

Date of the AGM/EGM	NOCIL LTD	27-07-2016
Total number of shareholders on record date	114471	
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group:	26	
Public:	155	
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group:	0	
Public:	0	

Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Statement of Accounts for FY 2015-16, 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	
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000	
	Poll	60479399	60479399	100.0000	60479399	0	100.0000	0.0000	
	Postal Ballot (if applicable)	60479399	0	0.0000	00	0	0.0000	0.0000	
	E-Voting	3333916	219634	6.5879	219634	0	100.0000	0.0000	
Public- Institutions	Poll	3333916	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	3333916	0	0.0000	00	0	0.0000	0.0000	
	E-Voting	96973665	13902	0.0143	13802	100	99.2806	0.7193	
Public- Non Institutions	Poll	96973665	18044	0.0186	18044	0	100.0000	0.0000	
	Postal Ballot (if applicable)	96973665	0	0.0000	00	0	0.0000	0.0000	



Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on equity shares.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No	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
Promoter and Promoter Group	E-Voting	60479399	0	0	0.0000	00	0	0.0000	0.0000
	Poll	60479399	60479399	100.0000	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)					00	0	0.0000	0.0000
	E-Voting	60479399	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Poll	3333916	219634	6.5879	0.0000	219634	0	100.0000	0.0000
	Postal Ballot (if applicable)					00	0	0.0000	0.0000
	E-Voting	3333916	0	0.0000	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Poll	96973665	18034	0.0186	0.0143	18034	100	99.2806	0.7193
	Postal Ballot (if applicable)					00	0	100.0000	0.0000
	E-Voting	96973665	0	0.0000	0.0000	00	0	0.0000	0.0000

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Vilas R. Gupte as a Director.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No	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
Promoter and Promoter Group	E-Voting	60479399	0	0	0.0000	00	0	0.0000	0.0000
	Poll	60479399	60479399	100.0000	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)					00	0	0.0000	0.0000
	E-Voting	60479399	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Poll	3333916	219634	6.5879	0.0000	219634	0	100.0000	0.0000
	Postal Ballot (if applicable)					00	0	0.0000	0.0000
	E-Voting	3333916	0	0.0000	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Poll	96973665	18044	0.0186	0.0117	18044	602	94.6735	5.3264
	Postal Ballot (if applicable)					00	0	100.0000	0.0000
	E-Voting	96973665	0	0.0000	0.0000	00	0	0.0000	0.0000



Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment and remuneration of M/s. Deloitte Haskins and Sells LLP, as Statutory Auditors of the Company								
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	
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000	
	Poll	60479399	60479399	100.0000	60479399	0	100.0000	0.0000	
	Postal Ballot (if applicable)	60479399	0	0.0000	00	0	0.0000	0.0000	
	E-Voting	3333916	219634	6.5879	219634	0	100.0000	0.0000	
Public- Institutions	Poll	3333916	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	3333916	0	0.0000	00	0	0.0000	0.0000	
	E-Voting	96973665	11902	0.0123	11302	600	94.9588	5.0411	
Public- Non Institutions	Poll	96973665	17834	0.0184	17834	0	100.0000	0.0000	
	Postal Ballot (if applicable)	96973665	0	0.0000	00	0	0.0000	0.0000	

Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of payment of remuneration to M/s. Kishore Bhatia & Associates as Cost Auditors of the Company.								
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	
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000	
	Poll	60479399	60479399	100.0000	60479399	0	100.0000	0.0000	
	Postal Ballot (if applicable)	60479399	0	0.0000	00	0	0.0000	0.0000	
	E-Voting	3333916	219634	6.5879	219634	0	100.0000	0.0000	
Public- Institutions	Poll	3333916	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	3333916	0	0.0000	00	0	0.0000	0.0000	
	E-Voting	96973665	13252	0.0137	10802	2450	81.5122	18.4877	
Public- Non Institutions	Poll	96973665	18044	0.0186	18044	0	100.0000	0.0000	
	Postal Ballot (if applicable)	96973665	0	0.0000	00	0	0.0000	0.0000	



Resolution required: (Ordinary/ Special)	SPECIAL - Change in Place of Keeping the Registers of Members, Index of Members and Returns 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 $(7) = [(5)/(2)] * 100$	
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000	
	Poll	60479399	60479399	100.0000	60479399	0	100.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)	60479399	0	0.0000	00	0	0.0000	0.0000	
	E-Voting	96973665	13902	0.0143	13302	600	95.6840	4.3159	
Public- Non Institutions	Poll	96973665	18044	0.0186	18044	0	100.0000	0.0000	
	Postal Ballot (if applicable)	96973665	0	0.0000	00	0	0.0000	0.0000	

For NOCIL LIMITED



(H.A. Mafatal)
Chairman
DIN: 00009872



Scrutinisers' Report - Combined

Consolidated Report of Scrutinisers' on remote e-voting and voting by poll at the Annual General Meeting

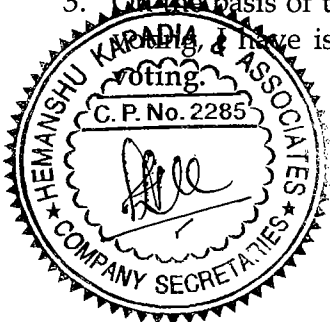
To,

The Chairman of 54th Annual General Meeting of the members of NOCIL Limited (the Company) held on Wednesday, the 27th day of July, 2016 at 2.30 p.m. at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.

Dear Sir,

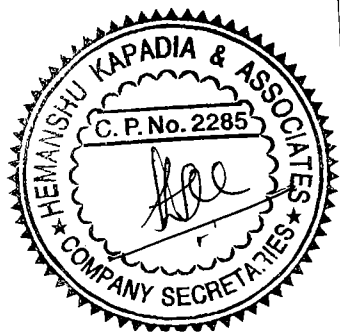
Re: Scrutinisers' Report on remote e-voting and voting by poll at the Annual General Meeting in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. I, Hemanshu Kapadia, of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai, have been appointed as a Scrutiniser by the Board of Directors of NOCIL Limited ("the Company") at their meeting held on 5th May 2016 to conduct the following:
 - a) Remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015, the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - b) Voting at the AGM under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, at the AGM held on 27th July 2016.
2. The Company had availed the remote e-voting facility provided by Karvy Computershare Private Limited (Karvy) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Friday, 22nd July 2016 (9.00 a.m.) to Tuesday, 26th July 2016 (5.00 p.m.) and the Karvy remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, we have issued separate Scrutinisers' Report dated 27th July 2016 on the remote e-



4. Under the provisions of Section 109 of the Companies Act, 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and in terms of Secretarial Standard, the Chairman in the Annual General Meeting appointed Mr. P. Balkrishna Shetty, Legal Consultant who is a Member of the Company having folio no. P12829 alongwith me as Scrutiniser for the Poll on the resolutions contained in the notice to the 54th Annual General Meeting (AGM) of the members of the Company.
5. On the basis of the votes cast by the Shareholders through poll, we have issued separate Scrutinisers' Report dated 27th July 2016 on the Poll taken on the resolutions contained in the notice to the AGM.
6. As requested by management we submit herewith our combined report on the result of e-voting together with that of Poll as under:-

Item of Notice	No. of votes-favour	No of votes-against	% of votes in favour on votes cast	% of votes against on votes cast
1. Adoption of Audited Statements of Accounts. (Ordinary Resolution)	60730879	100	99.9998	0.0002
2. To declare dividend on equity shares. (Ordinary Resolution)	60730869	100	99.9998	0.0002
3. Appointment of Mr. Vilas R. Gupte as the Director. (Ordinary Resolution)	60727777	602	99.999	0.001
4. Ratification of appointment and remuneration of M/s. Deloitte Haskins and Sells LLP, as Statutory Auditors of the Company for the Financial Year 2016-2017. (Ordinary Resolution)	60728169	600	99.999	0.001
5. Ratification of payment and remuneration to M/s. Kishore Bhatia & Associates as Cost Auditors of the Company. (Ordinary Resolution)	60727879	2450	99.996	0.004



6. Change in place of keeping the Registers of Members, Index of Members and Returns. (Special Resolution)	60730379	600	99.999	0.001
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- *The invalid votes are not considered*

Hemanshu Kapadia

Hemanshu Kapadia
Scrutinizer
Practicing Company Secretary
C.P. No.: 2285

Place: Mumbai
Dated: 27th July 2016

H. A. Mafatlal

H. A. Mafatlal
Chairman
NOCIL Ltd.
DIN: 00009872

Place: Mumbai
Dated: 27th July 2016



P. Balkrishna Shetty

P. Balkrishna Shetty
Scrutinizer
Legal Consultant
Folio No. P12829

Place: Mumbai
Dated: 27th July 2016

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai -400 008

Tel 6631 0888, 6631 4830

E-mail: hemanshu@hkacs.com

SCRUTINISER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

To,

The Chairman of 54th Annual General Meeting of the members of NOCIL Limited (the Company) held on Wednesday, the 27th day of July, 2016 at 2.30 p.m. at Rama & Sundri Watumull Auditorium, (K.C. College), Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.

Dear Sir,

1. I, Hemanshu Kapadia of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai, have been appointed by the Board of Directors of NOCIL Ltd. (the Company) as a Scrutiniser for the purpose of scrutinising the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards 2 issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice to the 54th Annual General Meeting (AGM) of the members of the Company, held on the 27th day of July, 2016 at 2.30 p.m. at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.
2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 54th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutiniser for the remote e-voting process is restricted to make a Scrutiniser's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under:-



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- i. The remote e-voting period remained open from Friday, 22nd July 2016 (9.00 a.m) to Tuesday, 26th July 2016 (5.00 p.m).
- ii. The members of the Company as on the "cut-off" date i.e. 20th July 2016 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 54th AGM of the Company).
- iii. The votes cast were unblocked on 27th July 2016 in the presence of two witnesses, Ms. Preeti Bhangle and Ms. Shraddha Patangia who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

P Bhangle

Name: Preeti Bhangle

SR Patangia

Name: Shraddha Patangia

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited (KARVY) i.e. <https://evoting.karvy.com/> and based on such reports generated, the result of the e-voting is as under:

- (a) **Resolution No. 1: To receive, consider and adopt the audited Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended 31st March 2016 and the Balance Sheet as at 31 March 2016 and the Reports of the Directors and the Auditors thereon.**

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	233436	99.9572

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0428

- (iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

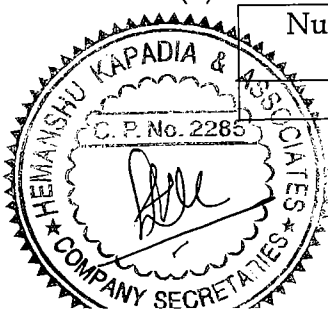
- (b) **Resolution No. 2: To declare dividend on equity shares**

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	233436	99.9572

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0428



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

(c) **Resolution No.3: To appoint Mr. Vilas R. Gupte as a Director.**

(i) **Voted in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	230334	99.7393

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	602	0.2607

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

(d) **Resolution No. 4: Ratification of appointment and remuneration of M/s. Deloitte Haskins and Sells LLP, as Statutory Auditors of the Company for the Financial Year 2016-2017.**

(i) **Voted in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
35	230936	99.7409

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	600	0.2591

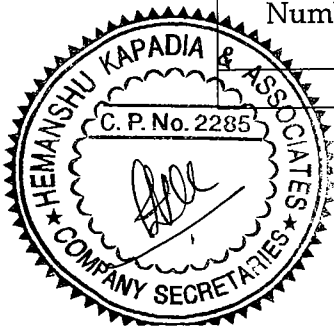
(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

(e) **Resolution No. 5: ORDINARY RESOLUTION: Ratification of payment of remuneration to M/s. Kishore Bhatia & Associates as Cost Auditors of the Company.**

(i) **Voted in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	230436	98.9480



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	2450	1.052

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

(f) **Resolution No. 6: SPECIAL RESOLUTION:** Change in place of keeping the Registers of Members, Index of Members and Returns etc.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
36	232936	99.7431

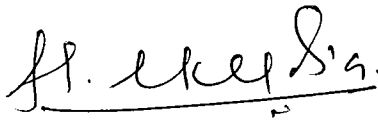
(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	600	0.2569

(iii) Invalid votes:

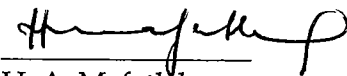
Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

Thanking you,



Hemanshu Kapadia
Scrutinizer
Practising Company Secretary
C.P. No.: 2285

Place: Mumbai
Dated: 27th July 2016



H. A. Mafatlal
Chairman
NOCIL Ltd.
DIN: 00009872

Place: Mumbai
Dated: 27th July 2016



REPORT OF SCRUTINISERS'

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
NOCIL Limited
Mafatlal House
Backbay Reclamation
Mumbai-400020

Sub.: **54th Annual General Meeting of the Equity Shareholders of NOCIL Limited held on 27th July, 2016 at 2.30 p.m.**

Dear Sir,

We, Mr. Hemanshu Kapadia, Practicing Company Secretary, Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, and Mr. P. Balkrishna Shetty, Legal Consultant, member of the Company having folio number P12829, holding 100 shares, were appointed as Scrutinisers for the purpose of the Poll taken on the below mentioned resolutions, at the 54th Annual General Meeting of the Equity Shareholders of NOCIL LIMITED, held on Wednesday, 27th July, 2016, at 2.30 p.m. at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020. We submit our report as under:

1. After the time fixed for closing of the Poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and Poll papers were diligently scrutinized, serially numbered and initialled by us. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. There was one Poll paper bearing serial no. 60 covering 20 shares, has been treated as invalid due to signature mismatch.
4. The result of the Poll is as under:
 - (a) **Resolution No. 1: To receive, consider and adopt the audited Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended 31 March 2016 and the Balance Sheet as at 31 March 2016 and the Reports of the Directors and the Auditors thereon.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	60497443	100



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid.	Total number of votes cast by them.
1	20

(b) Resolution No. 2: To declare dividend on equity shares

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	60497433	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid.	Total number of votes cast by them.
1	20

(There was 1 case covering 10 shares where the shareholder has abstained from voting and the same was not considered)

(c) Resolution No.3: To appoint Mr. Vilas R. Gupte as a Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	60497443	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid.	Total number of votes cast by them.
1	20

(d) Resolution No. 4: Ratification of Appointment and remuneration of M/s. Deloitte Haskins and Sells LLP, as Statutory Auditors of the Company for the Financial Year 2016-17.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	60497233	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid.	Total number of votes cast by them.
1	20

(There were 2 cases covering 210 shares where the shareholders have abstained from voting and the same were not considered)

(e) Resolution No. 5: ORDINARY RESOLUTION: Ratification of payment of remuneration to M/s. Kishore Bhatia & Associates as Cost Auditors of the Company.

(i) Voted in favour of the resolution:

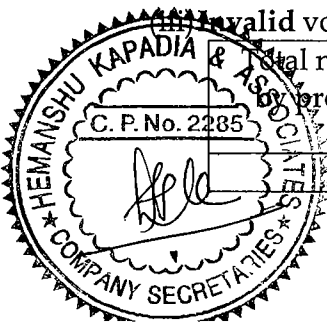
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	60497443	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid.	Total number of votes cast by them.
1	20



(f) **Resolution No. 6: SPECIAL RESOLUTION: Change in place of keeping the Register of Members and Returns etc.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	60497443	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

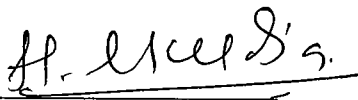
(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid.	Total number of votes cast by them.
1	20

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

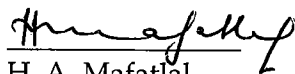
Thanking you,

Yours faithfully,



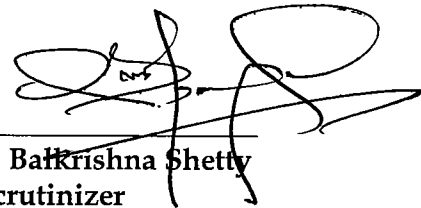
Hemanshu Kapadia
Scrutinizer
Practicing Company Secretary
C.P. No.: 2285

Place: Mumbai
Dated: 27th July 2016



H. A. Mafatlal
Chairman
NOCIL Ltd.
DIN: 00009872

Place: Mumbai
Dated: 27th July 2016



P. Bal Krishna Shetty
Scrutinizer
Legal Consultant
Folio No. P12829

Place: Mumbai
Dated: 27th July 2016