



NOCIL LIMITED

Date: 15th September, 2020

Regd. Office : Mafatlal House, 3rd Floor, H. T. Parekh Marg,
Backbay Reclamation, Churchgate, Mumbai - 400 020, India.
Tel.: +91 22 6657 6100, 6636 4062 Fax +91 22 6636 4060
Website: www.nocil.com CIN No. L99999MH1961PLC012003
Email: investorcare@nocil.com



ARVIND MAFATLAL GROUP
The ethics of excellence

The Bombay Stock Exchange Limited
"P.J. Towers"
Dalal Street
Mumbai-400 001
Stock Code: 500730

The National Stock Exchange of India Ltd.
Exchange Plaza
Bandra Kurla Complex, Bandra (East)
Mumbai-400 051
Symbol: NOCIL

Dear Sir,

Sub: Scrutinizer's Report of the e-Voting at the Meeting of Equity Shareholders of NOCIL Limited ('the Company') convened as per the Directions of the National Company Law Tribunal, Mumbai Bench (NCLT)

This is to inform you that the NCLT convened Meeting of the Equity Shareholders of the Company was held on Tuesday, 15th September, 2020 at 11.00 a.m. through Video Conferencing and the venue of the meeting was deemed to be the registered office of the Company situated at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020.

In view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the meeting was conducted through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'). This meeting has been convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ('SEBI').

The Company had tied up with National Securities Depositories Limited ('NSDL') to provide facility for voting through remote e-voting, e-voting during the meeting and participation in the meeting through VC / OAVM facility.

In terms of provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the directions of Hon'ble NCLT, the Company had provided facility to shareholders to cast their votes on the resolution through remote e-voting system administered by National Securities Depository Limited. The remote e-voting commenced on 10th September, 2020 at 09.00 a.m. and ended on 14th September, 2020 at 05.00 p.m. For the shareholders who did not exercise their vote through remote e-voting system, the Company has provided them an opportunity to cast their vote through e-voting during the meeting and the voting facility will continue to be available for 30 minutes after the conclusion of the meeting.

Accordingly, the Consolidated Report (Remote e-Voting and e-Voting at the meeting) pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutinizer Report and Report on e-voting by Public Shareholders submitted by M/s. Makarand M. Joshi & Co., Company Secretaries engaged as Scrutinizer is attached herewith.



Responsible Care®
OUR COMMITMENT TO SUSTAINABILITY



Kindly take the same on your records.

Thanking You.

Yours truly,

For **NOCIL Limited**

A handwritten signature in blue ink, appearing to be "Amit K. Vyas", written over a horizontal line.

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

Place: Mumbai

Encl: as above

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 National Company Law Tribunal (NCLT) convened Meeting of Equity Shareholders

To

Mr. Hrishikesh A. Mafatlal

Chairman appointed by the NCLT, Mumbai Bench

for the NCLT Convened Meeting of Equity Shareholders (**hereinafter the "Meeting"**) of NOCIL Limited (**hereinafter the "Company"**), held on Tuesday, 15th September, 2020 at 11:00 AM, pursuant to Order dated 7th July, 2020 through video conferencing ("VC") /other audio-visual means (OVAM)

A. I, **Makarand M. Joshi**, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries have been appointed by the NCLT, Mumbai Bench, by its Order dated 7th July, 2020, as "the Scrutinizer" to conduct the following:

- (i) **Remote e-voting** process done by the shareholders of the Company
- (ii) **Electronic Voting Process** at the Meeting held on Tuesday, 15th September, 2020 at 11.00 AM.

in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under, NCLT Order dated 7th July, 2020 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- B. Pursuant to the Order of Hon'ble NCLT, Mumbai Bench and applicable provisions of the Companies Act, 2013, and in compliance with MCA Circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020, Company has confirmed that the Electronic copy of the Notice for NCLT convened meeting of Equity Shareholders of the Company along with the process of electronic voting at the meeting 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.
- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the Electronic voting by the shareholders of the Company at the Meeting. After the time fixed for closing of Electronic voting at Meeting 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

Thursday, 10th September, 2020 at 09.00 AM and ended on Monday, 14th September, 2020 at 05.00 PM and the NSDL remote e-voting portal was blocked for voting thereafter.

- E. The Cut-off date was Tuesday, 8th September 2020 for the purpose of deciding the Equity Shareholders entitled to vote through e-voting and remote e-voting by the equity shareholders on the resolution seeking their approval.
- F. On the basis of the votes exercised by the shareholders of the Company by way of electronic voting at the Meeting of the Company held on 15th September, 2020, I have issued Scrutinizer's Report dated 15th September, 2020.
- G. 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 15th September, 2020.

Date of Meeting	15 th September, 2020
Total number of shareholders on record date (i.e. as on 8th September, 2020)	1,57,414
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	85

Resolution

Approval of the arrangement embodied in the Scheme of Amalgamation of Suremi Trading Private Limited ('Suremi' or 'the Transferor Company 1') and Sushripada Investments Private Limited ('Sushripada' or 'the Transferor Company 2') with NOCIL Limited ('NOCIL' or 'the Transferee Company') and their respective Shareholders ('Scheme')

A. Consolidated Report on result through remote e-voting and e-voting at the NCLT Convened Meeting of Equity Shareholders:

		Votes Polled		Votes in Favor of the resolution				Votes against the resolution				Invalid Votes
		Number of Members Polled	Votes Polled	Number of Members Voted in Favor	% of total no. of members voted in Favor	Votes in Favor (Equity Shares)	% of Votes in Favor (Equity Shares)	Number of Members Voted against	% of total no. of members voted against	Votes Against (Equity Shares)	% of Votes Against (Equity Shares)	
		[1]	[2]	[3]	[4] =3/1 *100	[5]	[6] = 5/2*100	[7]	[8] =7/1*100	[9]	[10] = 9/2*100	[11]
Promoter	Remote E-voting	14	56352484	14	100	56352484	100	0	0	0	0	0
	E-Voting at Meeting	0	0	0	0	0	0	0	0	0	0	0
	Total	14	56352484	14	100	56352484	100	0	0	0	0	0
Public	Remote E-voting	339	9460123	320	94.40	9455134	99.95	19	5.60	4989	0.05	0
	E-Voting at Meeting	1	50	1	100	50	100	0	0	0	0	0
	Total	340	9460173	321	94.41	9455184	99.95	19	5.59	4989	0.05	0
Total		354	65812657	335	94.63	65807668	99.99	19	5.37	4989	0.01	0

B. Consolidated Report on result through remote e-voting and e-voting at the NCLT Convened Meeting of Equity Shareholders (Reg 44 Format):

Sr. No	Promoter / Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	Remote E-Voting	56352484	56352484	100.00	56352484	0	100.00	0.00	0
		E- Voting at Meeting		0	0.00	0	0	0.00	0.00	0
		Total		56352484	100.00	56352484	0	100.00	0.00	0
2	Public - Institutional holders	Remote E-Voting	10977460	6402751	58.33	6402751	0	100.00	0.00	0
		E- Voting at Meeting		0	0.00	0	0	0.00	0.00	0
		Total		6402751	58.33	6402751	0	100.00	0.00	0
3	Public- Others	Remote E-Voting	98345561	3057372	3.11	3052383	4989	99.84	0.16	0
		E- Voting at Meeting		50	0.00	50	0	100.00	0.00	0
		Total		3057422	3.11	3052433	4989	99.84	0.16	0
Total			165675505	65812657	39.72	65807668	4989	99.99	0.01	0

H. Pursuant to Hon'ble NCLT Order dated 7th July 2020, 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 meeting.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. Based on the foregoing, the Resolution as proposed in the Notice dated 12th August, 2020 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., 15th September, 2020 with a majority of Equity Shareholders exercising voting rights representing three-fourths in value in shares voted in favor through remote-e-voting or by way of e-voting at the meeting.

Thanking you,
Yours faithfully,

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

Digitally signed by MAKARAND MADHUSUDAN JOSHI
DN: cn=MAKARAND MADHUSUDAN JOSHI, o=IN,
st=Maharashtra, c=Personal,
serialNumber=bee4609e399287838241404700ee8d3949ae4badb
642ed587e9360b687ca030f
Date: 2020.09.15 16:52:40 +05'30'

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 15th September, 2020

For NOCIL Limited

Hrishikesh
Arvind
Mafatlal
Digitally signed by
Hrishikesh Arvind
Mafatlal
Date: 2020.09.15
17:11:59 +05'30'

Hrishikesh A. Mafatlal
Chairman appointed by the NCLT, Mumbai
Bench
DIN:00009872
Place: Mumbai
Date: 15th September, 2020

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

Scrutinizer's Report on Remote e-voting and electronic voting by Public Shareholders at the National Company Law Tribunal (NCLT) convened Meeting of Equity Shareholders pursuant to SEBI Circular.

To,

Hrishikesh A. Mafatlal

Chairman appointed by NCLT, Mumbai Bench

for the NCLT Convened Meeting of Equity Shareholders (hereinafter the "Meeting") of NOCIL Limited (hereinafter the "Company"), held on Tuesday, 15th September, 2020 at 11:00 AM, pursuant to Order dated 7th July, 2020 through video conferencing ("VC") /other audio-visual means (OVAM)

A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), by its Order dated 7th July, 2020, as "the Scrutinizer" to conduct the following:

- (i) **Remote e-voting** process done by the public shareholders of the Company; and
- (ii) **Electronic Voting** by the public shareholders of the Company at the NCLT Convened Meeting held on Tuesday, 15th September, 2020 at 11.00 AM.

Pursuant to Circular No. CIR/DIL/3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI Circular") and in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under, NCLT Order dated 7th July, 2020 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Scheme of Amalgamation of Suremi Trading Private Limited ('Suremi' or 'the Transferor Company 1') and Sushripada Investments Private Limited ('Sushripada' or 'the Transferor Company 2') with NOCIL Limited ('NOCIL' or 'the Transferee Company') and their respective Shareholders ('the Scheme') in terms of notice dated 12th August 2020 dispatched to the shareholders on 12th August, 2020.

- B. Pursuant to the Order of Hon'ble NCLT, Mumbai Bench and applicable provisions of the Companies Act, 2013, and in compliance with MCA Circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020, Company has confirmed that the Electronic copy of the Notice for NCLT convened meeting of Equity Shareholders of the Company along with the process of electronic voting at the meeting 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.
- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the Electronic voting by the shareholders of the Company at the meeting. After the time fixed for closing of Electronic voting at meeting 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 Thursday, 10th

September, 2020 at 09.00 a.m. and has closed on Monday, 14th September, 2020 at 05.00 p.m. and the NSDL remote e-voting portal was blocked for voting thereafter.

- E. The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI Circular dated 10th March, 2017, relating to voting done through e-voting.

RESOLUTION

Approval of the arrangement embodied in the Scheme of Amalgamation of Suremi Trading Private Limited ('Suremi' or 'the Transferor Company 1') and Sushripada Investments Private Limited ('Sushripada' or 'the Transferor Company 2') with NOCIL Limited ('NOCIL' or 'the Transferee Company') and their respective Shareholders ('Scheme');

Consolidated Report on result through Remote E-voting and E-voting at the meeting by Public Shareholders:

	Votes Polled		Votes in Favor of the resolution				Votes against the resolution				Invalid Votes
	Number of Members Polled	Votes Polled	Number of Members Voted in Favor	% of total no. of members voted in Favor	Votes in Favor (Equity Shares)	% of Votes in Favor (Equity Shares)	Number of Members Voted against	% of total no. of members voted against	Votes Against (Equity Shares)	% of Votes Against (Equity Shares)	
	[1]	[2]	[3]	[4] =3/1*100	[5]	[6] =5/2*100	[7]	[8] =7/1*100	[9]	[10] =9/2*100	[11]
Remote E-voting	339	9460123	320	94.40	9455134	99.95	19	5.60	4989	0.05	0
E-Voting at Meeting	1	50	1	100.00	50	100.00	0	0.00	0	0.00	0
Total	340	9460173	321	94.41	9455184	99.95	19	5.59	4989	0.05	0

- F. Pursuant SEBI Circular dated 10th March 2017 and Hon'ble NCLT Order dated 7th July 2020, I am submitting herewith a consolidated report on remote e-voting together with Electronic voting by public shareholders at the meeting.
- G. The combined list of Public Equity Shareholders who voted "FOR/AGAINST/INVALID" for the above resolution through e-voting at the meeting and remote e-voting process is handed over to the Chairman appointed for the meeting.
- H. All relevant records of the e-voting at the meeting and remote e-voting were handed over to Mr. Amit Vyas, the Company Secretary of the Company for safe keeping.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. Based on the foregoing, the Resolution as proposed in the Notice dated 12th August, 2020 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., 15th September, 2020 with the votes cast by the public shareholders in favor of the resolution is more than the votes cast by the public shareholders against the resolution.

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

Digitally signed by MAKARAND MADHUSUDAN JOSHI
DN: cn=MAKARAND MADHUSUDAN JOSHI, o=IN, st=Maharashtra,
o=Personal,
serialNumber=baa4609c399287838241404700ee8d3949ae4badb642
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Date: 2020.09.15 16:53:18 +05'30'

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 15th September, 2020

For NOCIL Limited

Hrishikesh
Arvind
Mafatlal

Digitally signed by
Hrishikesh Arvind
Mafatlal
Date: 2020.09.15
17:16:10 +05'30'

Hrishikesh A. Mafatlal
**Chairman appointed for the NCLT convened
Meeting**
DIN:00009872
Place: Mumbai
Date: 15th September, 2020