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@nocil.com

18th November 2016

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

Dear Sir,

Sub: Dispatch of Postal Ballot Notice

The Exchange is hereby informed that the Company is in the process of seeking the approval of shareholders by way of Postal Ballot including remote e-voting for the following business as set out in the Postal Ballot Notice dated 19th August 2016:

> "Special Resolution pursuant to the provisions of Section 196, 197, 198, 200 read with Schedule V and all other applicable provisions of the Companies Act, 2013, for the appointment and payment of remuneration to Mr. H.A. Mafatlal (holding DIN : 00009872) as the Executive Chairman for a period of 5 (Five) years with effect from 19th August 2016."

Accordingly, a copy of the Postal Ballot Notice and Postal Ballot form are enclosed. The posting of the same has been completed on 16th November 2016 to the shareholders of the Company whose names appear in the Register of Members/ List of Beneficial Owners as on 4th November 2016 (cut-off date).

The aforementioned Postal Ballot Notice and the form has been uploaded on the Company's website viz., www.nocil.com and the same are also available on the website of Karvy Computershare Private Limited viz., https://evoting.karvy.com, which is engaged for providing the remote e voting facility.

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 LIMITED

CIN: L99999MH1961PLC012003
Regd.Office: Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate Mumbai-400 020
Tel.No. 91-22-66364062, Fax: 91-22-66364060, Website: www.nocil.com, Email: investorcare@nocil.com

POSTAL BALLOT NOTICE

Dear Members,

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules") including any statutory modification or re-enactment thereof for the time being in force and Secretarial Standard-2 (SS-2), that NOCIL Limited ('the Company') is seeking the approval of the Members by way of a **Special Resolution**, for the matter as considered in the resolution appended below, through postal ballot i.e., voting by post or voting by electronic means, as the case may be.

The Explanatory Statement setting out the material facts concerning this resolution and the rationale thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr.Makarand Joshi, Partner of M/s Makarand M. Joshi & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations 2015 and Section 108 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide e-voting facility also as an alternate to all its Members to enable them to cast their votes electronically, instead of Postal Ballot Form. E-voting is optional and all Members (whether holding shares in demat form or in physical form) may vote either by completing and dispatching the Postal Ballot Form by post, or by e-voting. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") for the purpose of providing e-voting facility to all its Members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer not later than 5:00 p.m. on Tuesday, 20th December, 2016. If any postal ballot is received after 5:00 p.m. on Tuesday, 20th December, 2016, it will be considered that no reply from such Member has been received and such postal ballot would not be considered.

In case a Member has voted through remote e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through remote e-voting facility as well as sends his/her vote through physical Postal Ballot Form, the vote cast through remote e-Voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer.

Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit his report to the Chairman of the Company, on or before Thursday, 22nd December, 2016 and the result of the Postal Ballot will be announced on or before Thursday, 22nd December, 2016, at 5:00 p.m. at the Company's Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website www.nocil.com, besides communicating to the Stock Exchanges viz. Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Approval for appointment and payment of remuneration to Mr. H. A. Mafatlal, as Executive Chairman

To consider and if thought fit, to give assent or dissent, to the following Resolution to be passed as a **Special Resolution**:

"FURTHER RESOLVED THAT pursuant to Section 196, 197, 198, 200 read with Schedule V and all other applicable provisions of the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and subject to the approval of the Central Government and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be imposed or prescribed by any other authorities in granting such approvals, permissions and sanctions, approval of the Company be accorded to the appointment of Mr. H. A. Mafatlal (holding DIN : 00009872) as Executive Chairman for a period of 5 (Five) years with effect from 19th August, 2016 and for payment of remuneration and perquisites as set out in the Explanatory Statement annexed to this Notice

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of Mr. H. A. Mafatlal, Executive Chairman, the Company has no profits or its profits are inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013 be considered as minimum remuneration, subject to such statutory approvals as may be applicable.

FURTHER RESOLVED THAT the Board of Directors be and hereby authorised to alter, vary the terms of the remuneration, in such manner as may be deemed fit and acceptable to Mr. H. A. Mafatlal.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution."

Registered Office:
Mafatlal House,
H. T. Parekh,
Backbay Reclamation,
Churchgate, Mumbai – 400 020

By the Order of the Board,
For NOCIL Limited

V. K. Gupte
Company Secretary

Date: 19th August, 2016
Place: Mumbai

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business is annexed hereto.
2. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, the Company is pleased to offer e-voting facility to its Members holding equity shares as on 4th November 2016 being the cut off date, to exercise their right to vote electronically on the above resolution.
3. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") for the purpose of providing e-voting facility to all its Members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice.

4. The Notice, together with the documents accompanying the same, is being sent to all the Members by permitted mode (and electronically by e-mail to those Members who have registered their e-mail Ids with the Company/ Registrar and Share Transfer Agents/ NSDL/ CDSL), whose names appear in the Register of Members/list of Beneficial Owners as received from NSDL/CDSL as on 4th November, 2016. The Notice will be displayed on the website of the Company viz., www.nocil.com and on the website of Karvy (https://www.evoting.karvy.com).

5. The date of completion of dispatch of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Economic Times (Mumbai edition) in English language; and (ii) Maharashtra Times (Mumbai edition) in Marathi language, having wide circulation in the district where the Registered Office of Company is situated.

6. The Company has appointed Mr. Makarand Joshi, Partner of M/s Makarand M. Joshi & Co., Company Secretaries (Membership No. FCS-5533) as the Scrutinizer for conducting postal ballot and e-voting process in a fair and transparent manner.

7. A postal ballot form along with self-addressed postage prepaid business reply envelope is also enclosed. Members voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. Members who have received the postal ballot notice by e-mail and who wish to vote through the postal ballot form, can download the postal ballot form from the Company's website www.nocil.com or seek a duplicate postal ballot form from the Company. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid business reply envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before 20th December, 2016. Any postal ballot form received after the said date and time period shall be treated as if the reply from the Member has not been received.

8. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint Members.

9. The postal ballot form should be completed and signed by the Member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("PoA") on behalf of a Member may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorisation giving the requisite authority to the person voting on the postal ballot form.

10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on or before 22nd December, 2016 at the Registered Office of the Company. The results, together with the Scrutinizer's Report, will be displayed at the Registered Office of the Company and on the Company's website viz., www.nocil.com, besides being communicated to Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

11. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

12. The e-voting period commences on 21st November, 2016 (9:00 a.m. IST) and ends on 20th December, 2016 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e., 4th November, 2016, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting on 20th December, 2016 at 5.00 p.m. IST. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

A. Member/s whose email IDs are registered with the Company/ DPs will receive an email from KARVY informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:

   (i) Launch internet browser by typing the URL: https://evoting.karvy.com

   (ii) Enter the login credentials (i.e. User ID and password) which will be sent separately. However, if you are already registered with KARVY for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit https://evoting.karvy.com or contact toll free number 1-800-3454-001 for your existing password.

   (iii) After entering these details appropriately, click on "LOGIN".

   (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

   (v) You need to login again with the new credentials.

   (vi) On successful login, the system will prompt you to select the E-Voting Event Number for NOCIL Limited.

   (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date.

   (viii) You may then cast your vote by selecting an appropriate option and click on "Submit".

   (ix) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

   (x) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: scrutinisers@mmjc.in / saurabhagarwal@mmjc.in or evoting@karvy.com. They may also upload the same in

the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "NOCIL_EVENT NO."

B. In case a member receives Postal Ballot Form by Post [for members whose email IDs are not registered or have requested the physical copy]:

a) Initial password is provided in format as below at the bottom of the Postal Ballot Form :

EVENT NO.	USER ID	PASSWORD

b) Please follow all steps from Sr. No. (i) to (x) above to cast vote.

In case of any query pertaining to e-voting, please visit Help & FAQ's section available at KARVY'S website https://evoting.karvy.com.

C. If the member is already registered with KARVY e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

Annexure to the Notice

Explanatory Statement as required under Section 102 of the Companies Act, 2013:

Mr. H. A. Mafatlal and Mr. Vishad P. Mafatlal, their family members and the entities controlled by them as well as Mafatlal Industries Limited (MIL) and Navin Fluorine International Limited (NFIL) hold shares in the Company.

Mr. H. A. Mafatlal, his family members and the entities owned and controlled by them and Mr. Vishad P. Mafatlal, his family members and the entities owned and controlled by them, have entered into an Agreement to amicably restructure their shareholding in MIL, NFIL, the Company and other group companies such that the management of MIL and the Company would reside with Mr. H. A. Mafatlal and that of NFIL would be with Mr. Vishad P. Mafatlal.

Mr. H.A. Mafatlal was Chairman - Non-Executive Promoter Group of the Company. Pursuant to the above mentioned Agreement, it was proposed to appoint and pay remuneration to Mr. H. A. Mafatlal as the Executive Chairman.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, thought it fit and in the interest of the Company to appoint Mr. H. A. Mafatlal as the Executive Chairman w.e.f. 19th August, 2016 for a period of 5 (five) years.

The appointment and payment of remuneration and perquisites to Mr. Mafatlal are subject to the approval of the Members of the Company and other statutory approvals as may be required.

The terms of remuneration and perquisites payable to Mr. H. A. Mafatlal are as follows:

A i) Salary : Rs. 1,20,00,000 /- (Rupees One Crore Twenty Lakh only) p.a.

ii) Perquisites and Allowances, the aggregate monetary value of which shall not exceed Rs. 15,60,000 /- (Rupees Fifteen Lakh Sixty Thousand only) p.a. or as may be decided by the Board from time to time.

These perquisites and other allowances will be in addition to items mentioned in Clause (C) below.

The salary and perquisites as mentioned under (i) and (ii) above will be exclusive of:

- Contribution to the Provident Fund to the extent they are not taxable under the Income Tax Act, 1961.
- Gratuity as per the prevailing rules of the Company.
- Encashment of leave as per Company's Rules at the end of the tenure of service from the Company.

B) Performance Bonus/Commission as may be decided by the Board from time to time on the basis of the performance of Mr. H. A. Mafatlal and of the Company subject to and within the limits of the Companies Act, 2013 or any amendments thereto.

C) Apart from the above mentioned remuneration, he shall be entitled to:

i. Leave as per the rules of the Company.

ii. Reimbursement of Domiciliary Medical Expenses actually and properly incurred by him and his family and Mediclaim Policy for hospitalization.

iii. Expenses actually and properly incurred by him in the course of legitimate business of the company.

iv. Club Membership Fees subject to a maximum of two Clubs.

v. Personal Accident Insurance Policy.

vi. Provision for use of motor car with driver for both official and personal use and reimbursement of telephone, gas and electricity expenses incurred at his residence.

vii. Life Insurance as per the rules of the Company.

The copy of draft Letter of Appointment is kept open for inspection by any member of the Company under Section 190 (2) of the Companies Act, 2013.

Where in any financial year during the currency of the tenure of the Mr. H. A. Mafatlal, Executive Chairman, the Company has no profits or its profits are inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013 be considered as minimum remuneration, subject to such statutory approvals as may be applicable.

The Board may alter or vary the above referred terms of appointment, salary, commission, performance bonus and perquisites including minimum remuneration payable in such manner as the Board in its absolute discretion deems fit and acceptable to Mr. H. A. Mafatlal provided that such alterations are within the limits specified in Schedule V of the Companies Act, 2013 or any amendments, modifications or re-enactments made thereof from time to time.

Mr. H.A. Mafatlal shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

Mr. H.A. Mafatlal shall not be liable to retire by rotation.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of the Schedule V of the Companies Act, 2013 and also Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, are given in Annexure A to this Explanatory Statement.

Except Mr. H.A. Mafatlal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

Your Directors recommend this resolution for approval of the Members.

Annexure A to the Explanatory Statement

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of appointment of Mr. H. A. Mafatlal as Executive Chairman.

I. General Information:

a) Nature of Industry:

The Company is engaged in the business of manufacture and sale of Rubber Chemicals. It has manufacturing facilities at TTC Industrial Area in Thane, Maharashtra and Dahej, Gujarat and Regional Sales Offices at Mumbai, Delhi, Chennai and Kolkatta.

b) Date of commencement of Commercial Production:

The Company started its commercial production in the year 1976.

c) Financial Performance:

(Rs. in Lakhs)

	Current Year	Previous Year
Turnover	78860.88	78533.40
Profit Before Tax	11813.02	8564.54
Profit after Tax	7774.03	5674.84

d) Export Performance:

(Rs. in Lakhs)

	Current Year	Previous Year
FOB Value of Exports	19883.87	23004.30
Net Foreign Exchange Earnings	8314.94	4054.10

e) Foreign Investments or Collaborators:

The Company does not have any foreign investment or collaborators.

II. Information about the appointee:

a) Background details:

Mr. H. A. Mafatlal is B.Com. (Hons.) and has attended the Advanced Management Programme at the Harvard Business School, USA.

Mr. Mafatlal is past president and is presently a Managing Committee member of the Mill owners' Association, Mumbai. He was a Member on the Board of Governors of IIM Ahmedabad for 12 years and Vice-Chairman of the Cotton Textiles Export Promotion Council (TEXPROCIL)

b) Past remuneration:

Mr. H. A. Mafatlal was Chairman – Non –Executive Promoter Group who was paid sitting fees for attending the meetings of the Board of Directors and the Committees thereof and Profit based Commission. The remuneration paid to Mr. Mafatlal in the Financial Year 2015-16 is as under:

Particulars	**Amount (Rs. In Lakh)**
Sittings fees	1.60
Commission	12.00
Total	**13.60**

c) Recognition or award: Nil

d) Job Profile and his suitability:

Mr. H. A. Mafatlal is a Promoter-Director and overall in-charge of the affairs of the Company. Looking at the overall business exposure and rich experience of Mr. H. A. Mafatlal in diversified areas and responsibilities to be shouldered by him, it is in the interest of the Company to avail his business expertise and hence his suitability for the position.

e) Proposed Remuneration :

As mentioned in Explanatory Statement.

f) Comparative Remuneration:

Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by the appointee, the proposed remuneration payable to Mr. H. A. Mafatlal is commensurate with the remuneration paid to similar appointee in other companies.

g) Pecuniary Relationship:

Except for the proposed remuneration, Mr. H.A. Mafatlal does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the company.

III. Other information:

a) Reasons for inadequacy of profits:
Not Applicable

b) Steps taken or proposed to be taken for improvement :
Not Applicable

c) Expected increase in productivity and profits in measurable terms:
Not Applicable

Particulars of the Director seeking appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2).

Name	Mr. H. A. Mafatlal
Brief Resume - Qualification	B.Com. (Hons.) and has attended the Advanced Management Programme at the Harvard Business School, USA
Age	62 years
Experience	Mr. H. A. Mafatlal has diversified experience of more than 35 years in the areas of Textiles, Chemicals, Petrochemicals, Financial Services.
Terms and Conditions of Appointment	Refer Explanatory Statement
Date of Appointment	19th August, 2016
Expertise in Specific Functional Areas	Mr. H.A. Mafatlal is the Chairman and Chief Executive of the Arvind Mafatlal Group of Companies (AMG). AMG has major interests in Textiles & Denims (Mafatlal Industries Limited) and Rubber Chemicals (NOCIL Ltd.). He is a past President and now a Managing Committee Member of the Millowners' Association, Mumbai (MOA). He was a Member on the Board of Governors of IIM Ahmedabad for 12 years (1995-2007), and a Vice-Chairman of The Cotton Textiles Export Promotion Council (TEXPROCIL). He is a Trustee of Shri Sadguru Seva Sangh Trust and Chairman of BAIF Development Research Foundation.
Directorship held in other listed entities	Mafatlal Industries Limited
Other Directorship	1. Tropical Clothing Company Private Limited 2. Mafatlal Services Limited 3. BAIF Institute for Sustainable Livelihoods & Development 4. HPA Sports Private Limited 5. Cebon Apparel Private Limited
Membership / Chairmanship of Committees	Mafatlal Industries Limited Member - Share Transfer Committee - Stakeholders Relationship Committee - Corporate Social Responsibility Committee
Disclosure of relationship	Mr. H.A. Mafatlal is neither related to any of the Director nor Key Managerial Personnel of the Company
Shareholding in the Company	1,77,900 Equity Shares
Number of Board meetings Attended	4 (held up to 19th August, 2016 during F.Y. 2016-17)

Registered Office:
Mafatlal House,
H. T. Parekh,
Backbay Reclamation,
Churchgate, Mumbai – 400 020

Date: 19th August, 2016
Place: Mumbai

By the Order of the Board,
For NOCIL Limited

V. K. Gupte
Company Secretary

NOCIL LIMITED

CIN: L99999MH1961PLC012003
Regd.Office: Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate Mumbai-400 020
Tel.No. 91-22-66364062, Fax: 91-22-66364060, Website: www.nocil.com,
Email: investorcare@nocil.com

POSTAL BALLOT FORM

Sr. No.

Sr. No.	Particulars	Details of Member(s)
1	Name & Registered Address of the Sole/ first named Member	
2	Name(s) of the Joint Holder(s), if any	
3	Registered folio No. / DP. Id No.* / Client ID No.* (*Applicable to investors holding shares in dematerialised form).	
4	No. of Shares held	

I / We hereby exercise my / our vote in respect of the following Special resolution to be passed by Postal Ballot / e –voting by recording my / our assent or dissent by placing tick mark (√) in the appropriate box below:

Sr. No.	Description of the Resolution	No. of Shares for which votes cast	I/ We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
1	Approval for appointment and payment of remuneration to Mr. H. A. Mafatlal, as Executive Chairman of the Company with effect from 19th August, 2016 for a period of 5 (five) years.			

Place:

Date:

Signature of the shareholder

E- voting Particulars

The e-voting facility is available at the link https://evoting.karvy.com. The electronic voting particulars are set out as follows:

EVENT NO. (E-voting Event Number)	USER ID	PASSWORD

The e-voting facility will be available during the following voting period:

Commencement of e–voting	End of e–voting
21st November, 2016 at 9.00 a.m.	20th December, 2016 at 5.00 p.m.

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot notice.
2. The last date for the receipt of the Postal Ballot Forms by the Scrutinizer is 20th December, 2016 at 5.00 p.m.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by a placing tick mark (√) in the column, 'I assent to the Resolution', or dissent must be accorded by placing a tick mark (√) in the column, 'I dissent to the resolution.'.
6. The votes of a Member will be considered invalid on any of the following grounds:
    a. Unsigned Postal Ballot Forms will be rejected:
    b. If the Member's signature does not tally with the specimen available with the Company / Depository Participant/ Share Transfer Agent;
    c. If the Member has marked his/ her / its vote both for 'Assent' or 'Dissent' to the Resolution in such manner that the aggregate Shares voted for 'Assent' or 'Dissent' exceeds total number of Shares held.
    d. If the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
    e. If the Postal Ballot Form is received in torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent' or if the signature could not be verified, or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 20th December, 2016. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer no later than the date specified in Item No. 7 above.
9. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: scrutinisers@mmjc.in / saurabhagarwal@mmjc.in or evoting@karvy.com.
10. Only Member(s) who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. The right of voting by Postal Ballot shall not be exercised by Proxy.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid Business Reply Envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
13. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e. 4th November, 2016.
14. The Scrutinizer's decision on the validity of the postal ballot shall be final.