

Date: 11th July, 2025

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: Notice of the 63rd Annual General Meeting (‘AGM’) of NOCIL Limited (‘the Company’) for FY 2024-25 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘Listing Regulations’)

We wish to inform you that the Sixty Third (63rd) Annual General Meeting of the Company will be held on **Thursday, 7th August, 2025 at 03.00 p.m. (IST)** through Video Conferencing. The venue of the meeting shall be deemed to be the registered office of the Company situated at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020.

Accordingly, pursuant to Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the notice along with the explanatory statement of the 63rd AGM of the Company is enclosed for the information of the Stock Exchange. The said notice forms part of the Annual Report for the Financial Year 2024-25.

Further, the Annual Report is being sent to those members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories through electronic mode and is also available on the website of the Company, i.e. www.nocil.com.

Pursuant to Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter is being sent to those Members who have not registered their e-mail addresses with the Company/Depositories, providing therein web-link of the Annual Report 2024-25 .

We request you to take the same on your records.

Thanking you,

Yours truly,

For **NOCIL Limited**

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

Place: Mumbai

Notice



NOCIL LIMITED

CIN: L99999MH1961PLC012003

Regd. Office: Mafatlal House, H.T. Parekh Marg, Backbay Reclamation,
Churchgate, Mumbai-400020 Tel. No. +91-22-66364062,

Website: www.nocil.com

Email: investorcare@nocil.com

NOTICE is hereby given that the SIXTY THIRD (63rd) Annual General Meeting of the Members of NOCIL Limited (**the Company**) will be held on **Thursday, August 07, 2025, at 03.00 p.m. (IST)** through Video Conferencing (**'VC'**)/Other Audio-Visual Means (**'OAVM'**) at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai - 400 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the Financial Year ended March 31, 2025 and the Balance Sheet as of March 31, 2025 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2025.
3. To appoint a director in place of Mr. Priyavrata H. Mafatlal, (**DIN: 02433237**), who retires by rotation and being eligible, offers his candidature for re-appointment.

SPECIAL BUSINESS

4. **Ratification of the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2026.**

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the

Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), payment of Remuneration of ₹ 9.50 Lakhs (apart from reimbursement of out-of-pocket expenses and applicable taxes) to M/s. Kishore Bhatia & Associates, Cost Auditors, Mumbai (Registration No. 00294), who were appointed by the Board of Directors at their meeting held on May 15, 2025 for carrying out Cost Audit of the Company for the Financial Year ended March 31, 2026, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts, deeds, matters and take all such steps as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution.

5. **To appoint Secretarial Auditors 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 Section 204 of the Companies Act, 2013 ("the Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, M/s. Parikh & Associates, Practicing Company Secretaries

Notice (Contd.)

(ICSI Firm Registration Number P1988MH009800) be and are hereby appointed as Secretarial Auditors of the Company for a period of 5 consecutive years commencing from F.Y 2025-26 till F.Y 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to Parikh & Associates during their tenure as the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and the Company Secretary of the Company, be and are hereby severally authorised to do such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

Registered Office:

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

Date: May 15, 2025,

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

Amit K. Vyas
Company Secretary

Notice (Contd.)

NOTES

1. Pursuant to the applicable Circulars issued by the Ministry of Corporate Affairs ("MCA") the latest being Circular no. 09/2024 dated September 19, 2024, (collectively referred to as "MCA Circulars") in relation to holding of Annual General Meetings ("AGMs") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and pursuant to the applicable Circulars issued by the Securities and Exchange Board of India ("SEBI") in this regard, Companies have been permitted to conduct their Annual General Meetings through Video Conferencing ("VC"), or Other Audio-Visual Means ("OAVM") without the physical presence of Members at a common venue till September 30, 2025. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and Circulars issued by MCA and SEBI. **The 63rd AGM of the Company is scheduled to be held through VC/OAVM. The deemed venue for the AGM will be the Registered office of the Company at Mafatlal House, H.T Parekh Marg, Backbay Reclamation, Churchgate, Mumbai: - 400020.**
2. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE CIRCULARS ISSUED BY THE MCA AND SEBI THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE SAID CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM, AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THIS AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Institutional investors, who are Members of the Company, are encouraged to attend the 63rd AGM of the Company through VC/ OAVM mode and vote electronically. Corporate Members are required

to send a scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorising their representatives to attend and vote at the 63rd AGM through VC/OAVM on its behalf pursuant to Section 112 & 113 of the Act. **The said Resolution/ Authorisation shall be sent to the Scrutinisers namely Parikh & Associates, Practicing Company Secretaries, by email through its registered email address to nocil.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com.** Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under the "e-Voting" tab in their login.

4. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act)** setting out the material facts concerning the Special Business under Item Nos. 4 to 5 of the Notice is annexed hereto.
5. Details under **Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings** issued by the Institute of Company Secretaries of India (ICSI) in respect of a Director seeking re-appointment at the 63rd Annual General Meeting form integral part of this Notice. Requisite declarations have been received from the concerned Director seeking re-appointment .
6. **Documents for Inspection:**
 - i. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to section 102 of the Act shall be available for inspection through the electronic mode **prior to and during the course of the AGM** Members seeking to inspect such documents are requested to write to investorcare@nocil.com by mentioning their name and Folio No/DPID & Client ID .
 - ii. **The Register of Directors and Key Managerial Personnel (KMPs)** and their respective shareholdings (maintained under section 170 of the Act), the Register of Contracts or arrangements in which the Directors are interested (maintained

Notice (Contd.)

under Section 189 of the Act) and the Certificate from the Secretarial Auditor in respect of NOCIL ESOP Scheme, prescribed under Regulation 13 of the SEBI (Share based Employee benefits & Sweat Equity) Regulations 2021 will be available for inspection by the Members during the course of the AGM. Members seeking such inspection should write to investorcare@nocil.com by mentioning their name and Folio No/DPID & Client ID .

7. Members can join the 63rd AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Investor's Grievance Committee, Auditors, etc.
8. Members attending the 63rd AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) from time to time, the Company is providing the facility of **remote e-voting** to its Members in respect of the business to be transacted at the 63rd AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the Authorised Agency. The facility of casting votes by Members using **remote e-voting** system as well as **venue voting** (on the date of the 63rd AGM) will be provided by NSDL.

In line with the applicable circulars issued by the MCA and SEBI, the Notice of the 63rd AGM along with the

Annual Report 2024-25 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants (DPs'). A copy of the Annual Report shall be provided to only those Members who make a specific request in this regard by an email to investorcare@nocil.com mentioning the Folio No./DPID & Client ID. In accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, shareholders whose email addresses are not registered with the Company/DPs, are being notified by letters (through post/ speed post) providing a web-link and QR code for accessing the Annual Report 2024-25. The Notice convening the 63rd AGM has been uploaded on the website of the Company at www.nocil.com, National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com and the Stock Exchanges on which the securities of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

10. Members who would like to express their views/ask questions as speakers at the AGM may pre-register themselves by sending a request from their registered e-mail addresses mentioning their names, DP ID and Client ID/ Folio number, PAN, and mobile numbers at investorcare@nocil.com between Tuesday, July 29, 2025 (09.00 a.m. IST) to Friday, August 01, 2025 (5.00 p.m. IST). **Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.**

11. Registration of email ids:

Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective Depository Participants (D.Ps). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com.

Members may follow the process detailed below for registration of email IDs and updation of Bank Account details for the receipt of dividend.

Notice (Contd.)

12. Record date and Payment of Dividend:

Members may note that the Board, at its meeting held on May 15, 2025, has recommended a final dividend of ₹ 2 /- per equity share of ₹ 10/- each. The said dividend for the year ended March 31, 2025, if approved by the Members at the 63rd AGM will be paid to those Members whose names appear on the Company's Register of Members on **Wednesday, July 30, 2025 (Record Date)**. In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories as on **Wednesday, July 30, 2025**. The said dividend will be paid at par on or **after Thursday, August 14, 2025**.

13. Updation of mandate for receiving dividends directly in Bank Accounts through Electronic Clearing System (ECS) or any other means in a timely manner

SEBI has, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 07, 2024 read with SEBI Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, mandated that with effect from April 01, 2024, dividends will be paid **ONLY** by electronic mode to the Members (including those holding physical shares) who have updated their Bank Account details. **NO DEMAND DRAFTS /PAY ORDERS WOULD BE ISSUED BY THE COMPANY.** Accordingly, Shareholders holding shares in demat form are once again requested to submit/update their Bank Account details and PAN with the respective Depository Participants (DPs) with whom they have maintained their demat accounts.

Shareholders holding shares in physical form are requested to submit written request in the prescribed Form ISR- 1 to update Bank account details as well as PAN (can be downloaded in the Company's website: www.nocil.com) to update Bank account details as well as PAN to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.

Members are requested to send the following documents in original to RTA :

- i. Form ISR-1 duly filled in and signed by the holders stating their name, folio no. complete address and details of the bank account in which dividend is to be received. The said Form is available on the website of the Company <https://www.nocil.com/investors-download/> Mandatory Furnishing of PAN, KYC details and Nomination by holders of shares in physical form and on the website of the RTA at www.kfintech.com.
- ii. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
 - a. Cancelled cheque in original.
 - b. Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
- iii. Self-attested photocopy of the PAN Card of all the holders; and
- iv. Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

14. Tax Deduction at source/Withholding tax: - Payment of Dividend

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. Shareholders are requested to update their valid PANs with the DPs (if shares are held in dematerialised form) and the Company/RTA (if shares are held in physical form).

Notice (Contd.)

Table 1 : Resident Shareholders

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Any resident Shareholder (Note Nos iv and v)	10%	<p>Update valid PAN, if not already done, with Depositories (in case of shares are held in the demat mode) and with the Company's Registrar and Transfer Agent - Kfin Technologies Limited ('KFin') (in case shares are held in the physical mode).</p> <p>No taxes will be deducted in the following cases -</p> <ul style="list-style-type: none"> If dividend income to a <u>resident Individual Shareholder</u> during F.Y 2025-26 does not exceed ₹ 10,000/- (Note ii) If Shareholder is exempted from TDS provisions through any circular(s) or notification(s) and provides an attested copy of the PAN along with the documentary evidence in relation to the same (Note iii)
Submitting Form 15G/ Form 15H	NIL	<u>Resident Individual Shareholder</u> providing Form 15G/Form 15H (applicable to an Individual whose age is 60 years or more during F.Y 2025-26) - on fulfilment of prescribed conditions. Blank <u>Form 15G and 15H</u> can be downloaded from the link given at the end of this communication (Note vi)
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities
Insurance Companies: Public & Other Insurance Companies details to be furnished	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable. (Note vii)
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income	NIL	Declaration that it is a corporation established by or under a Central Act whereby income-tax is exempt and accordingly, is covered under section 196 of the Act, along with self-attested copy of registration certificate and relevant extract of the section whereby the income is exempt from tax.
Mutual Funds specified under clause (23D) of section 10 of the Act	NIL	Declaration that it is Mutual Fund specified under section 10(23D) of the Act and accordingly, is covered under section 196 of the Act, along with self-attested copy of registration certificate or notification.
Alternative Investment Fund ('AIF')	NIL	Declaration that AIF income is exempt under section 10(23FBA) of the Act as it has been granted a certificate of registration as a Category I or Category II AIF under the SEBI (AIF) Regulations, 2012 or under the International Financial Services Centre Authority Act, 2019 (format attached herewith - 8). Also, to provide copy of registration document (self-attested).

Notice (Contd.)

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
New Pension System ('NPS') Trust	NIL	Declaration that NPS Trust income is exempt under section 10(44) of the Act. Self-attested copy of registration document for establishment of said trust under the Indian Trust Act, 1882 along with self-attested copy of PAN card.
Other resident Shareholders without PAN or having Invalid PAN (Note viii and ix)	20%	-

Table 2: Non-resident Shareholders

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation Requirement
Any non-resident Shareholder (Note xi)	20% (plus applicable surcharge and cess) or Tax Treaty rate, whichever is lower	<p>Non-resident Shareholders may opt for tax rate under Double Taxation Avoidance Agreement ('Tax Treaty'). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the Company:</p> <ol style="list-style-type: none"> Copy of PAN Card, if any, allotted by the Indian authorities Self-attested copy of Tax Residency Certificate valid as on the Record Date, obtained from the tax authorities of the Country of which the Shareholder is resident. Copy of electronically filed Form 10F on Income Tax Portal Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit. Self-declaration regarding 'Principal Purpose Test' (if any) as applicable to respective Treaty. Self-declaration as regards beneficial ownership. <p>The documents referred to in point nos. (d) to (f) can be downloaded from the link given at the end of this communication</p> <p>In case of Foreign Institutional Investors, Foreign Portfolio Investors, self-attested copy of certificate of registration accorded under the relevant regulations of the SEBI.</p> <p>TDS shall be deducted at 20% (plus applicable surcharge and cess), if any, if the above-mentioned documents are not provided.</p>
Submitting Order under section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities

Notice (Contd.)

No communication on the tax determination/ deduction shall be considered after July 21, 2025, in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate.

Notes:

- i. In due compliance of the applicable provisions of the Act, the Company will be issuing certificate for tax deducted at source in Form 16A. The credit for tax deducted at source can also be verified by the Shareholder by verifying Form 26AS, after the statement of tax deducted at source is furnished by the Company and thereafter Annual Information Statement (Form 26AS) is updated.
- ii. In cases where the dividend payout in respect of final dividend for F.Y 2024-25 does not exceed ₹ 10,000/- but after considering further dividend payouts during the F.Y 2025-26, if the aggregate dividend pay-out exceeds ₹ 10,000/- then, from the subsequent payment of dividend, the tax on the current as well as on earlier amount of dividend will be deducted and accordingly, the balance amount of dividend will be paid to the concerned Individual Shareholder.
- iii. Reference is drawn to Circular No. 18/2017 dated May 29, 2017, issued by the Government of India, Ministry of Finance, Department of Revenue, Central Board of Direct Taxes as regards requirement of TDS in case of entities whose income is exempt under section 10 of the Act .
- iv. In case dividend income under the provisions of the Act is chargeable to tax in hands of any other person other than the Registered Shareholder, then, a declaration to that effect is required to be submitted in terms of section 199 of the Act read with Rule 37BA of the Income Tax Rules, 1962. On such submission, the Company will deduct tax in the name of such person, which would be due compliance of law on the part of the Company.
- v. The Shareholders holding shares under multiple accounts under different status/category and single PAN, may note that, higher of the tax as applicable to the status in which shares held

under a PAN will be considered on their entire holding in different accounts.

- vi. The Company, in compliance with the provisions of the Act, will allot unique identification number and the declarations will be furnished along with the statement of deduction of tax to the income tax authority (**Form 15H/15G**).
- vii. Insurance companies: The Life Insurance Corporation of India, The General Insurance Corporation of India, The National Insurance Company Limited, The New India Assurance Company Limited, The Oriental Insurance Company Limited, The United India Insurance Company Limited and any other insurer, as per section 2(28BB) of the Act. In case of any other insurer, self-attested copy of registration is to be furnished. If shares are not owned but have full beneficial interest, then, a declaration to that effect .
- viii. Needless to mention, PAN will be mandatorily required. **In absence of PAN/Valid PAN, tax will be deducted at a higher rate of 20% as per section 206AA of the Act.**
- ix. **In terms of section 139AA of the Act read with rule 114AAA, Aadhaar number was required to be linked with PAN. In case of failure of linking Aadhaar number with PAN, PAN shall be considered inoperative, and, in such scenario, tax shall be deducted at higher rate of 20%.** The last date to link PAN-Aadhaar for all other PAN cardholders (except those who fall under the exempt category and who have obtained PAN card before October 01, 2024 with Aadhaar enrolment ID) was June 30, 2023. Thus, all PAN cardholders having a PAN card and Aadhaar number must have linked their PAN-Aadhaar before June 30, 2023 else their PAN would be treated as inoperative from July 01, 2023. As per the latest circular by the IT department, the last date to link PAN-Aadhaar is December 31, 2025 **only for those individuals who obtained PAN card on the basis of Aadhaar enrolment ID before October 01, 2024** and not to other individuals.

Notice (Contd.)

Such individual shareholders are required to intimate their AADHAR number to PDGIT (Principal Director General of Income Tax) on or before December 31, 2025 failing which it will be presumed that their PAN and AADHAR are not linked **and accordingly, their PAN will be treated as inoperative.**

- x. In cases where the status of a shareholder is appearing in the Company's records as Resident as well as Non-Resident against different folios /D.P ID – Client ID, the Company would treat the status of the shareholder as "Non-Resident". Accordingly, tax will be deducted at the rate applicable to a non – resident based on documents made available to the Company
- xi. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents, the concerned Shareholder would still have the option of claiming refund of the excess tax deducted at the time of filing the income tax return. ***No claim shall lie against the Company for such taxes deducted.***
- xii. The provisions of the tax treaty rate shall be applied even if tax is deductible under section 196D. Therefore, under both sections i.e. section 195/196D, the treaty provisions can be applied, subject to submission of documents as mentioned above. However, the Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts, if the completeness of documents submitted by the non-resident Shareholder is not to the satisfaction of the Company, including not in accordance with the provisions of the Act. The Company, in compliance of section 195 of the Act, will furnish information relating to the payment of dividend and deduction of tax at source thereon in Form 15CA by the Company and 15CB by a Chartered Accountant, as applicable.
- xiii. The above is only to facilitate the Shareholder so that appropriate TDS is deducted on the dividend amount in accordance with the applicable provisions of the Act.

xiv. Shareholders may have already noted the tax implications in case their PAN is not registered with the Company/RTA/Depository Participants. Further, it may be noted that:

- a) In terms of section 139A of the Act, it is mandatory to quote PAN if tax is deductible on the dividend amount at source under section 194 of the Act. Such non-quoting shall attract penalty of ₹ 10,000/- under section 272B of the Act.
- b) SEBI has mandated the submission of PAN by every participant in the securities market.
- c) SEBI Circular No. SEBI/HO/MIRSD/-PoD-1/P/CIR/2023/37 dated March 16, 2023 as amended from time-to-time mandates that shareholders holding shares in physical form shall, inter alia, furnish self-attested copy of Permanent Account Number (PAN) to the Company. The said Circular is available on Company's website at www.nocil.com along with relevant documents.

The following formats can be downloaded from the Company's website :

<https://www.nocil.com/investors-download/>

- a) Circular No. 18/2017 dated May 29, 2017
- b) Beneficial ownership declaration (Rule 37BA(2))
- c) Form15H
- d) Form 15G
- e) Declaration from insurance companies
- f) Declaration from Corporation established by or under a Central Act
- g) Declaration from Mutual Funds
- h) Declaration from Alternative Investment Fund
- i) Form 10F
- j) Declaration from Non-resident

15. Unclaimed/Unpaid Dividends

Members are requested to note that pursuant to the provisions of Section 125 (2) of the Companies Act, 2013 (the Act), the dividend remaining unclaimed /

Notice (Contd.)

unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government, Members who have so far not claimed the dividends are requested to file their claims with the Company immediately as no claim shall lie against the Company in respect of individual amounts once credited to the said IEPF.

Due dates for transferring unclaimed and unpaid dividends declared by the Company are as under:

Financial Year ended	Date of declaration of dividend	Due date of transfer of unclaimed & unpaid Dividend to IEPF
March 31, 2018	July 25, 2018	August 31, 2025
March 31, 2019	July 30, 2019	September 05, 2026
March 31, 2020*	March 06, 2020	April 12, 2027
March 31, 2021	August 03, 2021	September 09, 2028
March 31, 2022	July 28, 2022	September 03, 2029
March 31, 2023	July 31, 2023	September 06, 2030
March 31, 2024	August 08, 2024	September 14, 2031

*Interim Dividend declared during the 2019-20

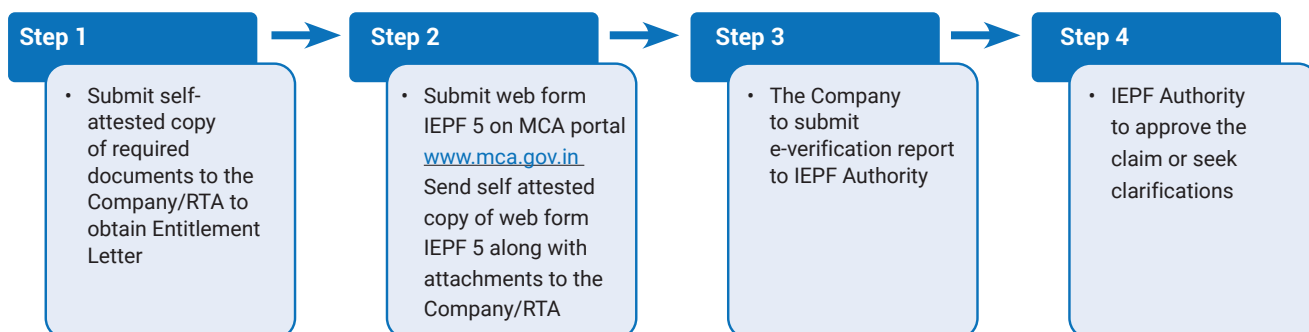
- a) Attention of the Members is also invited towards the provisions of Section 125 of the Companies Act, 2013 (the Act) read together with IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 which require the Companies to also transfer the Equity shares

corresponding to the Dividend which has remained unclaimed and consequently unpaid for a period of seven consecutive years or more. Members are requested to refer to para on 'Transfer of Unpaid Dividend and corresponding Equity Shares to the Investor Education and Protection Fund (IEPF)' in the Directors' Report for the 2024-25. **Members wishing to claim dividends that remain unclaimed are requested to correspond with Mr. Vagolu Ratna Babu, Kfin Technologies Limited, Unit: NOCIL Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF Rules.**

- b) **Members are requested to address all correspondence, including dividend-related matters, to Mr. Vagolu Ratna Babu, Kfin Technologies Limited, Unit: NOCIL Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032.**

IEPF Related Process

Dividends remaining unclaimed for seven consecutive years are transferred to IEPF along with the shares. Brief procedure for claiming such dividends and shares from IEPF Authority is as under:



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16. '**Niveshak Shivirs**' (camps for investors) : A laudable proactive initiative by the Regulators in the interests of Investors and steps taken by the Company to comply with the directions

The Investor Education and Protection Fund Authority (IEPFA) and the Securities & Exchange Board of India (SEBI) are holding '**Niveshak Shivirs**' across major cities to help resolve issues of investors relating to share transfer and unclaimed dividend. These events aim to streamline the process of reclaiming unclaimed financial assets and provide a platform for investors to directly address their concerns. It is proposed to launch an integrated digital portal by August 2025 to streamline the process. The initiative aims to ensure that investors can track and transfer their unclaimed dividends and shares in a hassle-free manner. **Your Company has taken the following steps in this regard to comply with directions :**

- Intimation letters have been dispatched to those shareholders, who have not encashed their dividend for the year 2017-18 and 2018-19, by Speed Post. Intimation is also being mailed to those shareholders whose email ids are registered with the Company.
- Unclaimed/Unpaid Dividend data for F.Y 2017-18 and F.Y 2018-19 in the prescribed format has been mailed to IEPF Authority.
- We've presented five success stories to the IEPF Authority, illustrating the efficient end-to-end process we facilitate for shareholders to reclaim dividends and equity shares transferred to the IEPF.

Other proactive initiatives taken by the Company to help investors:

1	Reminder for furnishing PAN, KYC details etc	Letters dated May 26, 2025 have been issued to each shareholder holding shares in physical form who has not furnished details relating to PAN and/or the KYC details and/or Nomination /update thereof, by speed post. Intimation is also being mailed to those shareholders whose email ids are registered with the Company. (also posted on corporate website www.nocil.com)
2	Reminder for encashing Unpaid dividend for the 2017-18	Letters dated May 28, 2025 have been issued by speed post. Intimation is also being mailed to those shareholders whose email ids are registered with the Company. (also posted on corporate website www.nocil.com)
3	Reminder for claiming unpaid dividends <u>and shares thereon</u> , which are liable to be transferred to the IEPF during 2025-26	Letters dated May 14, 2025 have been issued by speed post. Intimation is also being mailed to those shareholders whose email ids are registered with the Company. (also posted on corporate website www.nocil.com)

17. **Update of PAN and other details**

SEBI has, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 07, 2024 read with SEBI Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, mandated to furnish PAN, KYC details (i.e. full address with pin code, mobile no., email id, bank details) by holders of physical securities through Form ISR-1.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at <https://www.nocil.com>

Further, relevant FAQs published by SEBI on its website can be accessed at: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf.

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18. Dematerialisation of shares

Shares held in dematerialised form have several advantages over shares held in physical mode. Physical certificates are always prone to risks of 'theft, 'misappropriation', 'loss in transit,' 'damage or defacement' due to natural or other factors, 'misplacement' etc. Apart from the several benefits of holding shares in the dematerialised mode, **it is important for shareholders to refer to the following regulatory directions, which make it imperative for shareholders to hold shares in dematerialised mode.**

19. As per amended Regulation 40 of the SEBI (LODR) Regulations, 2015, transfer of shares in listed entities is permitted to be processed only in dematerialised mode w.e.f April 01, 2019.

Further, Members may please note that SEBI has mandated Listed Companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4/ISR-5. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

The aforesaid forms can be downloaded from the website of the Company and RTA at: www.nocil.com and www.kfintech.com.

You are requested to forward the duly filled in documents along with the related proofs as mentioned in the respective forms by post to the following address:

Kind Attn:

**Mr. Vagolu Ratna Babu, Asst. Vice President
KFin Technologies Limited**

Unit: NOCIL Limited

Selenium Tower B, Plot No. 31&32, Financial district,
Nanakramguda, Serilingampally Mandal,
Hyderabad – 500 032

E-mail: einward.ris@kfintech.com

Alternatively, the said documents/ details (scanned) can be mailed through your registered email to einward.ris@kfintech.com

In view of the above developments/directions it is in the interest of shareholders holding shares in physical mode to immediately take steps to dematerialise their shares.

20. Nomination facility for Members

As per Section 72 of the Companies Act, 2013 (the Act), Members are entitled to make nomination in respect of shares held by them. Members may send a written request in the **prescribed forms** (given in the table here-below) to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.

For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
Declaration to opt out	Form ISR-3
Cancellation of nomination by the holder(s) (Along with ISR-3)/Change of Nominee	For SH-14

The above-referred Forms SH-13, ISR-3 & SH-14 can be downloaded from the Company's website: www.nocil.com

21. SEBI has established a common **Online Dispute Resolution Portal ('ODR Portal')** for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/the Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website at www.nocil.com.

22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, KFin Technologies Limited, the details of such folios together with the share certificates and self- attested copies of PAN

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Card of the holders for consolidating their holding in one folio. Request for consolidation of share certificates shall be processed in dematerialised form.

23. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING: -

1. The remote e-voting period commences on **Monday, August 04, 2025 at 09:00 am (IST) and ends on Wednesday, August 06, 2025 at 05:00 pm (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e. **Thursday, July 31, 2025**, may cast their vote by remote e-voting.
2. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM **but shall not be entitled to cast their votes thereat again on such resolutions**.
3. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 63rd AGM.
4. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
5. The Board of Directors has appointed Mr. P. N. Parikh (FCS 327, CP 1228) or failing him, Mr. Mitesh Dhabliwala (FCS 8331, CP 9511) or failing him Ms. Sarvari Shah (FCS 9697, CP 11717) of Parikh and Associates, Company Secretaries as Scrutiniser to scrutinise the voting at the AGM and remote e - Voting process, in a fair and transparent manner.
6. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-Voting system for all those Members who are present during the AGM but have not cast their votes by availing the remote e-Voting facility. The e-Voting module during the AGM shall be disabled by NSDL for voting 30 minutes after the conclusion of the Meeting.

7. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinisers' decision on the voting shall be final.

The Results declared, along with the Scrutiniser's Report, shall be placed on the Company's website www.nocil.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

8. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS UNDER:-

The remote e-voting period begins on Monday, August 04, 2025 at 09:00 am (IST) and ends on Wednesday, August 06, 2025 at 05:00 pm (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. Thursday, July 31, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 31, 2025.

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How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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 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 hold 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 or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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.

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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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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.

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- 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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to nocil.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your

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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: 022 - 4886 7000 or send a request to Veena Suvarna at evoting@nsdl.com

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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 63rd AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 63rd AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 63rd AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 63rd AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 63rd AGM. However, they will not be eligible to vote at the 63rd AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 63rd AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 63rd AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the 63rd AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Annexure to the Notice

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

Item No-4) Ratification of the remuneration paid to the Cost Auditors

Pursuant to Sections 142 and 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to approve and ratify the payment of remuneration of ₹9.50 Lakhs per annum and reimbursement of out-of-pocket expenses and taxes as may be applicable to the Cost Auditors as considered and approved by the Board of Directors in their meeting held on May 15, 2025 for the Financial Year 2025-26.

The Board recommends the resolution as an **Ordinary Resolution** for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and /or their relatives are deemed to be concerned or interested in the resolution.

Item No- 5) To appoint Secretarial Auditors of the Company.

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 15, 2025 have recommended the appointment of M/s. Parikh & Associates - Peer Reviewed Firm of Company Secretaries in Practice ('Secretarial Audit Firm') (ICSI Firm Registration Number: P1988MH009800 as Secretarial Auditors of the Company on the following terms and conditions:

- a) **Term of appointment:** 5 (Five) consecutive years for Audit period of 5 years commencing from F.Y 2025-26 till F.Y 2029-30.
- b) **Proposed Fees:** ₹ 3,25,000 /- (Rupees Three Lakhs Twenty-Five Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the

Secretarial Audit for Financial Year ending March 31, 2026, and for the subsequent year(s) of their term, at such fee as maybe mutually agreed between the Board of Directors and the Secretarial Audit Firm.

The fees for services in the nature of certifications and other professional work will be in addition to the Secretarial Audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c) **Basis of recommendations:** The recommendations are based on evaluation and consideration of various factors such as industry experience, competency of the audit team, efficiency and quality in conduct of audit, independent assessment, etc.
- d) **Credentials:** The Secretarial Audit Firm, established in the year 1987, is a reputed firm of Practicing Company Secretaries with a legacy of excellence spanning over three decades. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.
- e) **Consent and Eligibility:** The Secretarial Audit Firm has consented to their appointment and have confirmed that their appointment, if made, would be pursuant to Regulation 24A of SEBI Listing Regulations and that they are not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of SEBI Listing Regulations. The Secretarial Audit Firm holds a valid Peer Review Certificate issued by ICSI.

None of the Director(s), Key Managerial Personnel(s) of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set forth in Item No. 5 of the Notice for approval of the Members as an **Ordinary Resolution**.

Registered Office:

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

Date: May 15, 2025

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

Amit K. Vyas
Company Secretary

Annexure to the Notice (Contd.)

Annexure A

Particulars of the Director(s) seeking appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name	Mr. Priyavrata H. Mafatlal
DIN	02433237
Date of Birth	February 18, 1987
Category/Designation	Non-Executive Director
Age	38 years
Date of Appointment/Reappointment	July 31, 2023
Qualifications	BMS, M.Com (Marketing), Alumnus of Harvard Business School, Boston.
Expertise in Specific Functional Areas	Mr. Priyavrata H. Mafatlal is the Managing Director of Mafatlal Industries Limited and has an experience of over 15 years across the fields of Sales & Marketing, Strategy, Governance and Leadership.
Date of first appointment on the Board	May 08, 2017
Terms & conditions of appointment or re-appointment.	Mr. Priyavrata H. Mafatlal is a Non- Executive Non-Independent Director, liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn.	Mr. Priyavrata is entitled to sitting fees for attending Board and Committee meetings and annual commission, as per the provisions of the Companies Act, 2013 and as approved by the Board.
Details of Remuneration last Drawn	Sitting fees paid during 2024-25: - Kindly refer page No: 103 of the Annual Report Commission approved by the Board on May 15, 2025: Kindly refer page No 103 of the Annual Report
Number of Board Meetings attended during the year	Seven (7) out of Seven (7) meetings held during 2024-25
Number of shares held in the Company, including shareholding as a beneficial owner*	12,495 equity shares of ₹ 10 /- each
Directorship held in other listed entities*	Mafatlal Industries Limited- Managing Director
Details of Listed Entities from which the person has resigned in the past three years.	N.A.
Membership/Chairmanship of Committees*	<u>Member & Chairman</u> Stakeholders Relationship and Investor Grievances Committee
Disclosure of relationship with another Director, Manager and KMP	Mr. Priyavrata H. Mafatlal is related to Mr. Hrishikesh a Mafatlal, Executive Chairman.

*As per disclosures received by the Company