

	NOCIL LTD
Date of the AGM/EGM	30-07-2019
Total number of shareholders on record date	144825
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	16
Public:	141
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Statement of Accounts for FY 2018-19 etc.							
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	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	93,97,126	66.64	93,97,126	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		93,97,126	66.64	93,97,126	0	100.00	0.00
Public- Non Institutions	E-Voting	9,54,93,804	34,04,036	3.56	34,04,026	10	100.00	0.00
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,952	10	100.00	0.00
Total		16,54,48,555	6,86,66,577	41.50	6,86,66,567	10	100.00	0.00

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on Equity Shares							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions	E-Voting	9,54,93,804	34,04,036	3.56	34,03,984	52	100.00	0.00
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,910	52	100.00	0.00
	Total	16,54,48,555	6,87,42,754	41.55	6,87,42,702	52	100.00	0.00

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Reappointment of Mr. Vilas R Gupte as a Director.							
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	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
Public- Non Institutions	E-Voting	9,54,93,804	34,04,036	3.56	34,04,005	31	100.00	0.00
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,931	31	100.00	0.00
	Total	16,54,48,555	6,87,42,754	41.55	6,84,97,894	2,44,860	99.64	0.36

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Debnarayan Bhattacharya (holding DIN 00033553) as an Independent Director for five consecutive years.							
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	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions	E-Voting	9,54,93,804	34,04,036	3.56	34,03,181	855	99.97	0.03
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,107	855	99.98	0.03
Total		16,54,48,555	6,87,42,754	41.55	6,87,41,899	855	100.00	0.00

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Continuation of Mr. Debnarayan Bhattacharya as an Independent Director notwithstanding he attains the age of 75 years during the tenure of 5 years.							
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	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions	E-Voting	9,54,93,804	34,03,901	3.56	34,01,969	1,932	99.94	0.06
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,827	3.58	34,14,895	1,932	99.94	0.06
Total		16,54,48,555	6,87,42,619	41.55	6,87,40,687	1,932	100.00	0.00

Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Continuation of Mr. Vilas R. Gupte as a Non-Executive Non-Independent Director notwithstanding he attains the age of 75 years.							
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	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
Public- Non Institutions	E-Voting	9,54,93,804	23,46,726	2.46	23,45,677	1,049	99.96	0.04
	Poll		12,926	0.01	12,726	200	98.45	1.55
	Total		23,59,652	2.47	23,58,403	1,249	99.95	0.05
Total		16,54,48,555	6,76,85,444	40.91	6,74,39,366	2,46,078	99.64	0.36

Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Payment of Commission to the Non-Executive Directors for a further period of five years from 1 September, 2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	5,58,52,489	5,49,92,329	98.46	5,49,92,329	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,49,92,329	98.46	5,49,92,329	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions	E-Voting	9,54,93,804	23,46,811	2.46	23,45,153	1,658	99.93	0.07
	Poll		12,926	0.01	12,921	5	99.96	0.04
	Total		23,59,737	2.47	23,58,074	1,663	99.93	0.07
Total		16,54,48,555	6,68,25,369	40.39	6,68,23,706	1,663	100.00	0.00

Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of payment of remuneration to Ms Kishore Bhatia & Associates, Cost Auditors, Mumbai, for FY 2019-20.							
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	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions	E-Voting	9,54,93,804	34,03,866	3.56	34,03,712	154	100.00	0.00
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,792	3.58	34,16,638	154	100.00	0.00
Total		16,54,48,555	6,87,42,584	41.55	6,87,42,430	154	100.00	0.00

For NOCIL LIMITED

Hrishikesh
Arvind
Mafatlal

Digitally signed by Hrishikesh Arvind Mafatlal
DN: cn=H. A. Mafatlal, o=Personal, postalCode=400026,
st=Maharashtra,
c=IN, email=hrishikesh.mafatlal@noci.com,
serialNumber=1, uid=H. A. Mafatlal, o=Noci Limited,
ou=H. A. Mafatlal, email=hrishikesh.mafatlal@noci.com,
date=2019.07.31 17:44:43 +05'30'

H. A. Mafatlal
Executive Chairman
DIN: 00009872

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21 678100

Report of Scrutinizer for E-voting

To

Hrishikesh Arvind Mafatlal
Executive Chairman

of 57th Annual General Meeting (AGM) of the shareholders of **NOCIL Limited** (having its Registered Office at Mafatlal House, H. T. Parekh Marg, Backbay Reclamation Churchgate Mumbai 400020), held on Tuesday, 30th July, 2019 at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

Re: Scrutinizer's Report on (remote) voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014

I, Makarand M. Joshi, Partner of Makarand M. Joshi & Co., Practicing Company Secretary appointed as Scrutinizer to conduct the (remote) voting by way of electronic means in accordance with Section 108 of Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:

1. Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Electronic copy of the Notice convening the 57th Annual General Meeting (AGM) of the Company and the Annual Report along with the process of remote e-voting and Attendance slip & Proxy form were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the AGM of the Company, along with the Annual Report, the process of remote e-voting and Attendance slip & Proxy form were sent to the shareholders in the permitted mode.
2. The (remote) e-voting period commenced on Thursday, 25th July, 2019 at 9.00 a.m. and ended on Monday, 29th July, 2019 at 5.00 p.m.
3. Accordingly, the (remote) electronic votes cast were taken into account and at the end of this voting period, on 29th July, 2019, the Karvy Fintech Private Limited (Karvy) portal was blocked for voting.
4. The votes cast were unblocked in the presence of two witnesses on 29th July, 2019.
5. The register, in accordance with Rule 20 (4) (xiv) 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 and 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.

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the year ended 31st March 2019 and the Balance Sheet as at 31st March 2019 and the Reports of the Directors and the Auditors thereon:

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	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions		1,41,02,262	93,97,126	66.64	93,97,126	0	100.00	0.00
Public- Non Institutions		9,54,93,804	34,04,036	3.56	34,04,026	10	100.00	0.00
Total		16,54,48,555	6,86,53,651	41.50	6,86,53,641	10	100.00	0.00

Resolution Item No. 2 - Ordinary Resolution:

To declare dividend on Equity Shares

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	5,58,52,489	55,852,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions		1,41,02,262	94,73,303	67.18	94,73,30	0	100.00	0.00
Public- Non Institutions		9,54,93,804	34,04,036	3.56	34,03,984	52	100.00	0.00
Total		16,54,48,555	68,729,828	41.54	68,729,776	52	100.00	0.00

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Vilas R. Gupte (holding DIN: 00011330), who retires by rotation and being eligible offers himself for re-appointment.

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	5,58,52,489	55,852,489	100.00	55,852,489	0	100.00	0.00
Public-Institutions		1,41,02,262	9,473,303	67.18	9,228,474	244,829	97.42	2.58
Public- Non Institutions		9,54,93,804	3,404,036	3.56	3,404,005	31	100.00	0.00
Total		16,54,48,555	68,729,828	41.54	68,484,968	244,860	99.64	0.36

Resolution Item No. 4 - Ordinary Resolution:

Appointment of Mr. Debnarayan Bhattacharya (holding DIN: 00033553) as an independent director for five consecutive years:

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	5,58,52,489	55,852,489	100.00	55,852,489	0	100.00	0.00
Public-Institutions		1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions		9,54,93,804	34,04,036	3.56	34,03,181	855	99.97	0.03
Total		16,54,48,555	6,87,29,828	41.54	6,87,29,828	855	100.00	0.00

Resolution Item No. 5 - Special Resolution:

Continuation of Mr. Debnarayan Bhattacharya (holding DIN: 00033553) as an independent director notwithstanding he attains the age of 75 years during his tenure of 5 Years.

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	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions		1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions		9,54,93,804	34,03,901	3.56	34,01,969	1,932	99.94	0.06
Total		16,54,48,555	6,87,29,693	41.54	6,87,27,761	1,932	100.00	0.00

Resolution Item No. 6 – Special Resolution:

Mr. Vilas R. Gupte (holding DIN: 00011330) be continued as a Non-Executive Non- Independent Director of the Company liable to retire by rotation, notwithstanding that on 9 September, 2019 he attains the age of 75 years”

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	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions		1,41,02,262	94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
Public- Non Institutions		9,54,93,804	23,46,726	2.46	23,45,677	1,049	99.96	0.04
Total		16,54,48,555	6,76,72,518	40.90	6,74,26,640	2,45,878	99.64	0.36

Resolution Item No. 7 – Ordinary Resolution:

Payment of Commission to the Non-Executive Directors for a further period of five from 1 September, 2019.

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	5,58,52,489	5,49,92,329	98.46	5,49,92,329	0	100.00	0.00
Public-Institutions		1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions		9,54,93,804	23,46,811	2.46	23,45,153	1,658	99.93	0.07
Total		16,54,48,555	6,68,12,443	40.38	6,68,10,785	1,658	100.00	0.00

Resolution Item No. 8 – Ordinary Resolution:

Ratification of payment of remuneration to M/s Kishore Bhatia & Associates, Cost Auditors, Mumbai, for FY 2019-20.

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	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions		1,41,02,262	9,473,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions		9,54,93,804	3,403,866	3.56	34,03,712	154	100.00	0.00
Total		16,54,48,555	68,729,658	41.55	6,87,29,504	154	100.00	0.00

It is to be noted that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include invalid votes and abstained voting in particular resolutions.

Thanking you,
For Makarand M. Joshi & Co.,
Practicing Company Secretaries

MAKARAND Digitally signed by MAKARAND
MADHUSU DN: cn=MAKARAND MADHUSU, o=MAKARAND MADHUSU, ou=MAKARAND MADHUSU, email=MAKARAND.MADHUSU@MAKARANDMADHUSU.COM, c=IN
DAN JOSHI DN: cn=DAN JOSHI, o=MAKARAND MADHUSU, ou=MAKARAND MADHUSU, email=DAN.JOSHI@MAKARANDMADHUSU.COM, c=IN
Date: 2019.07.31 18:38:41 +05'30'

Makarand M. Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 31.07.2019

For NOCIL Limited

Hrishikes
h Arvind
Mafatal

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Mafatal
DN: cn=Hrishikes Arvind Mafatal, o=NOCIL Limited, ou=NOCIL Limited, email=hrishikes.mafatal@nocil.com, c=IN

H. A. Mafatal
Executive Chairman
DIN: 00009872
Place: Mumbai
Date: 31.07.2019

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

Hrishikesh Arvind Mafatlal

Executive Chairman

Of 57th Annual General Meeting of the shareholders of **NOCIL Limited** (having its Registered Office at Mafatlal House H T Parekh Marg Backbay Reclamation Churchgate Mumbai 400020), held on Tuesday, 30th July, 2019 at Rama & Sundri Watumull Auditorium, K.C. College, Visyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

Sir,

I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretary was appointed as Scrutinizer for the purpose of the vote taken on the below mentioned resolutions, at the Annual General Meeting (AGM) of the shareholders of the Company, held on Tuesday, 30th July, 2019 at Rama & Sundri Watumull Auditorium, K.C. College, Visyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai 400020, submit our report as under:

- A. After the time fixed for closing of vote by poll at AGM by the Chairman, votes cast were 'closed' by us.
- B. The votes cast were unblocked in the presence of two witnesses on Tuesday, 30th July, 2019. The votes were reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company, Karvy Fintech Private Limited and the authorizations/ proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting i.e. on remote e-voting as well as voting by poll provided at the AGM venue.
- C. The result of the voting by Poll at AGM is as under:

1. Resolution Item No. 1 - Ordinary Resolution

To receive, consider and adopt the audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the year ended 31 March 2019 and the Balance Sheet as at 31 March 2019 and the Reports of the Directors and the Auditors thereon

(a) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	12,926	100%

(b) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(c) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

2. Resolution Item No. 2 - Ordinary Resolution

To declare dividend on Equity Shares

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	12,926	100%

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(c) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

3. Resolution Item No. 3 - Ordinary Resolution

To appoint a Director in place of Mr. Vilas R. Gupte (holding DIN: 00011330), who retires by rotation and being eligible offers himself for re-appointment.

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	12,926	100%

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(c) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

4. Resolution Item No. 4 - Ordinary Resolution

Appointment of Mr. Debnarayan Bhattacharya (holding DIN: 00033553) as an independent director for five consecutive years.

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	12,926	100%

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(c) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. Resolution Item No. 5 - Special Resolution

Continuation of Mr. Debnarayan Bhattacharya as an Independent Director notwithstanding he attains the age of 75 years during the tenure of 5 years.

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	12,926	100%

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(c) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

6. Resolution Item No. 6 – Special Resolution

Mr. Vilas R. Gupte (holding DIN: 00011330) be continued as a Non-Executive Non-Independent Director of the Company liable to retire by rotation, notwithstanding that on 9 September, 2019 he attains the age of 75 years”.

(a) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	12,726	100%

(b) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	200	100.00%

(c) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

7. Resolution Item No. 7 – Ordinary Resolution

Payment of Commission to the Non-Executive Directors for a further period of five from 1 September, 2019.

(a) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	12,921	100.00%

(b) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	100.00%

(c) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

8. Resolution Item No. 8 – Ordinary Resolution

Ratification of payment of remuneration to M/s Kishore Bhatia Associates, Cost Auditors, Mumbai, for FY 2019-20.

(a) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	12,926	100%

(b) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(c) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

D. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR” and “AGAINST” each resolution is enclosed.

It is to be noted that:

1. Voting rights on the shares transferred to the ‘Investor Education and Protection Fund’ are frozen.
2. The votes cast does not include invalid votes and abstained voting in particular resolutions.

E. All relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

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

MAKARAND
MADHUSUDA
N JOSHI

Digitally signed by MAKARAND
MADHUSUDAN JOSHI
DN: cn=MAKARAND MADHUSUDAN
JOSHI, c=IN, st=Maharashtra,
o=Practising, CD = 5642057,
serialNumber=6409b992878382414
d470e8e83948ae4ba642e0597e8360
5487ca030
Date: 2019.07.31 18:42:15 +05'30'

Makarand M. Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 31.07.2019

For NOCIL Limited

Hrishikesh
Arvind
Mafatlal
H. A. Mafatlal
Executive Chairman
DIN: 00009872
Place: Mumbai
Date: 31.07.2019

Digitally signed by Hrishikesh Arvind
Mafatlal
DN: cn=Hr, o=Personal,
ou=CA=00000000, st=Maharashtra,
2.5.4.201776620620605433898443209
8ed677622098466831166a6b4e679,
serialNumber=180e4ee52884032256a02b
f676f88164c0585c774e6a0b0594477
29024, cn=Hrishikesh Arvind Mafatlal
Date: 2019.07.31 18:00:16 +05'30'

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Consolidated Report of Scrutinizer on Remote e-voting and voting at the 57th Annual General Meeting

To
Hrishikesh Arvind Mafatlal
Executive Chairman

of 57th Annual General Meeting (AGM) of the shareholders of NOCIL Limited (having its Registered Office at Mafatlal House H. T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai 400020), held on Tuesday, 30th July, 2019 at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

Re: Scrutinizer's Report on voting through Remote E-voting and voting at the AGM venue in terms of provisions of the Companies Act, 2013 read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 10th May, 2019 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Voting at the AGM (Poll)** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 57th AGM held on Tuesday, 30th July, 2019.
- B. The Company had availed the remote e-voting facility provided by Karvy Fintech Private Limited (Karvy) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Thursday, 25th July, 2019 at 9.00 a.m. and ended on Monday, 29th July, 2019 at 5.00 p.m. and the Karvy remote e-voting platform was unblocked thereafter.
- C. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting at the AGM. I have issued separate Scrutinizer's Report dated 31st July, 2019.

- D. After closure of the voting at the AGM, the report on voting done at the AGM was generated in my presence and diligently scrutinized.
- E. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.
- F. The report on poll done at the AGM was generated in my presence along with Mr. Omkar Dindorkar and Mr. Abhishek Gupta.

Date of AGM	30 th July, 2019
Total number of shareholders on record date (i.e. as on Tuesday, 23rd July , 2019)	1,44,825
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	16
Public	141
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	Not Applicable
Public	Not Applicable

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the year ended 31st March 2019 and the Balance Sheet as at 31st March 2019 and the Reports of the Directors and the Auditors thereon

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	Remote E-Voting	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions	Remote E-Voting	1,41,02,262	93,97,126	66.64	93,97,126	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		93,97,126	66.64	93,97,126	0	100.00	0.00
Public- Non Institutions	Remote E-Voting	9,54,93,804	34,04,036	3.56	34,04,026	10	100.00	0.00
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,952	10	100.00	0.00
Total		16,54,48,555	6,86,66,577	41.50	6,86,66,567	10	100.00	0.00

Resolution Item No. 2 - Ordinary Resolution:

To declare dividend on Equity Shares

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	Remote E-Voting	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions	Remote E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions	Remote E-Voting	9,54,93,804	34,04,036	3.56	34,03,984	52	100.00	0.00
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,910	52	100.00	0.00
Total		16,54,48,555	6,87,42,754	41.55	6,87,42,702	52	100.00	0.00

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Vilas R. Gupte (holding DIN: 00011330), who retires by rotation and being eligible offers himself for re-appointment.

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	Remote E-Voting	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions	Remote E-Voting	1,41,02,262	94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
Public- Non Institutions	Remote E-Voting	9,54,93,804	34,04,036	3.56	34,04,005	31	100.00	0.00
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,931	31	100.00	0.00
Total		16,54,48,555	6,87,42,754	41.55	6,84,97,894	2,44,860	99.64	0.36

Resolution Item No. 4 - Ordinary Resolution:

Appointment of Mr. Debnarayan Bhattacharya (holding DIN: 00033553) as an independent director for five consecutive years:

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	Remote E-Voting	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions	Remote E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions	Remote E-Voting	9,54,93,804	34,04,036	3.56	34,03,181	855	99.97	0.03
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,107	855	99.98	0.03
Total		16,54,48,555	6,87,42,754	41.55	6,87,41,899	855	100.00	0.00

Resolution Item No. 5 - Special Resolution:

Continuation of Mr. Debnarayan Bhattacharya (holding DIN: 00033553) as an independent director notwithstanding he attains the age of 75 years during his tenure of 5 Years

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	Remote E-Voting	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions	Remote E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions	Remote E-Voting	9,54,93,804	34,03,901	3.56	34,01,969	1,932	99.94	0.06
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,827	3.58	34,14,895	1,932	99.94	0.06
Total		16,54,48,555	6,87,42,619	41.55	6,87,40,687	1,932	100.00	0.00

Resolution Item No. 6 - Special Resolution:

Mr. Vilas R. Gupte (holding DIN: 00011330) be continued as a Non-Executive Non- Independent Director of the Company liable to retire by rotation, notwithstanding that on 9 September, 2019 he attains the age of 75 years”

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	Remote E-Voting	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions	Remote E-Voting	1,41,02,262	94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
Public- Non Institutions	Remote E-Voting	9,54,93,804	23,46,726	2.46	23,45,677	1,049	99.96	0.04
	Poll		12,926	0.01	12,726	200	98.45	1.55
	Total		23,59,652	2.47	23,58,403	1,249	99.95	0.05
Total		16,54,48,555	6,76,85,444	40.91	6,74,39,366	2,46,078	99.64	0.36

Resolution Item No. 7 - Ordinary Resolution:

Payment of Commission to the Non-Executive Directors for a further period of five from 1 September, 2019.

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	Remote E-Voting	5,58,52,489	5,49,92,329	98.46	5,49,92,329	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,49,92,329	98.46	5,49,92,329	0	100.00	0.00
Public-Institutions	Remote E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions	Remote E-Voting	9,54,93,804	23,46,811	2.46	23,45,153	1,658	99.93	0.07
	Poll		12,926	0.01	12,921	5	99.96	0.04
	Total		23,59,737	2.47	23,58,074	1,663	99.93	0.07
Total		16,54,48,555	6,68,25,369	40.39	6,68,23,706	1,663	100.00	0.00

Resolution Item No. 8 - Ordinary Resolution:

Ratification of payment of remuneration to M/s Kishore Bhatia & Associates, Cost Auditors, Mumbai, for FY 2019-20.

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	Remote E-Voting	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-Institutions	Remote E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions	Remote E-Voting	9,54,93,804	34,03,866	3.56	34,03,712	154	100.00	0.00
	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,792	3.58	34,16,638	154	100.00	0.00
Total		16,54,48,555	6,87,42,584	41.55	6,87,42,430	154	100.00	0.00

G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Voting at the AGM venue.

It is to be noted that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include invalid votes and abstained voting in particular resolutions.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,

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

MAKARAND
MADHUSUDAN
JOSHI

Makarand M. Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 31.07.2019

For NOCIL Limited

Hrishikesh
Arvind
Mafatlal

Digitally signed by Hrishikesh Arvind Mafatlal
DN: cn=Hrishikesh Arvind Mafatlal, o=NOCIL Limited, ou=Executive Chairman, email=hrishikesh.mafatlal@nocil.com, c=IN

H. A. Mafatlal
Executive Chairman
DIN: 00009872
Place: Mumbai
Date: 31.07.2019