NOCIL LIMITED

Mafatlal House, Backbay Reclamation, Mumbai - 400 020, India
T: 91 22 6636 4062 F: 9122 6636 4060 website : www.natocil.com
CIN No. L99999MH1961PLC012003 Email: investorcare@nocilindia.com

SEC/122N

1st July, 2014

The Secretary
The National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (East)
Mumbai-400 051

Dear Sir,

Sub. : Outcome of 52nd Annual General Meeting
Ref.: Voting Results (e-Voting, voting by Poll and e-voting + Poll)

This is further to our letter dated 30th June, 2014, informing you that the 52nd Annual General Meeting (AGM) of the Company was held today at Rama Watumull Auditorium, K.C. College, Churchgate, Mumbai-400020.

We now enclose herewith Announcement dated 1st July, 2014 made by Mr. H.A. Mafatlal, Chairman in respect of voting results for Resolution Nos. 1, 2 and 4 to 14; and by Mr. C.L. Jain, Chairman in respect of Resolution No.3.

The above announcements are based on the Scrutinizer's Report prepared by:

a) Mr. Hemanshu Kapadia, Practising Company Secretary and Proprietor of M/s. Hemanshu Kapadia & Associates, and
b) Mr. P.B. Shetty, Legal Consultant of the Company.

Kindly acknowledge receipt and take the same on record.

Thanking you,

Yours truly,
For NOCIL LIMITED

(V.K. Gupte)
Company Secretary

Encl: 1) Announcement dated 1.7.2014
2) Scrutinizer's Report dated 30.6.2014

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Result

Result of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Monday, June 30, 2014

On the basis of the Scrutinizer's Report for the Electronic Voting dated June 30, 2014 and the Scrutinizers' Report dated June 30, 2014 for the Poll at the Annual General Meeting held on Monday, June 30, 2014 at 2.30 p.m. at Rama Watumull Auditorium K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400 020, the summary of which is mentioned hereunder, the Chairman announced the results of voting on Tuesday, July 1, 2014 that all the Resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 14 in the Notice of the 52nd Annual General Meeting of the Company have been duly passed by the requisite majority.

Resolution Nos. as given in the notice of 52nd Annual General Meeting	Particulars of Votes Cast							Result Declared
		Electronic Voting*		Poll		Voting Result		
		Nos. (A)	%	Nos. (B)	%	Nos. (A)+(B)	%	
Ordinary Business								
1. Ordinary Resolution for adoption of financial statements for the year ended 31st March 2014	Votes cast in favour	62926	67.81	59891537	100	59954463	99.95	Approved by requisite majority
	Votes cast against	29878	32.19	0	0	29878	0.05	
	Invalid Votes	0	0	80	0.00	80	0.00	
2. Ordinary Resolution to declare dividend on equity shares	Votes cast in favour	64116	99.53	59891537	100	59955653	99.99	Approved by requisite majority
	Votes cast against	300	0.47	0	0	300	0.01	
	Invalid votes	0	0	80	0.00	80	0.00	
3. Ordinary resolution to re-appoint Mr. H.A. Mafatlal, who retires by rotation	Votes cast in favour	57666	62.75	59891537	100	59949203	99.94	Approved by requisite majority
	Votes cast against	34238	37.25	0	0	34238	0.06	
	Invalid votes	0	0	80	0.00	80	0.00	
4. Ordinary resolution to appoint M/s. Deloitte Haskins and Sells LLP as Statutory Auditors	Votes cast in favour	59679	65.23	59891467	100	59951146	99.94	Approved by requisite majority
	Votes cast against	31818	34.77	0	0	31818	0.06	
	Invalid votes	0	0	80	0.00	80	0.00	
Special Business								
5. Ordinary Resolution to appoint Mr. S.R. Deo, as Director of the Company	Votes cast in favour	59771	65.04	59891537	100	59951308	99.94	Approved by requisite majority
	Votes cast against	32133	34.96	0	0	32133	0.06	
	Invalid votes	0	0	80	0.00	80	0.00	

6. Ordinary Resolution to appoint Mr. S.R. Deo, as Executive Director and President (Technical) of the Company	Votes cast in favour	34571	37.70	59891537	100	59926108	99.90	Approved by requisite majority
	Votes cast against	57133	62.30	0	0	57133	0.10	
	Invalid votes	0	0	80	0.00	80	0.00	
7. Ordinary Resolution to appoint Mr. C. L. Jain, as Independent Director of the Company	Votes cast in favour	59306	70.04	59891537	100	59950843	99.96	Approved by requisite majority
	Votes cast against	25372	29.96	0	0	25372	0.04	
	Invalid votes	0	0	80	0.00	80	0.00	
8. Ordinary Resolution to appoint Mr. N. Sankar, as Independent Director of the Company	Votes cast in favour	59831	65.27	59891537	100	59951368	99.95	Approved by requisite majority
	Votes cast against	31833	34.73	0	0	31833	0.05	
	Invalid votes	0	0	80	0.00	80	0.00	
9. Ordinary Resolution to appoint Mr. Rohit Arora, as Independent Director of the Company	Votes cast in favour	59826	64.74	59891537	100	59951363	99.95	Approved by requisite majority
	Votes cast against	32578	35.26	0	0	32578	0.05	
	Invalid votes	0	0	80	0.00	80	0.00	
10. Ordinary Resolution to appoint Mr. D.N. Mungale, as Independent Director of the Company	Votes cast in favour	58651	63.90	59891537	100	59950188	99.94	Approved by requisite majority
	Votes cast against	33133	36.10	0	0	33133	0.06	
	Invalid votes	0	0	80	0.00	80	0.00	
11. Ordinary Resolution to appoint Mr. P.V. Bhide, as Independent Director of the Company	Votes cast in favour	59170	64.24	59891537	100	59950707	99.95	Approved by requisite majority
	Votes cast against	32933	35.76	0	0	32933	0.05	
	Invalid votes	0	0	80	0.00	80	0.00	
12. Special Resolution authorizing the payment of Commission	Votes cast in favour	51471	56.23	59891537	100	59943008	99.93	Approved by requisite majority
	Votes cast against	40058	43.77	0	0	40058	0.07	
	Invalid votes	0	0	80	0.00	80	0.00	
13. Ordinary Resolution to approve payment of remuneration to	Votes cast in favour	57325	64.19	59891537	100	59948862	99.95	Approved by requisite majority
	Votes cast against	31978	35.81	0	0	31978	0.05	

Cost Auditors	Invalid votes	0	0	80	0.00	80	0.00	
14. Ordinary Resolution to give consent to Board to borrow money not exceeding Rs.1000 Crs	Votes cast in favour	57486	60.83	59891537	100	59949023	99.94	Approved by requisite majority
	Votes cast against	37018	39.17	0	0	37018	0.06	
	Invalid votes	0	0	80	0.00	80	0.00	

*Note: In terms of the output received from NSDL the number of 'Not voted' cases have been excluded from the above calculation.

H. A. Mafatlal
Chairman
(except for the Resolution No. 3)
NOCIL Ltd.
DIN 00009872

Place: Mumbai
Dated: July 1, 2014

C. L. Jain
Chairman
(For the Resolution No. 3)
NOCIL Ltd.
DIN 00102910

Place: Mumbai
Dated: July 1, 2014

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3
Lamington Road, Mumbai -400 008
Tel 6631 0888, Telefax 6631 4830
E-mail: hemanshu@hkacs.com

SCRUTINIZER'S REPORT

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of 52nd Annual General Meeting of the members of
NOCIL Limited (the Company) to be held on the 30th day of June, 2014 at 2.30 p.m. at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.

Dear Sir,

1. I, Hemanshu Kapadia of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed by the Board of Directors of NOCIL Ltd. (the Company) as a Scrutiniser for the purpose of scrutinising the 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) on the resolutions contained in the notice to the 52nd Annual General Meeting (AGM) of the members of the Company, to be held on the 30th day of June, 2014 at 2.30 p.m. at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.

2. The management of the Company is responsible to ensure the 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 52nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutiniser for the 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 NSDL, the authorized agency to provide e-voting facilities, engaged by the Company.

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

i. The e-voting period remained open from Tuesday, 24th June 2014 (9.00 AM) to Thursday, 26th June 2014 (6.00 PM)

ii. The members of the Company as on the "cut-off" date i.e. 23rd May 2014 were entitled to vote on the resolutions (items no. 1 to 14 as set out in the notice of the 52nd AGM of the Company)

iii. The votes cast were unblocked on 27th June 2014 in the presence of two witnesses, Ms. Preeti Bhangle and Ms. Nikita Torka who are not in the employment of the

C.P. No. 2285

Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Preeti Bhangle

Name: Nikita Torka

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 NSDL i.e. evotin.nsdl.com and based on such reports generated, the result of the e-voting is as under:

(a) Resolution No. 1: Adoption of Audited Statement of Profit and loss. Cash Flow Statement of the Company for the year ended 31st March 2014 and the Balance Sheet as at 31st March 2014 and the Report of the Directors and 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
80	62926	67.81

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	29878	32.19

(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:

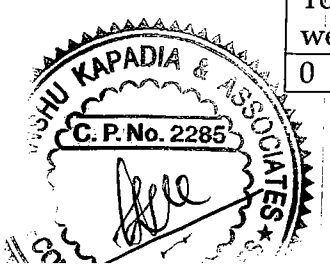
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
80	64116	99.53

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	300	0.47

(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**: Re-appointment of Mr. H.A. Mafatlal 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
70	57666	62.75

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	34238	37.25

(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**: Appointment and remuneration of M/s. Deloitte Haskins and Sells LLP, as Statutory 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
73	59679	65.23

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	31818	34.77

(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: Appointment of Mr. S.R. Deo as Director 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
71	59771	65.04

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	32133	34.96

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(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**: ORDINARY RESOLUTION: Terms of Appointment to Mr. S.R. Deo as Executive Director 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
68	34571	37.70

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	57133	62.30

(iii) **Invalid** votes:

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

(iv) **Resolution No. 7**: ORDINARY RESOLUTION: Appointment of Mr. C.L. Jain as an Independent 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
72	59306	70.04

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	25372	29.96

(iii) **Invalid** votes:

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

(g) **Resolution No. 8**: ORDINARY RESOLUTION: Appointment of Mr. N. Sankar as an Independent 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
70	59831	65.27

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	31833	34.73

(iii) **Invalid** votes:

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

(h) **Resolution No. 9**: ORDINARY RESOLUTION: Appointment of Mr. Rohit Arora as an Independent 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
73	59826	64.74

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	32578	35.26

(iii) **Invalid** votes:

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

(i) **Resolution No. 10**: ORDINARY RESOLUTION: Appointment of Mr. D.N. Mungale as an Independent 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
68	58651	63.90

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	33133	36.10

(iii) **Invalid** votes:

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

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(j) **Resolution No. 11**: ORDINARY RESOLUTION: Appointment of Mr. P.V. Bhide as an Independent 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
69	59170	64.24

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	32933	35.76

(iii) **Invalid** votes:

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

(k) **Resolution No. 12**: SPECIAL RESOLUTION: Payment of Commission to Non-Executive Directors 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
61	51471	56.23

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
18	40058	43.77

(iii) **Invalid** votes:

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

(l) **Resolution No. 13**: ORDINARY RESOLUTION: Payment of Remuneration to M/s. Kishore Bhatia & Associates as Cost Auditors.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
73	57325	64.19

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	31978	35.81

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(iii) **Invalid** votes:

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

(m) **Resolution No. 14**: ORDINARY RESOLUTION: Borrowings from Banks and Financial Institutions in excess of paid up capital and free reserves 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
69	57486	60.83

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	37018	39.17

(iii) **Invalid** votes:

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

Thanking you,

Yours faithfully,

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

HEMANSHU KAPADIA & ASSOCIATES
C. P. No. 2285
COMPANY SECRETARIES

Place: Mumbai
Dated: 30th June 2014

REPORT OF SCRUTINIZERS

[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.: **52nd Annual General Meeting of the Equity Shareholders of NOCIL LIMITED held on 30th June, 2014 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. B. Shetty, Legal Consultant of Mumbai were appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolutions, at the 52nd Annual General Meeting of the Equity Shareholders of NOCIL LIMITED, held on Monday, 30th June, 2014, at 2.30 p.m. at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020We 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 were two poll papers bearing serial no. 4 and 66 covering 80 shares, which were otherwise found defective, have been treated as invalid and kept separately.

4. The result of the Poll is as under:

(a) Resolution No. 1: Adoption of Audited Statement of Profit and loss. Cash Flow Statement of the Company for the year ended 31st March 2014 and the Balance Sheet as at 31st March 2014 and the Report of the Directors and 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
64	5,98,91,537	100.00

(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

HEMANSHU KAPADIA & ASSOCIATES C. P. No. 2285

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid.	Total number of votes cast by them.
2	80

(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
64	5,98,91,537	100.00

(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.
2	80

(c) Resolution No.3: Re-appointment of Mr. H.A. Mafatlal as a Director who retires by rotation.

(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
64	5,98,91,537	100.00

(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.
2	80

(d) Resolution No. 4: Appointment and remuneration of M/s. Deloitte Haskins and Sells LLP, as Statutory 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
	5,98,91,467	100.00

HEMANSHU KAPADIA & ASSOCIATES C. P. No. 2285

(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.
2	80

(e) Resolution No. 5: ORDINARY RESOLUTION: Appointment of Mr. S.R. Deo as Director 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
64	5,98,91,537	100.00

(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.
2	80

(f) Resolution No. 6: ORDINARY RESOLUTION: Appointment of Mr. S.R. Deo as Executive Director of the Company and payment of remuneration.

(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
64	5,98,91,537	100.00

(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.
	80

HEMANGINI KAPADIA & ASSOCIATES C.P. No. 2285

(g) Resolution No. 7: ORDINARY RESOLUTION: Appointment of Mr. C. L. Jain as an Independent 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
64	5,98,91,537	100.00

(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.
2	80

(h) Resolution No. 8: ORDINARY RESOLUTION: Appointment of Mr. N. Sankar as an Independent 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
64	5,98,91,537	100.00

(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.
2	80

(i) Resolution No. 9: ORDINARY RESOLUTION: Appointment of Mr. Rohit Arora as an Independent 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
64	5,98,91,537	100.00

MANSHU KAPADIA & ASSOCIA
C. P. No. 2285

(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.
2	80

(j) Resolution No. 10: ORDINARY RESOLUTION: Appointment of Mr. D. N. Mungale as an Independent 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
64	5,98,91,537	100.00

(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.
2	80

(k) Resolution No. 11: ORDINARY RESOLUTION: Appointment of Mr. P. V. Bhide as an Independent 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
64	5,98,91,537	100.00

(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.
2	80

HEMANSHU KAPADIA & ASSOCIATES C. P. No. 2285

(l) Resolution No. 12: SPECIAL RESOLUTION: Payment of Commission to Non-Executive Directors 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
64	5,98,91,537	100.00

(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.
2	80

(m) Resolution No. 13: ORDINARY RESOLUTION: Payment of Remuneration to M/s. Kishore Bhatia & Associates as Cost Auditors.

(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
64	5,98,91,537	100.00

(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.
2	80

(n) Resolution No. 14: ORDINARY RESOLUTION: Borrowings from Banks and Financial Institutions in excess of paid up capital and free reserves 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
64	5,98,91,537	100.00

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(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.
2	80

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: 30th June 2014

P. B. Shetty
Scrutinizer
Legal Consultant
Folio No. P12829

Place: Mumbai
Dated: 30th June 2014

H. A. Mafatlal
Chairman
(except for the Agenda No. 3)
NOCIL Ltd.
DIN 00009872

Place: Mumbai
Dated: 1/07/14

C. L. Jain
Chairman
(For the Agenda No. 3)
NOCIL Ltd.
DIN 00102910

Place: Mumbai
Dated: 1.7.2014.

Scrutinizer's Report - Combined

To
The Chairman of 52nd Annual General Meeting of the members of
NOCIL Limited (the Company) held on June 30, 2014 at Rama Watumull Auditorium
K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400 020

Dear Sir,

1. I, Hemanshu Kapadia, a Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of NOCIL Limited (the Company) for the purpose of scrutinizing the e-voting process under 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).

2. I have issued separate Scrutinizer's Report dated June 30, 2014 **on the e-voting.**

3. We, Hemanshu Kapadia, a Company Secretary in practice and P. B. Shetty, Legal Consultant, Mumbai, have been appointed as Scrutinizers by the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 52nd Annual General Meeting (AGM) of the members of the Company, held on the 30th day of June, 2014 at Rama Watumull Auditorium K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400 020.

4. We have issued separate Scrutinizers' Report dated June 30, 2014 on **the poll** on the resolutions contained in the notice to the AGM. As requested by management we submit herewith our combined report on the result of e-voting together with that of Poll as under:-

Item no. of Notice	**Votes in favour of the resolution**		**Votes against the resolution**		**Invalid votes**	**Not voted**
	No. of shares	% of total number of valid votes cast (Favour and Against)	No. of shares	% of total number of valid votes cast (Favour and Against)	No. of shares	No. of cases
1. Adoption of Audited Accounts (Ordinary Resolution)	5,99,54,463	99.95	29,878	0.05	80	2
2. To declare dividend on equity shares (Ordinary	5,99,55,653	99.99	300	0.01	80	5

HEMANSHU KAPADIA & ASSOCIATES C. P. No. 2285

Resolution)						
3. Re-appointment of Mr. H. A. Mafatlal as a Director (Ordinary Resolution)	5,99,49,203	99.94	34,238	0.06	80	4
4. Appointment and remuneration of Statutory Auditors of the Company (Ordinary Resolution)	5,99,51,146	99.94	31,818	0.06	80	7
5. Appointment of Mr. S.R. Deo as Director of the Company (Ordinary Resolution)	5,99,51,308	99.94	32,133	0.06	80	5
6. Terms of Appointment to Mr. S.R. Deo as Executive Director of the Company (Ordinary Resolution)	5,99,26,108	99.90	57,133	0.10	80	7
7. Appointment of Mr. C.L. Jain as an Independent Director (Ordinary Resolution)	5,99,50,843	99.96	25,372	0.04	80	7
8. Appointment of Mr. N. Sankar as an Independent Director (Ordinary Resolution)	5,99,51,368	99.95	31,833	0.05	80	7
9. Appointment of Mr. Rohit Arora as an Independent Director (Ordinary Resolution)	5,99,51,363	99.95	32,578	0.05	80	4
10. Appointment of Mr. D.N. Mungale as an Independent Director (Ordinary Resolution)	5,99,50,188	99.94	33,133	0.06	80	7
11. Appointment of Mr. P.V. Bhide as an Independent Director (Ordinary Resolution)	5,99,50,707	99.95	32,933	0.05	80	7
12. Payment of Commission to Non-Executive Directors of the Company (Special Resolution)	5,99,43,008	99.93	40,058	0.07	80	7
13. Payment of Remuneration to M/s.	5,99,48,862	99.95	31,978	0.05	80	5

HEMANSHU KAPADIA & ASSOCIATES
C. P. No. 2285

Kishore Bhatia & Associates as Cost Auditors (Ordinary Resolution)						
14. Borrowings from Banks and Financial Institutions in excess of paid up capital and free reserves of the company (Ordinary Resolution)	5,99,49,023	99.94	37,018	0.06	80	1

5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 52nd Annual General Meeting (AGM) of the members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the AGM is restricted to make Scrutinizers' 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 NSDL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and Sharepro Services (India) Pvt. Ltd. (Registrar & Share Transfer Agents) also at the time of poll at AGM.

Thanking You,

Yours faithfully,

Hemanshu Kapadia
Scrutinizer for evoting and Poll
Practicing Company Secretary
C.P. No. 2285

Place: Mumbai
Date: June 30, 2014

P. B. Shetty
Scrutinizer for Poll
Legal Consultant

Place: Mumbai
Date: June 30, 2014

H. A. Mafatlal
Chairman
(except for the Resolution No. 3)
NOCIL Ltd.
DIN 00009872

Place: Mumbai
Dated: 1/7/14

C. L. Jain
Chairman
(For the Resolution No. 3)
NOCIL Ltd.
DIN 00102910

Place: Mumbai
Dated: 1.7.14.