

**Date:** 5th January, 2024

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

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

Dear Sir,

**Sub: Minutes of the Special Resolutions passed by way of Postal Ballot.**

With reference to the captioned subject, enclosed are the Minutes of the Special Resolutions passed by way of postal ballot by the Shareholders of the Company as set out in the Postal Ballot Notice dated 2<sup>nd</sup> November 2023. The Results of the Postal Ballot was declared on 22<sup>nd</sup> December 2023.

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

Thanking you,

Yours faithfully,

For **NOCIL Limited**

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

**Place:** Mumbai

Encl.: as above

## REPORT ON POSTAL BALLOT THROUGH REMOTE E-VOTING

NOCIL Limited (“the Company”) had issued a Postal Ballot Notice dated 2<sup>nd</sup> November 2023 seeking the approval of the Members by way of Special Resolutions for the following matter:

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

The Special Resolutions proposed to be passed were as under:

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

“**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:

“**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.”

A person whose name was recorded in the register of members or in register of beneficial interest owners maintained by the depositories as on Friday, 17<sup>th</sup> November, 2023 (**cut-off date**) was entitled to vote on the resolution proposed to be passed by Postal Ballot through remote e-voting.

The Company had completed the dispatch of Postal Ballot Notice along with the instructions for e-voting as on Wednesday, 22<sup>nd</sup> November 2023 by e-mail to the Members on their email addresses registered with the Company / Depository Participant / the Registrar & Transfer Agent. In accordance with the requirements of MCA Circulars, the hard copy of the notice along with the postal ballot form and postage prepaid self-addressed business reply envelope to the members was not required to be sent to the members for this postal ballot and the members were requested to communicate their assent or dissent through remote e-voting system only.

An advertisement of the Notice of Postal Ballot and remote e-voting information was published in Economic Times (English) Edition and Maharashtra Times (Marathi) Edition dated Thursday on 23<sup>rd</sup> November, 2023

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

The voting on the aforementioned Resolution by Postal Ballot including e-voting commenced on **Thursday, 23<sup>rd</sup> November, 2023** at 10.00 a.m. and concluded on **Friday, 22<sup>nd</sup> December, 2023** at 5.00 p.m.

The Company had appointed Mr. P.N. Parikh, Partner (Membership No. FCS 327, CP -1228 ) or failing him, Mr. Mitesh Dhabliwala, Partner (Membership No. FCS 8331 ,CP - 9511) or failing him Ms. Sarvari Shah, Partner (Membership Number FCS 9697 CP- 11717) of M/s Parikh & Associates, Practising Company Secretaries as the Scrutinizer for conducting postal ballot and e-voting process in a fair and transparent manner. Accordingly, the Scrutinizer has submitted his report dated 22<sup>nd</sup> December 2023 on the results of the Postal Ballot. Summary of the Report submitted by the Scrutinizer is as under:

**A. Resolution Item No. 1: Special Resolution - Appointment of Mr. Sujal Shah as an Independent Director of the Company:**

Category	Mode of Voting	No. of shares held	No. of votes polled*	% Of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% Of Votes in favour on votes polled	% Of Votes against on votes polled
		[1]	[2]	[3] = $\frac{[2]}{[1]} * 100$	[4]	[5]	[6] = $\frac{[4]}{[2]} * 100$	[7] = $\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	Postal Ballot through E-Voting	5,63,91,184	5,63,91,184	100.00	5,63,91,184	0	100.00	0.00
Public Institutions		1,65,91,456	1,14,69,900	69.13	53,71,330	60,98,570	46.83	53.17
Public Non-Institutions		9,36,63,065	47,54,774	5.07	46,36,148	1,18,626	97.50	2.50
<b>Total</b>		<b>16,66,45,705</b>	<b>7,26,15,858</b>	<b>43.75</b>	<b>6,63,98,662</b>	<b>62,17,196</b>	<b>91.44</b>	<b>8.56</b>

CHAIRMAN'S INITIAL



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

**B. Resolution Item No. 2: Special Resolution - Appointment of Mr. Ramesh Iyer as an Independent Director of the Company:**

Category	Mode of Voting	No. of shares held	No. of votes polled*	% Of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% Of Votes in favour on votes polled	% Of Votes against on votes polled
		[1]	[2]	[3] = $\frac{[2]}{[1]} * 100$	[4]	[5]	[6] = $\frac{[4]}{[2]} * 100$	[7] = $\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	Postal Ballot through E-Voting	5,63,91,184	5,63,91,184	100.00	5,63,91,184	0	100.00	0.00
Public Institutions		1,65,91,456	1,14,69,900	69.13	1,14,69,903	0	100.00	0.00
Public Non-Institutions		9,36,63,065	47,54,995	5.07	47,37,400	17,595	99.63	0.37
<b>Total</b>		<b>16,66,45,705</b>	<b>7,26,16,082</b>	<b>43.57</b>	<b>7,25,98,487</b>	<b>17,595</b>	<b>99.97</b>	<b>0.02</b>

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

Accordingly, the Special Resolutions has been passed by requisite majority on 22<sup>nd</sup> December, 2023, being the last date for receipt of duly completed Postal Ballot forms or e-voting.

**Date of Entry in Minutes Book:** 4<sup>th</sup> January, 2024

**Place** : Mumbai  
**Date of signing of Minutes** : 4<sup>th</sup> January, 2024

  
 Chairman