Total number of shareholders on record date 144825 No. of shareholders attended the meeting either in person or through proxy: Interview of the stateholders attended the meeting through Video Conferencing Public: Not Applicable Resolution No. 1 Resolution ? No No. of shares No. of shares No. of votes % of Votes Polled No. of shares No. of shares No. of votes No. of votes % of Votes Polled No. of votes % of Votes Polled			NOCIL LTD					
No. of shareholders present in the meeting either in person or through proxy: 16 Promoters and Promoter Group: 141 No. of Shareholders attended the meeting through Video Conferencing Video Conferencing Promoters and Promoter Group: Not Applicable Public: Not Applicable Public: Not Applicable Resolution required: (Ordinary/ Special) ORDINARY - Adoption of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter group are interested in the agenda/resolution? No. of shares No. of votes on outstanding on outstanding on outstanding special No. of votes on outstanding special % of Votes - in No. of Votes - in Special (6)=(4)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7)=(5)/(2)!*100 (7) (7)=(5)/(2)!*100 (7) (7)=(5)/(2)!*100 (7) (7)=(5)/(2)!*100 (7) (7)=(5)/(2)!*100 (7) (7)=(5)/(2)!*100 (7) (7)=(5)/(2)!*100 (7) (7)=(5)/(2)!*100 (7) (7)=(5)/(2)!*100 (7) (7)=(5)/(2)!*100 (7) (7)=(5)/(2)!*100 (7) (7	Date of the AGM/EGM			30-07-2019				
Promoters and Promoter Group: 16 Public: 141 No. of Shareholders attended the meeting through Video Conferencing 141 Promoters and Promoter Group: Not Applicable Public: Not Applicable Public: Not Applicable Resolution required: (Ordinary/ Special) ORDINARY - Adoption of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter group are interested in the agenda/resolution? No Mode of Voting held (1) polled (2) (3)=[(2)/(1)]* 100 Promoter Group E-Voting polled 5,58,52,489 0 0 0 0 Public- Institutions Foil 1,41,02,262 Public- Institutions Foil 1,41,02,262 Public- Non Institutions Foil 9,54,93,804 34,06,052 Public- Non Institutions Foil 9,54,93,804 12,926 0 100.00	Total number of shareholders on record date			144825				
Public: 141 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) ORDINARY - Adoption of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter/ promoter group are interested in the agenda/resolution? ORDINARY - Adoption of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter/ promoter group are interested in the agenda/resolution? No No. of shares No. of shares No. of votes shares No. of votes shares No. of Votes - in on outstanding No. of Votes - in polled Promoter and Promoter Group Poll 5,58,52,489 100.00 5,58,52,489 0 Public- Institutions Poll 1,41,02,262 9,39,71,26 66.64 9,39,71,26 0 0.00 0.00 0.00 Public- Non Institutions Poll 9,54,93,804 34,04,036 3.56 34,04,026 10 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.0	No. of shareholders present in the meeting eithe	r in person or thro	ugh proxy:					
No. of Shareholders attended the meeting through Video Conferencing Not Applicable Promoters and Promoter Group: Not Applicable Public: Not Applicable Resolution No. 1 Resolution required: (Ordinary/ Special) ORDINARY - Adoption of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter/ promoter group are interested in the agenda/resolution? No Image: Special State	Promoters and Promoter Group:			16				
Promoters and Promoter Group: Not Applicable Public: Not Applicable Resolution No. 1 Resolution required: (Ordinary/ Special) ORDINARY - Adoption of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter/ promoter group are interested in the agenda/resolution? No Image: Category No. of shares held (1) No. of votes No. of votes No. of Votes - in outstanding shares No. of Votes - in	Public:			141				
Public: Not Applicable Resolution No. 1 Resolution required: (Ordinary/Special) ORDINARY - Adoption of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter group are interested in the agenda/resolution? No No. of shares No. of votes No. of votes shares No. of Votes - in oroutstanding No. of Votes - in against (5) Poll 5,58,52,489 Poll 5,58,52,489 Public: Institutions Poll Public: Non Institutions Poll Public: Non Institutions F-Voting Public- Non Institutions F-Voting Poll 9,54,93,804 1,2,226 0,100,00 Total 34,06,962 Add,0,26 10,000 Total 34,16,962 Poll 12,926 Output 12,926 Poll <t< td=""><td>No. of Shareholders attended the meeting throu</td><td>gh Video Conferen</td><td>cing</td><td></td><td></td><td></td><td></td><td></td></t<>	No. of Shareholders attended the meeting throu	gh Video Conferen	cing					
No. 1 Resolution no. 1 Resolution required: (Ordinary/ Special) ORDINARY - Adoption of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter group are interested in the agenda/resolution? No No No Mode of Voting No. of shares No. of shares No. of votes shares Poll No. of votes Promoter and Promoter Group E-Voting Poll 5,58,52,489 Public- Institutions Poll Poll 1,41,02,262 93,97,126 66.64 93,97,126 0 On 0 Public- Non Institutions Poll Public- Non Institutions Poll <td></td> <td colspan="5"></td> <td></td> <td></td>								
Resolution required: (Ordinary/ Special) ORDINARY - Adoption of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter group are interested in the agenda/resolution? No Image: Control of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter group are interested in the agenda/resolution? No Image: Control of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter group are interested in the agenda/resolution? No Image: Control of Audited Statement of Accounts for FY 2018-19 etc. Category Mode of Voting No. of shares No. of votes No. of votes - in on outstanding No. of Votes - in onoutstanding No. of Votes - in onou	Public:		Not Applicable					
Resolution required: (Ordinary/ Special) ORDINARY - Adoption of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter group are interested in the agenda/resolution? No Image: Control of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter group are interested in the agenda/resolution? No Image: Control of Audited Statement of Accounts for FY 2018-19 etc. Whether promoter group are interested in the agenda/resolution? No Image: Control of Audited Statement of Accounts for FY 2018-19 etc. Category Mode of Voting No. of shares No. of votes No. of votes - in on outstanding No. of Votes - in onoutstanding No. of Votes - in onou								
Whether promoter / promoter group are interested in the agenda/resolution? No	Resolution No.							
interested in the agenda/resolution? No No Image: Constraint of the agenda/resolution? Image: Constraint of the agenda/resolut	Resolution required: (Ordinary/ Special)	ORDINARY - Adopt	tion of Audited Stat	tement of Accounts	for FY 2018-19 et	с.		
Category Mode of Voting No. of shares No. of votes No. of votes No. of Votes Polled No. of Votes Polled No. of Votes - in No. of Votes -	Whether promoter/ promoter group are							
Kode of Voting No. of shares No. of votes No. of votes No. of votes No. of Votes - in No. of Votes - in No. of Votes - in Rains of Votes - in	interested in the agenda/resolution?	No						
Kode of Voting No. of shares No. of votes No. of votes No. of votes No. of Votes - in No. of Votes - in No. of Votes - in Rains of Votes - in								
Kode of Voting No. of shares No. of votes No. of votes No. of votes No. of Votes - in No. of Votes - in No. of Votes - in Rains of Votes - in								
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Promoter and Promoter Group Poll 5,58,52,489 0 0.00 0 0 0.00 0.00 Total 5,58,52,489 100.00 5,58,52,489 100.00 5,58,52,489 0 100.00 0.00 Public- Institutions Poll 1,41,02,262 93,97,126 66.64 93,97,126 0 0.00 0.00 0.00 Total 93,97,126 66.64 93,97,126 0 0.00 0.00 0.00 0.00 Total 93,97,126 66.64 93,97,126 0 100.00 0.	Category		held (1)					
Total 5,58,52,489 100.00 5,58,52,489 0 100.00 0.00 Public-Institutions Poll 1,41,02,262 93,97,126 66.64 93,97,126 0 100.00 0.00 Public-Institutions Poll 1,41,02,262 0 0.00 0 0 0.00			5,58,52,489	5,58,52,489		5,58,52,489	0	
E-Voting Public- Institutions E-Voting Poll 1,41,02,262 93,97,126 66.64 93,97,126 0 100.00 0.00 Total 0 0.00 0 0 0.0	Promoter and Promoter Group			0		5 50 52 400	0	
Public- Institutions Poll 1,41,02,262 0 0.00 0 0 0.00 0.00 Total 93,97,126 66,64 93,97,126 0 100.00 0.00 E-Voting 95,4,93,804 34,04,036 3.56 34,04,026 10 100.00 0.00 Public- Non Institutions Poll 9,54,93,804 12,926 0.01 12,926 0 100.00 0.00 Total 34,16,962 3.58 34,16,952 10 100.00 0.00								
Total 93,97,126 66.64 93,97,126 0 100.00 0.00 Public- Non Institutions E-Voting Poll 9,54,93,804 34,04,036 3.56 34,04,026 10 100.00 0.00 Total 9,54,93,804 12,926 0.01 12,926 0 100.00 0.00 Total 34,16,962 3.58 34,16,952 10 100.00 0.00	Public Institutions		1,41,02,262	93,97,126		93,97,126	0	
E-Voting Poll 34,04,036 3.56 34,04,026 10 100.00 0.00 Public- Non Institutions Poll 12,926 0.01 12,926 0 100.00 0.00 Total 34,16,962 3.58 34,16,952 10 100.00 0.00			02 07 126		02 07 126	0	 	
Public- Non Institutions Poll 9,54,93,804 12,926 0.01 12,926 0 100.00 0.00 Total 34,16,962 3.58 34,16,952 10 100.00 0.00		/ - /				 		
Total 34,16,962 3.58 34,16,952 10 100.00 0.00	954 93 804							
Total 16 54 49 555 6 96 66 577 41 50 6 96 66 567 10 10 100 00 00		Total	16,54,48,555		41.50			

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To de	eclare dividend on E	quity Shares					
Whether promoter/ promoter group are			1					
interested in the agenda/resolution?	Yes							
					1	1		
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	5,58,52,489	5,58,52,489	100.00	5,58,52,489			0.00
Promoter and Promoter Group	Poll	5,50,52,405	0	0.00	0	0		
	Total		5,58,52,489					
	E-Voting	1,41,02,262	94,73,303	67.18	- , -,			0.00
Public- Institutions	Poll	1,41,02,202	0	0.00	0	0		0.00
	Total		94,73,303	67.18	94,73,303			0.00
	E-Voting	9,54,93,804	34,04,036	3.56	- ,,	52		0.00
Public- Non Institutions	Poll	5,5 1,55,661	12,926	0.01	12,926			0.00
	Total		34,16,962					
	Total	16,54,48,555	6,87,42,754	41.55	6,87,42,702	52	100.00	0.00
Resolution No.	3							
Resolution required: (Ordinary/ Special)	5	pointment of Mr. V	ilas D. Cueto es e Di					
Whether promoter/ promoter group are	OKDINARY - Reap	pointment of wir. v	lias R Gupte as a Di	rector.				
interested in the agenda/resolution?	No							
interested in the agenda/resolution?	INO				-	-		
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
category	E-Voting		5 58 52 489	100.00				0.00
Promoter and Promoter Group	Poll	5,58,52,489	0	0.00	0	0		0.00
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
	E-Voting		94,73,303	67.18	92,28,474		97.42	2.58
Public- Institutions	Poll	1,41,02,262	0	0.00			0.00	0.00
	Total		94,73,303	67.18	92,28,474	2,44,829	97.42	
	E-Voting	0.54.00.000	34 04 036	3.56				0.00
Public- Non Institutions	Poll	9,54,93,804	12,926	0.01	12,926		100.00	0.00
	Total		34,16,962	3.58	34,16,931	31	100.00	0.00

Resolution No.	4	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Mr. Deb	narayan Bhattacha	rya (holding DIN 0	0033553) as an Ind	ependent Director	for five consecutive	e years.		
Whether promoter/ promoter group are						Ĺ				
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	E-Voting		5,58,52,489	100.00	5,58,52,489	0		0.00		
Promoter and Promoter Group	Poll	5,58,52,489	0	0.00	0	0	0.00	0.00		
· ·	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00		
	E-Voting		94,73,303	67.18	94,73,303	0	100.00	0.00		
Public- Institutions	Poll	1,41,02,262	0	0.00	0	0	0.00	0.00		
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00		
	E-Voting		34,04,036	3.56	34,03,181	855	99.97	0.03		
Public- Non Institutions	Poll	9,54,93,804	12,926	0.01	12,926	0	100.00	0.00		
	Tabal	1	34,16,962	3.58	34,16,107	855	99.98	0.03		
	Total									
	Total	16,54,48,555	6,87,42,754	41.55	6,87,41,899	855	100.00	0.00		
		16,54,48,555		41.55	6,87,41,899	855	100.00	0.00		
Resolution No.		16,54,48,555		41.55	6,87,41,899	855	100.00	0.00		
Resolution No.	Total 5	•	6,87,42,754				•			
	Total 5 SPECIAL - Continu	16,54,48,555 ation of Mr. Debna	6,87,42,754				•			
Resolution required: (Ordinary/ Special)	Total 5	•	6,87,42,754				•			
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total 5 SPECIAL - Continu of 5 years.	•	6,87,42,754				•			
Resolution required: (Ordinary/ Special)	Total 5 SPECIAL - Continu	•	6,87,42,754				•			
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total 5 SPECIAL - Continu of 5 years.	•	6,87,42,754				•			
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total 5 SPECIAL - Continu of 5 years.	•	6,87,42,754	as an Independen			the age of 75 years	during the tenure		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total 5 SPECIAL - Continu of 5 years.	•	6,87,42,754	as an Independen			the age of 75 years	during the tenure		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total 5 SPECIAL - Continu of 5 years.	ation of Mr. Debna	6,87,42,754	as an Independen % of Votes Polled on outstanding	t Director notwiths	itanding he attains	the age of 75 years	during the tenure		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Total 5 SPECIAL - Continu of 5 years. No	ation of Mr. Debna	6,87,42,754 rayan Bhattacharya No. of votes	% of Votes Polled on outstanding shares	t Director notwiths	itanding he attains	the age of 75 years % of Votes in favour on votes polled	during the tenure % of Votes against on votes polled		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total 5 SPECIAL - Continu of 5 years. No Mode of Voting	ation of Mr. Debna	6,87,42,754 rayan Bhattacharya No. of votes polled (2) 5 58 52 489	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	t Director notwiths No. of Votes – in favour (4)	itanding he attains	the age of 75 years % of Votes in favour on votes polled (6)=[(4)/(2)]*100	during the tenure % of Votes against on votes polled (7)=[(5)/(2)]*100		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total 5 SPECIAL - Continu of 5 years. No Mode of Voting E-Voting	ation of Mr. Debna	6,87,42,754 rayan Bhattacharya No. of votes polled (2) 5 58 52 489	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 100.00	t Director notwiths No. of Votes – in favour (4)	tanding he attains	the age of 75 years % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00	during the tenure % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Total 5 SPECIAL - Continu of 5 years. No Mode of Voting	ation of Mr. Debna	6,87,42,754 rayan Bhattacharya No. of votes polled (2) 5,58,52,489 0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	t Director notwiths No. of Votes – in favour (4) 5,58,52,489 0	tanding he attains	the age of 75 years % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.00	during the tenure % of Votes against on votes polled (7)=[(5)/(2)]*100		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total SPECIAL - Continu of 5 years. No Mode of Voting E-Voting Poll Total	No. of shares held (1) 5,58,52,489	6,87,42,754 rayan Bhattacharya No. of votes polled (2) 5,58,52,489 0 5,58,52,489 94,73,303	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.00 100.00 100.00	t Director notwiths No. of Votes – in favour (4) 5,58,52,489 0 5,58,52,489	tanding he attains No. of Votes – against (5) 0 0	the age of 75 years % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.00 100.00	. during the tenure % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total S SPECIAL - Continu of 5 years. No Mode of Voting E-Voting Poll	ation of Mr. Debna	6,87,42,754 rayan Bhattacharya No. of votes polled (2) 5,58,52,489 0 5,58,52,489 94,73,303	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.00	t Director notwiths No. of Votes – in favour (4) 5,58,52,489 0	tanding he attains No. of Votes – against (5) 0 0 0	the age of 75 years % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.00 100.00	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total 5 SPECIAL - Continue of 5 years. No Mode of Voting E-Voting Poll Total E-Voting Poll	No. of shares held (1) 5,58,52,489	6,87,42,754 rayan Bhattacharya No. of votes polled (2) 5,58,52,489 0 5,58,52,489 94,73,303 0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.00 100.00 67.18 0.00	No. of Votes – in favour (4) 5,58,52,489 94,73,303 0	tanding he attains No. of Votes – against (5) 0 0 0	the age of 75 years % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00 0.00	during the tenure % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total S SPECIAL - Continu of 5 years. No Mode of Voting E-Voting Poll Total E-Voting Poll Total Total	ation of Mr. Debna No. of shares held (1) 5,58,52,489	6,87,42,754 rayan Bhattacharya No. of votes polled (2) 5,58,52,489 94,73,303 94,73,303 34,03,901	as an Independen % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 100.00 0.00 000 67.18	t Director notwiths No. of Votes – in favour (4) 5,58,52,489 0 5,58,52,489 94,73,303 0 94,73,303	No. of Votes – against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	the age of 75 years % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00	during the tenure % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.000 0.000 0.000		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Total 5 SPECIAL - Continu of 5 years. No Mode of Voting E-Voting Poll Total E-Voting Poll Total E-Voting Poll Total E-Voting Poll Total E-Voting	No. of shares held (1) 5,58,52,489	6,87,42,754	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 000 0.000 100.00 67.18 0.000 67.18 3.56	t Director notwiths No. of Votes – in favour (4) 5,58,52,489 94,73,303 0 94,73,303 34,01,969	tanding he attains No. of Votes – against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	the age of 75 years % of Votes in favour on votes polled (6)=((4)/(2)]*100 0.00 100.00 100.00 100.00 99.94	. during the tenure % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total S SPECIAL - Continu of 5 years. No Mode of Voting E-Voting Poll Total E-Voting Poll Total Total	ation of Mr. Debna No. of shares held (1) 5,58,52,489	6,87,42,754 rayan Bhattacharya No. of votes polled (2) 5,58,52,489 94,73,303 94,73,303 34,03,901	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.00 0.00 67.18 0.00 67.18	t Director notwiths No. of Votes – in favour (4) 5,58,52,489 0 5,58,52,489 94,73,303 0 94,73,303	tanding he attains No. of Votes – against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	the age of 75 years % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.00 100.00 100.00 0.00 100.00	during the tenure % of Votes against on votes polled (7)=[(5)/(2))*100 0.00 0.00 0.00 0.00 0.00 0.00		

Resolution No.	6]
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Resolution required: (Ordinary/ Special)	SPECIAL - Continu	ation of Mr. Vilas R	. Gupte as a Non-Ex	ecutive Non-Indep	pendent Director no	otwithstanding he a	attains the age of 7	5 years.
Whether promoter/ promoter group are								
interested in the agenda/resolution?	No							
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares		shares		No. of Votes –	polled	polled
Category	Mode of Voting	held (1)		(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	5,58,52,489	5,58,52,489	100.00	- / / - /		100.00	0.00
Promoter and Promoter Group	Poll	5,50,52,105	0	0.00	0	0	0.00	0.00
	Total		5,58,52,489	100.00			100.00	0.00
	E-Voting	1,41,02,262	94,73,303	67.18	- , -,	2,44,829	97.42	2.58
Public- Institutions	Poll	1,41,02,202	0	0.00	-	0	0.00	0.00
	Total		94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
	E-Voting	9,54,93,804	23,46,726	2.46	- / - / -	1,049	99.96	0.04
Public- Non Institutions	Poll	5,51,55,661	12,926	0.01	12,726	200	98.45	1.55
	Total		23,59,652	2.47			99.95	0.05
	Total	16,54,48,555	6,76,85,444	40.91	6,74,39,366	2,46,078	99.64	0.36
Resolution No.	7							
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	ORDINARY - Paym	ent of Commission	to the Non-Executi	ve Directors for a 1	further period of fiv	/e years from 1 Sep	tember, 2019.	
interested in the agenda/resolution?	Vee							
Interested in the agenda/resolution?	Yes							
								0/ of Votos
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares		shares	No. of Votes – in		polled	polled
Category	Mode of Voting	held (1)		(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	5,58,52,489	5,49,92,329	98.46		0		0.00
Promoter and Promoter Group	Poll		0	0.00	-	0	0.00	0.00
	Total		5,49,92,329	98.46			100.00	0.00
	E 1 4 11	1	0.1 70.000				100.00	
	E-Voting	1,41,02,262	94,73,303	67.18	- , -,	0	100.00	0.00
Public- Institutions	Poll	1,41,02,262	0	0.00	0	0	0.00	0.00
Public- Institutions	Poll Total	1,41,02,262	0 94,73,303	0.00	0 94,73,303	0	0.00	0.00 0.00 0.00
	Poll Total E-Voting	9,54,93,804	0 94,73,303 23,46,811	0.00 67.18 2.46	0 94,73,303 23,45,153	-	0.00 100.00 99.93	0.00 0.00 0.00 0.07
Public- Institutions Public- Non Institutions	Poll Total E-Voting Poll		0 94,73,303 23,46,811 12,926	0.00 67.18 2.46 0.01	0 94,73,303 23,45,153 12,921	0 0 1,658 5	0.00 100.00 99.93 99.96	0.00 0.00 0.00 0.07 0.04
	Poll Total E-Voting		0 94,73,303 23,46,811 12,926 23,59,737	0.00 67.18 2.46	0 94,73,303 23,45,153 12,921 23,58,074	0 0 1,658 5 1,663	0.00 100.00 99.93	0.00 0.00 0.00 0.07

Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratifi	RDINARY - Ratification of payment of remuneration to Ms Kishore Bhatia & Associates, Cost Auditors, Mumbai, for FY 2019-20.								
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	E-Voting	5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00		
Promoter and Promoter Group	Poll	5,58,52,489	0	0.00	0	0	0.00	0.00		
	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00		
	E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00		
Public- Institutions	Poll	1,41,02,202	0	0.00	0	0	0.00	0.00		
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00		
	E-Voting	9,54,93,804	34,03,866	3.56	34,03,712	154	100.00	0.00		
Public- Non Institutions	Poll	9,54,93,804	12,926	0.01	12,926	0	100.00	0.00		
	Total		34,16,792	3.58	34,16,638	154	100.00	0.00		
	Total	16,54,48,555	6,87,42,584	41.55	6,87,42,430	154	100.00	0.00		

For NOCIL LIMITED

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H. A. Mafatlal Executive Chairman DIN: 00009872

MAKARAND M. JOSHI & CO.

Company Secretaries Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Report of Scrutinizer for E-voting

То

Hrishikesh Arvind Mafatlal **Executive Chairman**

of 57th Annual General Meeting (AGM) of the shareholders of NOCIL Limited (having its Registered Office at Mafatlal House, H. T. Parekh Marg, Backbay Reclamation Churchgate Mumbai 400020), held on Tuesday, 30th July, 2019 at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

Re: Scrutinizer's Report on (remote) voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014

I, Makarand M. Joshi, Partner of Makarand M. Joshi & Co., Practicing Company Secretary appointed as Scrutinizer to conduct the (remote) voting by way of electronic means in accordance with Section 108 of Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:

- 1. Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Electronic copy of the Notice convening the 57th Annual General Meeting (AGM) of the Company and the Annual Report along with the process of remote e-voting and Attendance slip & Proxy form were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the AGM of the Company, along with the Annual Report, the process of remote e-voting and Attendance slip & Proxy form were sent to the shareholders in the permitted mode.
- 2. The (remote) e-voting period commenced on Thursday, 25th July, 2019 at 9.00 a.m. and ended on Monday, 29th July, 2019 at 5.00 p.m.
- 3. Accordingly, the (remote) electronic votes cast were taken into account and at the end of this voting period, on 29th July, 2019, the Karvy Fintech Private Limited (Karvy) portal was blocked for voting.
- 4. The votes cast were unblocked in the presence of two witnesses on 29th July, 2019.
- 5. The register, in accordance with Rule 20 (4) (xiv) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders and number of shares held by them. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the year ended 31st March 2019 and the Balance Sheet as at 31st March 2019 and the Reports of the Directors and the Auditors thereon:

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		5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	93,97,126	66.64	93,97,126	0	100.00	0.00
Public- Non Institutions		9,54,93,804	34,04,036	3.56	34,04,026	10	100.00	0.00
	Total	16,54,48,555	6,86,53,651	41.50	6,86,53,641	10	100.00	0.00

Resolution Item No. 2 - Ordinary Resolution:

To declare dividend on Equity Shares

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		5,58,52,489	55,852,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	94,73,30	0	100.00	0.00
Public- Non Institutions		9,54,93,804	34,04,036	3.56	34,03,984	52	100.00	0.00
	Total	16,54,48,555	68,729,828	41.54	68,729,776	52	100.00	0.00

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Vilas R. Gupte (holding DIN: 00011330), who retires by rotation and being eligible offers himself for reappointment.

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		5,58,52,489	55,852,489	100.00	55,852,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	9,473,303	67.18	9,228,474	244,829	97.42	2.58
Public- Non Institutions		9,54,93,804	3,404,036	3.56	3,404,005	31	100.00	0.00
	Total	16,54,48,555	68,729,828	41.54	68,484,968	244,860	99.64	0.36

Resolution Item No. 4 - Ordinary Resolution:

Appointment of Mr. Debnarayan Bhattacharya (holding DIN: 00033553) as an independent director for five consecutive years:

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		5,58,52,489	55,852,489	100.00	55,852,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions		9,54,93,804	34,04,036	3.56	34,03,181	855	99.97	0.03
	Total	16,54,48,555	6,87,29,828	41.54	6,87,29,828	855	100.00	0.00

Resolution Item No. 5 - Special Resolution:

Continuation of Mr. Debnarayan Bhattacharya (holding DIN: 00033553) as an independent director notwithstanding he attains the age of 75 years during his tenure of 5 Years.

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		5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions		9,54,93,804	34,03,901	3.56	34,01,969	1,932	99.94	0.06
	Total	16,54,48,555	6,87,29,693	41.54	6,87,27,761	1,932	100.00	0.00

Resolution Item No. 6 - Special Resolution:

Mr. Vilas R. Gupte (holding DIN: 00011330) be continued as a Non-Executive Non- Independent Director of the Company liable to retire by rotation, notwithstanding that on 9 September, 2019 he attains the age of 75 years"

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		5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
Public- Non Institutions		9,54,93,804	23,46,726	2.46	23,45,677	1,049	99.96	0.04
	Total	16,54,48,555	6,76,72,518	40.90	6,74,26,640	2,45,878	99.64	0.36

Resolution Item No. 7 - Ordinary Resolution:

Payment of Commission to the Non-Executive Directors for a further period of five from 1 September, 2019.

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		5,58,52,489	5,49,92,329	98.46	5,49,92,329	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions		9,54,93,804	23,46,811	2.46	23,45,153	1,658	99.93	0.07
	Total	16,54,48,555	6,68,12,443	40.38	6,68,10,785	1,658	100.00	0.00

Resolution Item No. 8 - Ordinary Resolution:

Ratification of payment of remuneration to M/s Kishore Bhatia & Associates, Cost Auditors, Mumbai, for FY 2019-20.

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		5,58,52,489	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public- Institutions	E-Voting	1,41,02,262	9,473,303	67.18	94,73,303	0	100.00	0.00
Public- Non Institutions		9,54,93,804	3,403,866	3.56	34,03,712	154	100.00	0.00
	Total	16,54,48,555	68,729,658	41.55	6,87,29,504	154	100.00	0.00

It is to be noted that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.

2. The votes cast does not include invalid votes and abstained voting in particular resolutions.

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

MAKARAND MADHUSU DAN JOSH DAN JOSH

Makarand M. Joshi Partner CP No. 3662 Place: Mumbai Date: 31.07.2019

For NOCIL Limited

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H. A. Mafatlal Executive Chairman DIN: 00009872 Place: Mumbai Date: 31.07.2019

MAKARAND M. JOSHI & CO. Company Secretaries

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

FORM No. MGT-13

Report of Scrutinizer

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

То

Hrishikesh Arvind Mafatlal Executive Chairman

Of 57th Annual General Meeting of the shareholders of **NOCIL Limited** (having its Registered Office at Mafatlal House H T Parekh Marg Backbay Reclamation Churchgate Mumbai 400020), held on Tuesday, 30th July, 2019 at Rama & Sundri Watumull Auditorium, K.C. College, Visyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

Sir,

I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretary was appointed as Scrutinizer for the purpose of the vote taken on the below mentioned resolutions, at the Annual General Meeting (AGM) of the shareholders of the Company, held on Tuesday, 30th July, 2019 at Rama & Sundri Watumull Auditorium, K.C. College, Visyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai 400020, submit our report as under:

- A. After the time fixed for closing of vote by poll at AGM by the Chairman, votes cast were 'closed' by us.
- B. The votes cast were unblocked in the presence of two witnesses on Tuesday, 30th July, 2019. The votes were reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company, Karvy Fintech Private Limited and the authorizations/ proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting i.e. on remote e-voting as well as voting by poll provided at the AGM venue.
- C. The result of the voting by Poll at AGM is as under:

1. Resolution Item No. 1 - Ordinary Resolution

To receive, consider and adopt the audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the year ended 31 March 2019 and the Balance Sheet as at 31 March 2019 and the Reports of the Directors and the Auditors thereon

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

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
39	12,926	100%

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

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
0	0	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid	5
0	0

2. Resolution Item No. 2 - Ordinary Resolution

To declare dividend on Equity Shares

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
39	12,926	100%

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
0	0	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid	5	
0	0	

3. Resolution Item No. 3 - Ordinary Resolution

To appoint a Director in place of Mr. Vilas R. Gupte (holding DIN: 00011330), who retires by rotation and being eligible offers himself for re-appointment.

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
39	12,926	100%

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
0	0	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid	5
0	0

4. Resolution Item No. 4 - Ordinary Resolution

Appointment of Mr. Debnarayan Bhattacharya (holding DIN: 00033553) as an independent director for five consecutive years.

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
39	12,926	100%

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
0	0	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid	5
0	0

5. Resolution Item No. 5 - Special Resolution

Continuation of Mr. Debnarayan Bhattacharya as an Independent Director notwithstanding he attains the age of 75 years during the tenure of 5 years.

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
39	12,926	100%

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
0	0	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid	5
0	0

6. Resolution Item No. 6 - Special Resolution

Mr. Vilas R. Gupte (holding DIN: 00011330) be continued as a Non-Executive Non-Independent Director of the Company liable to retire by rotation, notwithstanding that on 9 September, 2019 he attains the age of 75 years".

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

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
38	12,726	100%

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

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
1	200	100.00%

Total number of members (in person or by proxy) whose votes were declared invalid	5
0	0

7. Resolution Item No. 7 - Ordinary Resolution

Payment of Commission to the Non-Executive Directors for a further period of five from 1 September, 2019.

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

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
38	12,921	100.00%

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

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
1	5	100.00%

Total number of members (in person or by proxy) whose votes were declared invalid	5
0	0

8. Resolution Item No. 8 - Ordinary Resolution

Ratification of payment of remuneration to M/s Kishore Bhatia Associates, Cost Auditors, Mumbai, for FY 2019-20.

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

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
39	12,926	100%

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

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
0	0	0.00%

(c) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	5
0	0

D. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" each resolution is enclosed.

It is to be noted that:

- 1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
- 2. The votes cast does not include invalid votes and abstained voting in particular resolutions.
- E. All relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

For Makarand M. Joshi & Co.,

Practicing Company Secretaries MAKARAND MADHUSUDA N JOSHI N JOSHI

Makarand M. Joshi Partner CP No. 3662 Place: Mumbai Date: 31.07.2019

For NOCIL Limited



H. A. Mafatlal Executive Chairman DIN: 00009872 Place: Mumbai Date: 31.07.2019

MAKARAND M. JOSHI & CO. Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Consolidated Report of Scrutinizer on Remote e-voting and voting at the 57th Annual General Meeting

То

Hrishikesh Arvind Mafatlal Executive Chairman

of 57th Annual General Meeting (AGM) of the shareholders of NOCIL Limited (having its Registered Office at Mafatlal House H. T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai 400020), held on Tuesday, 30th July, 2019 at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

Re: Scrutinizer's Report on voting through Remote E-voting and voting at the AGM venue in terms of provisions of the Companies Act, 2013 read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 10th May, 2019 to conduct the following:
 - (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) Voting at the AGM (Poll) under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 57th AGM held on Tuesday, 30th July, 2019.
- B. The Company had availed the remote e-voting facility provided by Karvy Fintech Private Limited (Karvy) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Thursday, 25th July, 2019 at 9.00 a.m. and ended on Monday, 29th July, 2019 at 5.00 p.m. and the Karvy remote e-voting platform was unblocked thereafter.
- C. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting at the AGM. I have issued separate Scrutinizer's Report dated 31st July, 2019.

- D. After closure of the voting at the AGM, the report on voting done at the AGM was generated in my presence and diligently scrutinized.
- E. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.
- F. The report on poll done at the AGM was generated in my presence along with Mr. Omkar Dindorkar and Mr. Abhishek Gupta.

Date of AGM	30th July, 2019
Total number of shareholders on record	1,44,825
date (i.e. as on Tuesday, 23 rd July , 2019)	
No. of shareholders present in the meeting	either in person or through proxy:
Promoter and Promoter group	16
D 11	4.44
Public	141
No. of shareholders attended the meeting t	hrough Video Conferencing
ive of shareholders attended the meeting t	mough video comerchenig.
Promoter and Promoter group	Not Applicable
Public	Not Applicable

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the year ended 31st March 2019 and the Balance Sheet as at 31st March 2019 and the Reports of the Directors and the Auditors thereon

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)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	Remote E- Voting		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Promoter	Poll	5,58,52,489	0	0.00	0	0	0.00	0.00
Group	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-	Remote E- Voting	1 41 00 000	93,97,126	66.64	93,97,126	0	100.00	0.00
Institutions	Poll	1,41,02,262	0	0.00	0	0	0.00	0.00
	Total		93,97,126	66.64	93,97,126	0	100.00	0.00
Public- Non	Remote E- Voting	0.54.02.004	34,04,036	3.56	34,04,026	10	100.00	0.00
Institutions	Poll	9,54,93,804	12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,952	10	100.00	0.00
	Total	16,54,48,555	6,86,66,577	41.50	6,86,66,567	10	100.00	0.00

Resolution Item No. 2 - Ordinary Resolution:

To declare dividend on Equity Shares

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)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	Remote E- Voting		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Promoter	Poll	5,58,52,489	0	0.00	0	0	0.00	0.00
Group	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-	Remote E- Voting	1 11 00 0(0	94,73,303	67.18	94,73,303	0	100.00	0.00
Institutions	Poll	1,41,02,262	0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non	Remote E- c- Non Voting	0.54.02.004	34,04,036	3.56	34,03,984	52	100.00	0.00
Institutions	Poll	9,54,93,804	12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,910	52	100.00	0.00
	Total	16,54,48,555	6,87,42,754	41.55	6,87,42,702	52	100.00	0.00

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Vilas R. Gupte (holding DIN: 00011330), who retires by rotation and being eligible offers himself for reappointment.

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)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	Remote E- Voting		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Promoter	Poll	5,58,52,489	0	0.00	0	0	0.00	0.00
Group	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-	Remote E- Voting	1 41 00 0(0	94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
Institutions	Poll	1,41,02,262	0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
Public- Non	Remote E- Voting	0.54.02.004	34,04,036	3.56	34,04,005	31	100.00	0.00
Institutions	Poll	9,54,93,804	12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,931	31	100.00	0.00
	Total	16,54,48,555	6,87,42,754	41.55	6,84,97,894	2,44,860	99.64	0.36

Resolution Item No. 4 - Ordinary Resolution:

Appointment of Mr. Debnarayan Bhattacharya (holding DIN: 00033553) as an independent director for five consecutive years:

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)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	Remote E- Voting		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Promoter	Poll	5,58,52,489	0	0.00	0	0	0.00	0.00
Group	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-	Remote E- Voting	1 11 00 0 00	94,73,303	67.18	94,73,303	0	100.00	0.00
Institutions	Poll	1,41,02,262	0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non	ic- Non Remote E-	0 54 02 004	34,04,036	3.56	34,03,181	855	99.97	0.03
Institutions	Poll	9,54,93,804	12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,962	3.58	34,16,107	855	99.98	0.03
	Total	16,54,48,555	6,87,42,754	41.55	6,87,41,899	855	100.00	0.00

Resolution Item No. 5 - Special Resolution:

Continuation of Mr. Debnarayan Bhattacharya (holding DIN: 00033553) as an independent director notwithstanding he attains the age of 75 years during his tenure of 5 Years

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)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	Remote E- Voting		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Promoter	Poll	5,58,52,489	0	0.00	0	0	0.00	0.00
Group	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-	Remote E- Voting	1 11 00 0(0	94,73,303	67.18	94,73,303	0	100.00	0.00
Institutions	Poll	1,41,02,262	0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non	Remote E- Voting	9,54,93,804	34,03,901	3.56	34,01,969	1,932	99.94	0.06
Institutions	Poll		12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,827	3.58	34,14,895	1,932	99.94	0.06
	Total	16,54,48,555	6,87,42,619	41.55	6,87,40,687	1,932	100.00	0.00

Resolution Item No. 6 - Special Resolution:

Mr. Vilas R. Gupte (holding DIN: 00011330) be continued as a Non-Executive Non- Independent Director of the Company liable to retire by rotation, notwithstanding that on 9 September, 2019 he attains the age of 75 years"

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)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	Remote E- Voting		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Promoter	Poll	5,58,52,489	0	0.00	0	0	0.00	0.00
Group	Total	Ī	5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-	Remote E- Voting		94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
Institutions	Poll	1,41,02,262	0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	92,28,474	2,44,829	97.42	2.58
Public- Non	Remote E- Voting	9,54,93,804	23,46,726	2.46	23,45,677	1,049	99.96	0.04
Institutions	Poll		12,926	0.01	12,726	200	98.45	1.55
	Total		23,59,652	2.47	23,58,403	1,249	99.95	0.05
	Total	16,54,48,555	6,76,85,444	40.91	6,74,39,366	2,46,078	99.64	0.36

Resolution Item No. 7 - Ordinary Resolution:

Payment of Commission to the Non-Executive Directors for a further period of five from 1 September, 2019.

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)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	Remote E- Voting		5,49,92,329	98.46	5,49,92,329	0	100.00	0.00
Promoter	Poll	5,58,52,489	0	0.00	0	0	0.00	0.00
Group	Total		5,49,92,329	98.46	5,49,92,329	0	100.00	0.00
Public-	Remote E- Voting	1 11 00 0 00	94,73,303	67.18	94,73,303	0	100.00	0.00
Institutions	Poll	1,41,02,262	0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non	Remote E- blic- Non Voting	0 54 02 004	23,46,811	2.46	23,45,153	1,658	99.93	0.07
Institutions	Poll	9,54,93,804	12,926	0.01	12,921	5	99.96	0.04
	Total		23,59,737	2.47	23,58,074	1,663	99.93	0.07
	Total	16,54,48,555	6,68,25,369	40.39	6,68,23,706	1,663	100.00	0.00

Resolution Item No. 8 - Ordinary Resolution:

Ratification of payment of remuneration to M/s Kishore Bhatia & Associates, Cost Auditors, Mumbai, for FY 2019-20.

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)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	Remote E- Voting		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Promoter	Poll	5,58,52,489	0	0.00	0	0	0.00	0.00
Group	Total		5,58,52,489	100.00	5,58,52,489	0	100.00	0.00
Public-	Remote E- Voting	1 11 00 0 00	94,73,303	67.18	94,73,303	0	100.00	0.00
Institutions	Poll	1,41,02,262	0	0.00	0	0	0.00	0.00
	Total		94,73,303	67.18	94,73,303	0	100.00	0.00
Public- Non	Remote E- Voting	0.54.02.004	34,03,866	3.56	34,03,712	154	100.00	0.00
Institutions	Poll	9,54,93,804	12,926	0.01	12,926	0	100.00	0.00
	Total		34,16,792	3.58	34,16,638	154	100.00	0.00
	Total	16,54,48,555	6,87,42,584	41.55	6,87,42,430	154	100.00	0.00



G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Voting at the AGM venue.

It is to be noted that:

- 1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
- 2. The votes cast does not include invalid votes and abstained voting in particular resolutions.
- 3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,

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



Makarand M. Joshi Partner CP No. 3662 Place: Mumbai Date: 31.07.2019

For NOCIL Limited



H. A. Mafatlal Executive Chairman DIN: 00009872 Place: Mumbai Date: 31.07.2019