



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 No. L99999MH1961PLC012003
Email: investorcare@nocil.com



ARVIND MAFATLAL GROUP
The ethics of excellence

Date: 9th July 2021

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 59th Annual General Meeting ('AGM') of NOCIL Limited ('the Company') for FY 2020-21 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 Fifty Ninth (59th) Annual General Meeting of the Company will be held on **Tuesday, 3rd August 2021 at 02.30 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 59th 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 2020-21.

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-400 020; Tel.No. 91-22-66364062

Fax No: 91-22-66364060, Website: www.nocil.com

Email: investorcare@nocil.com

NOTICE is hereby given that the FIFTY-NINTH (59th) Annual General Meeting of the Members of NOCIL Limited (**'the Company'**) will be held on Tuesday August 3, 2021 at 02.30 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, 2021 and the Balance Sheet as at March 31, 2021 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares.
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. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (the Listing Regulations), as amended from time to time and in accordance with the approval of the Board of Directors based on the recommendation of the Nomination & Remuneration Committee, approval of the Members of the Company be and is hereby accorded for the re-designation of Mr. Vilas R Gupte (holding DIN: 00011330), Director, as an Independent Director for a period of five (5) years with effect from May 27, 2021 to May 26, 2026."

5. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and in accordance with the approval of the Board of Directors based on the recommendations of the Nomination & Remuneration Committee of the Board, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Hrishikesh A Mafatlal (holding DIN : 00009872) as the Executive Chairman of the Board for further a period of five (5) years with effect from August 19, 2021 to August 18, 2026, on such terms and conditions

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including remuneration and perquisites (hereinafter referred to as “remuneration”) as set out in the Explanatory Statement annexed to this notice

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of Mr. Hrishikesh A. Mafatlal, Executive Chairman, the Company has no profits, or if its profits are inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013, be considered as minimum remuneration, subject to such statutory approvals, as may be applicable.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to alter, vary the terms of the remuneration, in such manner as may be deemed fit and acceptable to Mr. Hrishikesh A. Mafatlal.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised 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.”

6. To consider and if thought fit, to pass with or without modification, 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 at their meeting held on May 27, 2021 for carrying out Cost Audit of the Company for the Financial Year 2021-22, be and is hereby approved and ratified.”

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

Sd/-

Amit K. Vyas

Company Secretary

Place: Mumbai

Date: May 27, 2021

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NOTES

1. In view of the continuing outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ('MCA') followed by Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities & Exchange Board of India (SEBI), physical attendance of the Members at the Annual General Meeting ('AGM') venue is not required and the AGM needs to be held through video conferencing ('VC') or other audio visual means ('OAVM'). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the above mentioned MCA Circulars, the 59th AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 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 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 and Attendance Slip are not annexed to this Notice.
3. Institutional investors, who are Members of the Company, are encouraged to attend the 59th 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 authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutinisers namely M/s Makarand M Joshi & Co, Practicing Company Secretaries, by email through its registered email address to scrutinisers@mmjc.in 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 Regulations, in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, form integral part of the Notice.
6. All the documents referred to in the accompanying Notice and the Explanatory Statement, shall be available for inspection through electronic mode, without any fee by the Members from the date of circulation of this Notice up to the date of the AGM viz August 3, 2021. Members **seeking to inspect such documents can send an email to investorcare@nocil.com** in this regard.
7. During the AGM, the Register of Directors and Key Managerial Personnel 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 the 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 upon login at NSDL e-Voting system by following the instructions for the members for the remote e-Voting process.
8. The Members can join the 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 Committee, Auditors, etc. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.

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9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. 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 Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the 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 e-Voting on the date of the AGM will be provided by NSDL.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 further extended vide SEBI Circular Reference: SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 the Notice calling the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and has been uploaded on the website of the Company at www.nocil.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. 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 Monday, July 26, 2021 (09.00 a.m. IST) to Thursday, July 29, 2021 (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 at the AGM.

Book closure & Payment of Dividend

13. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, July 28, 2021 to Tuesday, August 3, 2021 (both days inclusive) for purposes of the 59th Annual General Meeting to be held on Tuesday, August 3, 2021 and for payment of dividend of ₹ 2/- per Equity Share of ₹ 10/- each (20% of the face value), if approved by the Members at the said AGM to each Member whose name appears in the Register of Members as on July 27, 2021.
14. Members may note that the Board, at its meeting held on May 27, 2021, has recommended a final dividend of ₹ 2/- per equity share of ₹ 10/- each. The said dividend for the year ended March 31, 2021, if approved by the Members at the 59th AGM will be paid to those Members whose names appear on the Company's Register of Members on July 27, 2021. 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 July 27, 2021. The said dividend will be paid at par on or after August 6, 2021. 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 a covering letter, duly signed by the first Member, along with a cancelled cheque leaf with name and bank account details and a copy of their PAN card, duly self-attested, to Mr. Anil Dalvi, Manager, KFin Technologies Private Limited (hereinafter referred to as the RTA) Selenium Tower B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032. In case the cancelled cheque leaf does not bear the Member's name, please attach a copy of the bank pass-book statement, duly self-attested. Such Members are requested to opt for the Electronic Clearing System ("ECS") mode to receive dividend on time in line with the Circulars.

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Tax Deduction at source / Withholding Tax:- Payment of Dividend

15. Pursuant to Finance Act, 2020, Dividend income will be taxable in the hands of the Members w.e.f April 01, 2020, and hence the Company is required to deduct tax at source (TDS) under sections 194/195 /196D of the Income Tax Act, 1961 (the I.T Act) at the time of distribution or payment of the said dividend. TDS rate depends upon the residential status and category of the Shareholder as well as documents submitted to the Company/RTA/Depository Participant.

S. No	Category of Shareholder	TDS Rate (%)	Documents required (if any) / Remarks
A	RESIDENT SHAREHOLDERS		(all documents to be submitted on or before July 23, 2021)
1	Any resident Shareholder	10	No document required if Valid PAN updated in the Company's Register of Members .
	Note: No deduction of tax in the following cases: <ul style="list-style-type: none"> • If dividend income to a resident Individual Shareholder during FY 2021-22 does not exceed Rs. 5,000/- and it is paid by any mode other than cash ; • If Shareholder is exempted from TDS provisions on the basis of any circular(s) or notification(s). 	NIL	-
		NIL	Necessary documentary evidence as per Circular No. 18/2017 dated 29.05.2017 issued by the Central Board of Direct Taxes (CBDT)
2	Individual Shareholder submitting Form 15G/ Form 15H	NIL	Declaration in Form 15G (applicable to an Individual who is below 60 years)/ Form 15H(applicable to an individual who is 60 years and above) fulfilling certain conditions.
3	Insurance Companies Shareholders to whom section 194 of the Income Tax Act, 1961 does not apply as per second proviso to Section 194 such as Life Insurance Corporation of India, General Insurance Corporation of India, National Insurance Company Limited, New India Assurance Company Limited, Oriental Insurance Company Limited, United India Insurance Company Limited and any other insurer as per Section 2(28BB) of the Act	NIL	Documentary evidence for exemption u/s 194 of the Income Tax Act, 1961
4	Mutual Funds specified under clause (23D) of Section 10 of the Act (covered under section 196 of the Income Tax Act, 1961)	NIL	Documentary evidence for coverage under section 196 of the Income Tax Act, 1961
5	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.(covered under section 196 of the Income Tax Act, 1961)	NIL	Documentary evidence for coverage under section 196 of the Income Tax Act, 1961

Notice (Contd.)

S. No	Category of Shareholder	TDS Rate (%)	Documents required (if any) / Remarks
6	Category I & II Alternative Investment Funds	NIL	SEBI Registration certificate to claim benefit under section 197A (1F) of the Income Tax Act, 1961
7	New National Pension Scheme (NPS) Trust	NIL	No TDS as per section 197A (1E) of the Income Tax Act, 1961
8	<ul style="list-style-type: none"> • Recognized Provident Funds; • Approved Superannuation Fund; • Approved Gratuity Fund 	NIL	Necessary documentary evidence as per Circular No- 18/2017 issued by the Central Board of Direct Taxes (CBDT)
9	Any Shareholder who has obtained Order u/s. 197 of the Act.	Rate specified in the Order	Documentary evidence in form of the Order
10	Other resident Shareholder without PAN/ Invalid PAN	20	Tax will be deducted regardless of dividend amount if PAN of the shareholder is nor registered with the Company /RTA/Depository Participant
11	Non-filers of income-tax return	20	-
B	NON-RESIDENT SHAREHOLDERS		(all documents to be submitted on or before July 23, 2021 , failing which tax will be deducted at source @20% plus applicable surcharge and cess)
1	Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPIs) /Other Non resident shareholders	Lower of- i. 20% (plus applicable surcharge and cess) or ii. Tax Treaty rate.	FPI Registration certificate in case of FIIs /FPIs To avail the beneficial rate of tax treaty the following documents would be required : <ul style="list-style-type: none"> • Tax residency certificate issued by the Revenue authority of the country of residence of the shareholder for the year in which dividend is received; • PAN or declaration as per Rule 37BC of the Income Tax Rules 1962 in a specified format; • Form 10F filed and signed; • Self declaration for non existence of permanent establishment/base in India

Notice (Contd.)

S. No	Category of Shareholder	TDS Rate (%)	Documents required (if any) / Remarks
			(Imp Note:- Application of beneficial tax treaty rate shall depend upon the completeness of the documents submitted by the Non resident shareholder and review to the satisfaction of the Company)
2	Shareholder submitting Order under section 197 of the Act.	Rate mentioned in the order	Documentary evidence in form of the copy of the Order under section 197 of the Act.
3	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) obtained from the Income Tax Authority . Self declaration confirming that the income is received on its own account and not on the behalf of the Foreign Bank and the same will be included in the taxable income of the branch in India.
4	Any non resident shareholder exempted from the deduction of tax at source as per the provisions of the Income Tax Act, 1961 or any such other Law such as the United Nations (Privileges and Immunities Act, 1947)	NIL	Necessary documentary evidence substantiating exemption from the deduction of tax at source.

Imp instructions:

- (i) The Company will issue soft copy of the TDS certificates to its shareholders through registered e-mails registered with the Company /RTA , post payment of the dividend. Shareholders will be able to download Form 26AS from the Income Tax Dept's website <https://incometaxindiaefiling.gov.in>;
- (ii) The documents as mentioned herein-above such as Form 15G/15H and documents under sections 196, 197A, FPI Registration certificate, Tax residency certificate , lower tax certificate etc are required to be uploaded with KFin Technologies Private Limited, the Registrar and Transfer Agent at <https://ris.kfintech.com/form15> or emailed to einward.ris@kfintech.com. Please mention your folio / demat account number, contact detail etc. in all your communication. **No communication on the tax determination / deduction shall be entertained after July 23, 2021, in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate ;**
- (iii) Formats of Form 15G/15H and all other forms mentioned hereinabove can be downloaded from the Company's website <http://www.nocil.com/detail/investors/downloads/92>
- (iv) 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.

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- (v) 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.
- (vi) No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed Rs.5,000/-. However where the PAN is not updated in Company/RTA /Depository Participants records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of Rs. 5,000/-

All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company/RTA (if shares are held in physical form) against all their folio holdings on or before 23rd July, 2021

- (vii) 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.

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.

16. 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 make claim 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, 2014	June 30, 2014	August 6, 2021
March 31, 2015	July 23, 2015	August 29, 2022
March 31, 2016	July 27, 2016	September 2, 2023
March 31, 2017	July 27, 2017	September 2, 2024
March 31, 2018	July 25, 2018	August 31, 2025
March 31, 2019	July 30, 2019	September 5, 2026
March 31, 2020*	March 6, 2020	April 12, 2027

* *Interim Dividend declared for the FY 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 the 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 the FY 2020-21. Members wishing to claim dividends that remain unclaimed are requested to correspond with Mr. Anil Dalvi from the RTA's office. 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.

Notice (Contd.)

- b) Members are requested to address all correspondence, including dividend-related matters, to Mr. Anil Dalvi, Manager KFin Technologies Private Limited, email id: **einward.ris@kfintech.com** Unit: NOCIL Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032.

17. Registration / Updation of e-mail addresses

- a. Members who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their Depository Participants (DPs). Members who are holding shares in physical form are requested to get their e-mail addresses registered with the RTA by request letter duly signed by the shareholder along with self-attested copy of Pan Card and Aadhar Card to Mr. Anil Dalvi, Manager KFin Technologies Private Limited, email id: **einward.ris@kfintech.com** Unit: NOCIL Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032.

- b. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their Bank account numbers / update, PAN , E-mail ID/mandates/nominations/ power of attorney/change of name/change of address/contact numbers etc. to their Depository Participants ("DP") with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA to provide efficient and better services. Members holding shares in physical form are requested to advise such changes to RTA to Mr. Anil Dalvi, Manager KFin Technologies Private Limited, email id: **einward.ris@kfintech.com** Unit: NOCIL Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 along with the following documents:

- i. Request Letter duly signed by the shareholder (first holder in case of joint holding)

- ii. Original cancelled cheque leaf
- iii. Self-attested copy of PAN card
- iv. Self-attested copy of Aadhar card (Address Proof)

18. Dematerialisation of shares

Members holding shares in physical form are requested to consider converting their holding to dematerialised form. As per the SEBI norms, with effect from April 1, 2019, share transfers cannot be affected in physical form.

19. 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 who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to the RTA. Members holding shares in electronic form may submit the same to their respective Depository Participants (DPs).

20. Instructions for members for remote e-voting: -

- i. **The remote e-voting period commences on Thursday, July 29, 2021 at 09:00 am (IST) and ends on Monday, August 2, 2021 at 05:00 pm (IST).** 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., Tuesday, July 27, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- ii. 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.
- iii. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
- iv. The Board of Directors have appointed M/s Makarand M Joshi & Co, Practicing Company Secretaries , as the Scrutinisers for scrutinizing the e-voting process in a fair and transparent manner.
- v. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

Notice (Contd.)





How do I vote electronically using NSDL e-Voting system?

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings 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.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 held 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  

Notice (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	<ol style="list-style-type: none"> Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
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 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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meetings 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?

- 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.

Notice (Contd.)

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*****.
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.**

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.

Notice (Contd.)

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 and join the General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in.

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 at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

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 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 shareholder 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 meetings 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.

Notice (Contd.)

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.

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 at 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. 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.

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

1. Members will be provided with a 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 link” placed under “**Join General meeting**” menu against the Company’s name. You are requested to click on VC/OAVM link placed under “**Join General 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

Mr. Vilas R. Gupte has been holding office as a Non-Executive Non-Independent Director on the Board of the Company since July 29, 2005, after superannuating as the Chief Executive Officer of the Company.

Mr. Vilas R. Gupte, a Chartered Accountant, has more than 40 years of experience at Senior Management levels in various Companies. Mr. Vilas R. Gupte was also a Chief Executive Officer of a Business Solution Consultancy for four years in the recent past.

Mr. Vilas R. Gupte now meets with the criteria of 'Independence' as stipulated by section 149(6) of the Companies Act, 2013, and Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), and hence the Nomination & Remuneration Committee of the Board has recommended and based on the said recommendation the Board of Directors have approved (subject to approval of the members) the re-designation of Mr. Vilas R. Gupte as an Independent Director for a period of five (5) years with effect from May 27, 2021 to May 26, 2026.

The Company has received a declaration of independence from Mr. Vilas R. Gupte as per the provisions of the Companies Act, 2013 as well as the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

A brief profile of Mr. Vilas R. Gupte as required under Regulation 36(3) of the SEBI Listing Regulations with the Stock Exchanges, is given in **Annexure A** to this Explanatory Statement.

The Board recommends the resolution for the approval of the Members.

Except Mr. Vilas R. Gupte, none of the Directors and Key Managerial Personnel of the Company and /or their relatives is deemed to be concerned or interested (financially or otherwise) in the said resolution

A Copy of the draft letter for the appointment of Mr. Vilas R. Gupte as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Item No. 5

Mr. Hrishikesh A Mafatlal was appointed as the Executive Chairman of the Company for a period of five (5) years w.e.f. August 19, 2016 to August 18, 2021 by a Special Resolution passed by the Members through the Postal Ballot process on December 20, 2016. The tenure of Mr. Hrishikesh A. Mafatlal as the Executive Chairman thus expires on August 18, 2021.

The Board of Directors, based on the recommendations of the Nomination & Remuneration Committee, thought it fit and in the interest of the Company to reappoint Mr. Hrishikesh A. Mafatlal as the Executive Chairman for a further period of 5 years w.e.f August 19, 2021 to August 18, 2026 . During the aforesaid tenure , Mr. Hrishikesh A. Mafatlal attains the age of 70 years on November 24, 2024 and hence the Board has proposed to seek consent of the Members by means of a Special Resolution at the ensuing Annual General Meeting.

The appointment and payment of remuneration and perquisites to Mr. Hrishikesh A. Mafatlal are subject to the approval of the Members of the Company and other statutory approvals as may be required.

The terms of remuneration and perquisites payable to Mr. Hrishikesh A. Mafatlal are as follows:

- A. i) Salary : ₹ 138/-Lakhs (Rupees One Hundred and Thirty Eight Lakhs only) p.a.
- ii) Perquisites and Allowances, the aggregate monetary value of which shall not exceed ₹ 36/-Lakhs(Rupees Thirty-Six 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 as per the prevailing rules of the Company.
- Encashment of leave as per Company's Rules at the end of the tenure of service from the Company.

Annexure to the Notice (Contd.)

- B. Performance Bonus/Commission as may be decided by the Board from time to time on the basis of the performance of Mr. Hrishikesh A. Mafatlal 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 two 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.

A copy of the draft Letter of Appointment is kept open for inspection by any Member of the Company under Section 190 (2) of the Companies Act, 2013 at the Registered office of the Company on any working day (excluding Saturday and Sunday) during business hours.

Where in any financial year during the currency of the tenure of Mr. Hrishikesh A. Mafatlal, Executive Chairman, the Company has no profits or if its profits are

inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013 be considered as minimum remuneration, subject to such statutory approvals as may be applicable.

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. Hrishikesh A. Mafatlal 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.

Mr. Hrishikesh A. Mafatlal shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

Mr. Hrishikesh A. Mafatlal shall not be liable to retire by rotation.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of the Schedule V of the Companies Act, 2013 and also Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, are given in **Annexure A** to this Explanatory Statement.

Except Mr. Hrishikesh A. Mafatlal (being the appointee) and Mr. Priyavrata H. Mafatlal (being a relative of appointee), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

The Directors recommend this resolution for approval by the Members.

Annexure A to the Explanatory Statement

STATEMENT AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 GIVING DETAILS IN RESPECT OF APPOINTMENT OF MR HRISHIKESH A. MAFATLAL AS THE EXECUTIVE CHAIRMAN.

I. General Information:

a) Nature of Industry:

The Company is engaged in the business of manufacture and sale of Rubber Chemicals. It has manufacturing facilities at TTC Industrial Area in Thane, Maharashtra and at Dahej, Gujarat and its Regional Sales Offices at Mumbai, Delhi, Chennai and Kolkatta.

b) Date of commencement of Commercial Production:

The Company started its commercial production in the year 1976.

c) Financial Performance

(₹ in Lakhs)

	Financial year ended March 31, 2021	Financial year ended March 31, 2020
Total Revenue	93,894	85,599
Profit Before Tax	10,418	15,241
Profit after Tax	8,649	13,098

d) Export Performance:

(₹ in Lakhs)

	Financial year ended March 31, 2021	Financial year ended March 31, 2020
FOB Value of Exports	30,244	28,652
Net Foreign Exchange Earnings	15,084	13,444

e) Foreign Investments or Collaborations:

The Company does not have any foreign investments or collaborations.

II. Information about the appointee:

a) Background details:

Mr. Hrishikesh A. Mafatlal is a commerce graduate {B.Com. (Hons.)}and has attended the Advanced Management Programme at the Harvard Business School, USA.

Mr. Hrishikesh A. Mafatlal is the past president and is presently a Managing Committee member of the Mill owners' Association, Mumbai. He was a Member on the Board of Governors of IIM Ahmedabad for 12 years and Vice-Chairman of the Cotton Textiles Export Promotion Council (TEXPROCIL)

b) Past remuneration:

The remuneration paid to Mr. Hrishikesh A. Mafatlal in the Financial Year 2020-21 is as under

Particulars	Amount (₹ in Lakhs)
Salary, Allowances / Perquisites & Performance Bonus, ESOPs	327.40
Contribution to Funds	28.06
Total	355.46

c) Recognition or award: Nil

d) Job Profile and his suitability:

Mr. Hrishikesh A. Mafatlal is a Promoter-Director and overall, in-charge of the affairs of the Company. Looking at the overall business exposure and rich experience of Mr. Hrishikesh A. Mafatlal in diversified areas and responsibilities to be shouldered by him, it is in the interest of the Company to avail his business expertise and hence his suitability for the position.

e) Proposed Remuneration :

As mentioned in the Explanatory Statement.

f) Comparative Remuneration:

Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by the appointee, the proposed remuneration payable to Mr. Hrishikesh A. Mafatlal is commensurate with the remuneration paid to similar appointees in other companies.

Annexure A to the Explanatory Statement (Contd.)

g) Pecuniary Relationship:

Except for the proposed remuneration, Mr. Hrishikesh A. Mafatlal does not have any pecuniary relationship directly or indirectly with the Company or Managerial Personnel of the Company.

- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

III. Other information:

a)	Reasons for inadequacy of profits	Not Applicable
b)	Steps taken or proposed to be taken for improvement	Not Applicable
c)	Expected increase in productivity and profits in measurable terms	Not Applicable

Item No. 6

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 Thursday, May 27, 2021 for the Financial Year 2020-21.

The Board recommends the resolution for the approval of the Members.

IV. The following disclosures are mentioned in the Directors' Report under the heading "Corporate Governance":

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) details of fixed component and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice period, severance fees; and

None of the Directors and Key Managerial Personnel of the Company and /or their relatives is deemed to be concerned or interested (financially or otherwise) in the resolution.

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

Sd/-

Amit K. Vyas

Company Secretary

Place: Mumbai

Date: May 27, 2021

Particulars of the Directors seeking appointment / re-appointment at the ensuing 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. Vilas R. Gupte (DIN : 00011330)	Mr. Hrishikesh A. Mafatlal (DIN : 00009872)
Age	33 years.	76 years.	66 years.
Qualifications	M.Com. and B.M.S. (with specialisation in Marketing) and has attended 3 Tier Management Program at IIM, Ahmedabad.	B.Com., and Member of the Institute of Chartered Accountants of India.	B.Com. (Hons.) and has attended the Advanced Management Programme at the Harvard Business School, USA
Date of Appointment/ Re-appointment	August 28, 2020	July 30, 2019	August 19, 2016
Date of first appointment on the Board	May 8, 2017	July 29, 2005	August 22, 1984
Expertise in Specific Functional Areas	After his graduation in 2008, Mr. Priyavrata H. Mafatlal spent three years understanding various facets of management in NOCIL Limited and the other 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 has now been elevated to the role of Managing Director & CEO of Mafatlal Industries Limited w.e.f. July 1, 2020.	Mr. Vilas R. Gupte has more than 40 years of experience at various companies. He has rich experience in various facets of finance and treasury namely banking, mergers and acquisitions, corporate restructuring etc. His areas of expertise also include commercial, sales and marketing, legal, corporate governance and general management.	Mr. Hrishikesh A. Mafatlal is the past President and now a Managing Committee Member of the Millowners' Association, Mumbai (MOA). He was a Member on the Board of Governors of IIM Ahmedabad for 12 years (1995-2007), and the Vice-Chairman of The Cotton Textiles Export Promotion Council (TEXPROCIL). He is a Trustee of N.M Sadguru Water and Development Trust, Chairman of Sri Chaitanya Seva Trust, and Chairman of BAIF Development Research Foundation.

Name	Mr. Priyavrata H. Mafatlal (DIN: 02433237)	Mr. Vilas R. Gupte (DIN : 00011330)	Mr. Hrishikesh A. Mafatlal (DIN : 00009872)
Terms & conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn.	—	The remuneration paid to him for the year ended March 31, 2021 has been disclosed in the Corporate Governance Report for the year ended on that date. Mr. Vilas R. Gupte will be entitled to receive the Sitting Fees for attending each meeting of the Directors and the Committees thereof, of which he is a Member and profit related commission, as may be decided by the Board of Directors every year in accordance with the approval granted by the shareholders.	Refer Explanatory Statement
Directorship held in other listed entities	Managing Director and CEO - Mafatlal Industries Limited	- Mafatlal Industries Limited	Executive Chairman - Mafatlal Industries Limited
Membership / Chairmanship of Committees	Member - Share Transfer Committee	Mafatlal Industries Limited Chairman - Audit Committee Member - Nomination & Remuneration Committee	Mafatlal Industries Limited Member - Share Transfer Committee - Stakeholders Relationship Committee Chairman - Corporate Social Responsibility Committee
Number of shares held in the Company, including shareholding as a beneficial owner	12,495 Equity Shares of ₹10/- each.	600 Equity Shares of ₹10/- each. (As Joint holder)	7,91,468 Equity Shares of ₹10/- each.
Disclosure of relationship	Mr. Priyavrata H. Mafatlal is related to Mr. Hrishikesh A. Mafatlal.	N.A.	Mr. Hrishikesh A. Mafatlal is related to Mr. Priyavrata H. Mafatlal
Number of Board Meetings attended during the year	6 out of 6 meetings held in the FY 2020-21	6 out of 6 meetings held in the FY 2020-21	6 out of 6 meetings held in the FY 2020-21