

POSTAL BALLOT NOTICE

Dear Members,

Notice pursuant to Sections 108 & Section 110 of the Companies Act, 2013, as amended read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended

Notice is hereby given pursuant to the provisions of Sections 108 & 110 of the Companies Act 2013, as amended (“**the Act**”) read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended, (“**the Rules**”) read with General Circular No. 14/2020 dated 8th April 2020 , General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020 , General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020 , General Circular No. 10/2021 dated 23rd June 2021 and General Circular No. 20/2021 dated 08th December 2021 respectively issued by the Ministry of Corporate Affairs (“**MCA**”), and pursuant to Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations , 2015 , including any statutory modification or re-enactment thereof for the time being in force and in accordance with Secretarial Standard -2(“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”), to the effect that the company viz NOCIL Limited (“**the Company**”) is seeking the approval of the Members by way of an **ORDINARY RESOLUTION** for the matter as considered in the resolution appended below, through Postal Ballot by voting through electronic means (“ **remote e-voting** ”)

Further, the MCA has, vide the aforementioned Circular dated 13th April 2020, permitted the dispatch of Postal Ballot Notices by email to the shareholders who have registered their email ids with the Company / RTA / Depository Participant / Depository and secure their votes through e-voting. **In respect of those shareholders who have not registered their email ids, the Company has provided the mechanism in this notice to register their email ids and a public notice to that effect will be published.**

Members who have not registered their email addresses so far are requested to get their email addresses registered . Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, KFin Technologies Private Limited at einward.ris@kfintech.com with a copy to investorcare@nocil.com by providing Folio No., name, 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) for registering email address.

The Explanatory Statement pertaining to the said resolution setting out the material facts concerning this resolution and the rationale thereof is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. Makarand M. Joshi, failing him, Ms. Kumudini Bhalerao, Partner of M/s. Makarand M. Joshi & Co., Company Secretaries as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide e-voting facility to enable the shareholders of the Company to cast their votes electronically, instead of Postal Ballot Form. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice and cast their votes not later than 5:00 p.m. Wednesday, 20th April, 2022.

The Scrutinizer will submit his report to the Chairman of the Company or any other Director of the Company as authorized by the Board, if any, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the Postal Ballot through e-voting facility will be announced on or before Friday, 22nd April, 2022 by 5:00 p.m. at the Company's Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website www.nocil.com, besides communicating to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

Appointment of Mr. Anand V.S as the Deputy Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 161, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and in accordance with the approval of the Board of Directors based on the recommendations of the Nomination &

Remuneration Committee of the Board, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Anand V.S. (holding DIN : 07918665) as Deputy Managing Director of the Company for a period of five (5) years with effect from 2nd March , 2022 to 1st March , 2027, on such terms and conditions including remuneration and perquisites (hereinafter referred to as “remuneration”) as set out in the Explanatory Statement annexed to this notice and in respect of whom the Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Anand V.S. for the office of Director .

FURTHER RESOLVED THAT where the Company has no profits, or if its profits are inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013, be considered as minimum remuneration payable to Mr. Anand V.S as Deputy Managing Director subject to such statutory approvals, as may be applicable.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to alter, vary the terms of the remuneration, in such manner as may be deemed fit and acceptable to Mr. Anand V.S.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution.”

Registered Office:

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

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

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

Date: 2nd March, 2022

Place: Mumbai

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business is annexed hereto;
2. As per the General Circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and on account of the current Covid-19 pandemic , physical copies of this Postal Ballot Notice , Postal Ballot forms and pre -paid Business Reply Envelops are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only ;
3. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and related General Circulars issued by the Ministry of Corporate Affairs (“**MCA**”) the Company is pleased to offer e-voting facility to its Members holding equity shares as on 11th March, 2022 being the cut-off date, to exercise their right to vote electronically on the above resolution.
4. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”), for the purpose of providing e-voting facility to all its members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section ‘Voting through electronic means’ in this Notice.
5. Pursuant to the General Circulars issued by the Ministry of Corporate Affairs (“**MCA**”) , the Notice, together with the documents accompanying the same, is being sent to all the Members electronically by e-mail who have registered their e-mail ids with the Company / Registrar and Transfer Agents/ NSDL/ CDSL/ Depository Participants), whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL as on 11th March , 2022 (the “**cut off date**”) .
6. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
7. Voting Rights in the Postal Ballot cannot be exercised by a proxy.

8. The aforementioned mechanism of registration of email ids for the purpose of e-voting will be also given by the Company in the Public Notice.
9. The Notice will be displayed on the website of the Company viz., www.nocil.com and on the website of NSDL (<https://evoting.nsdl.com>) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. <https://www.bseindia.com/> and <https://www.nseindia.com/>.
10. The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Economic Times (Mumbai edition) in English language; and (ii) Maharashtra Times (Mumbai edition) in Marathi language, having wide circulation in the district where the Registered Office of Company is situated.
11. The Company has appointed Mr. Makarand M. Joshi (Certificate of Practice No. 3662), failing him, Ms. Kumudini Bhalerao, (Certificate of Practice No. 6690), Partners of M/s Makarand M. Joshi & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the e-votes submitted. The Scrutinizer's decision on the validity of the e-votes shall be final. The results of the postal ballot through e-voting will be announced on or before Friday, 22nd April, 2022 at the Registered Office of the Company. The results, together with the Scrutinizer's Report, will be displayed at the Registered Office of the Company and on the Company's website viz., www.nocil.com, besides being communicated to BSE Limited and the National Stock Exchange of India Limited.
13. The e-voting period commences on Tuesday, 22nd March, 2022 at 10:00 a.m. IST and ends on Wednesday, 20th April, 2022 at 5:00 p.m. IST. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e., 11th March, 2022, are requested to cast their vote electronically. The e-voting module shall be disabled by NSDL for voting on 20th April, 2022 after 5.00 p.m. IST. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is

pleased to provide members a facility to exercise their right to vote on business proposed to be transacted by postal ballot by electronic means through e-voting services. The facility of casting votes by the members using an electronic voting system ("remote e-voting") will be provided by NSDL. *The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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. 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







NOCIL LIMITED

Regd. Office : Mafatlal House, 3rd Floor, H. T. Parekh Marg,
Backbay Reclamation, Churchgate, Mumbai - 400 020, India.
Tel.: +91 22 6657 6100, 6636 4062 Fax +91 22 6636 4060
Website: www.nocil.com CIN : L99999MH1961PLC012003
Email: investorcare@nocil.com



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	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="790 1077 1287 1366"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p> <p>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.</p>



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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for 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*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

<u>How to cast your vote electronically on NSDL e-Voting system?</u>
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical](#)

[User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi M 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:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorcare@nocil.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorcare@nocil.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Annexure to the Notice

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

Appointment of Mr. Anand V.S. as Deputy Managing Director

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on 4th February, 2022 approved the appointment of Mr. Anand V.S. as Additional Director designated as Deputy Managing Director of the Company for a period of 5 years with effect from 2nd March, 2022 to 1st March, 2027 on terms and conditions as specified in the resolution at item no. 1 of the notice. There was modification in date of joining the Company from 2nd March, 2022 instead of 3rd March, 2022, the Board has accordingly approved the modification in the date of joining viz 2nd March, 2022 for a term of 5 years upto 1st March, 2027 (instead of 2nd March, 2027 approved earlier) on 28th February, 2022.

The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director.

Mr. Anand V.S. is BE in Chemical Engineering from Siddaganga Institute of Technology, Bangalore and PGDM in Marketing from MDI Gurgaon.

Prior to joining NOCIL, Mr. Anand was Managing Director of Chemetall India (BASF Company). Mr. Anand was associated with BASF from 1997 till February 2022. He has over two decades of diverse experience across Textile Chemicals, Care Chemicals, Surfactant Chemicals etc. During his career he has led various leadership roles.

The terms of remuneration and perquisites payable to Mr. Anand V.S. are as follows:

- A. i) Salary : Rs. 84,00,000/- (Rupees Eighty-Four Lakhs) p.a.
- ii) Perquisites and Allowances, the aggregate monetary value of which shall not exceed Rs. 77,95,000/- (Rupees Seventy-Seven Lakh Ninety-Five Thousand Only) p.a. or as may be decided by the Board from time to time.

These perquisites and other allowances will be in addition to items mentioned in Clause (C) below.

The salary and perquisites as mentioned under (i) and (ii) above will be exclusive of:



NOCIL LIMITED

Regd. Office : Mafatlal House, 3rd Floor, H. T. Parekh Marg,
Backbay Reclamation, Churchgate, Mumbai - 400 020, India.
Tel.: +91 22 6657 6100, 6636 4062 Fax +91 22 6636 4060
Website: www.nocil.com CIN : L99999MH1961PLC012003
Email: investorcare@nocil.com



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- Contribution to the Provident Fund to the extent they are not taxable under the Income Tax Act, 1961.
 - Gratuity and Superannuation Fund as per the prevailing rules of the Company.
 - Encashment of leave as per Company's Rules at the end of the tenure of service from the Company.
- B. Performance Bonus as may be decided by the Board from time to time (subject to a minimum of Rs. 37,50,000 /- (Thirty-Seven Lakh Fifty Thousand) p.a.) on the basis of the performance of Mr. Anand V.S. and of the Company subject to and within the limits of the Companies Act, 2013 or any amendments thereto.
- C. Apart from the above-mentioned remuneration, he shall be entitled to:
- i. Leave as per the rules of the Company.
 - ii. Reimbursement of Domiciliary Medical Expenses actually and properly incurred by him and his family and Mediclaim Policy for hospitalization.
 - iii. Expenses actually and properly incurred by him in the course of legitimate business of the company.
 - iv. Club Membership Fees subject to a maximum of one Clubs.
 - v. Personal Accident Insurance Policy.
 - vi. Provision for use of motor car with driver for both official and personal use and reimbursement of telephone, gas and electricity expenses incurred at his residence.
 - vii. Life Insurance as per the rules of the Company.

A copy of draft Letter of Appointment under Section 190 (2) is available for inspection electronically. Members seeking inspection may send an email to investorcare@nocil.com.

Where in any financial year during the currency of the tenure of Mr. Anand V.S. , the Company has no profits or if its profits are inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013 be considered as minimum remuneration, subject to such statutory approvals as may be applicable.

The Board may alter or vary the above referred terms of appointment, salary, commission, performance bonus and perquisites including minimum remuneration payable in such manner



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as the Board in its absolute discretion deems fit and acceptable to Mr. Anand V.S. provided that such alterations are within the limits specified in Schedule V of the Companies Act, 2013 or any amendments, modifications or re-enactments made thereof from time to time.

Except Mr. Anand V.S. , 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 of the Members.

Particulars of the Directorship seeking appointment to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards- 2 (SS-2).

Name	Mr. Anand V.S. (DIN: 07918665)
Brief Resume	Mr. Anand V.S , 48, is BE in Chemical Engineering from Siddaganga Institute of Technology , Bangalore and PGDM in Marketing from MDI Gurgaon. Prior to joining NOCIL , Mr. Anand was Managing Director of Chemetall India (BASF Company). Mr. Anand was associated with BASF from 1997 till February 2022. He has over two decades of diverse experience across Textile Chemicals, Care Chemicals , Surfactant Chemicals etc. During his career he has led various leadership role.
Age	48 years.
Qualifications	<ul style="list-style-type: none"> • BE in Chemical Engineering from Siddaganga Institute of Technology , Bangalore. • PGDM in Marketing from MDI Gurgaon.
Date of Appointment/Reappointment	2 nd March,2022
Date of first appointment on the Board	2 nd March,2022
Expertise in Specific Functional Areas	<ul style="list-style-type: none"> • General Management • Sales & Marketing • Strategy
Terms & conditions of appointment or re-appointment along with	Refer Explanatory Statement.



NOCIL LIMITED

Regd. Office : Mafatlal House, 3rd Floor, H. T. Parekh Marg,
Backbay Reclamation, Churchgate, Mumbai - 400 020, India.
Tel.: +91 22 6657 6100, 6636 4062 Fax +91 22 6636 4060
Website: www.nocil.com CIN : L99999MH1961PLC012003
Email: investorcare@nocil.com



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details of remuneration sought to be paid and the remuneration last drawn.	
Directorship held in other listed entities	Nil
Membership / Chairmanship of Committees	Nil
Name of listed entities from which person has resigned in the past three years	Nil
Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Mr. Anand V.S. is not related to any Director / Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year	Nil

Registered Office:

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

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

Sd/-

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

Date: 2nd March, 2022
Place: Mumbai



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OUR COMMITMENT TO SUSTAINABILITY