



**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 No. L99999MH1961PLC012003  
Email: investorcare@nocil.com



ARVIND MAFATLAL GROUP  
The ethics of excellence

**Date:** 15<sup>th</sup> September, 2020

The Bombay Stock Exchange Limited  
"P.J. Towers"  
Dalal Street  
Mumbai-400 001  
Stock Code: 500730

The National Stock Exchange of India Ltd.  
Exchange Plaza  
Bandra Kurla Complex, Bandra (East)  
Mumbai-400 051  
Symbol: NOCIL

Dear Sir,

**Sub: Proceedings of the Meeting of Equity Shareholders of NOCIL Limited ('the Company')  
convened as per the Directions of the National Company Law Tribunal, Mumbai Bench  
(NCLT)**

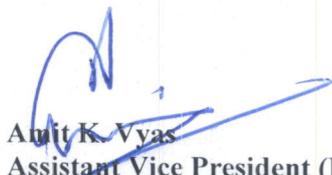
Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of proceedings of meeting of the Equity Shareholders of the Company convened as per the directions of NCLT on Tuesday, 15<sup>th</sup> September, 2020 at 11.00 a.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

You are requested to kindly take above information on your records.

Thanking You.

Yours truly,

For **NOCIL Limited**



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

Place: Mumbai

Encl: as above



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OUR COMMITMENT TO SUSTAINABILITY



**SUMMARY OF THE PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS ('THE MEETING') OF NOCIL LIMITED ('THE COMPANY') CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ('NCLT')**

The meeting of the Equity Shareholders of the Company as per the directions of NCLT was held on Tuesday, 15<sup>th</sup> September, 2020 at 11.00 a.m. through Video Conferencing and the venue of the meeting was deemed to be the registered office of the Company situated at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020.

Mr. Hrishikesh Mafatlal informed that the meeting was basically convened pursuant to the Order of Hon'ble NCLT dated 07<sup>th</sup> July, 2020 to seek the approval of members in the matter of arrangement embodied in the Scheme of Amalgamation of Suremi Trading Private Limited ( "**the Transferor Company 1**") and Sushripada Investments Private Limited ("**the Transferor Company 2**") with NOCIL Limited ("**the Transferee Company**") and their respective shareholders (hereinafter referred to as "**the Scheme**").

He further informed that vide the said Order, the NCLT had appointed him as Chairman to preside over the proceedings of the meeting.

The Chairman called the meeting to order as requisite quorum was present. The Chairman introduced the Directors, Key Managerial Personnel and the invitees present at the meeting.

The Chairman informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the meeting was conducted through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'). This meeting has been convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ('SEBI'). The Chairman informed that the Company had tied up with National Securities Depositories Limited ('NSDL') to provide facility for voting through remote e-voting, e-voting during the meeting and participation in the meeting through VC / OAVM facility.

The notice dated 12<sup>th</sup> August, 2020 convening the Meeting of the equity shareholders of NOCIL Limited along with the Scheme and Explanatory Statement under Section 230(3) of the Companies Act, 2013 read with Section 102 of the Companies Act, 2013 was sent to the registered e-mail addresses of the shareholders more than 30 days in advance. With the consent of the members, the notice convening the meeting was taken as read.

The Chairman then provided the brief background and rationale of the Scheme.

On the invitation of the Chairman, members who had registered themselves as speakers, addressed the meeting through VC / OAVM and sought clarifications on the Scheme. The Chairman responded to the queries of the members and provided clarifications sought by them.

Thereafter, the following resolution set out in the Notice convening the meeting was put to the members for voting:



S. No.	Item Description	Approval
1.	Approval for the arrangement embodied in the Scheme of Amalgamation of Suremi Trading Private Limited ('Suremi' or 'the Transferor Company 1') and Sushripada Investments Private Limited ('Sushripada' or 'the Transferor Company 2') with NOCIL Limited ('NOCIL' or 'the Transferee Company') and their respective Shareholders ('Scheme')	Requisite majority

The Chairman informed the members that pursuant to the provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the directions of Hon'ble NCLT, the Company has provided facility to shareholders to cast their remote e-voting system administered by National Securities Depository Limited. The remote e-voting commenced on 10<sup>th</sup> September, 2020 at 09.00 a.m. and ended on 14<sup>th</sup> September, 2020 at 05.00 p.m. For the shareholders who did not exercise their vote through remote e-voting system, the Company has provided them an opportunity to cast their vote through e-voting during the meeting and the voting facility will continue to be available for 30 minutes after the conclusion of the meeting.

The Company had appointed Mr. Makarand Joshi, Partner of M/s Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting held prior and e-voting during the meeting.

Thereafter, the Chairman announced for voting to be taken electronically (e-voting) and requested Mr. Makarand M. Joshi, the Scrutinizer for the orderly conduct of the voting.

The Chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company, NSDL and Stock Exchanges. The meeting concluded at 11.41 am, after conclusion of meeting e-voting was open for 30 minutes.

Based on the Scrutinizer's Report, the members have passed the aforesaid Resolution as set out in the Notice convening the meeting of the Company with Requisite Majority.

We request you to take the above on your records and treat this as compliance with Part A of Schedule III under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Thanking you,

Yours truly,

For **NOCIL Limited**

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

Place: Mumbai