

# MAKARAND M. JOSHI & CO.

## Company Secretaries

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Ecstasy, 803/804, 8<sup>th</sup> 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 25<sup>th</sup> 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, 20<sup>th</sup> 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 8<sup>th</sup> April 2020 and 13<sup>th</sup> April, 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020. The Company completed dispatch of Notice along with explanatory statement on 8<sup>th</sup> June, 2020 whose name (s) appeared on the Register of Members/ List of beneficiaries as on 29<sup>th</sup> 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, 9<sup>th</sup> June, 2020 at 10:00 a.m. (IST) and ended on Wednesday, 8<sup>th</sup> 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 8<sup>th</sup> 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
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
<b>Total</b>		<b>16,56,05,955</b>	<b>6,43,48,469</b>	<b>38.86</b>	<b>6,43,12,787</b>	<b>35,682</b>	<b>99.94</b>	<b>0.06</b>

\*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  
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Makarand & Co. Secretaries,  
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**Makarand M. Joshi**  
**Partner**  
**FCS No: 5533**  
**CP No. 3662**  
**Place: Mumbai**  
**Date: 9<sup>th</sup> July, 2020**

**For NOCIL Limited**

Hrishikesh Arvind Mafatlal  
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Hrishikesh Arvind  
Mafatlal  
Date: 2020.07.09  
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**H. A. Mafatlal**  
**Chairman**  
**Place: Mumbai**  
**Date: 9<sup>th</sup> 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		<b>5,63,52,484</b>	<b>100.00</b>	<b>5,63,52,484</b>	-	<b>100.00</b>	-
Public- Institutions	E-Voting	95,93,234	44,20,548	46.08	44,08,788	11,760	99.73	0.27
	Total		<b>44,20,548</b>	<b>46.08</b>	<b>44,08,788</b>	<b>11,760</b>	<b>99.73</b>	<b>0.27</b>
Public- Non Institutions	E-Voting	9,96,60,237	35,75,437	3.59	35,51,515	23,922	99.33	0.67
	Total		<b>35,75,437</b>	<b>3.59</b>	<b>35,51,515</b>	<b>23,922</b>	<b>99.33</b>	<b>0.67</b>
	Total	<b>16,56,05,955</b>	<b>6,43,48,469</b>	<b>38.86</b>	<b>6,43,12,787</b>	<b>35,682</b>	<b>99.94</b>	<b>0.06</b>

For NOCIL Limited

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Mafatlal

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H .A. Mafatlal  
Executive Chairman  
DIN : 00009872