

SUMMARY OF THE PROCEEDINGS OF 58TH ANNUAL GENERAL MEETING ('AGM') OF THE COMPANY

The 58th Annual General Meeting of the Company was held on Friday, 28th August, 2020 at 03.00 p.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.

Mr. Hrishikesh A. Mafatlal, Chairman of the Company chaired the proceedings of the meeting.

The Chairman called the meeting to order as requisite quorum was present. The Chairman introduced the Directors, Key Managerial Personnel and the invitees present at the meeting.

The Chairman informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM 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 Chairman informed that the Company had tied up with National Securities Depositories Limited ('NSDL') to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

The Chairman informed the members that the Report of Board of Directors, Accounts of the Company for the financial year ended 31st March, 2020 and the Notice convening the 58th AGM were taken as read as the same had already been circulated to the members. The Chairman further informed that there were no qualifications in the Audit Report, it was not required to be read.

The Chairman informed the members that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced on 25th August, 2020 at 09.00 a.m. and ended on 27th August, 2020 at 05.00 p.m. The Chairman informed the members that the facility for voting through e-voting system was made available during the meeting for members who had not cast their vote prior to the meeting and the voting facility will continue to be available for 30 minutes after the conclusion of the meeting.

The Company had appointed Mr. Makarand Joshi, Partner of M/s Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting held prior and e-voting during the AGM.

Based on the Scrutinizer's Report, the members have passed the following Resolutions as set out in the Notice convening the 58th AGM of the Company:

S. No.	Item Description	Type of Resolution	Approval
Ordinary business			
1.	Adoption of 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.	Ordinary Resolution	Requisite majority
2.	Confirmation on the payment of Interim Dividend of Rs. 2.50/- per Equity share for the Financial Year ended March 31, 2020 declared on March 06, 2020 and to consider the same as final dividend for the Financial Year ended March 31, 2020.	Ordinary Resolution	Requisite majority
3.	Appointment of a Director in place of Mr. Priyavrata H. Mafatlal (holding DIN: 02433237), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution	Requisite majority

S. No.	Item Description	Type of Resolution	Approval
Special business			
4.	Ratification of the remuneration to M/s. Kishore Bhatia & Associates, Cost Auditors for Financial Year 2020-21	Ordinary Resolution	Requisite majority

On the invitation of the Chairman, members who had registered themselves as speakers, addressed the meeting through VC / OAVM and sought clarifications on the Company's accounts and businesses. The Chairman responded to the queries of the members and provided clarifications.

Thereafter, the Chairman announced for voting to be taken electronically (e-voting) and requested Mr. Makarand M. Joshi, the Scrutinizer for the orderly conduct of the voting.

The Chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company, NSDL and Stock Exchanges. The meeting concluded at 04.12 p.m. after being open for 30 minutes for e-voting to be completed.

We request you to take the above on your records and treat this as compliance with Part A of Schedule III under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Thanking you,

Yours truly,

For **NOCIL Limited**

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

Place: Mumbai