



**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 : L99999MH1961PLC012003  
Email: investorcare@nocil.com



**ARVIND MAFATLAL GROUP**  
The ethics of excellence

**Date:** 22<sup>nd</sup> November, 2023

**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 special resolutions as set out in the Postal Ballot Notice dated 2<sup>nd</sup> November, 2023.

Sr. No.	Description of the Resolution
1.	Appointment of Mr. Sujal Shah (DIN: 00058019) as an Independent Director of the Company:
2.	Appointment of Mr. Ramesh Iyer (DIN: 00220759) 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 Wednesday ,**22<sup>nd</sup> November ,2023** only to those members whose name appeared in the Register of Members/ List of Beneficial Owners maintained by the Company / Depositories as on Friday, **17<sup>th</sup> November , 2023** ( 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 **Thursday, 23<sup>rd</sup> November 2023 at 10:00 a.m. (IST)** and concludes on **Friday, 22<sup>nd</sup> December 2023 at 5.00 p.m. (IST)**



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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 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



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## 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, General Circular No. 03/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 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 **SPECIAL RESOLUTIONS** for the matter as considered in the resolutions appended below, through Postal Ballot only by voting through electronic means (“**remote e-voting**”).

Further, the MCA has, vide the aforementioned Circular dated 13<sup>th</sup> 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.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice. The Board of Directors of the Company has appointed Mr. P.N. Parikh, (Membership No. FCS 327 CP - 1228) or failing him Mr. Mitesh Dhaliwala, (Membership No. FCS 8331 CP - 9511) or failing him Ms. Sarvari Shah, (Membership Number FCS 9697 CP- 11717) of Parikh & Associates, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot through 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. Friday, 22<sup>nd</sup> December, 2023.**

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 the votes cast in a fair and transparent manner and **the result of the Postal Ballot through e-voting facility will be announced on or before Tuesday , 26<sup>th</sup> December, 2023 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. The Scrutinizer’s decision on the validity of votes cast will be final.

#### **Special Business:**

##### **1. Appointment of Mr. Sujal Shah (DIN: 00058019) 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. Sujal Shah (DIN: 00058019)** who was appointed by the Board of Directors as an Additional Director designated as an Independent Director of the Company with effect from 2<sup>nd</sup> November, 2023 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.”

“**FURTHER RESOLVED 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. Sujal Shah (DIN: 00058019)**, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years from 2<sup>nd</sup> November, 2023 to 1<sup>st</sup> November, 2028, be and is hereby approved.”

“**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.”

**2. Appointment of Mr. Ramesh Iyer (DIN: 00220759) 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. Ramesh Iyer (DIN: 00220759)** who was appointed by the Board of Directors as an Additional Director designated as an Independent Director of the Company with effect from 2<sup>nd</sup> November, 2023 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.”

“**FURTHER RESOLVED 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. Ramesh Iyer (DIN: 00220759)**, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years from 2<sup>nd</sup> November, 2023 to 1<sup>st</sup> November, 2028, be and is hereby approved.”

“**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.”

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

Date: 2<sup>nd</sup> November, 2023  
Place: Mumbai

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

**Sd/-**

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

**Notes:**

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.
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, 17<sup>th</sup> November , 2023 being the cut-off date, to exercise their right to vote electronically on the above resolutions.
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/ NDSL/ CDSL, whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL as on **Friday, 17<sup>th</sup> November, 2023** ( the “cut off 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/>.
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



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language, having wide circulation in the district where the Registered Office of Company is situated.

10. **The e-voting period commences on Thursday, 23<sup>rd</sup> November, 2023 at 10:00 a.m. IST and ends on Friday, 22<sup>nd</sup> December, 2023 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 cut off date i.e., Friday, 17<sup>th</sup> November, 2023 are requested to cast their vote electronically. The e-voting module shall be disabled by NSDL for voting on Friday, 22<sup>nd</sup> December, 2023 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 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 only 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.

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



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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. 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>2. 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>3. 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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



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	<p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <p>      </p>
<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 use your 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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 an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in</li></ol>



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	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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 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 <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 :

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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



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retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

- 6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.**

**How to cast your vote electronically on NSDL e-voting system?**

- 1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
- 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.



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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](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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle 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 Special 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 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 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.

## **Annexure to the Notice**

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

The following statement sets out all the material facts relating to the resolutions to be passed as mentioned in the accompanying Notice:

#### **1. Appointment of Mr. Sujal Shah ( DIN: 00058019) as an Independent Director**

Based on the recommendations of the Nomination & Remuneration Committee (NRC) at its meeting held on 10<sup>th</sup> October, 2023 the Board of Directors at its meeting held on 2<sup>nd</sup> November, 2023, appointed Mr. Sujal Shah (DIN: 00058019) as an Additional Director designated as an Independent Director of the Company with effect from 2<sup>nd</sup> November, 2023 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 also 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. Sujal Shah 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. Sujal Shah 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. Sujal Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act. Mr. Sujal Shah 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. Sujal Shah is a practicing Chartered Accountant having an overall post qualification experience of about 32 years. He is a founder partner of SSPA & Co, Chartered Accountants, Mumbai and is involved in Corporate Consultancy practice of the firm. His main areas of practice are Financial Valuation for Mergers & Acquisitions, Brands, etc. He also advises on Restructuring of Business, Family Settlements, Succession Planning and general Corporate Matters.

Mr. Sujal Shah serves as an Independent Director on the Boards of Mafatlal Industries Limited, Hindoostan Mills Limited, Amal Limited, Navin Fluorine International Limited, Deepak Fertilisers and Petrochemicals Corporation Limited and Atul Limited. He is a member of several Board committees and Chairs one Audit Committee and one Nomination and Remuneration Committee.

In the opinion of the Board, Mr. Sujal Shah 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 management, domain industry 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. Sujal Shah 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. Sujal Shah, 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. Sujal Shah is not related to any other Director or Key Managerial Personnel of the Company.

## **2. Appointment of Mr. Ramesh Iyer (DIN: 00220759) as an Independent Director**

Based on the recommendations of the Nomination & Remuneration Committee (NRC) at its meeting held on 10<sup>th</sup> October, 2023 the Board of Directors at its meeting held on 2<sup>nd</sup> November, 2023, appointed Mr. Ramesh Iyer (DIN: 00220759) as an Additional Director designated as an Independent Director of the Company with effect from 2<sup>nd</sup> November, 2023 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 also 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. Ramesh Iyer 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. Ramesh Iyer 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. Ramesh Iyer is not disqualified from being appointed as a Director in terms of





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Section 164 of the Companies Act. Mr. Ramesh Iyer 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. Ramesh Iyer is the Vice Chairman & Managing Director of Mahindra & Mahindra Financial Services Limited and also President – Financial Services Sector and Member of the Group Executive Board of Mahindra & Mahindra Group.

Mr. Ramesh Iyer has over 30 years of experience. He holds a Bachelor's Degree in Commerce and a Master's Degree in Business Administration. Presently, Mr. Ramesh Iyer manages the Financial Services Sector of the Mahindra Group with total Assets Under Management (AUM) of the Sector being an upwards of Rs. 100,000 Crores (around 13 billion US\$). In view of his multi-faceted achievements, he was honoured by Ernst & Young as Entrepreneur of the year, CNBC Leadership award, Business Today CEO award, including accolades within the Mahindra Group. Recently, ITM Vocational University has conferred upon Mr. Ramesh Iyer the Degree Of Doctors of Letters (D. Litt) in recognition of his achievement in the field of Corporate Leadership awarded in 2023. He comes with a wealth of experience in matters relating to business development, finance, and marketing.

Mr. Ramesh Iyer sits on the Boards of several Group Companies, viz., Chairman of Mahindra Susten (Renewable Energy), Chairman of NBS International (Sales Distribution Company), Chairman of Mahindra Rural Housing Limited, Chairman of Mahindra Manulife (MMIMPL) and on the Board of Mahindra Insurance Brokers Limited, Mahindra First Choice Wheels Limited, Mahindra Agri Solutions Limited and Mahindra Finance USA, LLC.

Apart from being on the various bodies of the Financial Services Sector, Mr. Ramesh Iyer is also on the Advisory Boards of various Educational Institutions like IITB-Washington University, Vidyalankar Institute of Technology – School of Management, We Schools' PGDM-Rural Management Committee, College Development Committee of Vivek College of Commerce and D.Y. Patil College of Management.

In Mr. Ramesh Iyer's endeavour to contribute back to the industry, he has been closely involved in the development of the Country's dynamic Financial Services Sector. Mr. Ramesh Iyer is the Director of Finance Industry Development Council (FIDC) and co-chairs the NBFC Committee of IMC Chamber of Commerce & Industry. He is a member of various Committees like CII National Committee on Financial Inclusion and Digitisation, CII National Committee on Leadership & HR, Banking & Finance Committee of the Bombay Chamber of Commerce and Industry (BCCI) and the Taskforce of NBFCs of the Federation of Indian Chambers of Commerce and Industry (FICCI)

In the opinion of the Board, Mr. Ramesh Iyer 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 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. Ramesh Iyer 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. Ramesh Iyer , 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. Ramesh Iyer is not related to any other Director or Key Managerial Personnel of the Company

**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. Sujal Shah	Mr. Ramesh Iyer
1	DIN	00058019	00220759
2	Date of Birth	23/09/1968	04/06/1958
3	Category/Designation	Independent Director	Independent Director
4	Age	55	65
5	Date of First Appointment on the Board	2 <sup>nd</sup> November, 2023 as an Additional Director designated as an Independent Director.	2 <sup>nd</sup> November, 2023 as an Additional Director designated as an Independent Director.
6	Qualifications	Commerce Graduate and Chartered Accountant.	Bachelor's degree in commerce and a Master's Degree in Business Administration.
7	Experience and expertise in Specific Functional Area	Refer Explanatory Statement	Refer Explanatory Statement
8	Terms & conditions of appointment or re-appointment	Appointment as an Independent Director for a period of 5 years from 2 <sup>nd</sup> November, 2023 to 1 <sup>st</sup> November, 2028.	Appointment as an Independent Director for a period of 5 years from 2 <sup>nd</sup> November, 2023 to 1 <sup>st</sup> November, 2028.
9	Details of Remuneration sought to be paid	Eligible for sitting fees and commission, as approved by the Board	Eligible for sitting fees and commission, as approved by the Board
10	Details of Remuneration last drawn	N.A.	N.A.
11	Attendance at Board, Committee & General Meetings held from the date of his appointment and Postal Ballot Notice	N.A	N.A
12	Number of shares held in the Company, including	NIL	NIL



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	shareholding as a beneficial owner*		
13	Directorship held in other listed entities *	<ul style="list-style-type: none"> <li>- Mafatlal Industries Limited</li> <li>- Hindoostan Mills Limited</li> <li>- Amal Limited</li> <li>- Navin Fluorine International Limited</li> <li>- Deepak Fertilisers and Petrochemicals Corporation Limited</li> <li>-Atul Limited</li> </ul>	<ul style="list-style-type: none"> <li>- Mahindra and Mahindra Financial Services</li> </ul>
14	Membership / Chairmanship of Committees*	<ul style="list-style-type: none"> <li>• Amal Limited: Audit Committee- Member NRC Committee-Chairman</li> <li>• Hindoostan Mills Limited :  Audit Committee- Chairman NRC Committee-Member CSR Committee-Member</li> <li>• Rudolf Atul Chemicals Limited :  Audit Committee- Member NRC Committee- Member</li> <li>• Capricon Realty Private Limited:  CSR Committee- Member</li> <li>• Amrit Corp.Limited:  Audit Committee-Member CSR Committee-Member Amalgamation Committee-Chairman</li> </ul>	<ul style="list-style-type: none"> <li>• Mahindra and Mahindra Financial Services Limited :</li> <li>Stakeholders Relationship Committee-Member Asset Liability Committee- Chairman Corporate Social Responsibility Committee-Member Committee for Strategic Investments- Member IT Strategy Committee-Member Risk Management Committee- Member Digital &amp; AI Committee-Member</li> <li>• Mahindra Rural Housing Finance Limited :</li> <li>Asset Liability Committee-Member Corporate Social Responsibility Committee-Chairman</li> </ul>



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		<ul style="list-style-type: none"> <li>• Mafatlal Industries Limited :</li> </ul> <p>Audit Committee- Member CSR Committee- Member</p> <p>Deepak Fertilizers and Petrochemicals Corporation Limited :</p> <p>Audit Committee-Member NRC Committee-Member Securities Issue Committee-Member Rights Issue Committee - Chairman Finance Committee-Member</p> <ul style="list-style-type: none"> <li>• Navin Fluorine International Limited :</li> </ul> <p>Fund Raising Committee-Member</p> <ul style="list-style-type: none"> <li>• Navin Fluorine Advanced Sciences Limited :</li> </ul> <p>CSR Committee- Member</p>	<p>Nomination &amp; Remuneration Committee-Member</p> <ul style="list-style-type: none"> <li>• Mahindra Insurance Brokers Limited :</li> </ul> <p>Audit Committee- Member Corporate Social Responsibility Committee - Member Nomination &amp; Remuneration Committee-Member</p> <ul style="list-style-type: none"> <li>• Mahindra Manulife Investment Management Private Limited :</li> </ul> <p>Nomination and Remuneration Committee-Member Risk Management Committee - Member</p> <ul style="list-style-type: none"> <li>• Mahindra First Choice Wheels Limited :</li> </ul> <p>Audit Committee- Member</p> <ul style="list-style-type: none"> <li>• NBS International Limited:</li> </ul> <p>Audit Committee-Chairman Nomination and Remuneration Committee-Member</p>
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			<ul style="list-style-type: none"> <li>• Mahindra Agri Solutions Limited : Allotment Committee-Member</li> <li>• Mahindra Susten Private Limited: Audit Committee- Member Nomination &amp; Remuneration Committee-Member</li> </ul>
15	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Ironwood Education Limited	N.A.
16	Disclosure relationship of	Mr. Sujal Shah is not related to any Director / Key Managerial Personnel of the Company	Mr. Ramesh Iyer is not related to any Director / Key Managerial Personnel of the Company

\*As per disclosures received by the Company.

**Registered Office:**  
Mafatlal House,  
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Backbay Reclamation,  
Churchgate,

Mumbai – 400 020  
Date: 2<sup>nd</sup> November , 2023  
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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