

Date: 22nd December, 2023

The Bombay Stock Exchange Limited
“P.J. Towers”
Dalal Street
Mumbai-400001
Scrip Code: 500730

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051
Symbol: NOCIL

Dear Sir,

Sub: Intimation under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Voting Results in respect of the Postal Ballot through remote e-voting and Scrutinizer’s Report.

This has reference to our letter dated 22nd November, 2023 whereby, we had informed the Stock Exchanges that the Company intends to seek the approval of the shareholders by way of Postal Ballot through remote e-voting facility in respect of the following resolutions to be passed as Special Resolutions set out in the Postal Ballot Notice dated 2nd November, 2023:

Sr. No.	Description of the Resolutions
1.	Appointment of Mr. Sujal Shah (DIN: 00058019) as an Independent Director of the Company
2.	Appointment of Mr. Ramesh Iyer (DIN: 00220759) as an Independent Director of the Company

The remote e-voting for Postal Ballot commenced on Thursday, 23rd November, 2023 and concluded on Friday, 22nd December, 2023

The Company had appointed Mr. P.N. Parikh , Partner (Membership No. FCS 327, CP -1228) or failing him, Mr. Mitesh Dhabliwala, Partner (Membership No. FCS 8331 ,CP - 9511) or failing him Ms. Sarvari Shah, Partner (Membership Number FCS 9697 CP- 11717) of M/s Parikh & Associates, Practising Company Secretaries as the Scrutinizer for conducting postal ballot and e-voting process in a fair and transparent manner.

Accordingly, the Scrutinizer has submitted his Report on the remote e -voting dated 22nd December, 2023 for the results of the Postal Ballot is attached.

Based on the aforementioned Report, a statement containing voting results of the Postal Ballot in the prescribed format indicated in Circular (Ref No. CIR/ CFD/ CMD/ 8/2015 dated 4th November 2015) issued by SEBI is attached.

As per the Report, the Special Resolutions has been passed with requisite majority on 22nd December, 2023. The above is in compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We request you to take the above on your records and acknowledge receipt.

The same will also be made available on the Company's website at www.nocil.com

Thanking you,

Yours faithfully,

For **NOCIL LIMITED**

Amit K. Vyas
Assistant Vice President (Legal) and Company Secretary

Place: Mumbai

Encl: as above

	NOCIL LTD
Date of the declaration of the result	22-12-2023
Total number of shareholders on record date - 17-11-2023	183894
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:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Sujal Shah (DIN: 00058019) as an Independent Director of the Company.									
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	5,63,91,184	5,63,91,184	100.0000	5,63,91,184	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		5,63,91,184	100.0000	5,63,91,184	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,65,91,456	1,14,69,900	69.1314	53,71,330	60,98,570	46.8297	53.1702	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		1,14,69,900	69.1314	53,71,330	60,98,570	46.8298	53.1702	0	0
Public- Non Institutions	E-Voting	9,36,63,065	47,54,774	5.0765	46,36,148	1,18,626	97.5051	2.4948	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		47,54,774	5.0765	46,36,148	1,18,626	97.5051	2.4949	0	0
Total		16,66,45,705	7,26,15,858	43.5750	6,63,98,662	62,17,196	91.4382	8.5618	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Ramesh Iyer (DIN: 00220759) as an Independent Director of the Company.									
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	5,63,91,184	5,63,91,184	100.0000	5,63,91,184	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		5,63,91,184	100.0000	5,63,91,184	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,65,91,456	1,14,69,903	69.1314	1,14,69,903	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		1,14,69,903	69.1314	1,14,69,903	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,36,63,065	47,54,995	5.0767	47,37,400	17,595	99.6299	0.3700	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		47,54,995	5.0767	47,37,400	17,595	99.6300	0.3700	0	0
Total		16,66,45,705	7,26,16,082	43.5751	7,25,98,487	17,595	99.9758	0.0242	0	0

For NOCIL Limited

Hrishikesh A. Mafatlal
Executive Director- Chairman
Din No.: 00009872

December 22, 2023

To,
NOCIL Limited
Mafatlal House, 24, 3rd Floor, H.T. Parekh Marg,
Backbay Reclamation, Churchgate,
Mumbai 400 020

Kind Attn: Mr. Amit K. Vyas

Sub.: Report on Postal Ballot Voting of NOCIL Limited.

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Special Resolutions for:

- (i) Appointment of Mr. Sujal Shah (DIN: 00058019) as an Independent Director of the Company.
- (ii) Appointment of Mr. Ramesh Iyer (DIN: 00220759) as an Independent Director of the Company.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders only through the electronic voting process (remote e-voting).
- b) The register showing the particulars of the e-votes registered on the National Securities Depository Limited ('NSDL') e-voting system in respect of the said Resolutions.

Thanking-you.

Yours faithfully,

Mitesh Dilip
Dhabliwala

Digitally signed by Mitesh Dilip Dhabliwala
DN: cn=Mitesh Dilip Dhabliwala,
ou=Parikh & Associates, o=Parikh & Associates,
c=IN

Mitesh Dhabliwala
Parikh & Associates
Encl.: As above.

To,
The Chairman
NOCIL Limited
Mafatlal House, 24, 3rd Floor, H.T. Parekh Marg,
Backbay Reclamation, Churchgate,
Mumbai 400020

Report of Scrutinizer

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 8331), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal ballot through electronic voting process ("remote e-voting") in respect of the following Special Resolutions for:

- (i) Appointment of Mr. Sujal Shah (DIN: 00058019) as an Independent Director of the Company.
- (ii) Appointment of Mr. Ramesh Iyer (DIN: 00220759) as an Independent Director of the Company.

pursuant to the Postal Ballot Notice dated November 02, 2023, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and pursuant to Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations , 2015 and other applicable laws and regulations.

The Postal Ballot Notice dated November 02, 2023 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolutions, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, November 17, 2023 were entitled to vote on the resolutions as contained in the Notice.

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The voting period for remote e-voting commenced on Thursday, November 23, 2023 at 10:00 a.m. (IST) and ended on Friday, December 22, 2023 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolutions.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolutions as under:

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Resolution 1: Special Resolution**Appointment of Mr. Sujal Shah (DIN: 00058019) as an Independent Director of the Company.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
801	6,63,98,662	91.44

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
84	62,17,196	8.56

(iii) **Invalid** votes:

Number of members voted	Number of invalid votes cast (Shares)
NIL	NIL

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Resolution 2: Special Resolution**Appointment of Mr. Ramesh Iyer (DIN: 00220759) as an Independent Director of the Company.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
834	7,25,98,487	99.98

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
47	17,595	0.02

(iii) **Invalid** votes:

Number of members voted	Number of invalid votes cast (Shares)
NIL	NIL

Digitally signed by Mitesh Dilip Dhabliwala
 DN: cn=Mitesh Dilip Dhabliwala, o=, ou=, email=Mitesh.Dhabliwala@fcs.co.in, c=IN
 Date: 2023.12.22 18:24:28 +05'30'

Signature: **Mitesh Dilip Dhabliwala**
 Name: Mitesh Dhabliwala
 Scrutinizer
 FCS: 8331 CP: 9511
 UDIN: F008331E003017953
 P/R No. 1129/2021

Date: December 22, 2023

Place: Mumbai