

Date: 2nd July 2022

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 60th Annual General Meeting (‘AGM’) of NOCIL Limited (‘the Company’) for FY 2021-22 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 Sixtieth (60th) Annual General Meeting of the Company will be held on **Thursday, 28th July 2022 at 03.00 p.m. (IST)** through Video Conferencing. The venue of the meeting shall be deemed to be the registered office of the Company situated at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020.

Accordingly, pursuant to Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the notice along with the explanatory statement of the 60th 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 2021-22.

Further, the Annual Report is being sent to those members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories through electronic mode and is also available on the website of the Company, i.e. www.nocil.com.

We request you to take the same on your records.

Thanking you,

Yours truly,

For **NOCIL Limited**

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

Place: Mumbai

Encl: as above

NOTICE



NOCIL LIMITED

CIN: L99999MH1961PLC012003

Regd. Office: Mafatlal House, H.T. Parekh Marg, Backbay Reclamation,
Churchgate, Mumbai-400020 Tel. No. 91-22-66364062,

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

Email: investorcare@nocil.com

NOTICE is hereby given that the SIXTIETH (60th) Annual General Meeting of the Members of NOCIL Limited ('the Company') will be held on Thursday July 28, 2022 at 03.00 p.m. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai - 400 020 to transact the following business:

ORDINARY BUSINESS:

- 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, 2022 and the Balance Sheet as at March 31, 2022 and the Reports of the Directors and the Auditors thereon.
- To declare dividend on equity shares.
- 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.
- Re-appointment of the Statutory Auditors of the Company.**

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

"RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company at their respective meetings, M/s Kalyaniwalla & Mistry LLP, Mumbai (Registration No 104607W/W100166) be and are hereby

re-appointed as Statutory Auditors of the Company for a second term of five(5) consecutive years , to hold office from the conclusion of this 60th Annual General Meeting till the conclusion of the 65th Annual General Meeting to be held during the year 2027, to examine and audit the accounts of the Company for the Financial Years 2022-23 to 2026-27 and that the Board of Directors of the Company be and are hereby authorised to fix remuneration as may be mutually agreed upon between the Board and the Statutory Auditors plus reimbursement of out of pocket expenses and applicable taxes."

SPECIAL BUSINESS

5. Re-appointment of the Managing Director

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198, 200 read with Schedule V and all other applicable provisions of the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and subject to the approval (if any) of the Central Government and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be imposed or prescribed by any other authorities in granting such approvals, permissions and sanctions, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. S. R. Deo (holding DIN 01122338) as the Managing Director for a period of one (1) year with effect from August 1, 2022 upto July 31, 2023 and for payment of remuneration and perquisites as set out in the Explanatory Statement annexed to the Notice with liberty to the Board of Directors to alter and vary the terms of remuneration, in such manner as the Board may deem fit.

Notice (Contd.)

FURTHER RESOLVED THAT where during the Financial year 2022-23 during the currency of the tenure of Mr. S.R. Deo, Managing Director, the Company has no profits or its profits are inadequate, the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be paid as minimum remuneration, subject to such statutory approval(s) as may be applicable.

FURTHER RESOLVED THAT the Board of Directors be and are 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. **Ratification of payment of remuneration to the Cost Auditor.**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

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

Place : Mumbai
Date: May 17, 2022

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), payment of Remuneration of ₹ 8 Lakhs (apart from reimbursement of out-of-pocket expenses and applicable taxes) to M/s. Kishore Bhatia & Associates, Cost Auditors, Mumbai (Registration No. 00294), who were appointed by the Board of Directors in their meeting held on May 17, 2022 for carrying out Cost Audit of the Company for the Financial Year 2022-23, be and is hereby approved and ratified."

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

Sd/-
Amit K. Vyas
Company Secretary

Notice (Contd.)

NOTES

1. As a fall out of the COVID-19 pandemic and the consequent social distancing norms to be followed and pursuant to the General Circular Nos- 14/2020, 17/2020, 20/2020, 02/2021 and 21/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and December 14, 2021 respectively issued by the Ministry of Corporate Affairs (MCA) and Circular Nos-SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021, and May 13, 2022 respectively issued by the Securities & Exchange Board of India (SEBI), physical attendance of the Members to 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 60th AGM through VC/OAVM. In compliance with all the applicable 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 60th AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM will be the Registered office of the Company.
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 60th AGM of the Company through VC/ OAVM mode and vote electronically. Corporate Members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorising its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutinizers 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 Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the 60th Annual General Meeting, form integral part of the Notice.
6. 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 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. The Members can request the Company at investorcare@nocil.com for the inspection of above mentioned documents.
7. 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 this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on *first come first served basis*. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Investors Grievance Committee, Auditors, etc. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
8. 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.

Notice (Contd.)

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA) dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 14, 2021 the Company is providing 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 venue voting on the date of the AGM will be provided by NSDL.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 21/2021 dated December 14, 2021 further extended vide SEBI Circular Reference: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 the Notice
11. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at investorcare@nocil.com between Wednesday, July 20, 2022 (09.00 a.m. IST) and Saturday, July 23, 2022 (5.00 p.m. IST). **Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.**
12. **Registration of email ids.:**

Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants (D.Ps) and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited.

Members may follow the process detailed below for registration of email ID and update of Bank Account details for the receipt of dividend.

Type of Holder	Process to be followed	
Physical Mode	For availing the following investor services, send a written request in the prescribed form to the RTA of the Company, KFin Technologies Limited either by email to inward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out nomination	Form ISR-3
	Cancellation or Variation of Nomination	Form SH-14

Notice (Contd.)

Type of Holder	Process to be followed	
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available at www.nocil.com	
Demat Mode	Please contact your Depository Participants (D.Ps) and register your email address and Bank Account details in your demat account, as per the process advised by your DP.	

13. Book Closure:

The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, July 22, 2022 to Thursday, July 28, 2022 (both days inclusive) for purposes of the 60th Annual General Meeting to be held on Thursday, July 28, 2022 and for payment of dividend.

14. Payment of Dividend:

Members may note that the Board, at its meeting held on May 17, 2022, has recommended a final dividend of ₹ 3/- per equity share of ₹ 10/- each. The said dividend for the year ended March 31, 2022, if approved by the Members at the 60th AGM will be paid to those Members whose names appear on the Company's Register of Members on July 21, 2022. 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 21, 2022. The said dividend will be paid at par on or after August 5, 2022. The dividend will be paid electronically to Members who have updated their bank account details. In case of non-availability or non-updation of bank account details of Members, the Company will dispatch dividend warrants/demand drafts to such Members at their address registered with the Company/RTA.

In order to enable the Company to directly credit the dividend amount in the bank accounts:

- a) **Members holding shares in demat mode are requested to update their Bank Account details with their respective Depository Participants (DPs).**
- b) **Members holding shares in physical mode are requested to submit written request in the prescribed Form ISR- 1 to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.**

15. Tax Deduction at source / Withholding tax:- Payment of Dividend

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. Members are requested to update their valid PAN with the DPs (if shares held in dematerialised form) and the Company/RTA (if shares are held in physical form).

Notice (Contd.)

Table 1 : RESIDENT SHAREHOLDERS

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Any resident Shareholder Note Nos. (4) and (5)	10%	Update valid PAN, if not already done, with the Depository Participants (D.Ps) (in case of shares are held in the demat mode) and with the Company's Registrar and Transfer Agent - Kfin Technologies Limited ('KFin') (in case shares are held in the physical mode). No taxes will be deducted in the following cases - <ul style="list-style-type: none"> If dividend income to a resident Individual Shareholder during F. Y. 2022-23 does not exceed ₹ 5,000/- Note No. (2) If Shareholder is exempted from TDS provisions through any circular(s) or notification(s) and provides an attested copy of the PAN along with the documentary evidence in relation to the same Note No. (3)
Submitting Form 15G/ Form 15H	NIL	Resident Individual Shareholder providing Form 15G / Form 15H (applicable to an Individual whose age is 60 years or more during F. Y. 2022-23) - on fulfilment of prescribed conditions. Blank Form 15G and 15H can be downloaded from the link given at the end of this communication Note No. (6)
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities
Insurance Companies: Public & Other Insurance Companies details to be furnished	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable Note No. (7)
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income	NIL	Declaration that it is a corporation established by or under a Central Act whereby income-tax is exempt and accordingly, is covered under section 196 of the Act, along with self-attested copy of registration certificate and relevant extract of the section whereby the income is exempt from tax.
Mutual Funds specified under clause (23D) of section 10 of the Act	NIL	Declaration that it is Mutual Fund specified under section 10(23D) of the Act and accordingly, is covered under section 196 of the Act, along with self-attested copy of registration certificate or notification, as the case may be .
Alternative Investment Fund ('AIF')	NIL	Declaration that AIF income is exempt under section 10(23FBA) of the Act as it has been granted a certificate of registration as a Category I or Category II AIF under the SEBI (AIF) Regulations, 2012 or under the International Financial Services Centre Authority Act, 2019 . Also, to provide copy of registration document (self-attested).
New Pension System ('NPS') Trust	NIL	Declaration that NPS Trust income is exempt under section 10(44) of the Act. Self-attested copy of registration document for establishment of said trust under the Indian Trust Act, 1882 along with self-attested copy of PAN card.
Other resident Shareholder without PAN or having Invalid PAN Note Nos. (8) and (9)	20%	-
Non-filers of income-tax return - section 206AB Note No. (10)	20%	Non-compliance casts an obligation on the Company to deduct at higher rate

Notice (Contd.)

Table 2: NON-RESIDENT SHAREHOLDERS

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation Requirement
Any non-resident Shareholder Note No. (11)	20% (plus applicable surcharge and cess) or Tax Treaty rate, whichever is lower	Non-resident Shareholders may opt for tax rate under Double Taxation Avoidance Agreement ('Tax Treaty'). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the Company: <ol style="list-style-type: none"> Copy of PAN Card, if any, allotted by the Indian authorities Self-attested copy of Tax Residency Certificate valid as on the Record Date, obtained from the tax authorities of the Country of which the Shareholder is resident Self-declaration in Form 10F Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit Self-declaration regarding 'Principle Purpose Test' (if any) as applicable to respective Treaty Self-declaration as regards beneficial ownership In case of Foreign Institutional Investors, Foreign Portfolio Investors, self-attested copy of certificate of registration accorded under the relevant regulations of the SEBI.
Submitting Order under section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities

Notes:

- (1) In due compliance of the applicable provisions of the Act, the Company will be issuing certificate for tax deducted at source in Form 16A. The credit for tax deducted at source can also be verified by the Shareholder by verifying Form 26AS, after the statement of tax deducted at source is furnished by the Company and thereafter Annual Information Statement (Form 26AS) is updated.
- (2) In case of any further dividend which is paid in the 2022-23 and considering the amount of dividend payments made earlier, if the aggregate dividend pay-out exceeds ₹ 5,000/- then, from the subsequent payment of dividend, the tax on the current as well as on earlier amount of dividend will be deducted and accordingly, the balance amount of dividend will be paid to the concerned Individual Shareholder.
- (3) Reference is drawn to Circular No. 18/2017 dated May 29, 2017, issued by the Government of India, Ministry of Finance, Department of Revenue, Central Board of Direct Taxes as regards requirement of TDS in case of entities whose income is exempt under section 10 of the Act.
- (4) In case dividend income under the provisions of the Act is chargeable to tax in hands of any other person other than the Registered Shareholder, then, a declaration to that effect is required to be submitted in terms of section 199 of the Act read with Rule 37BA of the Income Tax Rules, 1962. On such submission, the Company will deduct tax in the name of such person, which would be due compliance of law on the part of the Company.
- (5) Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- (6) The Company, in compliance with the provisions of the Act, will allot unique identification number and the declarations will be furnished along with the statement of deduction of tax to the Income Tax Authority (Form 15H/15G).

Notice (Contd.)

(7) Insurance companies: The Life Insurance Corporation of India, The General Insurance Corporation of India, The National Insurance Company Limited, The New India Assurance Company Limited, The Oriental Insurance Company Limited, The United India Insurance Company Limited and any other insurer, as per section 2(28BB) of the Act. In case of any other insurer, self-attested copy of registration is to be furnished. If shares are not owned but have full beneficial interest, then, a declaration to that effect.

(8) **Needless to mention, PAN will be mandatorily required. In absence of PAN / Valid PAN, tax will be deducted at a higher rate of 20% as per section 206AA of the Act even if the amount of dividend is ₹ 5,000 or below.**

(9) **Compulsory linking of PAN and Aadhar by all holders of shares in Physical mode**

In terms of Notification dated March 29, 2022 and a Press Release dated March 30, 2022 the Central Board of Direct Taxes (CBDT) has extended the deadline to link PAN with the Aadhaar to March 31, 2023 from the earlier deadline of March 31, 2022. Thus the impact of the same on the holders of shares in physical mode is as under (*In terms of Circular: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and other subsequent applicable SEBI circulars and notifications*):

- (i) All existing shareholders in physical to take steps to link their PAN with their Aadhar Card by March 31, 2023 (or such other date as CBDT may specify);
- (ii) A "Valid PAN " means it is linked with the Aadhar card;
- (iii) RTAs shall accept only valid PANs and also verify the validity of the PANs in the existing Folios .RTAs have been authorised to use the PAN BULK VERIFICATION(PBV) facility from the service providers of the Income Tax Dept ;
- (vi) **The Folios in which PAN is/are not valid as on April 1, 2023 (or any other date which the CBDT may prescribe in this regard) SHALL BE FROZEN;**
- (v) With effect from April 1, 2023, (or any other date which the CBDT may prescribe) any dividend

payable to shareholders whose PANs have not been validated would result in deduction of income tax at source (TDS) a higher rate , as may be prescribed

(10) TDS to be deducted at higher rate in case of non-filers of Return of Income as per section 206AB of the Act which requires the Company to deduct tax at higher of the following rates in case of a 'specified person':

- i. At twice the rate specified in the relevant provision of the Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%; or
- iv. At the rate of 20%, if section 206AA is applicable

The term 'specified person' means a person who :

- has not filed return of income for the assessment year relevant to the previous year immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and
- is subjected to tax deduction/collection at source in aggregate amounting to ₹ 50,000/- or more in the said previous year.

A non-resident who does not have a permanent establishment is excluded from the scope of a specified person. Accordingly, non-resident shareholders are requested to provide declaration if they do not have permanent establishment and hence should not be considered as specified person.

The Income Tax Department has through the reporting portal utility, made available the list of 'specified person' for the purpose of section 206AB which shall be obtained at the time of deduction of TDS and accordingly, for those Shareholders who are classified as a specified persons under section 206AB, TDS on the dividend amount will be deducted at higher rate of 20%.

(11) The provisions of the tax treaty rate shall be applied even if tax is deductible under section 196D. Therefore, under both sections i.e. section 195/196D, the treaty

Notice (Contd.)

provisions can be applied, subject to submission of documents as mentioned above. However, the Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts, if the completeness of documents submitted by the non-resident Shareholder is not to the satisfaction of the Company, including not in accordance with the provisions of the Act. The Company, in compliance of section 195 of the Act, will furnish information relating to the payment of dividend and deduction of tax at source thereon in Form 15CA by the Company and 15CB by a Chartered Accountant, as applicable.

- (12) In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, the concerned Shareholder would still have the option of claiming refund of the excess tax deducted at the time of filing the income tax return. **No claim shall lie against the Company for such taxes deducted.**
- (13) The above is only to facilitate the Shareholder so that appropriate TDS is deducted on the dividend amount in accordance with the applicable provisions of the Act.
- (14) In cases where the status of a shareholder is appearing in the company's records as resident as well as non resident against different folios/D.P id-Client id, the Company would treat the status of the shareholder as "Non-resident". Accordingly, tax will be deducted at the rate applicable to a non-resident based on documents made available to the Company.
- (15) Further, it may be noted that:
1. In terms of section 139A of the Act, it is mandatory to quote PAN if tax is deductible on the dividend amount at source under section 194 of the Act. Such non-quoting shall attract penalty of ₹ 10,000/- under section 272B of the Act.
 2. SEBI has mandated the submission of PAN by every participant in the securities market. Accordingly, Shareholders are once again requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts, in case of holding in electronic form. Shareholders holding shares in physical

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

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

Imp instructions:

- (16) **No communication on the tax determination / deduction shall be entertained after July 17, 2022 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate .**
- (17) Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.
- (18) For detail process please refer to Communication on Tax Deduction on Dividend Weblink – <https://www.nocil.com/images/fckeditor/file/Communication%20to%20shareholders-%20Intimation%20regarding%20Tax%20Deduction%20on%20Dividend.pdf>.
- (19) Formats of Form 15G/15H and all other forms mentioned hereinabove can be downloaded from the Company's website <https://www.nocil.com/detail/investors/downloads/92>.
- (20) Application of TDS rate is subject to necessary verification by the Company of the Shareholder details as available in Register of Members as on the Record date , and other documents available with the Company /RTA.
- (21) In case TDS is deducted at a higher rate , an option is still available with the shareholder to file the return of income and claim an appropriate refund.

Notice (Contd.)

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

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, 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 05, 2026
March 31, 2020*	March 06, 2020	April 12, 2027
March 31, 2021	August 3, 2021	September 9, 2028

*Interim Dividend declared for F. Y. 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 F. Y. 2021-22. **Members wishing to claim dividends that remain unclaimed are requested to correspond with Mr. Polisetty Srinivas Anand, 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.**
- b) **Members are requested to address all correspondence, including dividend-related matters, to Mr. Polisetty Srinivas Anand, KFin Technologies Limited, Unit: NOCIL Limited,**

Notice (Contd.)

Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032.

17. Dematerialisation of shares

Shares held in dematerialised mode have several advantages over shares held on physical mode. Physical certificates are always prone to risks of 'theft, 'misappropriation', 'loss in transit,' 'damage or defacement' due to natural or other factors, 'misplacement' etc. Apart from the several benefits of holding shares in the dematerialised mode, it is important for shareholders to refer to the following regulatory directions, which make it imperative for shareholders to hold shares in dematerialised mode :

- (i) As per amended Regulation 40 of the SEBI (LODR) Regulations, 2015, transfer of shares in listed entities is permitted to be processed only in dematerialised mode w.e.f April 1, 2019.
- (ii) **MANDATORY CREDIT OF SHARES TO "SUSPENSE ESCROW DEMAT ACCOUNT"** :- In terms of SEBI Circular :- SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 shares of companies shall be issued in dematerialised mode only while processing the service requests for issue of duplicate certificates, Transmission of shares, Transposition of shares, Renewal/ Exchange of certificates, Endorsement; Subdivision, Splitting of the certificates and Consolidation of certificates/Folios .The said Circular further stipulates that in case the shareholder fails to submit the demat request within the prescribed time frame then the RTA shall credit the shares to a "SUSPENSE ESCROW DEMAT ACCOUNT ";
- (iii) **MANDATORY FREEZING OF FOLIOS** :- In terms of SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with Clarification Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 the respective Folios of shares held in physical mode shall be FROZEN by the RTAs if such shareholders have not furnished their

valid PAN, KYC details(email id, cell phone, Bank details, Specimen signatures) and Nomination details to the RTAs by March 31, 2023 . The Company has already issued individual notices in this regard to all such shareholders by speed post on February 19, 2022 and also included a reminder to this effect in its email dated June 22, 2022 issued to the shareholders intimating about the provisions relating to deduction of tax at source (TDS) on Dividend for F.Y 2021-22. The investor service request forms for updation of PAN, KYC, Bank details and Nomination viz Form ISR-1,ISR-2, ISR-3, SH-13, SH-14 and the said SEBI Circulars are available on the Company's website at : www.nocil.com; on the websites of the Stock Exchanges viz www.bseindia.com and www.nseindia.com and also on the website of the RTA : <https://www.kfintech.com/>

In view of the above developments/directions it is in the interest of shareholders holding shares in physical mode to immediately take steps to dematerialise their shares.

18. Nomination facility for Members

As per Section 72 of the Companies Act, 2013, Members are entitled to make nomination in respect of shares held by them. Members may send a written request in the prescribed forms (given in the table here-below) to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.

For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
Declaration to opt out nomination	Form ISR-3
Cancellation or Variation of Nomination	Form SH-14

The above referred Forms SH-13, ISR-3 & SH-14 can also be downloaded from the Company's website : <https://www.nocil.com/detail/investors/downloads/92>

Notice (Contd.)

Members holding shares in physical form may kindly note that in terms of **SEBI Circular No- SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with clarification Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021** it is mandatory to register their nomination details by submitting the above referred forms to the RTA in the manner specified, to avoid '**FREEZING OF THEIR FOLIOS**' on or after **April 1, 2023**.

19. **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:** -

1. The remote e-voting period commences on Saturday, July 23, 2022 at 09:00 am (IST) and ends on Wednesday, July 27, 2022 at 05:00 pm (IST). During this period, the Members of the Company, holding shares either in physical mode or in dematerialised mode, as on the cut-off date, i.e., Thursday, July 21, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

2. 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.**
3. Once the vote on a resolution is cast by the Member, such Member shall not be allowed to change it subsequently.
4. The Board of Directors have appointed M/s Makarand M Joshi & Co, Practicing Company Secretaries , as the Scrutinisers for scrutinising the e-voting process in a fair and transparent manner.
5. A person who is not a Member as on cut-off date should treat this Notice for information purpose only.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Notice (Contd.)

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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

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 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

Notice (Contd.)

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password,' you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'

Notice (Contd.)

- (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.
 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.
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 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. 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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join 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.

Notice (Contd.)

“Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

- 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 Soni Singh at 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:

- 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.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorcare@nocil.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- 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.
- 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.

- Any person holding shares in physical mode and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. **July 21, 2022**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**.

In case of Individual Shareholder holding securities in demat mode who acquire shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 21, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

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

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 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.

Notice (Contd.)

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. Member 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 meeting" menu against Company name. You are requested to click on VC/OAVM link placed under **Join Meeting** menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Annexure to the Notice

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT ,2013 :

Item No- 4 Re-appointment of the Statutory Auditors

Pursuant to Section 139 (1) of the Companies Act, 2013, M/s. Kalyaniwalla & Mistry, LLP Chartered Accountants, Mumbai (Registration No.104607W/W100166) were appointed as the Statutory Auditors of the Company at the 55th Annual General Meeting (AGM) held on July 27, 2017 for a period of five (5) years and hence the said Firm's first term comes to an end on the conclusion of the 60th Annual General Meeting convened on July 28, 2022.

In terms of section 139 (2) (b) of the Companies Act, 2013 , an Audit firm is entitled to be appointed or re-appointed as the Statutory Auditor of the Company for a maximum of two terms of five consecutive years. M/s Kalyaniwalla & Mistry, LLP therefore are entitled to be re-appointed for a second term of five years up to the conclusion of the 65th Annual General Meeting of the Company to be held in the year 2027.

M/s. Kalyaniwalla & Mistry, LLP have given their consent for their re-appointment as Statutory Auditors of the Company and have certified that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the Rules made thereunder. M/s. Kalyaniwalla & Mistry, LLP have confirmed that they are eligible for the proposed appointment under the Companies Act, 2013 , the Chartered Accountants Act, 1949 and the Rules or Regulations made thereunder. The said firm has reported their independence from the Company and its subsidiary, according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit. After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc. the Board of Directors at its meeting held on February 4, 2022 (based on the recommendations of the Audit Committee) and subject to approval of Members /Shareholders at the 60th Annual General Meeting, re-appointed M/s. Kalyaniwalla & Mistry, LLP as Statutory Auditors of the Company to hold the office as Statutory Auditors for the second and final term from the conclusion of this 60th Annual General Meeting till the conclusion of its 65th Annual General Meeting i.e., till

conclusion of Annual General Meeting to be held during the year 2027 for conducting Statutory Audit for the Financial Years 2022-23 to 2026-27.

The proposed remuneration to be paid to M/s. Kalyaniwalla & Mistry, LLP for audit services is ₹ 36.50 Lakhs p.a. (plus applicable taxes and out of pocket expenses) for the Financial Years 2022-23 and 2023-24.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Statutory Auditors for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

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

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

Item No-5 Re-appointment of tenure of Mr. S.R Deo, Managing Director

Mr. S.R. Deo is associated with Arvind Mafatlal Group (AMG) since last 43 years. Mr. Deo joined AMG after completing his M. Tech in Chemical Engineering from IIT Kanpur. Mr. Deo has contributed to improve the Plant efficiencies, Product Quality, Health, Safety and Environment (HSE) standards in the Company, Human Resources strategy to meet the future business challenges. Mr. Deo has created a strong technical team of Research and Technology for indigenous development of technologies and its implementation.

Mr. S.R. Deo was appointed as the Managing Director of the Company for a period of 5 years w. e. f. August 1, 2017 to July 31, 2022 by a Special Resolution passed by the shareholders at the Annual General Meeting held on July 27, 2017. The tenure of Mr. S.R. Deo as the Managing Director thus expires on July 31, 2022. Prior to his appointment as Managing Director, he held the following important positions in the Company :

- (i) As the Deputy Managing Director of the Company (w.e.f April 1, 2015);and

Annexure to the Notice (Contd.)

(ii) As the Executive Director & President (Technical) w.e.f. January 1, 2014 for a period of five (5) years .

The Board of Directors, on recommendation of the Nomination and Remuneration Committee and considering the critical role played by him in the management of the operations and other valuable contributions made by him, thought it fit in the interest of the Company to extend his tenure/re-appoint him as the Managing Director of the Company for a period of 1 year w.e.f August 1, 2022 to July 31, 2023. The same shall be subject to approval of the shareholders at the Sixtieth (60th) Annual General Meeting.

The terms of remuneration and perquisites payable to Mr. S.R. Deo are as follows:

- A. i) Salary : ₹ 800,000/- (Rupees Eight Lakhs only) per month
- ii) Perquisites and Allowances, the aggregate monetary value of which shall not exceed ₹ 220,000/- (Rupees Two Lakhs Twenty Thousand only) per month or as may be decided by the Board from time to time.

These perquisites and 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, Superannuation Fund or Annuity Fund to the extent they are not taxable under the Income Tax Act, 1961.
- Gratuity at the rate of one month's salary for every completed year or service or part thereof in excess of six months on the basis of the last drawn salary.
- Encashment of leave as per Company's Rules at the end of the tenure of service from the Company.
- Long Service benefit at the rate of one and half month's salary for every completed year of

service or part thereof in excess of six months on the basis of last drawn salary.

- B. Performance Bonus as may be fixed by the Board from time to time on the basis of the performance of Mr. S.R. Deo 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) Furnished Residential Accommodation or House Rent Allowance of ₹ 267,000/- (Rupees Two Lakhs Sixty-Seven Thousand only) per month
 - ii) Leave as per the rules of the Company.
 - iii) Reimbursement of Domiciliary Medical Expenses actually and properly incurred by him and his family and Medclaim Policy for hospitalisation.
 - iv) Expenses actually and properly incurred by him in the course of legitimate business of the Company.
 - v) Club Membership Fees subject to a maximum of two Club.
 - vi) Personal Accident Insurance Policy.
 - vii) 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.
 - viii) Life Insurance as per the rules of the Company.

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

Except Mr. Deo, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution. Your Directors recommend this resolution for approval by the Members.

Annexure to the Notice (Contd.)

Item No-6 Ratification of payment of remuneration to the Cost Auditors

Pursuant to Sections 142 and 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to approve and ratify the payment of remuneration of ₹ 8 Lakhs per annum and reimbursement of out-of-pocket expenses and taxes as may be applicable to the Cost Auditors as considered and

approved by the Board of Directors in their meeting held on May 17, 2022 for the Financial Year 2022-23.

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

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.

Registered Office:

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

Place : Mumbai

Date: May 17, 2022

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

Sd/-
Amit K. Vyas
Company Secretary

ANNEXURE A

Particulars of the Directors seeking appointment / re-appointment at the ensuing 60th 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. S.R Deo (DIN : 01122338)
Age	35 years.	67 years.
Qualifications	M.Com. and B.M.S. (with specialisation in Marketing) and has attended 3 Tier Management Program at IIM, Ahmedabad.	M. Tech. in Chemical Engineering from IIT Kanpur.
Date of Appointment/Reappointment	August 3, 2021.	August 1, 2017.
Date of first appointment on the Board	May 8, 2017.	January 1, 2014.
Expertise in Specific Functional Areas	After his graduation in 2008, Mr. Priyavrata Mafatlal spent three years understanding various facets of management in NOCIL Limited and the other Mafatlal Group Companies namely Navin Fluorine International Limited and Mafatlal Industries Limited. Over the next decade he went on to gain valuable experience and exposure in working with the different businesses and divisions at Mafatlal Industries Limited and has now been elevated to the role of Managing Director & CEO of Mafatlal Industries Limited w.e.f. July 1, 2020.	Mr. Deo has contributed to improve the Plant efficiencies, Product Quality, Health, Safety and Environment (HSE) standards in the Company, Human Resources strategy to meet the future business challenges, creating strong technical team of Research and Technology for indigenous development of technologies and its implementation. Mr. Deo has been instrumental in setting up a greenfield project within house developed technology at Dahej (Gujarat) in 2017-18 , as a Capex plan. By his astute leadership , Mr. Deo led his team to compete the implementation 100% and the entire Capex was accrued and utilised, completely funded through internal accruals. The Company maintains a zero-debt status for the past 5 years, a record in itself for a Company manufacturing rubber chemicals.
Terms & conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	-	Refer Explanatory Statement.
Directorship held in other listed entities	Managing Director and CEO - Mafatlal Industries Limited.	-

Annexure A (Contd.)

Name	Mr. Priyavrata H. Mafatlal (DIN: 02433237)	Mr. S.R Deo (DIN : 01122338)
Details of Listed Entities from which the person has resigned in the past three years	-	-
Membership / Chairmanship of Committees	NIL	Member : - Stakeholder Relationship and Investors Grievance Committee. - Corporate Social Responsibility Committee. - Risk Management Committee.
Number of shares held in the Company, including shareholding as a beneficial owner	12,495.	852,850.
Disclosure of relationship with other Director, Manager and KMPs	Mr. Priyavrata H. Mafatlal is related to Mr. Hrishikesh A. Mafatlal - Executive Chairman.	N.A.
Number of Board Meetings attended during the year	Seven (7) out of seven (7) meetings held in 2021-22.	Seven (7) out of seven (7) meetings held in 2021-22.