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 : investorcare@nocilindia.com
investorcare@nocil.com

SEC/122B

27th July, 2017

The Secretary
The Bombay Stock Exchange Limited
"P.J. Towers"
Dalal Street
Mumbai-400 001
Scrip Code: 500730

The National Stock Exchange of
India Ltd.
Exchange Plaza
Bandra Kurla Complex,
Bandra (East)
Mumbai-400 051
Symbol: NOCIL

Dear Sir,

Sub: Voting Results (Remote e-Voting, voting by Poll and combined) at the 55th Annual General Meeting

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, read with Circular (Ref No. CIR/ CFD/ CMD/ 8/2015 dated 4th November 2015) issued by SEBI, we have enclosed details regarding the voting results at the 55th Annual General Meeting of the Company held on 27th July 2017 at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020.

We request you to take the above on your records and acknowledge receipt.

Thanking you,

Yours truly,
For NOCIL LIMITED

(V.K. Gupte)
Company Secretary

Encl: as above

	NOCIL LTD
Date of the AGM/EGM	27-07-2017
Total number of shareholders on record date	121208
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	14
Public:	194
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 2016-17, etc.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9517615	70.6119	9517615	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9517615	70.6119	9517615	0	100	0
Public- Non Institutions	E-Voting	90184737	194367	0.2155	194317	50	99.9742	0.0257
	Poll		1782690	1.9767	1782690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1977057	2.1922	1977007	50	99.9975	0.0025
	Total	164142905	71974071	43.8484	71974021	50	99.9999	0.0001



Resolution No.	2							
Resolution required: (Ordir.ary/ Special)	ORDINARY - To declare dividend on equity shares.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	9568105	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	9568105	0	100	0
Public- Non Institutions	E-Voting	90184737	194367	0.2155	194367	0	100.0000	0.0000
	Poll		1782790	1.9768	1782790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1977157	2.1923	1977157	0	100	0
	Total	164142905	72024661	43.8792	72024661	0	100.0000	0.0000

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Vilas R. Gupte as a Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	2821400	6746705	29.4875	70.5124
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	2821400	6746705	29.4876	70.5124
Public- Non Institutions	E-Voting	90184737	194202	0.2153	194102	100	99.9485	0.0514
	Poll		920818	1.0210	919818	1000	99.8914	0.1085
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1115020	1.2363	1113920	1100	99.9013	0.0987
	Total	164142905	71162524	43.3540	64414719	6747805	90.5178	9.4822

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Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment and payment of remuneration of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	9568105	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	9568105	0	100	0
Public- Non Institutions	E-Voting	90184737	194202	0.2153	194202	0	100.0000	0.0000
	Poll		1782540	1.9765	1781540	1000	99.9439	0.0560
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1976742	2.1918	1975742	1000	99.9494	0.0506
	Total	164142905	72024246	43.8790	72023246	1000	99.9986	0.0014

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Priyavrata H. Mafatlal as Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		59619739	98.5786	59619739	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		59619739	98.5786	59619739	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	8157972	1410133	85.2621	14.7378
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	8157972	1410133	85.2621	14.7379
Public- Non Institutions	E-Voting	90184737	194202	0.2153	194022	180	99.9073	0.0926
	Poll		1782790	1.9768	1782790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1976992	2.1921	1976812	180	99.9909	0.0091
	Total	164142905	71164836	43.3554	69754523	1410313	98.0182	1.9818

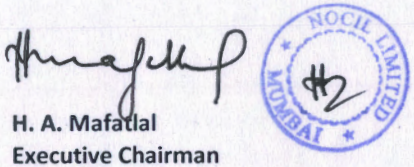


Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of appointment and payment of remuneration to Mr. S.R. Deo as Managing Director of the Company for the period of 5 years.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	9568105	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	9568105	0	100	0
Public- Non Institutions	E-Voting	90184737	194202	0.2153	194033	169	99.9129	0.0870
	Poll		1284855	1.4247	1284855	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1479057	1.64	1478888	169	99.9886	0.0114
	Total	164142905	71526561	43.5758	71526392	169	99.9998	0.0002

NOCIL LIMITED MUMBAI

Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of payment of remuneration to M/s Kishore Bhatia & Associates, Cost Auditors, Mumbai, for FY 2017-18							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	9568105	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	9568105	0	100	0
Public- Non Institutions	E-Voting	90184737	194202	0.2153	194182	20	99.9897	0.0102
	Poll		1782690	1.9767	1782690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1976892	2.192	1976872	20	99.999	0.001
	Total	164142905	72024396	43.8791	72024376	20	100.0000	0.0000

For NOCIL Limited



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

Consolidated Report of Scrutinizer on
Remote e-voting, voting through Ballot forms and electronic voting at the Annual General Meeting (AGM)

To,
The Chairman
of 55th 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 Thursday, 27th July 2017 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 through Ballot forms 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 08th May, 2017 to conduct the following:

(i) **Remote e-voting** process 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** 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 AGM held on Thursday, 27th July, 2017.

B. The Company had availed the remote e-voting facility provided by Karvy Computershare Private Limited (KARVY) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on 24 July, 2017 (9:00 am) and ends on 26 July, 2017 (5:00 pm) and the Karvy Computershare Private Limited (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. I have issued separate Scrutinizer's Report dated 27th July 2017.

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

D. On the basis of the votes exercised by the shareholders of the Company by way of Electronic voting at the AGM of the Company held on 27th July, 2017, I have issued Scrutinizer's Report dated 27th July, 2017.

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 thereunder were counted.

F. On the basis of the votes exercised by the shareholders of the Company by way of voting at the AGM of the Company held on Thursday, 27th July, 2017, I have issued Scrutinizer's Report dated 27th July, 2017.





Resolution Item No. 1 - Ordinary Resolution:

Adoption of Audited statement of Accounts for the Financial Year 2016-17

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9517615	70.6119	9517615	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9517615	70.6119	9517615	0	100	0
Public- Non Institutions	E-Voting	90184737	194367	0.2155	194317	50	99.9742	0.0257
	Poll		1782690	1.9767	1782690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1977057	2.1922	1977007	50	99.9975	0.0025
	Total	164142905	71974071	43.8484	71974021	50	99.9999	0.0001

#Number of votes polled does not include invalid votes

MAKARAND M. JOSHI & CO. COMPANY SECRETARIES MUMBAI

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	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	9568105	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	9568105	0	100	0
Public- Non Institutions	E-Voting	90184737	194367	0.2155	194367	0	100.0000	0.0000
	Poll		1782790	1.9768	1782790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1977157	2.1923	1977157	0	100	0
	Total	164142905	72024661	43.8792	72024661	0	100.0000	0.0000

#Number of votes polled does not include invalid votes

M/S. KARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

Resolution Item No. 3 - Ordinary Resolution:

Appointment of Mr. Vilas R. Gupte as a Director.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	2821400	6746705	29.4875	70.5124
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	2821400	6746705	29.4876	70.5124
Public- Non Institutions	E-Voting	90184737	194202	0.2153	194102	100	99.9485	0.0514
	Poll		920818	1.0210	919818	1000	99.8914	0.1085
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1115020	1.2363	1113920	1100	99.9013	0.0987
	Total	164142905	71162524	43.3540	64414719	6747805	90.5178	9.4822

#Number of votes polled does not include invalid votes

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

Resolution Item No. 4 - Ordinary Resolution:

Appointment and remuneration of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	9568105	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	9568105	0	100	0
Public- Non Institutions	E-Voting	90184737	194202	0.2153	194202	0	100.0000	0.0000
	Poll		1782540	1.9765	1781540	1000	99.9439	0.0560
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1976742	2.1918	1975742	1000	99.9494	0.0506
	Total	164142905	72024246	43.8790	72023246	1000	99.9986	0.0014

#Number of votes polled does not include invalid votes





Resolution Item No. 5 -Ordinary Resolution:

Appointment of Mr. Priyavrata H. Mafatlal as Director.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		59619739	98.5786	59619739	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		59619739	98.5786	59619739	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	8157972	1410133	85.2621	14.7378
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	8157972	1410133	85.2621	14.7379
Public- Non Institutions	E-Voting	90184737	194202	0.2153	194022	180	99.9073	0.0926
	Poll		1782790	1.9768	1782790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1976992	2.1921	1976812	180	99.9909	0.0091
	Total	164142905	71164836	43.3554	69754523	1410313	98.0182	1.9818

#Number of votes polled does not include invalid votes





Resolution Item No. 6 – Special Resolution:

Approval of Appointment and payment of remuneration to Mr. S.R. Deo as Managing Director of the Company for the period 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	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	9568105	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	9568105	0	100	0
Public- Non Institutions	E-Voting	90184737	194202	0.2153	194033	169	99.9129	0.0870
	Poll		1284855	1.4247	1284855	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1479057	1.64	1478888	169	99.9886	0.0114
	Total	164142905	71526561	43.5758	71526392	169	99.9998	0.0002

#Number of votes polled does not include invalid votes

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

Resolution Item No. 7 - Ordinary Resolution:

Ratification of payment of remuneration to M/s Kishore Bhatia & Associates, Cost Auditor, Mumbai for the Financial Year 2017-18

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60479399	0	0.0000	00	0	0.0000	0.0000
	Poll		60479399	100.0000	60479399	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		60479399	100	60479399	0	100	0
Public- Institutions	E-Voting	13478769	9568105	70.9865	9568105	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9568105	70.9865	9568105	0	100	0
Public- Non Institutions	E-Voting	90184737	194202	0.2153	194182	20	99.9897	0.0102
	Poll		1782690	1.9767	1782690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1976892	2.192	1976872	20	99.999	0.001
	Total	164142905	72024396	43.8791	72024376	20	100.0000	0.0000

#Number of votes polled does not include invalid votes





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 voting through Physical Ballot forms and the Electronic voting at the AGM:-

H. All the Resolutions as set out in the AGM Notice have been passed with requisite majority.

Thanking you,
Yours faithfully,

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

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 27/07/22017

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

(P. BALAKRISHNA SHETTY)

For NOCIL LIMITED

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

Report of Scrutinizer for E-voting

To,
The Chairman
of 55th 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 Thursday, 27th July 2017 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 Joshi, Partner of Makarand M. Joshi & Co., Practising 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 55th Annual General Meeting (AGM) of the Company and the Annual Report along with the process of remote e-voting, ballot forms 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 55th Annual General Meeting of the Company, along with the Annual Report, the process of remote e-voting, ballot form and Attendance slip & Proxy form were sent to the shareholders in the permitted mode.

2. The (remote) e-voting period commenced on 24 July 2017 (9:00 am) and ends on 26 July 2017 (5:00PM)

3. Accordingly, the (remote) electronic votes cast were taken into account and at the end of this voting period, on 26th July, 2017, the KARVY portal was blocked for voting.

4. The votes cast were unblocked in the presence of two witnesses on 27th July, 2017

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:

Adoption of Audited statement of Accounts for the Financial Year 2016-17

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	60479399	0	0.00	00	0	0.00	0.00
2	Public - Institutional holders		13478769	9517615	70.61	9517615	0	100.00	0.00
3	Public- Others		90184737	194367	0.22	194317	50	99.97	0.03
		Total	**164142905**	**9711982**	**5.92**	**9711932**	**50**	**100.00**	**0.00**

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

Resolution Item No. 2 - Ordinary Resolution:

To declare dividend on equity shares.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	60479399	0	0.00	00	0	0.00	0.00
2	Public - Institutional holders		13478769	9568105	70.99	9568105	0	100.00	0.00
3	Public- Others		90184737	194367	0.22	194367	0	100.00	0.00
		Total	**164142905**	**9762472**	**5.95**	**9762472**	**0**	**100.00**	**0.00**



Resolution Item No. 3 - Ordinary Resolution:

Appointment of Mr. Vilas R. Gupte as a Director.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	60479399	0	0.00	00	0	0.00	0.00
2	Public - Institutional holders		13478769	9568105	70.99	2821400	6746705	29.49	70.51
3	Public- Others		90184737	194202	0.22	194102	100	99.95	0.05
		Total	**164142905**	**9762307**	**5.95**	**3015502**	**6746805**	**30.89**	**69.11**



Resolution Item No. 4 - Ordinary Resolution:

Appointment and remuneration of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	60479399	0	0.00	00	0	0.00	0.00
2	Public - Institutional holders		13478769	9568105	70.99	9568105	0	100.00	0.00
3	Public- Others		90184737	194202	0.22	194202	0	100.00	0.00
		Total	**164142905**	**9762307**	**5.95**	**9762307**	**0**	**100.00**	**0.00**



Resolution Item No. 5 - Ordinary Resolution:

Appointment of Mr. Priyavrata H. Mafatlal as Director.

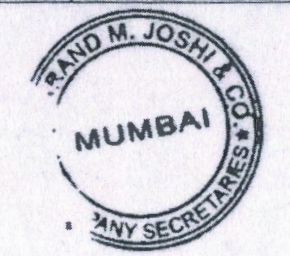
Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	60479399	0	0.00	00	0	0.00	0.00
2	Public - Institutional holders		13478769	9568105	70.99	8157972	1410133	85.26	14.74
3	Public- Others		90184737	194202	0.22	194022	180	99.91	0.09
		Total	**164142905**	**9762307**	**5.95**	**8351994**	**1410313**	**85.55**	**14.45**

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

Resolution Item No. 6 –Special Resolution:

Approval of Appointment and payment of remuneration to Mr. S.R. Deo as Managing Director of the Company for the period of 5 years.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	60479399	0	0.00	00	0	0.00	0.00
2	Public - Institutional holders		13478769	9568105	70.99	9568105	0	100.00	0.00
3	Public- Others		90184737	194202	0.22	194033	169	99.91	0.09
		Total	164142905	9762307	5.95	9762138	169	100.00	0.00



Resolution Item No. 7 - Ordinary Resolution:

Ratification of payment of remuneration to M/s Kishore Bhatia & Associates, Cost Auditor, Mumbai for the Financial Year 2017-18

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	60479399	0	0.00	00	0	0.00	0.00
2	Public - Institutional holders		13478769	9568105	70.99	9568105	0	100.00	0.00
3	Public- Others		90184737	194202	0.22	194182	20	99.99	0.01
		Total	**164142905**	**9762307**	**5.95**	**9762287**	**20**	**100.00**	**0.00**

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

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 27/07/2017

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

For NOCIL LIMITED

H. A. MAFATLAL
EXECUTIVE CHAIRMAN
DIN: 00009872

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]

To,
The Chairman

of 55th 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 Thursday, 27th July 2017 at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai – 400020

Dear Sir

I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries were appointed as Scrutinizers 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 Thursday, 27th July 2017 at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai – 400020

A. After the time fixed for closing of the tablet based electronic voting at AGM by the Chairman, votes cast were 'closed' by us.

B. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and Karvy Computershare Private Limited (KARVY) the proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.

C. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and record for the same was maintained.

D. The result of the Poll at the AGM is as under:





Resolution Item No. 1 - Ordinary Resolution:

Adoption of Audited statement of Accounts for the Financial Year 2016-17

(a) 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
74	62262089	100%

(b) 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	0.00%

(c) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	885

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

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)	Number of votes cast by them	% of total number of valid votes cast
75	62262189	100%

(b) 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	0.00%

(c) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	785

MAKARAND M. JOSHI & CO. * COMPANY SECRETARIES * MUMBAI

Resolution Item No. 3 - Ordinary Resolution:

Appointment of Mr. Vilas R. Gupte as a Director.

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
71	61399217	100%

(a) 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
1	1000	100%

(b) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	862757





Resolution Item No. 4 - Ordinary Resolution:

Appointment and remuneration of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company.

(a) 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
73	62260939	100%

(b) 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
1	1000	100%

(c) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	1035

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

Resolution Item No. 5 -Ordinary Resolution:

Appointment of Mr. Priyavrata H. Mafatlal as Director.

(a) 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
70	61402529	100%

(b) 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	0.00%

(c) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	860445

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

Resolution Item No. 6 – Special Resolution:

Approval of Appointment and payment of remuneration to Mr. S.R. Deo as Managing Director of the Company for the period of 5 years.

(a) 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
72	61764254	100%

(b) 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	0.00%

(c) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	498720

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

Resolution Item No. 7 - Ordinary Resolution:

Ratification of payment of remuneration to M/s Kishore Bhatia & Associates, Cost Auditor, Mumbai for the Financial Year 2017-18

(a)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
74	62262089	100%

(b) 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	0.00%

(c) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	885





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

F. All relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

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

Makarand Joshi
Partner
CP No. 3662
Address –Ecstacy, 803/804, 9th Floor, Citi of Joy, J.S.D. Road, Mulund (West), Mumbai – 400080
Place: Mumbai
Date: 27/07/2017

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

Mr. P. Balkrishna Shetty
Member Scrutinizer

Folio No.: P 12829
No. of Share Held: 100

Place: Mumbai
Date: 27/07/2017

For NOCIL LIMITED

H. A. MAFATLAL
EXECUTIVE CHAIRMAN
DIN: 00009872