NOCIL LIMITED

Mafatlal House, 3rd Floor, H. T. Parekh Marg, Backbay Reclamation,
Churchgate, Mumbai - 400 020, India.
Tel.: 91 22 6657 6100, 6636 4062 Fax: 91 22 6636 4060 website : www.nocil.com
CIN No. L99999MH1961PLC012003 Email. [redacted]
investors@nocil.com

SEC/122N

24th July, 2015

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

Dear Sir,

Sub. : Outcome of 53rd Annual General Meeting

Ref.: Voting Results (e-Voting, voting by Poll and e-voting + Poll)

This is further to our letter dated 14th May, 2015, informing you that the 53rd Annual General Meeting (AGM) of the Company was held today at Rama & Sundri Watumull Auditorium, K.C. College, Churchgate, Mumbai-400020.

We now enclose herewith Announcement dated 23rd July, 2015 made by Mr.H.A. Mafatlal, Chairman in respect of voting results for Resolution Nos. 1 to 2 and No.4 to 8; and by Mr. C.L. Jain, who chaired the meeting for Resolution No. 3.

The above announcements are based on the Scrutinizers' 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 23rd July, 2015
2) Scrutinizer's Report dated 23rd July, 2015

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NOCIL LIMITED

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Churchgate, Mumbai - 400 020, India.
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CIN No. L99999MH1961PLC012003 Email.: investorcare@nocil.com

Result

Result of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Thursday, 23rd July 2015:

On the basis of the Scrutiniser's Report for the Electronic Voting dated 23rd July 2015 and the Scrutinisers' Report dated 23rd July 2015 for the Poll at the Annual General Meeting held on Thursday, 23rd July 2015 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, the summary of which is mentioned hereunder, the Chairman announced the results of voting on Friday, 24th July 2015 that all the Resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 8 in the Notice of the 53rd Annual General Meeting of the Company have been duly passed by the requisite majority.

Resolution Nos. as given in the notice of 53rd 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 Audited Accounts	Votes cast in favour	713000	100	59542522	100	60255522	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid Votes	0	0	230	0	230	0	
2. Ordinary Resolution to declare dividend on equity shares	Votes cast in favour	712360	100	59542522	100	60254882	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid votes	0	0	230	0	230	0	
3. Ordinary resolution to re-appoint Mr. Vishad P. Mafatlal as a Director	Votes cast in favour	711300	99.783	58682862	100	59394162	99.997	Approved by requisite majority
	Votes cast against	1550	0.217	0	0	1550	0.003	
	Invalid votes	0	0	230	0	230	0	
4. Ordinary resolution for Ratification of appointment and remuneration of Messrs Deloitte Haskins and Sells LLP, as Statutory Auditors of the Company	Votes cast in favour	709141	99.760	59542522	100	60251663	99.997	Approved by requisite majority
	Votes cast against	1709	0.240	0	0	1709	0.003	
	Invalid votes	0	0	230	0	230	0	

Special Business								
5. Ordinary Resolution to appoint Ms. Dharmishta N. Raval as an Independent Director of the Company	Votes cast in favour	709696	99.586	59542522	100	60252218	99.995	Approved by requisite majority
	Votes cast against	2950	0.414	0	0	2950	0.005	
	Invalid votes	0	0	230	0	230	0	
6. Special Resolution to Re-appointment Mr. C.R. Gupte as Managing Director for a period of 2 (two) years with effect from 1 August 2015 and payment of remuneration	Votes cast in favour	453270	63.603	59541322	100	59994592	99.570	Approved by requisite majority
	Votes cast against	259380	36.397	0	0	259380	0.430	
	Invalid votes	0	0	230	0	230	0	
7. Special Resolution to appoint Mr. S.R. Deo as Deputy Managing Director for a period of 4 and (four) years with effect from 1 April 2015 and payment of remuneration	Votes cast in favour	453979	63.690	59542512	100	59996491	99.570	Approved by requisite majority
	Votes cast against	258817	36.310	0	0	258817	0.430	
	Invalid votes	0	0	230	0	230	0	
8. Ordinary Resolution to approve Payment of Remuneration to M/s. Kishore Bhatia & Associates, Cost Auditors	Votes cast in favour	711796	99.852	59542522	100	60254318	99.998	Approved by requisite majority
	Votes cast against	1054	0.148	0	0	1054	0.002	
	Invalid votes	0	0	230	0	230	0	

*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

NOCIL Ltd.
DIN 00009872

Place: Mumbai
Dated: 23rd July 2015

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

Place: Mumbai
Dated: 23rd July 2015

Scrutiniser's Report - Combined

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

To,

The Chairman of 53rd Annual General Meeting of the members of NOCIL Limited (the Company) held on Thursday, the 23rd day of July, 2015 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: Scrutiniser's 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 Listing Agreement.

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 30th April 2015 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 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India; 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 23rd July 2015.

2. The Company had availed the remote e-voting facility provided by National Securities Depository Services Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Monday, 20th July 2015 (9.00 a.m.) to Wednesday, 22nd July 2015 (5.00 p.m.) and the NSDL 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, I have issued separate Scrutiniser's Report dated 23rd July 2015 **on the remote e-voting.**

4. Under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management

HEMANSHU KAPADIA & ASSOCIATES C.P. No. 2285

payment of remuneration (Special Resolution)				
7. Appointment of Mr. S. R. Deo as Deputy Managing Director for a period of 4 and (four) years with effect from 1 April 2015 and payment of remuneration (Special Resolution)	59996491	258817	99.570	0.430
8. Payment of Remuneration to M/s. Kishore Bhatia & Associates, Cost Auditors (Ordinary Resolution)	60254318	1054	99.998	0.002

- *The invalid votes are not considered*

Thanking you,

Yours faithfully,

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

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

Place: Mumbai
Dated: 23rd July 2015

P. Balakrishna Shetty
Scrutiniser
Legal Consultant
Folio No. P12829

Place: Mumbai
Dated: 23rd July 2015

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

Place: Mumbai
Dated: 23rd July 2015

C. L. Jain
Chairman for Resolution No. 3
NOCIL Ltd.
DIN: 00102910

Place: Mumbai
Dated: 23rd July 2015

FORM MGT-13

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.: **53rd Annual General Meeting of the Equity Shareholders of NOCIL LIMITED held on 23rd July, 2015 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 53rd Annual General Meeting of the Equity Shareholders of NOCIL LIMITED, held on Thursday, 23rd July, 2015, 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. 66 covering 230 shares, which was duplicate, has been treated as invalid and kept separately.

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 2015 and the Balance Sheet as at 31 March 2015 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
100	59542522	100

HEMANSHU KAPADIA & ASSOCIATES ★ COMPANY ★ 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.
1	230

(d) Resolution No. 4: Ratification of Appointment and remuneration of Messrs Deloitte Haskins and Sells LLP, as Statutory Auditors of the Company for the financial year 2015-16 and 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
100	59542522	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	230

(e) Resolution No. 5: ORDINARY RESOLUTION: Appointment of Ms. Dharmishta N. Raval (holding DIN 02792246), 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
100	59542522	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	230

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

(h) Resolution No. 8: ORDINARY RESOLUTION: Payment of Remuneration to M/s. Kishore Bhatia & Associates, 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
100	59542522	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	230

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 & ASSOCIATES C.P. No. 2285 COMPANY SECRETARIES

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

Place: Mumbai
Dated: 23rd July 2015

P. Balkrishna Shetty
Scrutinizer
Legal Consultant
Folio No. P12829

Place: Mumbai
Dated: 23rd July 2015

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

Place: Mumbai
Dated: 23rd July 2015

C. L. Jain
Chairman for Resolution No. 3
NOCIL Ltd.
DIN: 00102910

Place: Mumbai
Dated: 23rd July 2015

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 53rd Annual General Meeting of the members of NOCIL Limited (the Company) held on Thursday, the 23rd day of July, 2015 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 Standard 2 issued by the Institute of Company Secretaries of India and the Listing Agreement, on the resolutions contained in the notice to the 53rd Annual General Meeting (AGM) of the members of the Company, held on the 23rd day of July, 2015 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 53rd 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 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 remote e-voting period remained open from Monday, 20th July 2015 (9.00 AM) to Wednesday, 22nd July 2015 (5.00 PM).

HEMANSHU KAPADIA & ASSOCIATES C.P. No. 2285

(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 a Director in place of Mr. Vishad P. Mafatlal (holding DIN 00011350), who retires by rotation and being eligible, offers himself for re-appointment.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
89	711300	99.783

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	1550	0.217

(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 Messrs Deloitte Haskins and Sells LLP, as Statutory Auditors of the Company for the financial year 2015-16 and 2016-17.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
85	709141	99.760

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	1709	0.240

(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 Ms. Dharmishta N. Raval (holding DIN 02792246), 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
84	709696	99.586

HEMANSHU KAPADIA & ASSOCIATES C.P. No. 2285

(h) **Resolution No. 8: ORDINARY RESOLUTION: Payment of Remuneration to M/s. Kishore Bhatia & Associates, 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
89	711796	99.852

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	1054	0.148

(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

Place: Mumbai
Dated: 23rd July 2015

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

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

Place: Mumbai
Dated: 23rd July 2015

C. L. Jain
Chairman for Resolution No. 3
NOCIL Ltd.
DIN: 00102910

Place: Mumbai
Dated: 23rd July 2015