

Ref. No.: Sec/120/2021-22

November 15, 2021

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Scrip Code: 543334 Scrip ID: NUVOCO	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Trading Symbol: NUVOCO
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Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

Further to our letter no. Sec/113/2021-22 dated November 10, 2021 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated November 10, 2021, seeking approval of the Members of the Company on the following Special Resolutions as set out in the said Postal Ballot Notice by way of remote e-voting:

Sr. No.	Description of Special Resolutions
1	Reappointment of Mr. Berjis Desai (DIN: 00153675) as an Independent Director of the Company
2	Reappointment of Mrs. Bhavna Doshi (DIN: 00400508) as an Independent Director of the Company

In accordance with the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, the Company on Monday, November 15, 2021, has sent the Postal Ballot Notice through electronic mode only, to all the Members whose names appear in the Register of Members/Register of Beneficial Owners as on Friday, November 12, 2021 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company/Depositories/Registrar and Share Transfer Agent i.e. Link Intime India Private Limited.

The remote e-voting facility shall be available during the following period, and thereafter, the remote e-voting module shall be disabled by National Securities Depository Limited (“NSDL”).

Commencement of the remote e-voting	Wednesday, November 17, 2021 (9.00 a.m. IST)
End of the remote e-voting	Thursday, December 16, 2021 (5:00 p.m. IST)

The Postal Ballot Notice is available on the Company’s website at www.nuvoco.com and NSDL at www.evoting.ndsl.com.

We request you to take the above on record.

Thanking you,

Yours faithfully,
For Nuvoco Vistas Corporation Limited


Shruta Sanghavi
SVP and Company Secretary

Encl.: as above



NUVOCO VISTAS CORPORATION LIMITED

CIN: L26940MH1999PLC118229

Registered Office: Equinox Business Park, Tower – 3, East Wing, 4th Floor,
LBS Marg, Kurla (West), Mumbai – 400 070

Telephone: +91 22 6630 6511 **Fax:** +91 22 6630 6510

E-mail: investor.relations@nuvoco.com **Website:** www.nuvoco.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Nuvoco Vistas Corporation Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Sections 108, 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto for your consideration.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Thursday, December 16, 2021 (the last day to cast vote electronically) to be eligible for being considered.

The Board of Directors have appointed Mr P N Parikh (Membership No FCS 327 & CP No 1228) and failing him, Ms Jigyasa N. Ved (Membership No FCS 6488 & CP No 6018), of M/s Parikh & Associates, Practicing Company Secretaries, Mumbai as Scrutinizer for conducting the Postal Ballot through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Monday, December 20, 2021, and will be posted on the Company's website i.e. www.nuvoco.com and NSDL i.e. www.evoting.nsdl.com and will also be available on the website of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com. The Company will also display the results of the Postal Ballot at its Registered Office.

ITEM NO.1:

Reappointment of Mr. Berjis Desai (DIN: 00153675) as an Independent Director of the Company

To consider and pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and pursuant to the recommendation of the Nomination and Remuneration

Committee and the Board of Directors, Mr. Berjis Desai (DIN: 00153675), who holds office of an Independent Director up to January 2, 2022 and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Berjis Desai's (DIN: 00153675) candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from January 3, 2022 up to January 2, 2027."

"**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

ITEM NO.2:

Reappointment of Mrs Bhavna Doshi (DIN: 00400508) as an Independent Director of the Company

To consider and pass, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and pursuant to the recommendation of the Nomination and Remuneration

Committee and the Board of Directors, Mrs. Bhavna Doshi (DIN: 00400508), who holds office of an Independent Director up to January 2, 2022 and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mrs. Bhavna Doshi's (DIN: 00400508) candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from January 3, 2022 up to January 2, 2027."

"**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors

Place: Mumbai

Shruta Sanghavi

Date: November 10, 2021

SVP and Company Secretary

Registered Office:

Equinox Business Park, Tower – 3,

East Wing, 4th Floor, LBS Marg,

Kurla (West), Mumbai – 400 070

CIN: L26940MH1999PLC118229

Telephone: +91 22 6630 6511 Fax: +91 22 6630 6510

Email: investor.relations@nuvoco.com

Website: www.nuvoco.com

NOTES:

1. A Statement pursuant to Section 102 of the Act read with the Rules, setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, November 12, 2021 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company/Depositories/ Registrar and Share Transfer Agent i.e. Link Intime India Private Limited. Physical copies of the Postal Ballot Notice along with postal

ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.
4. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with

the Depository through their concerned Depository Participant(s). Members who hold shares in physical form are requested to register their e-mail addresses with M/s. Link Intime India Private Limited by sending an e-mail at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member.

5. The Notice has also been placed on Company's website i.e., www.nuvoco.com and NSDL's website i.e., www.evoting.nsdl.com and will also be available on the website of Stock Exchanges i.e., www.bseindia.com and www.nseindia.com.
6. A Member cannot exercise his vote by proxy on Postal Ballot.
7. Voting rights of a Member shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members.
8. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI Circular on e-Voting Facility provided by Listed Entities dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing remote e-voting facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of NSDL as the agency to provide remote e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
9. Any Member who did not receive the Notice may either send an e-mail to the Company at investor.relations@nuvoco.com or to NSDL at evoting@nsdl.co.in.
10. **The e-voting period commences at 9:00 a.m. (IST) on Wednesday, November 17, 2021 and ends at 5:00 p.m. (IST) on Thursday, December 16, 2021.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
11. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
12. The Resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, December 16, 2021.

13. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an e-mail to investor.relations@nuvoco.com.

PROCEDURE FOR E-VOTING

Pursuant to Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of the Listing Regulations, as amended, read with SEBI Circular dated December 9, 2020 on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of NSDL to its Members to exercise their right to vote on the proposed resolutions by electronic means.

The e-voting facility will be available during the following period:

- **Commencement of e-voting: 9:00 a.m. (IST) on Wednesday, November 17, 2021**
- **End of e-voting: 5:00 p.m. (IST) on Thursday, December 16, 2021**

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on a resolution is cast by a Member, a Member shall not be allowed to change it subsequently.

The procedure and instructions for remote e-voting are as follows:

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

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

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically

Details on Step 1 are mentioned below:

A) Login method for e-Voting for Individual Members holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

Type of Member: Individual Members holding securities in demat mode with NSDL

Login Method:

A. NSDL IDeAS facility

If you are already registered, follow the below steps:

1. Visit the e-services website of NSDL viz. <https://eservices.nsd.com> either on a personal computer or on a mobile.
2. 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.
3. After successful authentication, you will be able to see e-voting services under value added services.
4. Click on “**Access to e-Voting**” under e-voting services and you will be able to see e-Voting page.
5. Click on company's name or **e-voting service provider - NSDL** and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.

If you are not registered, follow the below steps:

1. An option to register is available at <https://eservices.nsd.com>.
2. Select “**Register Online for IDeAS**” Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
3. Please follow steps given in points 1-5.

B. E-voting website of NSDL

1. Open web browser by typing the following URL: <https://www.evoting.nsd.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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen.

4. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-voting page. Click on company's name or **e-voting service provider - NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Type of Member: Individual Members holding securities in demat mode with CDSL

Login Method:

1. 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.
2. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat account. After successful authentication, the user will be provided links for the respective ESP i.e. **NSDL** where the e-voting is in progress.

Type of Member: Individual Members (holding securities in demat mode) login through their depository participants

1. You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.
2. 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.
3. Click on company's name or **e-voting service provider-NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members 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 Members 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 Members other than Individual Members holding securities in demat mode and Members 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*****. |
| 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 Members other than Individual Members 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 e-mail Id is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail Id. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail Id is not registered, please follow steps mentioned in **Note no. 4.**

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) Click on **“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.

Details on Step 2 are mentioned below:

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

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

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 Members

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com 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 Members and e-voting user manual for Members 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 Mr. Sagar Ghosalkar at evoting@nsdl.co.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") and Secretarial Standard-2 on General Meetings ("SS-2"), sets out all material facts relating to the Special Business mentioned at Item Nos.1 and 2 of the accompanying Notice dated November 10, 2021.

Item Nos. 1 and 2

Mr. Berjis Desai and Mrs. Bhavna Doshi were appointed as Independent Directors of the Company for a period of 5 (five) consecutive years w.e.f. January 3, 2017 pursuant to Section 149 of the Companies Act, 2013 (the "Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Members of the Company at the 18th Annual General Meeting held on September 12, 2017.

The Nomination and Remuneration Committee at its Meeting held on November 10, 2021 after taking into account the performance evaluation of these Independent Directors, during their first term of 5 (five) consecutive years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Independent Directors during their tenure in first term, has recommended to the Board that continued association of these Independent Directors would be in the interest of the Company. Based on the above, the Nomination and Remuneration Committee and the Board has recommended the reappointment of these Independent Directors on the Board of the Company, to hold office for the second term of 5 (five) consecutive years commencing from January 3, 2022 up to January 2, 2027 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing the candidature of Mr. Berjis Desai and Mrs. Bhavna Doshi for their reappointment to the office of Independent Directors.

Brief profile of the above Independent Directors are as under:

Mr. Berjis Desai:

- He holds a bachelor's degree in law from the University of Bombay and a master's degree in law from University of Cambridge.

- He has experience in private client practice, business laws, transactional and dispute resolution.
- He has previously been associated as a managing partner with J. Sagar Associates, Advocates & Solicitors.

Mrs. Bhavna Doshi:

- Mrs. Bhavna Doshi holds a master's degree in commerce from University of Bombay and is a qualified chartered accountant.
- She was elected to the Western India Regional Council of the ICAI and held position of Secretary and chairperson.
- She was also elected to the Council of ICAI and has also served as the chairperson and member of the Accounting Standards Board of India and the Research Committee of ICAI.
- She has been a member of the Compliance Advisory Panel of International Federation of Accountants, New York and also a member of the Government Accounting Standards Advisory Board constituted by the Controller and Auditor General of India.
- She was elected as the president of the Indian Merchant's Chamber and is currently serving on the President's Advisory Committee of the Indian Merchant's Chamber. She is also a member of the Corporate Governance Committee of CII and the managing committee member of Assocham.
- She has experience in taxation, accounting, corporate and regulatory matters.
- She has previously been associated as partner in chartered accountant firms like B. S. Mehta & Co., RSM & Co. and Bharat S. Raut & Co. (member firm of KPMG in India).

Both the Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). In terms of Section 152 of the Act, the Board of Directors is of the opinion that Mr. Berjis Desai and Mrs. Bhavna Doshi fulfils the conditions specified in the Act for their reappointment as an Independent Directors and are independent of the management.

The Company has also received from both the Directors:-

- (i) the consent in writing to act as Director;
- (ii) intimation that they are not disqualified under Section 164(2) of the Act; and
- (iii) a declaration to the effect that they are not debarred from holding the office of Director pursuant to any order issued by SEBI.

The draft letter of appointment of Mr. Berjis Desai and Mrs. Bhavna Doshi setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investor.relations@nuvoco.com.

Additional information in respect of Mr. Berjis Desai and Mrs. Bhavna Doshi, pursuant to Regulation 36 of the Listing Regulations and SS-2, is given at **Annexure A** to this Notice.

The Board recommends the Resolutions for reappointment of the Independent Directors at Item nos. 1 and 2 as Special Resolutions of this notice for your approval.

Except Mr. Berjis Desai and Mrs. Bhavna Doshi, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolutions set out at Item nos. 1 and 2.

By Order of the Board of Directors

Place: Mumbai

Date: November 10, 2021

Shruta Sanghavi

SVP and Company Secretary

Registered Office:

Equinox Business Park, Tower – 3,

East Wing, 4th Floor, LBS Marg,

Kurla (West), Mumbai – 400 070

CIN: L26940MH1999PLC118229

Telephone: +91 22 6630 6511 Fax: +91 22 6630 6510

Email: investor.relations@nuvoco.com

Website: www.nuvoco.com

Annexure A

Details of the Directors proposed to be reappointed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2:

Name	Mr Berjis Desai (DIN: 00153675)	Mrs Bhavna Doshi (DIN: 00400508)
Age	65 years	68 years
Qualification	Bachelor's degree in law from the University of Bombay and a master's degree in law from University of Cambridge	Chartered Accountant from the Institute of Chartered Accountants of India and a master's degree from the University of Bombay
Date of first appointment on the Board	January 3, 2017	January 3, 2017
Experience/ Brief Resume	As stated above	As stated above
Expertise in specific functional areas	Rich experience in field of law	Rich experience in field of in finance and accounting, taxation, corporate and regulatory matters
Number of shares held in the Company	Nil	Nil
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	None	None
No. of Board Meetings attended during the financial year (FY 2021-22) till the date of postal ballot notice	9	9
Directorships held in other companies including the Company as on the date of the Postal Ballot Notice	<ul style="list-style-type: none"> • Jubilant Foodworks Limited • Praj Industries Limited • Emcure Pharmaceuticals Ltd. • The Great Eastern Shipping Company Ltd. • Man Infraconstruction Ltd • Nuvoco Vistas Corporation Ltd • Deepak Fertilizers and Petrochemicals Corporation Limited • Star Health and Allied Insurance Company Limited • Inventurus Knowledge Solutions Pvt. Ltd. • Vista Intelligence Private Limited • NU Vista Limited 	<ul style="list-style-type: none"> • Sun Pharma Advanced Research Company Limited • Everest Industries Limited • Nuvoco Vistas Corporation Limited • Future Generali India Life Insurance Company Limited • LIC Pension Fund Limited • Future Generali India Insurance Company Limited • ICAI Accounting Research Foundation • IndusInd Bank Limited • KPIT Technologies Limited • Connect Capital Private Limited • Greatship (India) Ltd • AIC-NMIMS Incubation Centre
Membership / Chairmanship of Committees of other Boards as on date of the Postal Ballot Notice	<ul style="list-style-type: none"> • Jubilant Foodworks Limited, Independent Director <ul style="list-style-type: none"> - Nomination, Remuneration and Compensation Committee- Member - Sustainability and Corporate Social Responsibility Committee- Member - Risk Management Committee- Member 	<ul style="list-style-type: none"> • Sun Pharma Advanced Research Company Limited, Independent Director <ul style="list-style-type: none"> - Audit Committee- Chairman - CSR Committee- Member • Everest Industries Limited, Independent Director <ul style="list-style-type: none"> - Audit Committee- Member

Name	Mr Berjis Desai (DIN: 00153675)	Mrs Bhavna Doshi (DIN: 00400508)
	<ul style="list-style-type: none"> • Praj Industries Limited, Independent Director <ul style="list-style-type: none"> - Audit Committee- Chairman - Nomination & Remuneration Committee- Chairman - Compensation and Share Allotment Committee- Member • Emcure Pharmaceuticals Ltd., Independent Director <ul style="list-style-type: none"> - Audit Committee- Member - Nomination & Remuneration Committee- Chairman • The Great Eastern Shipping Company Ltd., Director <ul style="list-style-type: none"> - Audit Committee- Member - Nomination & Remuneration Committee- Member - Compensation (ESOP) Committee- Member - Stakeholders' Relationship Committee- Chairman - Share Transfer Committee- Member • Man Infraconstruction Ltd, Independent Director <ul style="list-style-type: none"> - Stakeholders' Relation Committee- Chairman - Corporate Social Responsibility Committee- Chairman - Nomination and remuneration Committee- Member - Management Committee- Chairman - Risk Management Committee- Member • Nuvoco Vistas Corporation Ltd, Independent Director <ul style="list-style-type: none"> - Audit Committee- Member - Nomination & Remuneration Committee- Chairman - Corporate Social Responsibility Committee - Chairman 	<ul style="list-style-type: none"> • Nuvoco Vistas Corporation Limited, Independent Director <ul style="list-style-type: none"> - Audit Committee- Chairman - Nomination & Remuneration Committee- Member - Risk Management Committee- Member • Future Generali India Life Insurance Company Limited, Independent Director <ul style="list-style-type: none"> - Audit Committee- Chairman - Nomination & Remuneration Committee- Chairman - With Profit Committee- Chairman • LIC Pension Fund Limited, Independent Director <ul style="list-style-type: none"> - Risk Management Committee- Chairman - Nomination & Remuneration Committee- Member • Future Generali India Insurance Company Limited, Independent Director <ul style="list-style-type: none"> - Audit Committee- Chairman - Nomination & Remuneration Committee- Chairman • IndusInd Bank Limited, Independent Director <ul style="list-style-type: none"> - Audit Committee- Chairman - Stakeholder Relationship Committee- Member - Finance Committee- Member - Risk Management Committee- Member - Review Committee of Board (Non- Co-operative Borrowers & Wilful Defaulters)- Member • Greatship (India) Ltd, Independent Director <ul style="list-style-type: none"> - Audit Committee- Member - Nomination and Remuneration Committee- Member

Name	Mr Berjis Desai (DIN: 00153675)	Mrs Bhavna Doshi (DIN: 00400508)
	<ul style="list-style-type: none"> • Deepak Fertilizers and Petrochemicals Corporation Limited, Independent Director <ul style="list-style-type: none"> - Nomination, Remuneration and Compensation Committee- Chairman - Stakeholders Relationship Committee- Chairman - Securities Issue Committee- Chairman - Right Issue Committee - Chairman • Star Health and Allied Insurance Company Limited, Independent Director <ul style="list-style-type: none"> - Nomination, Remuneration and Compensation Committee- Chairman 	
Terms and conditions of reappointment	As per the resolution set out in this Notice read with the Statement hereto.	As per the resolution set out in this Notice read with the Statement hereto.
Details of Remuneration sought to be paid	He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and or Committees and commission approved by the Board within the limits stipulated under Section 197 of the Act.	She shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and or Committees and commission approved by the Board within the limits stipulated under Section 197 of the Act.
Remuneration last drawn (sitting fees)	Sitting fees @ Rs.75,000 per meeting of the Board Sitting fees @ Rs.50,000 per meeting of the Committee	Sitting fees @ Rs.75,000 per meeting of the Board Sitting fees @ Rs.50,000 per meeting of the Committee