

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Report of Scrutinizer on Voting through E-voting for Postal Ballot

To
The Chairman
NOCIL Limited
Mafatlal House, H T Parekh Marg,
Backbay Reclamation, Churchgate,
Mumbai - 400020

Dear Sir,

Scrutinizer's Report on voting through E-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.

- A. Pursuant to the resolution passed by the Board of Directors of **NOCIL Limited** (hereinafter referred as "the Company") on 25th March, 2020, I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Resolutions set out in the Postal Ballot Notice dated Wednesday, 20th May, 2020 ("Notice").
- B. Members approval was sought for the Special Business, i.e. Re-appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company.
- C. Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the Electronic copy of the Notice and explanatory statement along with the process of E-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA Circulars dated 8th April 2020 and 13th April, 2020 and SEBI Circular dated 12th May, 2020. The Company completed dispatch of Notice along with explanatory statement on 8th June, 2020 whose name (s) appeared on the Register of Members/ List of beneficiaries as on 29th May, 2020 ("cut-off-date")

- D. The remote e-voting facility was provided by KFin Technologies Private Limited (“KFin”)
- E. The voting period commenced on Tuesday, 9th June, 2020 at 10:00 a.m. (IST) and ended on Wednesday, 8th July, 2020 at 5:00 p.m. (IST) for voting through e-voting.
- F. The e-voting was blocked at 5:00 p.m. (IST) on Wednesday 8th July, 2020 and the e-voting summary statement was downloaded from e-voting website of KFin.
- G. The register, in accordance with Rule 20 (4)(xiv) and Rule 22 (10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

Result of the Postal Ballot through e-voting is as under:

Resolution Item No. 1: Special Resolution

- 1) Re-appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	Postal Ballot through E-Voting	5,63,52,484	5,63,52,484	100.00	5,63,52,484	0	100.00	0.00
Public Institutions		95,93,234	44,20,548	46.08	44,08,788	11,760	99.73	0.27
Public Non-Institutions		9,96,60,237	35,75,437	3.59	35,51,515	23,922	99.33	0.67
Total		16,56,05,955	6,43,48,469	38.86	6,43,12,787	35,682	99.94	0.06

*No of votes polled does not include no. of votes abstained

The aforesaid resolution was passed by requisite majority.

**For Makarand M. Joshi & Co.,
Practicing Company Secretaries**

MAKARAND
MADHUSUDAN
JOSHI

Digitally signed by MAKARAND MADHUSUDAN
JOSHI
DN: cn=MAKARAND MADHUSUDAN JOSHI, o=H.
Makarand & Co. Secretaries,
serialNumber=6644605336237698E4164700666d
3480e6e6894c49734634637ca20f
Date: 2020.07.09 12:16:23 +05'30'

Makarand M. Joshi
Partner
FCS No: 5533
CP No. 3662
Place: Mumbai
Date: 9th July, 2020

For NOCIL Limited

Hrishikesh Arvind
Mafatlal

Digitally signed by
Hrishikesh Arvind
Mafatlal
Date: 2020.07.09
13:08:47 +05'30'

H. A. Mafatlal
Chairman
Place: Mumbai
Date: 9th July, 2020

Company Name	NOCIL LTD
Date of the Declaration of results of Postal Ballot	09-07-2020
Total number of shareholders on record date	171936
No. of shareholders present in the meeting either in	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5,63,52,484	5,63,52,484	100.00	5,63,52,484	-	100.00	-
	Total		5,63,52,484	100.00	5,63,52,484	-	100.00	-
Public- Institutions	E-Voting	95,93,234	44,20,548	46.08	44,08,788	11,760	99.73	0.27
	Total		44,20,548	46.08	44,08,788	11,760	99.73	0.27
Public- Non Institutions	E-Voting	9,96,60,237	35,75,437	3.59	35,51,515	23,922	99.33	0.67
	Total		35,75,437	3.59	35,51,515	23,922	99.33	0.67
	Total	16,56,05,955	6,43,48,469	38.86	6,43,12,787	35,682	99.94	0.06

For NOCIL Limited

Hrishikes
h Arvind
Mafatlal

Digitally signed by
Hrishikes Arvind
Mafatlal
Date: 2020.07.09
12:14:24 +05'30'

H .A. Mafatlal
Executive Chairman
DIN : 00009872