



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 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("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 a **Special Resolution**, for the matter as considered in the resolution 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 this resolution 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 Obligation & 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 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, 20th December, 2016. If any postal ballot is received after 5:00 p.m. on Tuesday, 20th December, 2016, 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, on or before Thursday, 22nd December, 2016 and the result of the Postal Ballot will be announced on or before Thursday, 22nd December, 2016, at 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.

Approval for appointment and payment of remuneration to Mr. H. A. Mafatlal, as Executive Chairman

To consider and if thought fit, to give assent or dissent, to the following Resolution to be passed as a **Special Resolution**:

"FURTHER RESOLVED THAT pursuant to Section 196, 197, 198, 200 read with Schedule V and all other applicable provisions of the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and subject to the approval of the Central Government and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be imposed or prescribed by any other authorities in granting such approvals, permissions and sanctions, approval of the Company be accorded to the appointment of Mr. H. A. Mafatlal (holding DIN : 00009872) as Executive Chairman for a period of 5 (Five) years with effect from 19th August, 2016 and for payment of remuneration and perquisites as set out in the Explanatory Statement annexed to this Notice

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of Mr. H. A. Mafatlal, Executive Chairman, the Company has no profits or its profits are inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013 be considered as minimum remuneration, subject to such statutory approvals as may be applicable.

FURTHER RESOLVED THAT the Board of Directors be and hereby authorised to alter, vary the terms of the remuneration, in such manner as may be deemed fit and acceptable to Mr. H. A. Mafatlal.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution."

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

Date: 19th August, 2016
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, 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 4th November 2016 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 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.

By the Order of the Board,
For NOCIL Limited

V. K. Gupte
Company Secretary

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/ NSDL/ CDSL), whose names appear in the Register of Members/list of Beneficial Owners as received from NSDL/CDSL as on 4th November, 2016. 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 prepaid 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 reply envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before 20th December, 2016. 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 22nd December, 2016 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 21st November, 2016 (9:00 a.m. IST) and ends on 20th December, 2016 (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., 4th November, 2016, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting on 20th December, 2016 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 / 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	PASSWORD
-----------	---------	----------

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:

Mr. H. A. Mafatlal and Mr. Vishad P. Mafatlal, their family members and the entities controlled by them as well as Mafatlal Industries Limited (MIL) and Navin Fluorine International Limited (NFIL) hold shares in the Company.

Mr. H. A. Mafatlal, his family members and the entities owned and controlled by them and Mr. Vishad P. Mafatlal, his family members and the entities owned and controlled by them, have entered into an Agreement to amicably restructure their shareholding in MIL, NFIL, the Company and other group companies such that the management of MIL and the Company would reside with Mr. H. A. Mafatlal and that of NFIL would be with Mr. Vishad P. Mafatlal.

Mr. H.A. Mafatlal was Chairman - Non-Executive Promoter Group of the Company. Pursuant to the above mentioned Agreement, it was proposed to appoint and pay remuneration to Mr. H. A. Mafatlal as the Executive Chairman.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, thought it fit and in the interest of the Company to appoint Mr. H. A. Mafatlal as the Executive Chairman w.e.f. 19th August, 2016 for a period of 5 (five) years.

The appointment and payment of remuneration and perquisites to Mr. Mafatlal are subject to the approval of the Members of the Company and other statutory approvals as may be required.

The terms of remuneration and perquisites payable to Mr. H. A. Mafatlal are as follows:

- A
- i) Salary : Rs. 1,20,00,000 /- (Rupees One Crore Twenty Lakh only) p.a.
 - ii) Perquisites and Allowances, the aggregate monetary value of which shall not exceed Rs. 15,60,000 /- (Rupees Fifteen Lakh Sixty Thousand only) p.a. or as may be decided by the Board from time to time.

These perquisites and other allowances will be in addition to items mentioned in Clause (C) below.

The salary and perquisites as mentioned under (i) and (ii) above will be exclusive of:

- Contribution to the Provident Fund to the extent they are not taxable under the Income Tax Act, 1961.
- Gratuity as per the prevailing rules of the Company.
- Encashment of leave as per Company's Rules at the end of the tenure of service from the Company.

B) Performance Bonus/Commission as may be decided by the Board from time to time on the basis of the performance of Mr. H. A. Mafatlal and of the Company subject to and within the limits of the Companies Act, 2013 or any amendments thereto.

C) Apart from the above mentioned remuneration, he shall be entitled to:

- i. Leave as per the rules of the Company.
- ii. Reimbursement of Domiciliary Medical Expenses actually and properly incurred by him and his family and Mediclaim Policy for hospitalization.
- iii. Expenses actually and properly incurred by him in the course of legitimate business of the company.
- iv. Club Membership Fees subject to a maximum of two Clubs.
- v. Personal Accident Insurance Policy.
- vi. Provision for use of motor car with driver for both official and personal use and reimbursement of telephone, gas and electricity expenses incurred at his residence.
- vii. Life Insurance as per the rules of the Company.

The copy of draft Letter of Appointment is kept open for inspection by any member of the Company under Section 190 (2) of the Companies Act, 2013.

Where in any financial year during the currency of the tenure of the Mr. H. A. Mafatlal, Executive Chairman, the Company has no profits or its profits are inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013 be considered as minimum remuneration, subject to such statutory approvals as may be applicable.

The Board may alter or vary the above referred terms of appointment, salary, commission, performance bonus and perquisites including minimum remuneration payable in such manner as the Board in its absolute discretion deems fit and acceptable to Mr. H. A. Mafatlal provided that such alterations are within the limits specified in Schedule V of the Companies Act, 2013 or any amendments, modifications or re-enactments made thereof from time to time.

Mr. H.A. Mafatlal shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

Mr. H.A. Mafatlal shall not be liable to retire by rotation.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of the Schedule V of the Companies Act, 2013 and also Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, are given in Annexure A to this Explanatory Statement.

Except Mr. H.A. Mafatlal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

Your Directors recommend this resolution for approval of the Members.

Annexure A to the Explanatory Statement

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of appointment of Mr. H. A. Mafatlal as Executive Chairman.

I. General Information:

a) Nature of Industry:

The Company is engaged in the business of manufacture and sale of Rubber Chemicals. It has manufacturing facilities at TTC Industrial Area in Thane, Maharashtra and Dahej, Gujarat and Regional Sales Offices at Mumbai, Delhi, Chennai and Kolkatta.

b) Date of commencement of Commercial Production:

The Company started its commercial production in the year 1976.

c) Financial Performance:

(Rs. in Lakhs)

	Current Year	Previous Year
Turnover	78860.88	78533.40
Profit Before Tax	11813.02	8564.54
Profit after Tax	7774.03	5674.84

d) Export Performance:

(Rs. in Lakhs)

	Current Year	Previous Year
FOB Value of Exports	19883.87	23004.30
Net Foreign Exchange Earnings	8314.94	4054.10

e) Foreign Investments or Collaborators:

The Company does not have any foreign investment or collaborators.

II. Information about the appointee:

a) Background details:

Mr. H. A. Mafatlal is B.Com. (Hons.) and has attended the Advanced Management Programme at the Harvard Business School, USA.

Mr. Mafatlal is past president and is presently a Managing Committee member of the Mill owners' Association, Mumbai. He was a Member on the Board of Governors of IIM Ahmedabad for 12 years and Vice-Chairman of the Cotton Textiles Export Promotion Council (TEXPROCIL)

b) Past remuneration:

Mr. H. A. Mafatlal was Chairman – Non –Executive Promoter Group who was paid sitting fees for attending the meetings of the Board of Directors and the Committees thereof and Profit based Commission. The remuneration paid to Mr. Mafatlal in the Financial Year 2015-16 is as under:

Particulars	Amount (Rs. In Lakh)
Sittings fees	1.60
Commission	12.00
Total	13.60

c) Recognition or award: Nil

d) Job Profile and his suitability:

Mr. H. A. Mafatlal is a Promoter-Director and overall in-charge of the affairs of the Company. Looking at the overall business exposure and rich experience of Mr. H. A. Mafatlal in diversified areas and responsibilities to be shouldered by him, it is in the interest of the Company to avail his business expertise and hence his suitability for the position.

e) Proposed Remuneration :

As mentioned in Explanatory Statement.

f) Comparative Remuneration:

Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by the appointee, the proposed remuneration payable to Mr. H. A. Mafatlal is commensurate with the remuneration paid to similar appointee in other companies.

g) Pecuniary Relationship:

Except for the proposed remuneration, Mr. H.A. Mafatlal does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the company.

III. Other information:

- a) Reasons for inadequacy of profits:
Not Applicable
- b) Steps taken or proposed to be taken for improvement :
Not Applicable
- c) Expected increase in productivity and profits in measurable terms:
Not Applicable

Particulars of the Director seeking appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2).

Name	Mr. H. A. Mafatlal
Brief Resume - Qualification	B.Com. (Hons.) and has attended the Advanced Management Programme at the Harvard Business School, USA
Age	62 years
Experience	Mr. H. A. Mafatlal has diversified experience of more than 35 years in the areas of Textiles, Chemicals, Petrochemicals, Financial Services.
Terms and Conditions of Appointment	Refer Explanatory Statement
Date of Appointment	19 th August, 2016
Expertise in Specific Functional Areas	Mr. H.A. Mafatlal is the Chairman and Chief Executive of the Arvind Mafatlal Group of Companies (AMG). AMG has major interests in Textiles & Denims (Mafatlal Industries Limited) and Rubber Chemicals (NOCIL Ltd.). He is a past President and now a Managing Committee Member of the Millowners' Association, Mumbai (MOA). He was a Member on the Board of Governors of IIM Ahmedabad for 12 years (1995-2007), and a Vice-Chairman of The Cotton Textiles Export Promotion Council (TEXPROCIL). He is a Trustee of Shri Sadguru Seva Sangh Trust and Chairman of BAIF Development Research Foundation.
Directorship held in other listed entities	Mafatlal Industries Limited
Other Directorship	1. Tropical Clothing Company Private Limited 2. Mafatlal Services Limited 3. BAIF Institute for Sustainable Livelihoods & Development 4. HPA Sports Private Limited 5. Cebon Apparel Private Limited
Membership / Chairmanship of Committees	Mafatlal Industries Limited Member - Share Transfer Committee - Stakeholders Relationship Committee - Corporate Social Responsibility Committee
Disclosure of relationship	Mr. H.A. Mafatlal is neither related to any of the Director nor Key Managerial Personnel of the Company
Shareholding in the Company	1,77,900 Equity Shares
Number of Board meetings Attended	4 (held up to 19 th August, 2016 during F.Y. 2016-17)

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

Date: 19th August, 2016
Place: Mumbai

By the Order of the Board,
For NOCIL Limited

V. K. Gupta
Company Secretary



नोसिल लिमिटेड

सीआयएन क्र. L99999MH1961PLC012003

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

टपाल मतदानाची सूचना आणि रिमोट ई-मतदानाची माहिती

याद्वारे सूचना देण्यात येते की, कंपनी अधिनियम, २०१३ चे कलम १०८ आणि ११० सहवाचता कंपनी (व्यवस्थापन आणि प्रशासन) नियमावली, २०१४ चा नियम २० आणि २२ व सेबी (सूचीबद्धता बंधने आणि प्रकटीकरण आवश्यकता) नियमावली, २०१५ चा विनियम ४४ च्या अनुषंगाने, कंपनी टपाल मतदानाद्वारे भागधारकांची मान्यता घेत असून त्यामध्ये दिनांक १९ ऑगस्ट, २०१६ रोजीच्या टपाल मतदान सूचनेमध्ये (टपाल मतदानाच्या सूचनेमध्ये) नमूद केलेल्या खालील उरावाच्या संबंधातील इलेक्ट्रॉनिक रिमोट ई-वोटिंग स्वरूपाच्या मतदानाचा देखिल समावेश आहे.

कंपनी अधिनियम, २०१३ चे कलम ११६, ११७, ११८, २०० संगवाचता अनुसूची पाच आणि इतर सर्व प्रयोज्य तरतुदी यांच्या अनुषंगाने श्री. एच. ए. मफतलाल (DIN : 00009872) यांची दिनांक १९ ऑगस्ट, २०१६ पासून पाच (५) वर्षांच्या मुदतीकरिता कार्यकारी अध्यक्ष या पदी नेमणूक करण्याचा आणि त्यांना पारिश्रमिक प्रदान करण्याचा विशेष उराव या बाबतीत, याद्वारे सभासदांना कळविण्यात येते की:-

- दिनांक ४ नोव्हेंबर, २०१६ (कट-ऑफ तारीख) अनुसार सभासदांच्या नोंदवहीमध्ये किंवा निक्षेपस्थानीची ठेवलेल्या लाभधिकारी इच्छुक मालकांच्या नोंदवहीमध्ये असलेल्या व्यक्ती टपाल मतदानाद्वारे रिमोट ई-वोटिंग द्वारे संमत करावयाच्या प्रस्तावित उरावावर मतदान करण्यास पात्र असतील.
- प्रकरणपरत्वे सभासदांना कंपनी / निक्षेपस्थानी भागिदार / प्रबंधक आणि हस्तांतरण एजंट यांच्याकडे नोंदणी केलेल्या त्यांच्या नोंदणीकृत पत्त्यावर किंवा त्यांच्या ई-मेलच्या पत्त्यावर टपाल मतदान सूचना तसेच टपाल मतदान प्रपत्र आणि स्वतःचा पत्ता घातलेला टपाल मतदान व्यावसायिक जबाबी लिफाफा अनुषंग स्वरूपाचे पाठविण्यात आलेले आहेत.
- कंपनीने दिनांक १६ नोव्हेंबर, २०१६ रोजी टपाल मतदानाची सूचना पाठविण्याचे काम पूर्ण केलेले आहे.
- टपाल मतदानाच्या सूचनेमध्ये नमूद केलेल्या कामकाजासाठी, कंपनी आपल्या आर टी-ए कार्ही कम्युटरसेअर प्रायव्हेट लिमिटेड (कार्ही) मार्फत तरतुद केलेल्या (रिमोट ई-मतदान) सुविधेचा वापर करून इलेक्ट्रॉनिक स्वरूपात आपल्या मतदान अधिकारांचा वापर करण्याची सुविधा पुरवित आहे.
- संचालक मंडळाने टपाल मतदान आणि रिमोट ई-मतदान प्रक्रीया विशुद्ध आणि पारदर्शक पध्दतीने पार पाडण्यासाठी श्री. मकरंद जोशी, मेसर्स मकरंद एम्. जोशी अँड कं. चे भागिदार, कंपनी सचिव यांची परिनिरीक्षक म्हणून नेमणूक केलेली आहे.
- रिमोट ई-मतदान कालावधी सोमवार, दिनांक २१ नोव्हेंबर, २०१६ रोजी सकाळी ९.०० वाजल्यापासून सुरु होईल आणि मंगळवार दिनांक २० डिसेंबर, २०१६ रोजी संध्याकाळी ५.०० वाजता संपेल. रिमोट ई-मतदानास मंगळवार दिनांक २० डिसेंबर, २०१६ रोजी संध्याकाळी ५.०० नंतर परवानगी दिली जाणार नाही.
- टपाल मतदानाची सूचना आणि टपाल मतदान प्रपत्र कंपनीच्या www.nocil.com या संकेतस्थळावर आणि कार्हीच्या <https://evoting.karvy.com> या संकेतस्थळावर उपलब्ध आहेत. ज्या सभासदांना टपाल मतदान प्रपत्र प्राप्त झालेले नाही किंवा ते त्यांना ई-मेलद्वारे प्राप्त झालेले आहे आणि ते प्रत्यक्ष टपाल मतदानाद्वारे मतदान करण्यास इच्छुक आहेत, अशा सभासदांना उपरोक्त संकेतस्थळावर उपलब्ध असलेल्या टपाल मतदान प्रपत्राचा वापर करता येईल.
- कोणत्याही चौकशीसाठी / तक्रारीच्या बाबतीत सभासदांनी <https://evoting.karvy.com> डाऊनलोड सेक्शनवर उपलब्ध असलेले फ्रिक्वेन्टली आस्कुड क्वेश्चन्स (FAQs) आणि ई-मतदान युजर मॅन्युअल पहावे किंवा कार्हीला क्र. १८०० ३४५ ४००१ (टोल फ्री) वर संपर्क साधावा.
- टपाल मतदानाचे निकाल कंपनीद्वारे दिनांक २२ डिसेंबर, २०१६ रोजी किंवा त्यानंतर घोषित करण्यात येतील. निकाल तसेच परिनिरीक्षकांचा अहवाल कंपनीच्या www.nocil.com आणि <https://evoting.karvy.com> या संकेतस्थळावर देण्यात आलेले आहेत.
- टपाल मतदानाद्वारे इलेक्ट्रॉनिक स्वरूपात मतदान करण्याच्या सुविधेशी संबंधित तक्रार करण्यासाठी जबाबदार असलेल्या व्यक्तीचे नाव, पदनाम, पत्ता, ई-मेल आय डी आणि एक क्रमांक खालील प्रमाणे:-

श्री. व्ही. के. जयरामन, महा व्यवस्थापक

कार्ही कम्युटरसेअर प्रायव्हेट लिमिटेड, युनिट: नोसिल लिमिटेड

कार्ही सेलोनियम टॉवर बी, प्लॉट ३१-३२, गाचीवोली, फायनान्सीअल डिस्ट्रीक्ट, नानक्रामगुडा, हैद्राबाद - ५०००३२,

दुर.क्र. ०४० ६७१६१६६२, ई-मेल आयडी: jayaraman.vk@karvy.com

संचालक मंडळाच्या आदेशानुसार

नोसिल लिमिटेडसाठी

व्ही. के. गुप्ते

कंपनी सचिव

स्थळ : मुंबई

दिनांक : १८ नोव्हेंबर, २०१६



NOCIL LIMITED

CIN: L99999MH1961PLC012003

Regd. Office: Mafatal House, H.T. Parekh Marg, Backbay

Reclamation, Churchgate, Mumbai-400 020

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

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

NOTICE OF POSTAL BALLOT AND REMOTE

E-VOTING INFORMATION

Notice is hereby given that pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44-of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is seeking the approval of shareholders, by way of Postal Ballot which also includes voting by electronic means (remote e-voting), in respect of the following resolution set out in the Postal Ballot Notice dated 19th August 2016 (Postal Ballot Notice):

"Special resolution pursuant to the provisions of Section 196, 197, 198, 200 read with Schedule V and all other applicable provisions of the Companies Act, 2013, for the appointment and payment of remuneration to Mr. H.A. Mafatal (holding DIN : 00009872) as the Executive Chairman for a period of 5 (Five) years with effect from 19th August 2016."

In this regard, the members are hereby notified that:

- A person whose name is recorded in the register of members or in register of beneficial interest owners maintained by the depositories as on 4th November 2016 (cut-off date) shall be entitled to vote on the resolution proposed to be passed by Postal Ballot / remote e-voting.
- The Postal Ballot Notice along with the Postal Ballot Form and self addressed postage prepaid Business Reply Envelope has been dispatched by permitted mode to the Members at their registered address or to their email addresses registered with the Company / Depository Participant / the Registrar & Transfer Agent, as the case may be.
- The Company has completed the dispatch of the Postal Ballot Notice on 16th November 2016.
- For the business as set out in the Postal Ballot Notice, the Company is providing facility to exercise their right to vote by electronic means through (remote e-voting) facilities provided by our RTA - Karvy Computershare Private Limited (Karvy).
- The Board of Directors have appointed Mr. Makarand Joshi, Partner of M/s Makarand M. Joshi & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and Mr. Makarand Joshi has given his consent to act as Scrutinizer.
- The remote e-voting period commences on Monday, 21st November 2016 at 9.00 a.m. and ends on Tuesday, 20th December 2016 at 5.00 p.m. Remote e-voting shall not be allowed beyond 5.00 p.m. on Tuesday, 20th December 2016.
- The Postal Ballot Notice and the Postal Ballot form are available on the website of the Company viz., www.nocil.com and website of Karvy viz., <https://evoting.karvy.com>. Members who have not received the Postal Ballot Form or who have received the same by email and wish to vote by Physical Postal Ballot can use the Postal Ballot Form available on aforementioned websites.
- In case of any queries / grievances, Member may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy on 1800 345 4001 (Toll-free).
- The results of the Postal Ballot will be announced by the Company on or before 22nd December 2016. The results along with the Scrutinizer's Report will be posted on the website of the Company at www.nocil.com and Karvy <https://evoting.karvy.com>.
- Name, designation, address, email id and phone number of the person responsible to address the grievances connected with the facility for voting by Postal Ballot by electronic means is given below:

Mr. V. K. Jayaraman, General Manager

Karvy Computershare Private Limited - Unit : NOCIL Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,

Nanakramguda, Hyderabad - 500 032

Tel No. 040 67161662, Email id: jayaraman.vk@karvy.com

By Order of the Board of Directors

For NOCIL LIMITED

V.K.Gupte

Company Secretary

Place : Mumbai

Date : 18th November 2016