - (iii) RTAs shall accept only valid PANs and also verify the validity of the PANs in the existing Folios.
- RTAs have been authorised to use the PAN BULK VERIFICATION (PBV) facility from the service providers of the Income Tax Dept.
- (iv) **The Folios in which PAN is/are not valid as on June 30, 2023 (or any other date which the CBDT may prescribe in this regard) SHALL BE FROZEN.**
 - (v) **With effect from April 01, 2023, any dividend payable to shareholders whose PANs have not been validated would result in deduction of income tax at source (TDS) at a higher rate, as may be prescribed.**
11. 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':
 - i. At twice the rate specified in the relevant provision of the Act; or
 - ii. At twice the rates or rates in force; or
 - iii. At the rate of 5%; or
 - iv. 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 tax at source

Notice (Contd.)

(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%.

12. 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 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.
13. 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 at a higher rate.**
14. The above is only to facilitate the Shareholders so that appropriate TDS is deducted on the dividend amount in accordance with the applicable provisions of the Act.
15. Further, it may be noted that:
 1. 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.
 2. SEBI has mandated the submission of PAN by every participant in the securities market. Accordingly, Shareholders are once again requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts, in

case of holding in electronic form. Shareholders holding shares in physical form should submit a written request in the prescribed Form ISR- 1 (can be downloaded in the Company's website : www.nocil.com) to the RTA of the Company, KFin Technologies Limited either by email to ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.

In case of failure to do so, it shall be presumed that you don't have PAN under the Act.

Imp instructions:

16. **No communication on the tax determination / deduction shall be entertained after July 17, 2023, in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.**
17. Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.
18. For detailed process please refer to Communication on Tax Deduction on Dividend Weblink – www.nocil.com
19. Formats of Form 15G/15H and all other forms mentioned herein above can be downloaded from the Company's website <https://www.nocil.com/detail/investors/downloads/92>
20. Application of TDS rate is subject to necessary verification by the Company of the Shareholder details as available in Register of Members as on the Record date, and other documents available with the Company /RTA.
21. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

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22. In the event of any income tax demand (including interest, penalty etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all the information/documents and co-operation in any appellate proceedings.
23. This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders may consult their tax advisors for requisite action to be taken by them.
24. The following formats can be downloaded from the Company's website - <https://www.nocil.com/detail/investors/downloads/92>
 - i. Circular No. 18/2017 dated May 29, 2017.
 - ii. Beneficial ownership declaration (Rule 37BA (2)).
 - iii. Form 15H.
 - iv. Form 15G.
 - v. Declaration from insurance companies.
 - vi. Declaration from Corporation established by or under a Central Act.
 - vii. Declaration from Mutual Funds.
 - viii. Declaration from Alternative Investment Fund.
 - ix. Form 10F.
 - x. Declaration from Non-resident.

25. Unclaimed/Unpaid Dividends

Members are requested to note that pursuant to the provisions of Section 125 (2) of the Companies Act, 2013, 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, 2016	July 27, 2016	September 02, 2023
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	October 04, 2029

***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 read together with IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 which requires Companies to also transfer the Equity shares corresponding to the Dividend which has remained unclaimed and consequently unpaid for a period of seven consecutive years or more. Members are requested to refer para on 'Transfer of Unpaid Dividend and corresponding Equity Shares to the Investor Education and Protection Fund (IEPF)' in the Directors' Report for 2022-23. **Members wishing to claim dividends that remain unclaimed are requested to correspond with Mr. Polisetty Srinivas Anand, 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.**



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

26. 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:

- (i) 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.
- (ii) **MANDATORY CREDIT OF SHARES TO "SUSPENSE ESCROW DEMAT ACCOUNT" :-** In terms of SEBI Circular :- SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 shares of companies shall be issued in dematerialised mode only while processing the service requests for issue of duplicate certificates, Transmission of shares, Transposition of shares, Renewal/ Exchange of certificates, Endorsement Subdivision, Splitting of the certificates and Consolidation of certificates/Folios. The said Circular further stipulates that in case the shareholder fails to submit the demat request within the prescribed time frame then the RTA shall credit the shares to a "SUSPENSE ESCROW DEMAT ACCOUNT" Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 on the website of the Company's RTA namely KFin Technologies Limited. It may be noted that any service request can be processed only after the Folio is KYC compliant.

MANDATORY FREEZING OF FOLIOS: -

Members may kindly note that SEBI has vide Circulars SEBI/HO/MIRSD/MIRSD_RTAMB/P CIR/2021/655 dated November 3, 2021; SEBI/HO MIRSD MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021; and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 directed as under :

- It is mandatory for holders of physical securities to furnish PAN, email address, Mobile Number, Bank Account details and details relating to nomination to the respective Registrars & Share Transfer Agents (RTA).
- The RTAs shall not process any service requests or complaints received from such holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are received from them.
- **Folios wherein any one of the said documents / details are not available on or after October 01, 2023, shall be frozen and such holders of physical securities will not be eligible to lodge grievance or avail service request from the respective RTA.**
- The Securities in the frozen folios shall be eligible for payment including dividend, interest, or redemption amounts ONLY through electronic mode and the Company shall ensure that an intimation is sent to the holder that such payment is due and shall be electronically made upon complying with the requirements, as aforesaid.
- Dividend shall be paid only through electronic mode with effect from April 1, 2024.
- The RTA shall revert Frozen folios to normal status upon the receipt of all aforesaid documents/details or upon dematerialisation of the securities.
- **After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.**

Notice (Contd.)

In accordance with the said SEBI Circulars, the Company has reminded all shareholders holding shares in physical mode regarding compliance with the above requirements vide its letters dated February 18, 2022, followed by reminder dated October 17, 2022 and again followed by reminder dated May 9, 2023.

For those shareholders holding shares in physical mode who have not complied with the said SEBI directions we once again request them to furnish the documents/ details, as per the table below, to the Registrars & Transfer Agents of the Company i.e., M/s. KFin Technologies Limited immediately.

S. No.	Particulars	Please furnish details in
1.	PAN, Address, Email address, Mobile Number, Demat account details and Bank account details	Form ISR-1
2.	Specimen Signature	Form ISR-2
3.	Nomination details	Form SH-13
4.	Declaration to opt out nomination *	Form ISR-3
5.	Cancellation or Variation of Nomination	Form SH-14

***In case you are opting out for giving nomination, then submit ISR-3 only and SH-13 need not be submitted.**

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:

Kind Attn: Mr. Vagolu Ratna Babu, Senior Manager
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.

27. Nomination facility for Members

As per Section 72 of the Companies Act, 2013, 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 – 50003.

For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
Declaration to opt out	Form ISR-3
Cancellation of nomination by the holder(s) (Along with ISR-3) / Change of Nominee	Form SH-14

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

Members holding shares in physical form may kindly note that in terms of the SEBI Circulars referred to in paras herein above it is mandatory to register their nomination details by submitting the above referred forms to the RTA in the manner specified, to avoid 'FREEZING OF THEIR FOLIOS' on or after October 01, 2023

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

1. The remote e-voting period commences on **Thursday, July 27, 2023 at 09:00 am (IST) and ends on Sunday, July 30, 2023 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 **July 24, 2023**, 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.



Notice (Contd.)

3. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
4. The Board of Directors has appointed Mr. P. N. Parikh (FCS 327, CP 1228) or failing him, Mr. Mitesh Dhabliwala (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.
5. 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 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.
6. 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, and the results shall also be displayed on the notice board at the Registered Office of the Company, 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.

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

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:





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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 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.

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 user your existing my easi username & password. 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 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. 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. 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.
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 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 above mentioned 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.co.in or call at 022 - 4886 7000 and 022 - 2499 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

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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*****

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 '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.



Notice (Contd.)

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.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.
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.

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 with a copy marked to 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 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

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at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Snehal Bhamre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password 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 shareholders 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.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.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the

Company after the notice is sent through e-mail and holding shares as on the cut-off date, i.e. July 24, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 48867000 / 022 - 24997000.

In case of an Individual Shareholder holding shares in demat mode who acquire shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. July 24, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. In case of joint holders attending the 61st AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members will be entitled to Vote.
5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



Notice (Contd.)

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

1. Members will be provided the facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against 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 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

Appointment of Mr. Anand V.S. as the Managing Director for a period of five (5) years w.e.f August 01, 2023

Mr. Anand V.S. was appointed as the Deputy Managing Director of the Company for a term of five(5) years w.e.f March 02, 2022 by the Shareholders of the Company by passing an Ordinary Resolution through the Postal Ballot process.

Mr. Anand was appointed to succeed Mr. Sudhir R. Deo, Managing Director whose term expires on July 31, 2023. The Nomination & Remuneration Committee of the Board has at its meeting held on May 29, 2023, recommended the appointment of Mr. Anand V.S. as the Managing Director for a period of five(5) years w.e.f August 01, 2023 upto July 31, 2028 and the same has been approved by the Board of Directors at its meeting held on the said date.

Mr. Anand V.S. is a B.E in Chemical Engineering from Siddaganga Institute of Technology from Bangalore University and PGDM in Marketing from MDI Gurgaon.

Prior to joining NOCIL, Mr. Anand was the Managing Director of Chemetall India (a BASF Group Company). Mr. Anand has over 25 years of experience in the chemical industry in the areas of business management, sales and marketing, strategy and operations. He worked across multiple divisions of BASF within and outside India.

The terms of remuneration and perquisites payable to Mr. Anand V.S. are as follows:

- A. i) Salary : ₹ 90,00,000 /-(Rupees Ninety Lakhs) p.a.
- ii) Perquisites and Allowances, the aggregate monetary value of which shall not exceed ₹ 85,00,000 /-(Rupees Eighty-Five Lakhs Only) p.a. or as may be decided by the Board from time to time.

These perquisites and other allowances will be in addition to items mentioned in Clause (C) below.

The salary and perquisites as mentioned under (i) and (ii) above will be exclusive of:

- Contribution to the Provident Fund to the extent they are not taxable under the Income Tax Act, 1961.

- Gratuity, Superannuation Fund and Pension scheme as per the prevailing rules of the Company.
- Encashment of leave as per the Company's Rules at the end of the tenure of service from the Company.

B. Performance Bonus as may be decided by the Board from time to time (subject to a minimum of ₹ 37,50,000 /- (Rupees Thirty-Seven Lakhs Fifty Thousand p.a.) on the basis of the performance of Mr. Anand V.S. and of the Company subject to and within the limits of the Companies Act, 2013 or any amendments thereto.

C. Apart from the above-mentioned remuneration, he shall be entitled to:

- i. Leave as per the rules of the Company.
- ii. Reimbursement of Domiciliary Medical Expenses actually and properly incurred by him and his family and Mediclaim Policy for hospitalisation.
- iii. Expenses actually and properly incurred by him in the course of legitimate business of the Company.
- iv. Club Membership Fees subject to a maximum of one Clubs.
- v. Personal Accident Insurance Policy.
- vi. Provision for use of motor car with driver for both official and personal use and reimbursement of telephone, gas and electricity expenses incurred at his residence.
- vii. Life Insurance as per the rules of the Company.

Other particulars pertaining to the Company, which are required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are given in Annexure A to this Explanatory Statement.

A copy of the draft Letter of Appointment under Section 190 (2) is available for inspection electronically. Members seeking inspection may send an email to investorcare@nocil.com.

Where in any financial year during the currency of the tenure of Mr. Anand V.S. , the Company has no profits or if its profits are inadequate, the remuneration as set out above be considered as minimum remuneration,

Annexure to the Notice (Contd.)

subject to such statutory approvals as may be applicable.

Mr. Anand V.S shall be liable to retire by rotation under section 152 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) however, if re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office as Managing Director and such re-appointment as a Director shall not be deemed to constitute a break in his appointment as the Managing Director.

The Board may alter or vary the above referred terms of appointment, salary, commission, performance bonus and perquisites including minimum remuneration payable in such manner as the Board in its absolute discretion deems fit and acceptable to Mr. Anand V.S. provided that such alterations are within the limits specified in Schedule V of the Companies Act, 2013 or any amendments, modifications or re-enactments made thereof from time to time.

Except Mr. Anand V.S., being an appointee, none of the other Directors and Key Managerial Personnel

of the Company and their relatives are concerned or interested in the resolution.

The Board recommends this Resolution as an Ordinary Resolution for approval by the Members.

Item No-5**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 ₹ 8 Lakhs 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 29th May 2023 for the Financial Year 2023-24.

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.

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

Date: May 29, 2023

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

Sd/-
Amit K. Vyas
Company Secretary

Annexure A

Particulars of the Directors seeking appointment / re-appointment at the ensuing 61st Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name	Mr. Priyavrata H. Mafatlal (DIN: 02433237)	Mr. Anand V.S (DIN : 07918665)
Age	36 years.	49 years.
Qualifications	M.Com. and B.M.S. (with specialisation in Marketing) and has attended 3 Tier Management Program at IIM, Ahmedabad.	<ul style="list-style-type: none"> BE in Chemical Engineering from Siddaganga Institute of Technology , Bangalore. PGDM in Marketing from MDI Gurgaon.
Date of Appointment/Reappointment	August 03, 2021.	August 01, 2023.
Date of first appointment on the Board	May 08, 2017.	March 02, 2022.
Expertise in Specific Functional Areas	After his graduation in 2008, Mr. Priyavrata Mafatlal spent three years understanding various facets of management in NOCIL Limited and the other Mafatlal Group Companies, namely Navin Fluorine International Limited and Mafatlal Industries Limited. Over the next decade he went on to gain valuable experience and exposure in working with the different businesses and divisions at Mafatlal Industries Limited and was elevated to the role of Managing Director of Mafatlal Industries Limited w.e.f. July 01, 2020.	<ul style="list-style-type: none"> General Management. Sales & Marketing. Strategy.
Terms & conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn.	--	Refer Explanatory Statement.
Directorship held in other listed entities	Managing Director - Mafatlal Industries Limited	--
Details of Listed Entities from which the person has resigned in the past three years.	--	--
Membership / Chairmanship of Committees	NIL.	Member : - Risk Management Committee.
Number of shares held in the Company, including shareholding as a beneficial owner	12,495.	NIL.
Disclosure of relationship with other Director, Manager and KMP	Mr. Priyavrata H. Mafatlal is related to Mr. Hrishikesh A. Mafatlal - Executive Chairman.	Mr. Anand V.S. is not related to any Director / Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year	Six (6) out of Six (6) meetings held during 2022-23.	Six (6) out of Six (6) meetings held during 2022-23.