



NOCIL LIMITED

CIN: L99999MH1961PLC012003

Regd. Office: Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai-400 020
Tel. No. 91-22-66364062, Fax: 91-22-66364060, Website: www.nocil.com, Email: investorcare@nocil.com

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 and Secretarial Standard -2(SS-2), that NOCIL Limited ("the Company") is seeking the approval of the Members by way of Special Resolutions, for the matter as considered in the resolutions appended below, through postal ballot i.e., voting by post or voting by electronic means, as the case may be.

The Explanatory Statement setting out the material facts concerning these resolutions and the rationale thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Makarand Joshi, 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 also as an alternate to all its Members to enable them to cast their votes electronically, instead of Postal Ballot Form. E-voting is optional and all Members (whether holding shares in demat form or in physical form) may vote either by completing and dispatching the Postal Ballot Form by post, or by e-voting. The Company has engaged the services of Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited) ("Karvy") for the purpose of providing e-voting facility to all its Members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid Business Reply envelope, so as to reach the Scrutinizer not later than 5:00 p.m. on Tuesday, 12th March 2019. If any postal ballot is received after 5:00 p.m. on Tuesday, 12th March 2019, it will be considered that no reply from such Member has been received and such postal ballot would not be considered.

In case a Member has voted through remote e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through remote e-voting facility as well as sends his/her vote through physical Postal Ballot Form, the vote cast through remote e-Voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer.

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.

The Scrutinizer will submit his report to the Chairman of the Company and the result of the Postal Ballot will be announced on or before Thursday, 14th March 2019 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. Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

1. Re-appointment of Mr. N. Sankar as an Independent Director

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 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. N. Sankar (holding DIN : 00007843), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 30th June 2019 to 29th June, 2024.

FURTHER RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. N. Sankar be continued as an Independent Director of the Company for the said term of 5 years, notwithstanding that on 19th November 2020 he attains the age of 75 years during the aforesaid tenure."

2. Re-appointment of Mr. Rohit Arora as an Independent Director

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 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Rohit Arora (holding DIN: 00445753) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 30th June 2019 to 29th June, 2024."

3. Re-appointment of Mr. D. N. Mungale as an Independent Director

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 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. D. N. Mungale (holding DIN:00007563) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 30th June 2019 to 29th June, 2024."

4. Re-appointment of Mr. P.V. Bhide as an Independent Director

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 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. P. V. Bhide (holding DIN: 03304262) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 30th June 2019 to 29th June, 2024."

5. Continuation of Mr. C. L. Jain as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any, of the Companies Act, 2013, Mr. C. L. Jain (holding DIN : 00102910) an Independent Director, be continued as an Independent Director of the Company to hold office for the residual period of his current tenure till 29th June, 2019, notwithstanding that Mr. Jain is above 75 years of age".

Registered Office:

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

By the Order of the Board,
For NOCIL Limited

V. K. Gupte
Company Secretary

Date: 20th December 2018

Place: Mumbai

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business is annexed hereto.
2. 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, the Company is pleased to offer e-voting facility to its Members holding equity shares as on 25th January 2019 being the cut off date, to exercise their right to vote electronically on the above resolution.
3. The Company has engaged the services of Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited) ("Karvy") 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.
4. The Notice, together with the documents accompanying the same, is being sent to all the Members by permitted mode (and electronically by e-mail to those Members who have registered their e-mail ids with the Company/ Registrar and Share Transfer Agents/ NDSL/ CDSL), whose names appear in the Register of Members/ list of Beneficial Owners as received from NSDL/CDSL as on 25th January 2019. The Notice will be displayed on the website of the Company viz., www.nocil.com and on the website of Karvy (<https://www.evoting.karvy.com>)
5. The date of completion of dispatch 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.
6. The Company has appointed Mr. Makarand Joshi, 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.
7. A postal ballot form along with self-addressed postage pre-paid business reply envelope is also enclosed. Members voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. Members who have received the postal ballot notice by e-mail and who wish to vote through the postal ballot form, can download the postal ballot form from the Company's website www.nocil.com or seek a duplicate postal ballot form from the Company. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid business envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before 12th March 2019. Any postal ballot form received after the said date and time period shall be treated as if the reply from the Member has not been received.
8. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint Members.
9. The postal ballot form should be completed and signed by the Member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("PoA") on behalf of a Member may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorisation giving the requisite authority to the person voting on the postal ballot form.
10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on or before 14th March 2019 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 Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.
11. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

12. The e-voting period commences on 11th February 2019 (9:00 a.m. IST) and ends on 12th March 2019 (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., 25th January 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting on 12th March 2019 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:

- A. Member/s whose email IDs are registered with the Company/DPs will receive an email from KARVY 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 KARVY 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".
 - (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.
 - (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 saurabhagarwal@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. In case a member receives Postal Ballot Form by Post [for members whose email IDs are not registered or have requested the physical copy]:
 - a) Initial password is provided in format as below at the bottom of the Postal Ballot Form :

EVENT NO.	USER ID	PASS WORD
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 - b) 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 KARVY'S website <https://evoting.karvy.com>.
- C. If the member is already registered with KARVY e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

Annexure to the Notice

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

Item No. 1

At the 52nd Annual General Meeting of the Members of the Company held on 30th June, 2014, Mr. N. Sankar was appointed as an Independent Director for a period of 5 years w.e.f. 30th June 2014. His existing term expires on 29th June 2019. He is the Member of Audit Committee and Nomination and Remuneration Committee of the Company.

Mr. Sankar is aged 73 years. He has given his consent for re-appointment for the second term beginning from 30th June 2019 to 29th June 2024 i.e. 5 consecutive years.

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.

Mr. Sankar would be attaining the age of 75 years on 19th November 2020. In view of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. N. Sankar as an Independent Director from 19th November 2020 to 29th June 2024, consent of the Members would be required by way of a Special Resolution.

Mr. N Sankar obtained his B. Sc. Tech in Chemical Engineering from the AC College of Technology, University of Madras, graduating First Class with distinction. He thereafter obtained his Masters Degree from the Illinois Institute of Technology, Chicago.

After an eventful career of over five decades, Mr Sankar is currently the Chairman of The Sanmar Group, operating in the core areas of Chemicals, Shipping, Metals and Engineering. Apart from India, the Group has operations in Egypt, USA and Mexico. Major project investments in India and Egypt in the last decade have significantly enhanced the Group's sales - currently around a billion dollars annually and expected to increase further in the next couple of years.

Mr. Sankar has held office in several public bodies representing trade and industry, including President – ASSOCHAM, Chairman – Indo-US Joint Business Council, Chairman – Madras Chamber of Commerce and Industry, President – Madras Management Association, etc.

Mr. Sankar has received awards recognizing his services to business and industry, including Life Time Achievement Award from the Indian Chemical Council, 'Life Time Achievement Award' from the Chemicals & Petrochemicals Manufacturers' Association, 'Lifetime Achievement Award' at TIECON Chennai, 'Rasa Udyog Ratna' from the Chemical Industries Association and 'Lala Shriram National Award for Leadership in Chemical Industry' from the Indian Institute of Chemical Engineers.

Mr. Sankar does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company. He was first appointed as a Non Executive Director of the Company w.e.f. 29th July 2005 and is not a Director in any other public company.

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

In the opinion of the Board of Directors of the Company, Mr. N. Sankar continues to fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as Independent Director.

Having regard to his qualifications, knowledge and vast business experience, his 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 at Item No. 1 of 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 period from 11th February 2019 to 12th March 2019.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. N. Sankar is concerned or interested in the Resolution.

Item No. 2

At the 52nd Annual General Meeting of the Members of the Company held on 30th June, 2014, Mr. Rohit Arora was appointed as an Independent Director for a period of 5 years

w.e.f. 30th June 2014. His existing term expires on 29th June 2019. Mr. Arora is the Chairman of the Nomination and Remuneration Committee and Stakeholders Relationship Committee and a Member of Audit Committee of the Company.

Mr. Arora is aged 60 years. He has given his consent for re-appointment for the second term beginning from 30th June 2019 to 29th June 2024 i.e. 5 consecutive years.

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.

Mr. Arora is a Chartered Accountant and has more than 35 years of working experience in Business Process Management, Investment Banking and Management Consultancy.

Mr. Arora does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company. He was first appointed as a Non Executive Director of the Company w.e.f. 29th July 2005 and is not a Director in any other public company.

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

In the opinion of the Board of Directors of the Company, Mr. Arora continues to fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for reappointment as an Independent Director.

Having regard to his qualifications, knowledge and vast business experience, his 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 at Item No. 2 of 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 period from 11th February 2019 to 12th March 2019.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. Rohit Arora is concerned or interested in the Resolution.

Item No. 3

At the 52nd Annual General Meeting of the Members of the Company held on 30th June, 2014, Mr. D. N. Mungale was appointed as an Independent Director for a period of 5 years w.e.f. 30th June 2014. His existing term expires on 29th June 2019. He is a member of the Audit Committee and the Nomination and Remuneration Committee of the Company.

Mr. Mungale is aged 65 years. He has given his consent for re-appointment for the second term beginning from 30th June 2019 to 29th June 2024 i.e. 5 consecutive years.

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.

Mr. Mungale is B.Com LL.B., and Fellow Member of the Institute of Chartered Accountants of India. Mr. Mungale has spent the major part of his career in Corporate and Investment Banking in India and Europe with Bank of America and DSP Merrill Lynch Ltd. He is presently acting as an advisor to select corporations in India and Europe. He is on the Boards of various Public companies. He is a Director and Member of various committees on the Board of following public limited companies:

Directorship	Chairmanship/ Membership of Committees*
Chowgule Steamships Ltd.	Chairman – Audit Committee
Kalpataru Ltd.	Member – Audit Committee
Mahindra & Mahindra Financial Services Ltd.	Member – Audit Committee
Mahindra CIE Automotive Ltd.	Chairman – Shareholders Grievance Committee Member – Audit Committee
Samson Maritime Ltd.	Member – Audit Committee
Tamilnadu Petroproducts Ltd.	NIL

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

Mr. Mungale does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company. He was first appointed as a Non Executive Director of the Company w.e.f. 26th March 2007.

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

In the opinion of the Board of Directors of the Company, Mr. Mungale continues to fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as an Independent Director.

Having regard to his qualifications, knowledge and vast experience, his 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 at Item No. 3 of 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 period from 11th February 2019 to 12th March 2019.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. D. N. Mungale is concerned or interested in the Resolution.

Item No. 4

At the 52nd Annual General Meeting of the Members of the Company held on 30th June, 2014, Mr. P. V. Bhide was appointed as an Independent Director for a period of 5 years w.e.f. 30th June 2014. His existing term expires on 29th June 2019.

Mr. Bhide is aged 68 years. He has given his consent for re-appointment for the second term beginning from 30th June 2019 to 29th June 2024 i.e. 5 consecutive years.

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.

Mr. Bhide is B.Sc. (Hons), LL.B., M.B.A., and I.A.S. of 1973 Batch – Andhra Pradesh Cadre. Mr. Bhide retired in January, 2010 as Revenue Secretary, Ministry of Finance, Govt. of India. Prior to that Mr. Bhide was Secretary, Department of Disinvestment. He has also served as Special Secretary and Additional Secretary of Ministry of Home Affairs, Govt. of India. Mr. Bhide had earlier worked as Director in the Department of Economic Affairs and was deputed to the World Bank during 1988-92 as Technical Advisor. In the State Government, he has served in various capacities including Finance Secretary and Energy Secretary. He was also Managing Director in APCO and Godavari Fertilizers & Chemicals Ltd. He is a Director and Member of various committees on the Board of following public limited companies:

Directorship	Chairmanship/ Membership of Committees*
L & T Finance Ltd.	Chairman – Audit Committee
Tube Investments of India Ltd.	Chairman – Audit Committee
GlaxoSmithkline Pharmaceutical Ltd.	Member – Audit Committee Member – Stakeholders Relationship Committee
Heidelberg Cement India Ltd.	Member – Audit Committee Member – Stakeholders Relationship Committee
L & T Finance Holdings Ltd.	Member – Stakeholders Relationship Committee
L & T Housing Finance Limited	Chairman – Audit Committee
Quick Heal Technologies Limited	Member – Audit Committee
VST Industries Limited	-

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

Mr. Bhide does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company. He was first appointed as a Non Executive Director of the Company w.e.f. 26th October 2010.

The remuneration paid to Mr. Bhide was disclosed in the Corporate Governance Report in all the previous Annual Reports. During his second term, Mr. Bhide will be entitled to

receive the Sitting Fees for attending each meeting of the Directors and the Committees thereof, of which he is a Member and profit related commission, as may be decided by the Board of Directors every year for Independent Directors.

In the opinion of the Board of Directors of the Company, Mr. Bhide continues to fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as an Independent Director.

Having regard to his qualifications, knowledge and vast experience, his 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 at Item No. 4 of 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 period from 11th February 2019 to 12th March 2019.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. P. V. Bhide is concerned or interested in the Resolution.

Item No. 5

At the 52nd Annual General Meeting of the Members of the Company held on 30th June, 2014, Mr. C. L. Jain was appointed as an Independent Director for a period of 5 years w.e.f. 30th June 2014. His existing term expires on 29th June 2019. Mr. Jain is a Chairman of the Audit Committee and a Member of the Corporate Social Responsibility Committee.

Mr. Jain is aged 85 years. He has expressed his desire to complete his existing tenure and has not sought re-appointment for a second term. The original date of his appointment as Non-Executive Director on the Company's Board is 30th October 2006.

Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018 requires approval of shareholders by passing of special resolution for continuation of a Non-executive Director on or after 1st April 2019 who has completed the age of 75 years.

Mr. Jain is M.Com., Member of the Institute of Company Secretaries of India, The Institute of Chartered Accountants of India, The Institute of Chartered Secretaries & Administrators, London and the Chartered Management Institute, London. Mr. Jain has more than 40 years of working experience with various organizations including ICI, Hindustan Lever Ltd., Hoechst India Ltd., etc. He was the Finance Director of Hoechst India Ltd. He was external Faculty Member of Bajaj Institute of Management for 17 years and was also Chairman of Finance and Banking Committee of Bombay Chamber of Commerce and Industry. He is a Director and Member of various committees on the Board of following public limited companies:

Directorship	Chairmanship/ Membership of Committees*
United Breweries Ltd.	Member – Audit Committee Member – Investors Grievance Committee
RPG Life Sciences Ltd	Chairman – Audit Committee
Asit C. Mehta Investment Intermediates Ltd	Chairman – Audit Committee

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

Having regard to his qualification, knowledge and vast experience, his continuance for his residual term 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 at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. C. L. Jain is concerned or interested in the Resolution.

Registered Office:
Mafatal House,
H. T. Parekh,
Backbay Reclamation,
Churchgate,
Mumbai – 400 020

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

**V. K. Gupta
Company Secretary**

Date: 20th December 2018

Place: Mumbai



NOCIL LIMITED

CIN: L99999MH1961PLC012003

Regd. Office: Mafatal House, H.T. Parekh Marg, Backbay
Reclamation, Churchgate, Mumbai-400 020

Tel.No.: 91-22-66364062, Fax No.: 91-22-66364060

Website: www.nocil.com; Email: investorcare@nocil.com

NOTICE OF POSTAL BALLOT AND REMOTE

E-VOTING INFORMATION

Notice is hereby given that pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 with Companies (Management & Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is seeking the approval of shareholders, by way of Postal Ballot which also includes voting by electronic means (remote e-voting), in respect of the following resolutions set out in the Postal Ballot Notice dated 20th December 2018 (Postal Ballot Notice), proposed to be passed as special resolutions pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018:

Sr. No	Description of the Resolution
1	Re-appointment of Mr. N. Sankar (holding DIN : 00007843) as an Independent Director for 5 years from 30 th June 2019
2	Re-appointment of Mr. Rohit Arora (holding DIN: 00445753) as an Independent Director for 5 years from 30 th June 2019
3	Re-appointment of Mr. D. N. Mungale (holding DIN:00007563) as an Independent Director for 5 years from 30 th June 2019
4	Re-appointment of Mr. P. V. Bhide (holding DIN: 03304262) as an Independent Director for 5 years from 30 th June 2019
5	Continuation of Mr. C. L. Jain (holding DIN : 00102910) as an Independent Director for residual term till 29 th June 2019.

In this regard, the members are hereby notified that:

1. A person whose name is recorded in the register of members or in register of beneficial interest owners maintained by the depositories as on 25th January 2019 (cut-off date) shall be entitled to vote on the resolutions proposed to be passed by Postal Ballot / remote e-voting.
2. The Postal Ballot Notice along with the Postal Ballot Form and self addressed postage prepaid Business Reply Envelope has been dispatched by permitted mode to the Members at their registered address or to their email addresses registered with the Company / Depository Participant / the Registrar & Transfer Agent, as the case may be.
3. The Company has completed the dispatch of the Postal Ballot Notice on 8th February 2019.
4. For the business as set out in the Postal Ballot Notice, the Company is providing facility to exercise their right to vote by electronic means through (remote e-voting) facilities provided by Karvy Fintech Private Limited (Karvy).
5. The Board of Directors have appointed Mr. Makarand Joshi, Partner 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 and Mr. Makarand Joshi has given his consent to act as Scrutinizer.
6. The remote e-voting period commences on Monday, 11th February 2019 at 9.00 a.m. and ends on Tuesday, 12th March 2019 at 5.00 p.m. Remote e-voting shall not be allowed beyond 5.00 p.m on Tuesday, 12th March 2019. Any Postal Ballot received from the member beyond 12th March 2019 will not be valid and voting whether by post or by electronic means shall not be allowed beyond 12th March 2019.
7. The Postal Ballot Notice and the Postal Ballot form are available on the website of the Company viz., www.nocil.com and website of Karvy viz., <https://evoting.karvy.com>. Members who have not received the Postal Ballot Form or who have received the same by email and wish to vote by Physical Postal Ballot can use the Postal Ballot Form available on aforementioned websites or can apply to the Company / Karvy and obtain duplicate thereof.
8. In case of any queries / grievances, Member may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy on 1800 345 4001 (Toll-free).
9. The results of the Postal Ballot will be announced by the Company on or before 14th March 2019. The results along with the Scrutinizer's Report will be posted on the website of the Company at www.nocil.com and Karvy <https://evoting.karvy.com>
10. Name, designation, address, email id and phone number of the person responsible to address the grievances connected with the facility for voting by Postal Ballot by electronic means is given below:

Ms. Sripriya Senthil Kumar, Deputy General Manager
Karvy Fintech Private Limited, Unit : NOCIL Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032
Tel No. 040 67161679, Email id: sripriya.kumar@karvy.com

By Order of the Board of Directors
For NOCIL LIMITED

Sd/-

Place : Mumbai
Date : 8th February 2019

V.K.Gupte
Company Secretary



नोसिल लिमिटेड

सीआयएन. L99999MH1961PLC012003

नों. कार्यालय: मफतलाल हाऊस, एच. टी. पारेख मार्ग, बँकवे रेक्लेमेशन, चर्चगेट,
मुंबई - ४०० ०२०. दुर. क्र.: ९१-२२-६६३६४०६२ फॅक्स: ९१-२२-६६३६४०६०
वेबसाईट: www.nocil.com ईमेल: investorcare@nocil.com

टपाल मतदानाची सूचना आणि रिमोट ई-मतदानाची माहिती

याद्वारे सूचना देण्यात येते की, कंपनी अधिनियम, २०१३ चे कलम १०८ आणि ११० सहवाचता कंपनी (व्यवस्थापन आणि प्रशासन) नियमावली, २०१४ सुधारित चा नियम २० आणि २२ आणि सेबी (सूचीबद्धता बंधने आणि प्रकटीकरण आवश्यकता) नियमावली, २०१५ चा विनियम ४४ च्या अनुषंगाने, कंपनी टपाल मतपत्रिकेद्वारे, ज्यामध्ये कंपनी अधिनियम, २०१३ चे कलम १४९ आणि १५२ व अन्य प्रयोज्य तरतुदी आणि त्याअंतर्गत तयार केलेली नियमावली आणि सेबी (सूचीबद्धता बंधने आणि प्रकटीकरण आवश्यकता) (सुधारित) नियमावली, २०१८ च्या अनुषंगाने विशेष ठरावाप्रमाणे संमत करावयास प्रस्तावित केलेल्या दिनांक २० डिसेंबर, २०१८ (टपाल मतपत्रिका सूचना) रोजीच्या टपाल मतपत्रिका सूचनेमध्ये नमुद केलेल्या खालील ठरावांच्या संबंधातील इलेक्ट्रॉनिक्स स्वरूपाद्वारे (रिमोट - ई-मतदानाद्वारे) मतदान करण्याचा दैखिल समावेश आहे, याद्वारे भागधारकांची मंजूरी घेण्यास इच्छुक आहे.

अनु. क्र.	ठरावाचे वर्णन
१	श्री. एन्. शंकर (डी आय एन: ००००७८४३ चे धारक) यांची दिनांक ३० जून, २०१९ पासून ५ वर्षांकरिता स्वतंत्र संचालक या पदी पुनर्नियुक्ती करणे.
२	श्री. रोहीत अरोरा (डी आय एन: ००४४५७५३ चे धारक) यांची दिनांक ३० जून, २०१९ पासून ५ वर्षांकरिता स्वतंत्र संचालक या पदी पुनर्नियुक्ती करणे.
३	श्री. डी. एन्. मुंगळे (डी आय एन: ००००७५६३ चे धारक) यांची दिनांक ३० जून, २०१९ पासून ५ वर्षांकरिता स्वतंत्र संचालक या पदी पुनर्नियुक्ती करणे.
४	श्री. पी. व्ही. भिडे (डी आय एन: ०३३०४२६२ चे धारक) यांची दिनांक ३० जून, २०१९ पासून ५ वर्षांकरिता स्वतंत्र संचालक या पदी पुनर्नियुक्ती करणे.
५	श्री. सी. एल. जैन (डी आय एन: ००१०२९१० चे धारक) यांचा दिनांक २९ जून, २०१९ पर्यंतचा उर्वरित मुदतीसाठी स्वतंत्र संचालक पदाचा कार्यकाल पुढे चालू ठेवणे.

या बाबतीत, सभासदांना याद्वारे अधिसूचित करण्यात येते की:

- ज्या व्यक्तीचे नाव दिनांक २५ जानेवारी २०१९ (कट-ऑफ तारीख) अनुसार निक्षेपस्थानीकडून हितसंबंधित मालकांच्या नोंदवहीमध्ये किंवा सभासदांच्या नोंदवहीमध्ये नोंदविण्यात आलेले असेल अशा व्यक्ती टपाल मतदानाद्वारे रिमोट ई-वोटिंग द्वारे संमत करावयास प्रस्तावित केलेल्या ठरावावर मतदान करण्यास हक्कदार राहतील.
- सभासदांना त्यांच्या नोंदणीकृत पत्त्यावर किंवा कंपनी / निक्षेपस्थानी भागदार / प्रबंधक आणि हस्तांतरण एजन्ट यांच्याकडे प्रकरणपरतले नोंदणीकृत केलेल्या त्यांच्या ई-मेलच्या पत्त्यावर टपाल मतदान सूचना तसेच टपाल मतदान प्रपत्र आणि स्वतःचा पत्ता घातलेला टपाल पुर्वप्रदान व्यवसाय जबाबी लिफाफा इत्यादी अनुज्ञेय स्वरूपामध्ये पाठविण्यात आलेले आहेत.
- कंपनीने दिनांक ८ फेब्रुवारी, २०१९ रोजी टपाल मतदानाची सूचना पाठविण्याचे काम पूर्ण केलेले आहे.
- टपाल मतदानाच्या सूचनेमध्ये नमुद केलेल्या कामकाजासाठी, कंपनी इलेक्ट्रॉनिक माध्यमाद्वारे काव्ही फिनटेक प्रायव्हेट लिमिटेड (काव्ही) मार्फत तरतुद केलेल्या (रिमोट ई-मतदान) सुविधेचा वापर आपापल्या मतदानाचा अधिकार बजाविण्यासाठी सुविधा पुरवित आहे.
- संचालक मंडळाने टपाल मतदान आणि रिमोट ई-मतदान प्रक्रीया विशुद्ध आणि पारदर्शक पध्दतीने पार पाडण्यासाठी श्री. मकरंद जोशी, मेसर्स मकरंद एम्. जोशी आणि कं. चें भागिदार, कंपनी सचिव यांची परिनिरीक्षक या पदी नेमणूक केलेली आहे आणि श्री. मकरंद जोशी यांनी परिनिरीक्षक पदी कार्य करण्यास आपली संमती दिलेली आहे.
- रिमोट ई-मतदान कालावधी सोमवार, दिनांक ११ फेब्रुवारी, २०१९ रोजी सकाळी ९.०० वाजल्यापासून सुरु होईल आणि मंगळवार दिनांक १२ मार्च, २०१९ रोजी संध्याकाळी ५.०० वाजता संपेल. रिमोट ई-मतदानास मंगळवार दिनांक १२ मार्च, २०१९ रोजी संध्याकाळी ५.०० नंतर परवानगी दिली जाणार नाही. दिनांक १२ मार्च, २०१९ नंतर सभासदाकडून प्राप्त झालेली कोणतीही टपाल मत पत्रिका वैध धरली जाणार नाही आणि दिनांक १२ मार्च, २०१९ नंतर एकतर टपालाने किंवा इलेक्ट्रॉनिक माध्यमाद्वारे मतदान करण्यास परवानगी दिली जाणार नाही.
- टपाल मतदानाची सूचना आणि टपाल मतदान प्रपत्र कंपनीच्या वेबसाईटवर म्हणजेच www.nocil.com वर आणि काव्हीच्या वेबसाईटवर म्हणजेच <https://evoting.karvy.com> वर उपलब्ध आहेत. ज्या सभासदांना टपाल मतदान प्रपत्र प्राप्त झालेले नाही किंवा ते त्यांना ई-मेलद्वारे प्राप्त झालेले आहे आणि ती प्राप्यक्ष टपाल मतदानाद्वारे मतदान करण्यास इच्छुक आहेत, अशा सभासदांना उपरोक्त संकेतस्थळावर उपलब्ध असलेल्या टपाल मतदान प्रपत्राचा वापर करता येईल किंवा कंपनी/काव्ही कडे अर्ज करून त्याची प्रत प्राप्त करता येईल.
- कोणत्याही चौकशीसाठी / तक्रारीच्या बाबतीत सभासदांनी <https://evoting.karvy.com> च्या डाऊनलोड सेक्शनवर उपलब्ध असलेल्या क्रिक्वेन्टली आस्कड क्वेश्चन्स (FAQs) आणि ई-मतदान युजर मॅन्युअल पहावे किंवा काव्हीला क्र. १८०० ३४५ ४००२ (टोल फ्री) वर संपर्क साधावा.
- टपाल मतदानाचे निकाल कंपनीद्वारे दिनांक १४ मार्च, २०१९ रोजी किंवा त्याआधी घोषित करण्यात येतील. निकाल तसेच परिनिरीक्षकांचा अहवाल कंपनीच्या www.nocil.com आणि <https://evoting.karvy.com> या संकेतस्थळावर देण्यात आलेले आहेत.
- टपाल मतदानाद्वारे इलेक्ट्रॉनिक स्वरूपात मतदान करण्याच्या सुविधेशी संबंधित तक्रार करण्यासाठी जबाबदार असलेल्या व्यक्तीचे नाव, पदनाम, पत्ता, ई-मेल आय डी आणि दुरध्वनी क्रमांक खालील प्रमाणे देण्यात आलेले आहेत :-

श्रीम. सुप्रिया सेन्थील कुमार, उप महा व्यवस्थापक
काव्ही फिनटेक प्रायव्हेट लिमिटेड, युनिट: नोसिल लिमिटेड
काव्ही सेलेनियम टॉवर बी, प्लॉट ३१-३२, गचोबोली, फायनान्सीअल डिस्ट्रीक्ट,
नानक्रामगुडा, हैद्राबाद - ५०० ०३२,
दुर.क्र. ०४० ६७९६९६७९, ई-मेल आयडी: sripriya.kumar@karvy.com

संचालक मंडळाच्या आदेशानुसार
नोसिल लिमिटेडसाठी

सहो/-

सहो/ -

दिनांक : ८ फेब्रुवारी, २०१९

व्ही. के. गुप्ते
कंपनी सचिव