

POSTAL BALLOT NOTICE

Dear Members,

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

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act 2013, as amended (“**the Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, (“**the Rules**”) including any statutory modification or re-enactment thereof for the time being in force, General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively issued by the Ministry of Corporate Affairs (**MCA**) and Secretarial Standard -2(**SS-2**), that NOCIL Limited (“**the Company**”) is seeking the approval of the Members by way of Special Resolution, for the matter as considered in the resolution appended below, through postal ballot i.e., voting by electronic means. In view of the current outbreak of COVID-19 pandemic and the consequent lockdown, there is a temporary stoppage of postal services, hence, this Notice cannot be dispatched through post.

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.

The Explanatory Statement 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 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 reasons for not enclosing the Postal Ballot form has already been explained in the foregoing paras. Members (whether holding shares in demat form or in





NOCIL LIMITED

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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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physical form) are requested to cast their votes by E-voting. The Company has engaged the services of KFin Technologies Private Limited (“**KFin**”), the Company’s Registrar and Transfer Agent 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. on Wednesday, 08th July, 2020.

The Scrutinizer will submit his report to the Chairman of the Company or any other Director of the Company as authorised 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 Saturday, 11th July, 2020 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.

Re-appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company:

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and the amendments made thereto from time to time, the consent of the members of the Company be and is hereby accorded for re-appointment of Ms. Dharmishta N. Raval (holding DIN: 02792246) as an Independent Director of the Company, not liable to retire by rotation, for her second term of a period of 4 consecutive years from 23rd July 2020 to 22nd July 2024.”

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: 20th May, 2020
Place: Mumbai



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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business is annexed hereto.
2. Subject to the lifting of lockdown restrictions (wholly or partially, as may be applicable) by the Central and/or State Govt and subject to and in compliance with any further conditions/ restrictions/ clarifications, as may be stipulated by the said Governments, statutory/ regulatory and other administrative authority, relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered Office and the copies thereof at the Corporate Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will also be made available on the website of the Company during the abovementioned period.
3. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 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 General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively 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 29th May, 2020 being the cut-off date, to exercise their right to vote electronically on the above resolution.
4. The Company has engaged the services of KFin Technologies Private Limited (“**KFin**”), the Company’s Registrar and Transfer Agent, 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 Circular dated 13th April 2020 issued by 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/ NDSL/ CDSL/ Depository Participants), whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL as on 29th May, 2020.



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6. Those persons who are shareholders as on 29th May, 2020, i.e. whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL as on 29th May, 2020 and have not registered their email ids should register their email ids before the date of closure of e-voting by clicking on the link: <https://karisma.kfintech.com/emailreg> and follow the registration process as guided thereafter. Post successful registration of such email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this postal ballot. In case of any queries, members may write to: einward.ris@kfintech.com.
7. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
8. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
9. 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.
10. The Notice will be displayed on the website of the Company viz., www.nocil.com and on the website of KFin (<https://evoting.karvy.com>). The notice shall also be uploaded on both the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.
11. 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.
12. The Company has appointed Mr. Makarand Joshi, failing him, Ms. Kumudini Bhalerao, Partner of M/s Makarand M. Joshi & Co, Company Secretaries (Membership No. FCS 5533) as the Scrutinizer for conducting postal ballot and e-voting process in a fair and transparent manner.
13. 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 Saturday, 11th July, 2020 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.



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14. Kindly note that in view of the current outbreak of COVID-19 and the lockdown and also the urgency of the business to be transacted, the Members are allowed only one mode for voting i.e. e-voting.
15. The e-voting period commences on Tuesday, 09th June, 2020 at 10:00 a.m. IST and ends on Wednesday, 08th July, 2020 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., 29th May, 2020, are requested to cast their vote electronically. The e-voting module shall be disabled by KFin for voting on 08th July, 2020 at 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 KFin.

- A. Member/s whose email IDs are registered with the Company/DPs will receive an email from KFin informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. User ID and password) which will be sent separately. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - (iii) After entering these details appropriately, click on “LOGIN”.



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- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for NOCIL Limited which is 5308 (**EVEN**).
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “**FOR/AGAINST**” or alternatively, you may partially enter any number in “**FOR**” and partially in “**AGAINST**” but the total number in “**FOR/AGAINST**” taken together should not exceed your total shareholding as on the cut-off date.
- (viii) You may then cast your vote by selecting an appropriate option and click on “**Submit**”.
- (ix) A confirmation box will be displayed. Click “**OK**” to confirm else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- (x) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: scrutinisers@mmjc.in or makarandjoshi@mmjc.in or evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “NOCIL_EVENT NO.”

- B.** Those persons who are shareholders as on 29th May, 2020, i.e. whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL as on 29th May, 2020 and have not registered their email ids should register their email ids before the date of closure of e-voting by clicking on the link: <https://karisma.kfintech.com/emailreg> and follow the registration process as guided thereafter. Post successful registration of such email address, the member would get



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soft copy of the Notice and the procedure for remote e-voting along with the user ID and password and EVEN to enable remote e-voting for this postal ballot. In case of any queries, members may write to: einward.ris@kfintech.com.

- C.** The Members would then be required to please follow all steps from Sr. No. (i) to (x) above to cast vote.

In case of any query pertaining to e-voting, please visit Help & FAQ's section available at KFin's website <https://evoting.karvy.com>.

- D.** If the member is already registered with KfiN e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.



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Annexure to the Notice

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

Re-appointment of Ms. Dharmishta N. Raval as an Independent Director

At the 53rd Annual General Meeting of the Members of the Company held on 23rd July, 2015, Ms. Dharmishta N. Raval was appointed as an Independent Director for a period of 5 years. Her existing term expires on 22nd July 2020. She is a Chairperson of the Stakeholders Relationship & Investors' Grievances Committee and a Member of the Corporate Social Responsibility Committee of the Company.

Ms. Raval is aged 64 years. She has given her consent for re-appointment for the second term beginning from 23rd July 2020 to 22nd July 2024.

Pursuant to the provisions of sections 149 and 152 and other applicable provisions of the Companies Act, 2013, the Independent Director can be re-appointed for a second term up to 5 consecutive years after obtaining the approval of the shareholders by passing a special resolution.

Ms. Raval is enrolled as an Advocate of the Gujarat Bar Association in 1980 and is a Partner of Raval and Raval, Advocates, Ahmedabad. She is in practice as an Advocate at Gujarat High Court since May, 2003.

Ms. Raval is ex-Executive Director of Securities and Exchange Board of India (SEBI). Ms. Raval is on the Executive Committee of National Securities Depository Ltd. (NSDL), Member of Advisory Committee of SEBI – Mutual Fund. She is on the Board of other Public Limited Companies and Member of various committees as given below:



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Directorship	Chairmanship/ Membership of Committees*
Cadila Healthcare Limited	Member – Audit Committee
Torrent Power Limited	Member – Audit Committee
Zydus Wellness Limited	Chairman - Audit Committee
Zydus Wellness Products Limited	Nil
Zydus Healthcare Limited	Nil
NSDL E- Governance Infrastructure Limited	Nil

*Chairmanship/ Membership of only Audit Committee and Stakeholders Relationship Committee

Ms. Raval does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company. She was appointed as a Non-Executive – Independent Director of the Company w.e.f. 23rd July 2015 by the shareholders’ approval. Ms. Raval has attended five meetings out of six Board meetings held during the year.

Pursuant to the Companies (Appointment and Qualification of Directors), Rules, 2014 and the amendments made thereto from time to time, Ms. Raval has also registered herself in the Data Bank maintained by the Indian Institute of Corporate Affairs for a period of five years and has paid the fees accordingly.

The remuneration paid to Ms. Raval was disclosed in the Corporate Governance Report in all the previous Annual Reports. During her second term, Ms. Raval will be entitled to receive the Sitting Fees for attending each meeting of the Directors and the Committees thereof, of which she is a Member and profit related commission, as may be decided by the Board of Directors every year for Independent Directors.

In the opinion of the Board of Directors of the Company, Ms. Raval continues to fulfill the conditions of independence as specified in the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the amendments made thereto, for re-appointment as an Independent Director.



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Having regard to her qualifications, knowledge and vast experience, her re-appointment on the Board of the Company as an Independent Director will be in the interest of the Company.

Accordingly, the Board of Directors recommend passing the Special Resolution in the Notice.

The copy of the draft letter of appointment setting out the terms and conditions, would be available for inspection at the Registered Office of the Company during the Postal Ballot i.e. e-voting period from Tuesday, 09th June, 2020 to Wednesday, 08th July, 2020.

None of the Directors, Key Managerial Personnel and / or their relatives, except Ms. Dharmishta N. Raval is concerned or interested in the 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: 20th May, 2020

Place: Mumbai



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