

MAKARAND M. JOSHI & CO.

Company Secretaries

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

Consolidated Report of Scrutinizer for Postal Ballot (Physical Ballots & E-Voting)

To
The Executive Chairman,
Nocil Limited
Mafatlal House, H. T. Parekh,
Backbay Reclamation,
Churchgate, Mumbai – 400 020

Dear Sir,

Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 20 & 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") in their Board Meeting held on 19th August, 2016 I, Makarand 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 Special Resolution set out in the Postal Ballot Notice dated 19th August, 2016 ("Notice")
- B. Members approval was sought on the following Special Resolution:

QUOTE

"Approval for appointment and remuneration of Mr. H. A. Mafatlal, as Executive Chairman of the Company"

"RESOLVED THAT pursuant to Section 196, 197, 198, 200 read with Schedule V and all other applicable provisions of the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and subject to the approval of the Central Government and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be imposed or prescribed by any other authorities in granting such approvals, permissions and sanctions, approval of the Company be accorded to the appointment of Mr. H. A. Mafatlal (holding DIN : 00009872) as Executive Chairman for a period of 5 (Five) years with effect from 19th August, 2016 and for payment of remuneration and perquisites as set out in the Explanatory Statement annexed to this Notice

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of Mr. H. A. Mafatlal, Executive Chairman, the Company has no profits or its profits are inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013 be considered as minimum remuneration, subject to such statutory approvals as may be applicable.

FURTHER RESOLVED THAT the Board of Directors be and hereby authorised to alter, vary the terms of the remuneration, in such manner as may be deemed fit and acceptable to Mr. H. A. Mafatlal.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution."

UNQUOTE



- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along explanatory statement and postal ballot form on 16th November, 2016
- D. The voting period commenced on 21st November, 2016(09:00 a.m.) and ended on 20th December, 2016 (5:00 p.m.)for voting through postal ballot form as well as through e-voting.
- E. The remote e-voting facility was provided by Karvy Computershare Private Limited (“Karvy”), the Company’s Registrar and Transfer Agent.
- F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Registerseparately maintained for the purpose.
- G. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- H. The e-voting were unblocked at 5:00 p.m. on 20th December, 2016 and the e-voting summary statement was downloaded from e-voting website of Karvy
- I. All ballot forms received/ votes cast up to 5:00 p.m. on 20th December, 2016 being the last date and time fixed by the Company for said purpose were considered for scrutiny.
- J. I did not find any defaced or mutilated ballot form and all the invalid postal ballot forms were marked and segregated.



K. Result of the Postal Ballot(e-voting and voting through Postal Ballot Forms) is as under :

Resolution Item No. 1: Special Resolution

Approval for appointment and remuneration of Mr. H. A. Mafatlal, as Executive Chairman 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)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	188160	0.31	188160	0	100	0
	Postal Ballot		60291239	99.69	60291239	0	100	0
	Total		60479399	100	60479399	0	100	0
Public – Institutional holders	E-Voting	6377601	2817399	44.18	2808451	8948	99.68	0.32
	Postal Ballot		0	0	0	0	0	0
	Total		2817399	44.18	2808451	8948	99.68	0.32
Public-Non Institution	E-Voting	95069380	47852	0.05	47111	741	98.45	1.55
	Postal Ballot		1437085	1.51	1422466	14619	98.98	1.02
	Total		1484937	1.56	1469577	15360	98.97	1.03
Total		161926380	64781735	40	64757427	24308	99.96	0.04

*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'

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

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 22nd December, 2016



For Nocil Limited

H. A. Mafatlal
Executive Chairman