

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (Ph) 022-21678136

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

To

Mr. Hrishikesh A. Mafatlal

Chairman

of 58th Annual General Meeting (AGM) of the shareholders of NOCIL Limited (**hereinafter the "Company"**), held on 28th August, 2020 at 03:00 PM through video conferencing ("VC") /other audio-visual means ("OVAM")

Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the AGM in terms of provisions of the Companies Act, 2013 (herein after the "Act") 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, was appointed as Scrutinizer in the meeting of Board of Directors of the Company held on Monday, 29th June, 2020 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) **Electronic Voting at the AGM** under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 58th AGM held on 28th August, 2020 at 03:00 PM.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 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 convening the 58th AGM of the Company along with the process of electronic voting at the AGM and the remote 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 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 and SEBI Circular dated 12th May, 2020.
- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the Electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of Electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.

- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Tuesday, 25th August, 2020 at 09:00 AM and ended on Thursday, 27th August, 2020 at 05:00 PM and the NSDL remote e-voting portal was blocked for voting thereafter.
- E. On the basis of the votes exercised by the shareholders of the Company by way of electronic voting at the AGM of the Company held on 28th August, 2020, I have issued Scrutinizer's Report dated 29th August, 2020.
- F. On the basis of the votes exercised by the shareholders of the Company through remote e-voting. I have issued separate Scrutinizer's Report dated 29th August, 2020.

Date of AGM	28 th August, 2020
Total number of shareholders on record date (i.e. as on 21st August, 2020)	154605
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	14
Public	115

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 Financial Year ended March 31, 2020 and the Balance Sheet as at March 31, 2020 and the Reports of the Directors and the Auditors thereon

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled*	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	56,352,484	56,352,484	100.0000	56,352,484	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		56,352,484	100.0000	56,352,484	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	10,454,174	4,885,618	46.7337	4,885,618	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		4,885,618	46.7337	4,885,618	0	100.0000	0.0000
3	Public-Others	Remote E-Voting	98,868,847	3,260,752	3.2981	3,259,702	1,050	99.9677	0.0322
		E- Voting at AGM		1,701,061	1.7205	1,701,061	0	100.0000	0.0000
		Total		4,961,813	5.0186	4,960,763	1,050	99.9788	0.0212
Total			165,675,505	66,199,915	39.9576	66,198,865	1,050	99.9984	0.0016

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

Resolution Item No. 2 - Ordinary Resolution:

To confirm the payment of Interim Dividend of Rs. 2.50/- per Equity share for the Financial Year ended March 31, 2020 declared on March 6, 2020 and to consider the same as final dividend for the Financial Year ended March 31, 2020.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled*	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	56,352,484	56,352,484	100.0000	56,352,484	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		56,352,484	100.0000	56,352,484	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	10,454,174	4,948,773	47.3378	4,948,773	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		4,948,773	47.3378	4,948,773	0	100.0000	0.0000
3	Public-Others	Remote E-Voting	98,868,847	3,260,882	3.2982	3,259,667	1,215	99.9627	0.0372
		E- Voting at AGM		1,701,061	1.7205	1,701,061	0	100.0000	0.0000
		Total		4,961,943	5.0187	4,960,728	1,215	99.9755	0.0245
Total			165,675,505	66,263,200	39.9958	66,261,985	1,215	99.9982	0.0018

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

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Priyavrata H. Mafatlal (holding DIN: 02433237), who retires by rotation and being eligible offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled*	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	56,352,484	56,352,484	100.0000	56,352,484	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		56,352,484	100.0000	56,352,484	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	10,454,174	4,948,773	47.3378	4,948,773	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		4,948,773	47.3378	4,948,773	0	100.0000	0.0000
3	Public-Others	Remote E-Voting	98,868,847	3,260,682	3.2980	3,255,007	5,675	99.8259	0.1740
		E- Voting at AGM		1,701,061	1.7205	1,700,961	100	99.9941	0.0058
		Total		4,961,743	5.0185	4,955,968	5,775	99.8836	0.1164
Total			165,675,505	66,263,000	39.9957	66,257,225	5,775	99.9913	0.0087

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

Resolution Item No. 4 - Ordinary Resolution:

To approve ratification of payment of remuneration to M/s. Kishore Bhatia & Associates, Cost Auditors for Financial Year 2020-21

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled*	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	56,352,484	56,352,484	100.0000	56,352,484	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		56,352,484	100.0000	56,352,484	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	10,454,174	4,948,773	47.3378	4,948,773	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		4,948,773	47.3378	4,948,773	0	100.0000	0.0000
3	Public-Others	Remote E-Voting	98,868,847	3,253,635	3.2909	3,251,161	2,474	99.9239	0.0760
		E- Voting at AGM		1,709,777	1.7293	1,709,677	100	99.9941	0.0058
		Total		4,963,412	5.0202	4,960,838	2,574	99.9481	0.0519
Total			165,675,505	66,264,669	39.9967	66,262,095	2,574	99.9961	0.0039

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

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 Electronic voting facilitated at the AGM.

It is to be noted that:

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

Thanking you,
Yours faithfully,

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

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**Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 29th August, 2020**

For NOCIL Limited

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**Hrishikesh A. Mafatlal
Chairman:
DIN: 00009872
Place: Mumbai
Date: 29th August, 2020**

	NOCIL LTD
Date of the AGM/EGM	28-08-2020
Total number of shareholders on record date	154605
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	14
Public:	115

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Statement of Accounts for FY 2019-20 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,63,52,484	5,63,52,484	100.0000	5,63,52,484	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,63,52,484	100.0000	5,63,52,484	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,04,54,174	48,85,618	46.7337	48,85,618	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,85,618	46.7337	48,85,618	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,88,68,847	32,60,752	3.2981	32,59,702	1,050	99.9677	0.0322	0	0
	Poll		17,01,061	1.7205	17,01,061	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,61,813	5.0186	49,60,763	1,050	99.9788	0.0212	0	0
	Total	16,56,75,505	6,61,99,915	39.9576	6,61,98,865	1,050	99.9984	0.0016	0	0

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Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the payment of Interim Dividend of Rs. 2.50- per Equity share for the Financial Year ended 31st March, 2020 declared on 6th March, 2020 and to consider the same as final dividend for the Financial Year ended 31st March, 2020.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,63,52,484	5,63,52,484	100.0000	5,63,52,484	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,63,52,484	100.0000	5,63,52,484	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,04,54,174	49,48,773	47.3378	49,48,773	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,48,773	47.3378	49,48,773	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,88,68,847	32,60,882	3.2982	32,59,667	1,215	99.9627	0.0372	0	0
	Poll		17,01,061	1.7205	17,01,061	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,61,943	5.0187	49,60,728	1,215	99.9755	0.0245	0	0
	Total	16,56,75,505	6,62,63,200	39.9958	6,62,61,985	1,215	99.9982	0.0018	0	0

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Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY Re Appointment of Mr. Priyavrata H. Mafatlal as a Director									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,63,52,484	5,63,52,484	100.0000	5,63,52,484	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,63,52,484	100.0000	5,63,52,484	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,04,54,174	49,48,773	47.3378	49,48,773	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,48,773	47.3378	49,48,773	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,88,68,847	32,60,682	3.2980	32,55,007	5,675	99.8259	0.1740	0	0
	Poll		17,01,061	1.7205	17,00,961	100	99.9941	0.0058	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,61,743	5.0185	49,55,968	5,775	99.8836	0.1164	0	0
Total	Total	16,56,75,505	6,62,63,000	39.9957	6,62,57,225	5,775	99.9913	0.0087	0	0

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Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Ordinary Resolution Ratification of Payment of remuneration to Ms. Kishore Bhatia Associates, Cost Auditors, Mumbai for FY 2020-21.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,63,52,484	5,63,52,484	100.0000	5,63,52,484	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,63,52,484	100.0000	5,63,52,484	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,04,54,174	49,48,773	47.3378	49,48,773	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,48,773	47.3378	49,48,773	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,88,68,847	32,53,635	3.2909	32,51,161	2,474	99.9239	0.0760	0	0
	Poll		17,09,777	1.7293	17,09,677	100	99.9941	0.0058	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,63,412	5.0202	49,60,838	2,574	99.9481	0.0519	0	0
	Total	16,56,75,505	6,62,64,669	39.9967	6,62,62,095	2,574	99.9961	0.0039	0	0

For NOCIL Limited

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Hrshikesh A. Mafatlal
Executive Chairman
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