NOCIL LIMITED

Reg. 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: L99999MH1961PLC012003 Email: investorcare@nocil.com

8th February 2019

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

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

Dear Sir,

Sub: Dispatch of Postal Ballot Notice

The Exchange is hereby informed that the Company is in the process of seeking the approval of shareholders by way of Postal Ballot including 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 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 30th June 2019
2	Re-appointment of Mr. Rohit Arora (holding DIN: 00445753) as an Independent Director for 5 years from 30th June 2019
3	Re-appointment of Mr. D. N. Mungale (holding DIN:00007563) as an Independent Director for 5 years from 30th June 2019
4	Re-appointment of Mr. P. V. Bhide (holding DIN: 03304262) as an Independent Director for 5 years from 30th June 2019
5	Continuation of Mr. C. L. Jain (holding DIN : 00102910) as an Independent Director for residual term till 29th June 2019.

Accordingly, a copy of the Postal Ballot Notice and Postal Ballot form are enclosed. The posting of the same has been completed on 8th February 2019 to the shareholders of the Company whose names appear in the Register of Members/ List of Beneficial Owners as on

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25th January 2019 (cut-off date). 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.

The aforementioned Postal Ballot Notice and the form has been uploaded on the Company's website viz., www.nocil.com and the same are also available on the website of Karvy Fintech Private Limited viz., https://evoting.karvy.com, which is engaged for providing the remote e voting facility.

We request you to take the above on your records and acknowledge receipt.

Thanking you,

Yours truly,
For **NOCIL LIMITED**

GUPTE
VIKAS
KASHINATH

(V.K. Gupte)
Company Secretary

Encl: as above

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

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 Inststitute 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:
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

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 FORM

Sr. No. Ref. No.

Sr. No.	Particulars	Details of Member(s)
1	Name & Registered Address of the Sole / first name Member	
2	Name(s) of the Joint Holder(s), if any	
3	Registered folio No. / DP. Id No.* / Client ID No.* (*Applicable to investors holding shares in dematerialised form).	
4	No. of shares held	

I / We hereby exercise my / our vote in respect of the following Special resolutions to be passed by Postal Ballot / e –voting by recording my / our assent or dissent by placing tick mark (√) in the appropriate box below:

Sr. No.	Description of the Resolution	No. of Shares for which votes cast	I/ We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
1.	Re-appointment of Mr. N. Sankar as an Independent Director for 5 years effective from 30th June 2019			
2.	Re-appointment of Mr. Rohit Arora as an Independent Director for 5 years effective from 30th June 2019			
3.	Re-appointment of Mr. D. N. Mungale as an Independent Director for 5 years effective from 30th June 2019			
4.	Re-appointment of Mr. P.V. Bhide as an Independent Director for 5 years effective from 30th June 2019			
5.	Continuation of Mr. C. L. Jain as an Independent Director for residual term till 29th June 2019			

Place:
Date:

Signature of the shareholder

E- voting Particulars

The e-voting facility is available at the link https://evoting.karvy.com. The electronic voting particulars are set out as follows:

EVENT NO. (E-voting Event Number)	USER ID	PASSWORD
4394		

The e-voting facility will be available during the following voting period:

Commencement of e –voting	End of e –voting
11th February 2019 at 9.00 a.m.	12th March 2019 at 5.00 p.m.

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice.
2. The last date for the receipt of the Postal Ballot Forms by the Scrutinizer is 12th March 2019 at 5.00 p.m.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by a placing tick mark (√) in the column, 'I assent to the Resolution', or dissent must be accorded by placing a tick mark (√) in the column, 'I dissent to the resolution.'.
6. The votes of a Member will be considered invalid on any of the following grounds:
   a. Unsigned Postal Ballot Forms will be rejected:
   b. If the Member's signature does not tally with the specimen available with the Company / Depository Participant/ Share Transfer Agent;
   c. If the Member has marked his/ her / its vote both for 'Assent' or 'Dissent' to the Resolution in such manner that the aggregate Shares voted for 'Assent' or 'Dissent' exceeds total number of Shares held.
   d. If the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
   e. If the Postal Ballot Form is received in torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent.'. or if the signature could not be verified , or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 12th March 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer no later than the date specified in Item No. 7 above.
9. 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.
10. Only Member(s) who is entitled to vote is entitled to exercise his/ her vote through Postal Ballot. The right of voting by Postal Ballot shall not be exercised by Proxy.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid Business Reply Envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
13. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e. 25th January 2019.
14. The Scrutinizer 's decision on the validity of the postal ballot shall be final.