



National Peroxide Limited

CIN : L24299MH1954PLC009254



RESPONSIBLE CARE®
OUR COMMITMENT TO SUSTAINABILITY

REGISTERED OFFICE : NEVILLE HOUSE, J. N. HEREDIA MARG, BALLARD ESTATE, MUMBAI - 400 001.

May 24, 2023

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Kind Attn: Dept. of Corporate Services
(Scrip Code – 500298)

Dear Sir / Madam,

Sub: Minutes of Postal Ballot

We are enclosing certified copy of the minutes of resolution passed through postal ballot by way of remote e-voting process on April 28, 2023. The results of postal ballot were announced and intimated vide our letter dated April 28, 2023.

Kindly take note of the above.

Thanking you,

Yours faithfully,
For **National Peroxide Limited**

CS Heena Shah
Company Secretary & Compliance Officer

Encl.: As above

Correspondence to be addressed to :

Head Office : C-1, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

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CERTIFIED COPY OF THE MINUTES OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING BY MEMBERS OF THE COMPANY ON FRIDAY, APRIL 28, 2023, RESULTS OF WHICH WAS DECLARED ON FRIDAY, APRIL 28, 2023.

Pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Secretarial Standard on General Meetings (“SS-2”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for time being in force) and subject to other applicable laws, rules and regulations, the Company had provided e-voting facility to its Members in respect of the business to be transacted through postal ballot as stated in the Notice dated March 27, 2023 sent through electronic mode on March 29, 2023 to the Members whose names appeared in the Register of Members/List of Beneficial Owners maintained by the Company/Depositories as on March 24, 2023 for obtaining the approval of the members of the Company (the “Members”) by voting through electronic means only (“e-voting”).

The Board of Directors of the Company (the “Board”) on March 27, 2023 had appointed M/s. Nilesh Shah & Associates, Practicing Company Secretaries, represented by Mr. Nilesh G. Shah and failing him Mr. Mahesh Darji and failing him Ms. Hetal Shah, as Scrutiniser, to conduct the e-voting in a fair and transparent manner and National Securities Depository Limited (“NSDL”) for providing e-voting facility to the Members of the Company to cast their votes electronically.

The e-voting commenced from Thursday, March 30, 2023 at 9:00 A.M. IST and ended on Friday, April 28, 2023 at 5:00 P.M. IST. The e-voting module was disabled by NSDL for voting thereafter.

After due scrutiny of all postal ballot e-voting received upto 5:00 P.M. IST on, March 28, 2023, the Scrutiniser submitted his report on same day. The extract of the report is given below:

Resolution No. 1: Appointment of Ms. Parvathi Menon (DIN: 02874749) as an Independent Director of the Company (Special Resolution).

Particulars	No. of Members voted	Number of shares held	% of total number of votes cast
Voted in favour of the resolution	128	4068808	99.944%
Voted against the resolution	12	2316	0.056%
Invalid / Abstain Votes	-	-	-



The summary of the voting results is as under:

Category	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)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	4066659	4061409	99.8709	4061409	0	100.0000	0.0000
		0	0.0000	0	0	0.0000	0.0000
		0	0.0000	0	0	0.0000	0.0000
Public Institutions	575	0	0.0000	0	0	0.0000	0.0000
		0	0.0000	0	0	0.0000	0.0000
		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	1679766	9715	0.5784	7399	2316	76.1606	23.8394
		0	0.0000	0	0	0.0000	0.0000
		0	0.0000	0	0	0.0000	0.0000
Total	5747000	4071124	70.8391	4068808	2316	99.9431	0.0569

Based on the report of the Scrutiniser, out of the total votes cast, 99.94% of the votes were in favour of the resolution. The Chairman declared the results of Postal Ballot on April 28, 2023. The special resolution was approved with requisite majority and was deemed to have been passed on April 28, 2023 (being the last date specified in the Notice for receipt of votes through the e-voting process). The results of the Postal Ballot/E-voting have been placed on the website of the Company and informed to BSE Limited.

The resolution duly approved by the Members is as under:

Resolution No. 1: Appointment of Ms. Parvathi Menon (DIN: 02874749) as an Independent Director of the Company (Special Resolution).

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for time being in force), Ms. Parvathi Menon (DIN: 02874749) who was appointed as an Additional Director (Non-Executive & Independent) by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee with effect from February 7, 2023, pursuant to Section 161 of the Act and is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not being liable to retire by rotation.”

“RESOLVED FURTHER THAT Ms. Parvathi Menon, who has submitted a declaration that she meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company in terms of Section 149 of the Act, for a term of 5 consecutive years commencing from February 7, 2023 up to February 6, 2028.”



“RESOLVED FURTHER THAT the Directors and/or the Chief Financial Officer and/or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

(CHAIRMAN)

Certified True Copy

**CS Heena Shah
Company Secretary**