



NOCIL LIMITED

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ARVIND MAFATLAL GROUP
The ethics of excellence

Date: 4th August 2021

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 59th Annual General Meeting ('AGM') of NOCIL Limited ('the Company') for FY 2020-21

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 59th Annual General Meeting of the Company held on Tuesday, 3rd August 2021 at 02.30 p.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**

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

Place: Mumbai

Encl: as above





SUMMARY OF THE PROCEEDINGS OF 59TH ANNUAL GENERAL MEETING ('AGM') OF THE COMPANY

The 59th Annual General Meeting of the Company was held on Tuesday, 3rd August 2021 at 02.30 p.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 A. Mafatlal, Chairman of the Company Chaired the proceedings of the meeting in respect of agenda item no. was 1;2, 4 and 6. Where Mr Rohit Arora, Independent Director chaired the meeting with respect to agenda item no. 3 and 5.

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 AGM 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 AGM and participation in the AGM through VC / OAVM facility.

The Chairman informed the members that the Report of Board of Directors, Audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the Financial Year ended March 31, 2021 and the Balance Sheet as at March 31, 2021 and the Reports of the Directors and the Auditors thereon and the Notice convening the 59th AGM were taken as read as the same had already been circulated to the members. The Chairman requested the Company Secretary to read out the summary of the Auditors Report . There were no qualifications, observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company.

The Chairman informed the members that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced on Thursday 29th July 2021 at 09.00 a.m. and ended on Monday 2nd August, 2021 at 05.00 p.m. The Chairman informed the members that the facility for voting through e-voting system was made available during the meeting for members who had not cast their vote prior to 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 AGM.

Based on the Scrutinizer's Report, the members have passed the following Resolutions as set out in the Notice convening the 59th AGM of the Company:



S. No.	Item Description	Type of Resolution	Approval
Ordinary business			
1.	Adoption of the audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the Financial Year ended March 31, 2021 and the Balance Sheet as at March 31, 2021 and the Reports of the Directors and the Auditors thereon.	Ordinary Resolution	Requisite majority
2.	Declaration of dividend on equity shares.	Ordinary Resolution	Requisite majority
3.	Appointment of a Director in place of Mr. Priyavrata H. Mafatlal (holding DIN: 02433237), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution	Requisite majority

S. No.	Item Description	Type of Resolution	Approval
Special business			
4.	Re-designation of Mr. Vilas R Gupte (DIN:00011330), Director , as an Independent Director for a period of five years with effect from May 27,2021.	Special Resolution	Requisite majority
5.	Re-appointment of Mr. Hrishikesh A Mafatlal (holding DIN: 00009872) as the Executive Chairman for a period of five years with effect from August 19,2021.	Special Resolution	Requisite majority
6.	Ratification of the remuneration to M/s. Kishore Bhatia & Associates, Cost Auditors for Financial Year 2021-22.	Ordinary Resolution	Requisite majority

On the invitation of the Chairman, members who had registered themselves as speakers, addressed the meeting through VC / OAVM and sought clarifications on the Company's accounts and businesses. The Chairman responded to the queries of the members and provided clarifications.

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 4.10 p.m. after being open for 30 minutes for e-voting to be completed.



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**

A handwritten signature in blue ink, appearing to be "Amit K. Vyas", is written over the printed name.

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

Place: Mumbai