

Date: 6th July, 2026

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 64th Annual General Meeting (‘AGM’) of NOCIL Limited (‘the Company’) for FY 2025-26 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 Fourth (64th) Annual General Meeting of the Company will be held on **Monday, 3rd August, 2026** 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 64th 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 2025-26.

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 2025-26 for accessing the Annual Report.

We request you to take the same on your records.

Thanking you,

Yours truly,

For **NOCIL Limited**

Amit K. Vyas
Head -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 FOURTH (64th) Annual General Meeting of the Members of NOCIL Ltd. ('the Company') will be held on **Monday, August 3, 2026, at 03.00 p.m. (IST)** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to the Registered office of the Company at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai - 400 020 which shall be the deemed venue of the meeting to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Statutory Auditors thereon.
2. To declare Dividend on Equity shares for the Financial Year ended March 31, 2026.
3. To appoint a Director in place of **Mr. Anand V.S (DIN: 07918665)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Re-appointment of Mr. Hrishikesh A Mafatlal (DIN : 00009872) as the Executive Chairman w.e.f August 19, 2026**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the said Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules and Regulations issued

by the Ministry of Corporate Affairs in this regard and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and in accordance with the approval of the Board of Directors based on the recommendations of the Nomination & Remuneration Committee of the Board, approval of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Hrishikesh A Mafatlal (DIN : 00009872) as the Executive Chairman of the Board for a further period of five (5) years with effect from August 19, 2026 to August 18, 2031, on such terms and conditions including** remuneration and perquisites (hereinafter referred to as "remuneration") as set out in the Explanatory Statement annexed to this notice .

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, vary the terms of the remuneration, in such manner as may be deemed fit and acceptable to Mr. Hrishikesh A. Mafatlal during the currency of his tenure as Executive Chairman of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds,

Notice (Cont'd).

matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution.”

5. **Appointment of Mr. Sanjiv Lal (DIN: 08376952) as an Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment thereof), **Mr. Sanjiv Lal (DIN: 08376952) who was appointed by the Board of Directors as an Additional Director designated as an Independent Director of the Company with effect from May 07, 2026, in terms of Section 161 of the Act and Article 157 of the Articles of Association of the Company and who is eligible for appointment as a Director and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”**

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof), the appointment of **Mr. Sanjiv Lal (DIN: 08376952), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years from May 07, 2026 to May 06, 2031, be and is hereby approved.”**

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised 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.”

6. **Appointment of Mr. Sabyaschi Patnaik (DIN: 07183784) as an Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment thereof), **Mr. Sabyaschi Patnaik (DIN: 07183784) who was appointed by the Board of Directors as an Additional Director designated as an Independent Director of the Company with effect from May 07, 2026 in terms of Section 161 of the Act and Article 157 of the Articles of Association of the Company and who is eligible for appointment as a Director and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”**

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof), the appointment of **Mr. Sabyaschi Patnaik (DIN: 07183784), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is**



Notice (Cont'd).

eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years from May 07, 2026 to May 06, 2031, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised 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."

7. **Ratification of the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2027.**

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 07, 2026 as Cost Auditors for carrying out the Audit of the cost records of the Company for the Financial Year ended March 31, 2027, 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".

Registered Office:

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

Date: May 07, 2026

By Order of the Board
For **NOCIL Ltd.**

Amit K. Vyas
Company Secretary

Notice (Cont'd).

NOTES

(1) Conduct of the Annual General Meeting (AGM) Meeting through VC/OAVM

- (i) The Ministry of Corporate Affairs ('MCA') has vide its various Circulars (detailed below and referred to as 'the MCA circulars') permitted Companies to hold their AGMs through **Video Conferencing or Other Audio Visual Means ('VC/OAVM')**, without physical presence of Members at a common venue. Members attending the 64th AGM through VC/OAVM shall be counted for the purpose of determination of quorum {*Section 103 of the Companies Act, 2013*} In case of joint holders, a Member whose name appears as the first holder in the order of names as per the Register of Members as on the cutoff date viz July 27, 2026 will be entitled to vote at the 64th AGM. In compliance with the MCA Circulars, the 64th AGM of the Company is being held through VC/OAVM. The proceedings of the 64th AGM are deemed to be conducted at the Registered Office of the Company situated at 3rd Floor, NOCIL Ltd., Mafatlal House, Backbay Reclamation, Churchgate, Mumbai 400 020.

[General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as 'MCA Circulars'];

- (ii) 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 64th AGM is being held through **VC/OAVM**, the requirement of physical attendance of Members has been dispensed with. The facility for appointment of proxies by Members will not be available for this 64th AGM and hence, the proxy form, attendance slip and route map of 64th AGM are not annexed to this Notice;
- (iii) Institutional investors, who are Members of the Company, are encouraged to attend the 64th 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 64th 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.

- (iv) Members can join the AGM in the **VC/OAVM** mode 15 minutes before and after 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 & Investor's Grievance Committee, Auditors etc. who are allowed to attend the AGM without restriction on account on first come first served basis;
- (v) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013;
- (vi) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing



Notice (Cont'd).

Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs 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 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 a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL;

- (vii) 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 Monday, July 20, 2026 (09.00 a.m. IST) to Thursday, July 23, 2026 (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.

(2) Issuance /Circulation of the Notice of the 64th AGM along with the Annual Report in electronic form

- (i) In line with the applicable circulars issued by the MCA and SEBI, **the Notice of the 64th AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants ('DPs') as on June 26, 2026**. 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 2025-26. The Notice convening the 64th 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;

- (ii) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) setting out the material facts concerning Special Business under Item Nos. 4 to 7 of the Notice is annexed hereto;
- (iii) 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 64th Annual General Meeting form integral part of this Notice. Requisite declarations have been received from the concerned Director seeking re-appointment;

(3) Registration of email ids :-

- (i) **By 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);
- (ii) **By Members holding shares in physical mode** are requested to update their email addresses by submitting Form ISR-1 to Company's RTA, KFin Technologies Limited by following the process detailed below.

Registration of email ids provides the following benefits to Members:-

- **Non-registration of email id results in non-compliance with the KYC requirements and in terms of SEBI Master Circular – HO/38/13/ (4) 2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, the Company will not be entitled to remit the Dividend to such shareholder through electronic mode;**

Notice (Cont'd).

- **They are entitled to digital copy of the Annual Report and all other Notices and communication from the Company (for e.g notification of Postal Ballot process, Notice and Explanatory statement convening EGMs and other updates from the Company.**

(4) 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 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 without payment of any fee. Members should write to investorcare@nocil.com by mentioning their name and Folio No/DPID & Client ID.

(5) Members to intimate change in their details

Members are requested to intimate changes, if any in their details (name, postal address, email id, mobile number, PAN, Bank mandate etc) to their DPs (in case of dematerialised shares) and to the Company/ RTA in case the shares are held in physical mode by filing Form No ISR -1.

(6) Operative PAN

SEBI has mandated submission of an **Operative PAN** by every Member viz **the PAN should have been linked to Aadhar.**

(7) Dematerialisation of shares :- Distinct advantages to Members

It is always in the interest of shareholders holding shares in physical mode to immediately take steps to dematerialise their shares on account of the following distinct benefits :

- **Physical certificates are always prone to risks of 'theft, 'misappropriation ', 'loss in transit,' 'damage or defacement' due to natural or other factors, 'misplacement' etc.;**
- **Regulatory Directions, which make it imperative for shareholders to hold shares in dematerialised mode;**
- 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 : 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.



Notice (Cont'd).

(8) Nomination Facility :- In the larger interest of 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	From SH-13
Cancellation of nomination by the holder(s) (Along with ISR-3) / Change of Nominee	Form SH-14

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

If a member desires to opt out of or cancel the earlier nomination and record a fresh nomination, such a member may submit the requisite application in form ISR-3 (opting out) or Form SH-14 (Cancellation or variation).

Distinct advantages for Members to opt for Nomination:-

- For shareholders in India, a **nomination under Section 72 of the Companies Act, 2013** ensures **seamless transmission of shares to the Nominee** without getting into the excruciating /protracted process of procuring succession certificate or Probate of Will from a Civil Court;

- Secondly, in terms of SEBI Master Circular – HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, in event of non fulfilment of this important KYC requirement the Company will not be entitled to remit the dividend to such shareholder through electronic mode .

(9) Online Dispute Resolution Portal ('SMART ODR Portal')

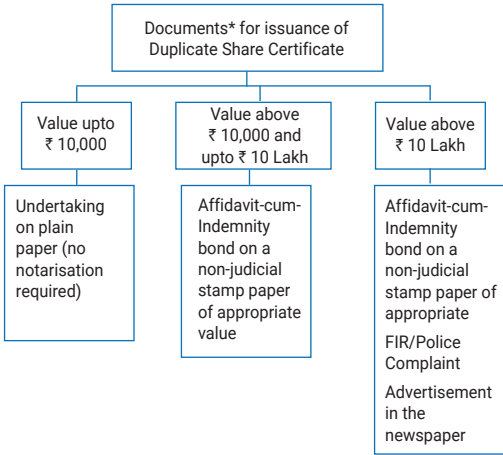
SEBI has established a common **Online Dispute Resolution Portal (SMART ODR Portal')** for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / the Company directly and through existing SCORES platform, 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 .

(10) Digilocker

SEBI vide Circular SEBI/HO/OIAE_IAD-3/P/CIR/2025/32 dated March 19, 2025, titled “ **Harnessing Digilocker as a Digital Public Infrastructure** for reducing unclaimed assets in Indian securities market had introduced to address the issue of unclaimed financial assets. This initiative enables investors to store and access information of any other demat and mutual fund holdings through **Digilocker**-a Key Digital Public infrastructure benefitting investor and their families . Members can seek specific details relating to Digilocker at : https://www.sebi.gov.in/legal/circulars/mar-2025/harnessing-digilocker-as-a-digital-public-infrastructure-for-reducing-unclaimed-assets-in-the-indian-securities-market_92769.html

Notice (Cont'd).

(11) Other proactive measures taken by SEBI to help Investors

S. No	Proactive measure by SEBI	Operational aspects	Steps taken by NOCIL LTD
1	Simplification of procedure for issuance of duplicate share certificates (SEBI Master Circular No HO/38/13/(4) 2026_MIRSD-POD/I/4298/2026 dated February 06, 2026)	<p>Duplicate certificates will not be issued ONLY in dematerialised mode</p> <div style="text-align: center;">  <pre> graph TD A[Documents* for issuance of Duplicate Share Certificate] --> B[Value upto ₹ 10,000] A --> C[Value above ₹ 10,000 and upto ₹ 10 Lakh] A --> D[Value above ₹ 10 Lakh] B --> B1[Undertaking on plain paper (no notarisation required)] C --> C1[Affidavit-cum-Indemnity bond on a non-judicial stamp paper of appropriate value] D --> D1[Affidavit-cum-Indemnity bond on a non-judicial stamp paper of appropriate] D --> D2[FIR/Police Complaint] D --> D3[Advertisement in the newspaper] </pre> </div> <p>*In addition to the aforesaid documents, please refer website of RTA at KFin Technologies Limited for the requirement of other relevant documents - https://ris.kfintech.com/clientservices/investors/isrs.aspx</p> <p>Benefits to investors</p> <p>Dematerialisation ensures that shareholders do not get exposed to the risks of 'theft, 'misappropriation 'loss in transit,' 'damage or defacement' due to natural or other factors, 'misplacement'</p>	<p>The RTA is in full compliance with the procedural guidelines outlined in the applicable regulatory circular(s).</p>
2	Dispensation of requirement of issuance of letter of confirmation (LOC) (SEBI Master Circular No HO/38/13/(4)2026_MIRSD-POD/I/4298/2026 dated February 06, 2026)	With effect from April 02, 2026 SEBI has dispensed with the requirement of issuance of LETTER OF CONFIRMATION (LOC) by the Company / RTA while processing service requests from shareholders. Accordingly, shares will be credited directly to the shareholders demat account upon submission of a valid demat account details along with the latest client master list.	<p>The RTA is in full compliance with the procedural guidelines outlined in the applicable regulatory circular(s).</p>
3	Special Window for lodgement of physical share transfer requests (SEBI Master Circular No HO/38/13/(4)2026_MIRSD-POD/I/4298/2026 dated February 06, 2026)	A special window, as per mandate of SEBI, is available till February 04, 2027, to facilitate lodgement of transfer requests executed before April 01, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned, or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 04, 2027, to Company/RTA. Securities transferred	<p>In compliance with the applicable regulations, the newspaper advertisements were published on February 06, 2026, and May 06, 2026, and have been simultaneously submitted to Stock Exchanges and hosted on the website of the Company.</p>



Notice (Cont'd).

S. No	Proactive measure by SEBI	Operational aspects	Steps taken by NOCIL LTD
	<p>Special Window for lodgement of physical share transfer requests</p> <p>(SEBI Master Circular No HO/38/13/(4) 2026_MIRSD-POD/I/4298/2026 dated February 06, 2026) (Contd.)</p>	<p>through this mechanism shall be credited only in dematerialised form and will remain under a one-year lock-in, during which they cannot be transferred, lien-marked, or pledged</p> <p>The Company has communicated the opening of this special window through newspaper advertisements.</p> <p>Benefits to investors</p> <p>To facilitate EASE OF DOING BUSINESS for shareholders and to secure their rights in the securities purchased by them</p>	
4	<p>Saksham Niveshak Campaign</p>	<p>Launched by the Investor Education and Protection Fund Authority (IEPFA) and the Securities & Exchange Board of India (SEBI)</p> <p>Benefits to investors</p> <p>To help resolve issues of investors relating to share transfer and unclaimed dividend. To streamline the process of reclaiming unclaimed financial assets and provide a platform for investors to directly address their concerns. The initiative aims to ensure that investors can track and transfer their unclaimed dividends and shares in a hassle-free manner.</p>	<p>Detailed in foregoing paras (Refer para mentioned in the Directors Report) .</p> <p>Niveshak Shivirs' (camps for investors): A laudable proactive initiative by the Regulators in the interests of Investors in the Directors Report.</p>

(12) Payment of Dividend

- i. **Record date** :- Members may note that the Board at its meeting held on May 07, 2026 has recommended a final dividend of ₹ 1.50 per equity share of ₹ 10 /- each for the Financial year ended March 31, 2026 . The said dividend, if approved by the Members at their 64th AGM on August 03, 2026 will be paid to those members whose names appear on the Company's Register of Members on July 24, 2026 (**RECORD DATE**). In respect of shares held in demat mode .Dividend will be paid to the beneficial owner of shares as per details furnished by the Depositories as on July 24, 2026 . The Dividend will be paid at par on or after August 10, 2026.
- ii. **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 / 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.

Notice (Cont'd).

iii. **Due dates for transferring unclaimed and unpaid dividends declared by the Company are as below**

Financial Year ended	Date of declaration of dividend	Due date of transfer of unclaimed & unpaid Dividend to IEPF
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
March 31, 2025	August 07, 2025	September 13, 2032

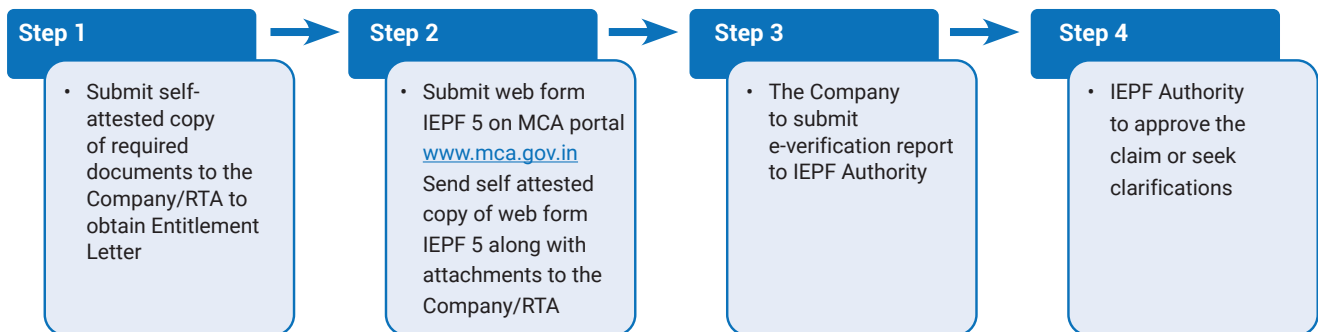
*Interim Dividend declared during the 2019-20

- iv. 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 2025-26. **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.**

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

v. **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





Notice (Cont'd).

- vi. **SAKSHAM NIVESHAK CAMPAIGN :-** A laudable proactive initiative by the Regulators in the interests of Investors and steps taken by the Company to comply with the directions.

The Company extends its full support and pledges full cooperation for the benevolent “SAKSHAM NIVESHAK – 100 days” campaign launched by IEPFA & SEBI to help investor resolve their pending issues and claim unpaid/unclaimed dividends (before transfer to IEPF) on completion of 7 years Pursuant to Ministry of Corporate affairs (MCA) communication dated July 18, 2025 NOCIL commenced a 100 Day campaign “Saksham Niveshak” from July 28, 2025 to November 06, 2025. During this campaign the Company reached out (by way of Letters and Emails) to all those Shareholders who had not claimed their Dividends for any of the Financial Years from 2017-18 to 2023-24 or who had not been able to update their KYC requirements or who were facing any issues related to unclaimed dividends and shares thereon;

Proactive approach adopted by the Company to support Saksham Niveshak

Sr. No.	Actionable	Action Taken
1	Progress Report	The Company filed its progress reports with IEPF on August 21, 2025, September 15, 2025, October 10, 2025 and November 10, 2025.
2	Core Committee	A Core Committee has been formed for day-to-day monitoring and follow up on the progress made in resolving the pending investor issues. The Company Secretary makes it a point to attend all the conference video calls convened by the IEPFA for Nodal officers & RTAs to understand the modalities for supporting the initiative. These initiatives have also been uploaded on the corporate website : www.nocil.com
3	Communication to Shareholders (Speed Post, emails etc.)	<p>a. <u>Intimation by Speed Post</u> :</p> <ul style="list-style-type: none"> - May 15, 2025 - May 30, 2025 - June 10, 2025 <p>b. <u>Intimation by e-mail</u>:</p> <ul style="list-style-type: none"> - July 03, 2025 - July 09, 2025 - July 07, 2025 <p>c. <u>Public Notes in Newspapers</u>:</p> <ul style="list-style-type: none"> - May 16, 2025 - August 18, 2025

Results obtained (as per Progress reports submitted to IEPFA)

Aggregate amount of ₹ 30,21,893.00/- lying unpaid / unclaimed dividend has been paid to the shareholders) (thereby preventing transfer to IEPF)

Notice (Cont'd).

Extension of the 'SAKSHAM NIVESHAK' Campaign

The campaign has been extended/relaunched for a second phase w.e.f April 01, 2026, to July 09, 2026, **and the Company remains committed to achieving the objectives of this investor friendly benevolent campaign to help the investors resolve their pending issues. The following steps have been taken by the Company in this regard :**

- Regarding Transfer of shares to IEPF (On May 04, 2026 by Speed post and on May 05, 2026 by email);
- Public Notices in Newspapers on May 06, 2026;
- In respect of Unpaid/ Unclaimed dividends : On May 15, 2026 by Speed Post and on May 18, 2026 by email;
- Public Notices in Newspapers on May 22, 2026

(13) Updation of PAN and other details

SEBI has, vide its Master Circular No. SEBI/HO/MIRSD/MIRSD/PoD-1/P/CIR/2023/37 for Registrars to an Issue and Share Transfer Agents dated March 16, 2023 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 to furnish 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>.

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

(14) 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. From 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:-



Notice (Cont'd).

- 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 Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

(15) 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 (TDS) under sections 194/195/196D of the Income Tax Act, 1961 (the erstwhile Act) 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)

Table 1 : Resident Shareholders

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Any resident Shareholder (Note Nos iv and v)	10%	Update valid PAN, if not already done, with Depositories (in case of shares are held in the demat mode) or with the Company's Registrar and Transfer Agent - Kfin Technologies Limited ('KFin') (in case shares are held in the physical mode). No taxes will be deducted in the following cases - <ul style="list-style-type: none"> • If dividend income to a <u>resident Individual Shareholder</u> during the Taxable Year (TY) 2026-27 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 121	NIL	Resident Individual Shareholder (i) who is 60 years or more during the Taxable Year (TY) 2026-27 OR (ii) who is less than 60 years if the dividend income does not exceed the basic exemption limit on providing Form 121 - on fulfilment of prescribed conditions. Blank Form 121 can be downloaded from the link given at the end of this communication (Note vi)
Order under section 395 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities
Insurance Companies: Public & Other Insurance Companies	NIL	Documentary evidence that the provisions of section 393(4) 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 on the income and accordingly, is covered under section 393(5)(c) of the Act, along with self-attested copy of registration certificate and relevant extract of the section whereby the income is exempt from tax. (Format attached herewith - e)

Notice (Cont'd).

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Mutual Funds specified under Sch. VII(20) & Sch. VII(21) of the Act	NIL	Declaration that it is a Mutual Fund specified under Sch.VII(20) & Sch. VII(21) of the Act and accordingly, is covered under section 393(5)(d) (b) of the Act, along with self-attested copy of registration certificate or notification, as the case may be (Format attached herewith - f)
Alternative Investment Fund ('AIF')	NIL	Declaration that AIF income is exempt under Sch.V(1) 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 - g) . Also, to provide copy of registration document (self-attested).
New Pension System ('NPS') Trust	NIL	Declaration that NPS Trust income is exempt under Sch. VII(41) 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 Shareholder 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 x)	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 41 on Income Tax Portal Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit. (Format attached herewith - h) Self-declaration regarding 'Principal Purpose Test' (if any) as applicable to respective Treaty. (Format attached herewith - h) Self-declaration as regards beneficial ownership. (Format attached herewith -h) <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>



Notice (Cont'd).

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation Requirement
		In case of Foreign Institutional Investors, Foreign Portfolio Investors, self-attested copy of certificate of registration accorded under the relevant regulations of the SEBI. TDS shall be deducted at 20% (plus applicable surcharge and cess), if any, if the above mentioned documents are not provided.
Submitting Order under section 395 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities

No communication on the tax determination / deduction shall be considered after July 20, 2026, 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 131. The credit for tax deducted at source can also be verified by the Shareholder by verifying Form 168, after the statement of tax deducted at source is furnished by the Company and thereafter Annual Information Statement (Form 168) is updated.
- ii. In cases where the dividend payout in respect of final dividend for 2025-26 does not exceed ₹ 10,000/- but after considering further dividend payouts during the Taxable Year (TY) 2026-27, 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 11 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 390 of the Act read with Rule 203 of the Income Tax Rules, 2026 . 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 121**).
- 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(58) 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 is to be furnished.
- 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 397(2) of the Act.**

Notice (Cont'd).

- ix. In terms of the provisions relating to quoting and linking of Aadhaar number with PAN under the Act read with the applicable rules, Aadhaar number is 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%.
- x. The tax treaty rate shall be applied even if tax is deductible under section 393(2) [17], 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 393(2)[17] of the Act, will furnish information relating to the payment of dividend and deduction of tax at source thereon in Form 145 by the Company and 146 by a Chartered Accountant, as applicable.
- 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 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.
- xiii. Shareholders may have already noted the tax implications in case their PAN is not registered with the Company/RTA/Depository Participants including non-linking of Aadhaar. Further, it may be noted that:
 - In terms of the applicable provisions relating to PAN quoting requirements under the Act, it is mandatory to quote PAN if tax is deductible on the dividend amount at source under section 393(1)[7] of the Act. Such non-

quoting shall attract penalty of ₹ 10,000/- under section 467 of the Act (earlier section 272B of the Income-tax Act, 1961)

- SEBI has mandated the submission of PAN by every participant in the securities market.
- SEBI Circular No. SEBI/HO/MIRSD/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 <https://www.nocil.com/investors-download/> along with relevant documents.

Accordingly, Shareholders are once again requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts, in case of holding in electronic form. Shareholders holding shares in physical form should submit their PAN to the Company / RTA. In case of failure to do so, it shall be presumed that you don't have PAN under the Act.

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 203(2)]
- c. Form 121
- d. Declaration from insurance companies
- e. Declaration from Corporation established by or under a Central Act
- f. Declaration from Mutual Funds
- g. Declaration from Alternative Investment Fund
- h. Declaration from Non-resident shareholders

(16) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING (AGM) ARE AS UNDER

The remote e-Voting period begins on Thursday, July 30, 2026 at 09:00 A.M. and ends on Sunday, August 02, 2026 at 05:00 P.M. The remote e-Voting module



Notice (Cont'd).

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. July 27, 2026, 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 July 27, 2026.

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 be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL),

Notice (Cont'd).

Type of shareholders	Login Method
	<p>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.</p> <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> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 log in to Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user you're existing my easi username & password. 2. 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. 3. 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. 4. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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>



Notice (Cont'd).

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.

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 be opened. 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.	1 6 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***

Notice (Cont'd).

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.
 - 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 Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual 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.



Notice (Cont'd).

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 Scrutinizer 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 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 Ms. 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.

Notice (Cont'd).

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-Voting.

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

1. Member will be provided with a facility to attend the 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

Pursuant to Section 102 of the Companies Act 2013

Additional Information relating to Director recommended for reappointment, as required under Regulation 36 of the LODR Regulations and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) is given in Annexure B attached hereto.

ORDINARY BUSINESS

Item No-3: Appointment of a Director in place of Mr. Anand V.S (DIN: 07918665), who retires by rotation and being eligible, offers himself for re-appointment.

In terms of the Ordinary Resolution passed by the Shareholders at their 61st Annual General Meeting held on Monday, July 31, 2023 Mr. Anand V.S was appointed as the Managing Director for a period of five (5) years with effect from August 01, 2023 up to July 31, 2028. Mr. Anand was made liable to retire by rotation under section 152 of the Companies Act, 2013, subject to the condition that if re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office as Managing Director and such reappointment as a Director shall not be construed as a break in his appointment as the Managing Director. Mr. Anand shall therefore serve his term in accordance with the said approval granted by the shareholders and his contractual obligations with the Company. Mr. Anand 's remuneration and other terms and conditions are being governed within the overall limits of remuneration approved by the shareholders at their said 61st Annual General Meeting held on July 31, 2023.

Mr. Anand 's last re-appointment was taken up at the 62nd Annual General Meeting held on August 08, 2024. 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. 3 of the Notice for approval of the Members as an Ordinary Resolution.

SPECIAL BUSINESS

Item No-4: Re-appointment of Mr. Hrishikesh A Mafatlal (DIN : 00009872) as the Executive Chairman

Mr. Hrishikesh A Mafatlal was appointed as the Executive Chairman of the Company for a period of five (5) years w.e.f.

August 19, 2021 to August 18, 2026 by a Special Resolution passed by the Members at the 59th Annual General Meeting. The tenure of Mr. Hrishikesh A. Mafatlal as the Executive Chairman thus expires on August 18, 2026.

The Board of Directors, based on the recommendations of the Nomination & Remuneration Committee and in the interest of the Company, has reappointed Mr. Hrishikesh A. Mafatlal as the Executive Chairman for a further period of 5 years w.e.f August 19, 2026 to August 18, 2031 . Mr. Hrishikesh A. Mafatlal has attained the age of 70 years and hence the Board has proposed to seek consent of the Members by means of a Special Resolution at the ensuing Annual General Meeting.

The appointment and payment of remuneration and perquisites to Mr. Hrishikesh A. 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. Hrishikesh A. Mafatlal are as follows:

- A. i) Salary : ₹180/-Lakhs (Rupees One Hundred and Eighty Lakhs only) per annum.
- ii) Perquisites and Allowances, the aggregate monetary value of which shall not exceed ₹48.50 Lakhs (Rupees Forty Eight Lakhs Fifty Thousand only) per annum or as may be decided by the Board from time to time.

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. Hrishikesh A. Mafatlal and of the Company subject to and within the limits of the Companies Act, 2013 or any amendments thereto. These perquisites and other allowances will be in addition to items mentioned in Clause (C) below

Annexure to the Notice (Cont'd).

- C. Apart from the above mentioned remuneration, he shall be entitled to: These perquisites and other allowances will be in addition to items mentioned in Clause (C) below
- 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 hospitalisation.
 - 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.

Where in any financial year during the currency of the tenure of Mr. Hrishikesh A. Mafatlal, Executive Chairman, the Company has no profits or if its profits are inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013 be paid and 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. Hrishikesh 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. Hrishikesh A. Mafatlal shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

Mr. Hrishikesh 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 Regulations, are given in **Annexure A** to this Explanatory Statement.

Except Mr. Hrishikesh A. Mafatlal (being the appointee) and Mr. Priyavrata H. Mafatlal (being a relative of appointee), none of the other Directors and Key Managerial Personnel (KMPs) of the Company and their relatives are concerned or interested in the resolution.

The Board of Directors recommend this resolution for approval of the Members by way of a Special Resolution.

Item No-5) Appointment of Mr. Sanjiv Lal (DIN: 08376952) as an Independent Director

Based on the recommendation of the Nomination & Remuneration Committee (NRC) at its meeting held on April 16, 2026 the Board of Directors at its meeting held on May 07, 2026, appointed Mr. Sanjiv Lal (DIN: 08376952) as an Additional Director **designated as an Independent Director of the Company** with effect from May 07, 2026 for a period of 5 years till May 06, 2031, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 157 of the Articles of Association of the Company subject to approval of the members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has also received a declaration from Mr. Sanjiv Lal to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Sanjiv Lal has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sanjiv Lal has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Sanjiv Lal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Mr. Sanjiv Lal has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').



Annexure to the Notice (Cont'd).

Mr. Sanjiv Lal has over 41 years of experience in innovation, sustainability collaborations and technology adoption.

Mr. Sanjiv Lal serves as an Independent Director on the Board of NACL Industries Limited.

In the opinion of the Board, Mr. Sanjiv Lal is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company taking into consideration his knowledge, background, and expertise in the commercial, finance, general management, domain industry, sales & marketing as required in the context of Company's business and industry.

In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management of the Company.

As per Sections 149 and 152 of the Act and the Rules framed thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 of the Listing Regulations, Director can be appointed subject to approval of the Members by way of a Special Resolution to be passed at the next General meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Sanjiv Lal as an Independent Director of the Company at the 64th Annual General Meeting convened on August 03, 2026.

Except Mr. Sanjiv Lal, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr. Sanjiv Lal is not related to any other Director or Key Managerial Personnel of the Company.

The Board of Directors recommend this resolution for approval of the Members by way of a Special Resolution.

Item No-6) Appointment of Mr. Sabyaschi Patnaik (DIN: 07183784) as an Independent Director

Based on the recommendation of the Nomination & Remuneration Committee (NRC) at its meeting held on April 16, 2026 the Board of Directors at its meeting held on May 07, 2026, appointed Mr. Sabyaschi Patnaik (DIN: 07183784) as an Additional Director **designated as an Independent Director of the Company** with effect from May 07, 2026 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 157 of the

Articles of Association of the Company, subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has also received a declaration from Mr. Sabyaschi Patnaik to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Sabyaschi Patnaik has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sabyaschi Patnaik has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Sabyaschi Patnaik is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Mr. Sabyaschi Patnaik has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Mr. Sabyaschi Patnaik has over 30 years of experience in leadership roles across Multinational Corporations in the Chemical Sector. Mr. Patnaik brings proven expertise in operational excellence, international business management, organisation change, and supply chain optimisation. He combines executive experience with professional coaching credentials focused on leadership development and organisation effectiveness.

In the opinion of the Board, Mr. Sabyaschi Patnaik is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company taking into consideration his knowledge, background, and expertise in the commercial, finance, general management, domain industry, sales & marketing as required in the context of Company's business and industry.

In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management of the Company.

Annexure to the Notice (Cont'd).

As per Sections 149 and 152 of the Act and the Rules framed thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 of the Listing Regulations, Director can be appointed subject to approval of the Members by way of a Special Resolution to be passed at the next General meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Sabyaschi Patnaik as an Independent Director of the Company.

Except Mr. Sabyaschi Patnaik, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr. Sabyaschi Patnaik is not related to any other Director or Key Managerial Personnel of the Company.

The Board of Directors recommend this resolution for approval of the Members by way of a Special Resolution.

Registered Office:

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

Date: May 07, 2026

Item No-7) 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 07, 2026 for the Financial Year 2026-27.

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.

**By Order of the Board
For NOCIL Ltd.**

Amit K. Vyas
Company Secretary

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 reappointment of Hrishikesh Arvind Mafatlal as the 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 Kolkata.

b) Date of commencement of Commercial Production:

The Company started its commercial production in the year 1976.

c) Financial Performance

(₹ in Crores)

	Financial year ended March 31, 2026	Financial year ended March 31, 2025
Turnover	1,349.73	1,431.27
Profit Before Tax	83.81	119.11
Profit after Tax	64.09	107.58

d) Export Performance:

(₹ in Crores)

	Financial year ended March 31, 2026	Financial year ended March 31, 2025
Export of goods on FOB basis, Commission and Service Charges.	432.02	472.30

e) Foreign Investments or Collaborators:

The Company does not have any foreign investment or collaborators.

II. Information about the appointee:

a) Background details:

Mr. Hrishikesh A. Mafatlal is a commerce graduate {B.Com. (Hons.)} and has attended the Advanced Management Programme at the Harvard Business School, USA.

Mr. Hrishikesh A. Mafatlal is the 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:

The remuneration paid to Mr. Hrishikesh A. Mafatlal in the Financial Year 2025-26 is as under

Particulars	Amount (₹ In Crores)
Salary, Allowances / Perquisites & Performance Bonus, ESOPs	2.92
Contribution to Funds	0.28
Total	3.20

c) Recognition or award: Nil

d) Job Profile and his suitability:

Mr. Hrishikesh 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. Hrishikesh 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. Hrishikesh. A. Mafatlal is commensurate with the remuneration paid to similar appointee in other companies.

Annexure A to the Explanatory Statement (Cont'd).

g) Pecuniary Relationship:

Except for the proposed remuneration, Mr. Hrishikesh 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



Annexure B to the Explanatory Statement

Particulars of the Directors 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. Anand V.S.	Mr. Hrishikesh A. Mafatlal	Mr. Sanjiv Lal	Mr. Sabyaschi Patnaik
DIN	07918665	00009872	08376952	07183784
Date of Birth	May 05, 1974	November 24, 1954	March 06, 1961	January 01, 1963
Category / Designation	Managing Director	Executive Chairman	Independent Director	Independent Director
Age	52 years	71 years	65 years	63 Years
Date of Appointment / Reappointment	August 01, 2023	August 19, 2021	May 07,2026	May 07,2026
Qualifications	<ul style="list-style-type: none"> BE in Chemical Engineering from Siddaganga Institute of Technology, Bangalore. PGDM in Marketing from MDI Gurgaon. 	B.Com. (Hons.) and has attended the Advanced Management Programme at the Harvard Business School, USA	Indian Institute of Technology (IIT) Delhi, India, BTech	<ul style="list-style-type: none"> Wharton School of Business, USA Advanced Management Program Colorado State University, USA, MS, Chemical Engineering Indian Institute of Technology (Banaras Hindu University), BTech, Chemical Engineering
Expertise in Specific Functional Areas	<ul style="list-style-type: none"> General Management Sales & Marketing Strategy 	Mr. Hrishikesh A. Mafatlal was a Member on the Board of Governors of IIM Ahmedabad for 12 years (1995-2007), and the Vice Chairman of The Cotton Textiles Export Promotion Council (TEXPROCIL).He is a Trustee of N.M Sadguru Water and Development Trust, Chairman of Sri Chaitanya Health and Care Trust, and Chairman of BAIF Development Foundation	Refer Explanatory Statement	Refer Explanatory Statement
Date of first appointment on the Board	March 02, 2022.	August 22, 1984	May 07, 2026 as an Additional Director designated as an Independent Director	May 07, 2026 as an Additional Director designated as an Independent Director
Terms & conditions of appointment or re-appointment.	Refer Explanatory Statement	Refer Explanatory Statement	Appointment as an Independent Director for a period of 5 years from May 07, 2026 to May 06, 2031	Appointment as an Independent Director for a period of 5 years from May 07, 2026 to May 06, 2031
Details of remuneration sought to be paid and the remuneration last drawn.	Refer Explanatory Statement	Refer Explanatory Statement	Eligible for sitting fees and commission, as approved by the Board	Eligible for sitting fees and commission, as approved by the Board

Annexure B to the Explanatory Statement (Cont'd).

Name	Mr. Anand V.S.	Mr. Hrishikesh A. Mafatlal	Mr. Sanjiv Lal	Mr. Sabyaschi Patnaik
Details of Remuneration last drawn	Refer Explanatory Statement	Refer Explanatory Statement	N.A.	N.A.
Number of Board Meetings attended during the year	Six out of Six meetings held during 2025-26	Six out of Six meetings held during 2025-26	Board Meeting- N.A. Board Committee Meeting - N.A. Annual General Meeting – N.A.	Board Meeting- N.A. Board Committee Meeting -N.A. Annual General Meeting – N.A.
Number of shares held in the Company, including shareholding as a beneficial owner*	Nil	7,91,468 Equity Shares of ₹10/- each	Nil	Nil
Directorship held in other listed entities*	---	Mafatlal Industries Limited- Chairman	NACL Industries Limited	--
Details of Listed Entities from which the person has resigned in the past three years.	---	--	- Rallis India Limited - Crop Life India	--
Membership / Chairmanship of Committees*	<u>Member:</u> - Risk Management Committee - CSR Committee - Stakeholder Relationship Committee	Mafatlal Industries Limited : • Share Allotment Committee – Chairman • Stakeholders Relationship Committee – Member • Corporate Social Responsibility Committee -Chairman • Nomination & Remuneration Committee-Member.	NACL Industries Limited : • Risk Management Committee- Chairman • CSR Committee- Member	---
Disclosure of relationship with another Director, Manager and KMP	Mr. Anand V.S. is not related to any Director / Key Managerial Personnel of the Company.	Mr. Hrishikesh A. Mafatlal is related to Mr. Priyavrata H. Mafatlal.	Mr. Sanjiv Lal is not related to any Director / Key Managerial Personnel of the Company.	Mr. Sabyaschi Patnaik is not related to any Director / Key Managerial Personnel of the Company.

*As per disclosures received by the Company