NOCIL LIMITED

Regd. Office:
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- L99999MH1961PLC012003 Email: investorcare@nocil.com

26th July 2018

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: Scrutinizer's Reports of the voting (Remote e -voting, Poll and combined) at the 56th Annual General Meeting of the Company

This is to inform you that the 56th Annual General Meeting (AGM) of the Company was held on 25th July 2018 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.

In terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had made requisite arrangements for providing remote e voting facility to the Members through Karvy Computershare Private Limited in respect of all items as set out in the Notice dated 4th May 2018 convening the 56th AGM. The remote e voting commenced on 20th July 2018 at 9.00 a.m. and ended on 24th July 2018 at 5.00 p.m. In remote e-voting, the shareholders have voting rights in proportion to their shares in the paid-up Equity Share Capital and to maintain the parity, the Chairman ordered the Poll on all the Resolutions from Item Nos. 1 to 6 as mentioned in the Notice instead of vote by show of hands.

Accordingly, the following Reports submitted by M/s. Makarand M. Joshi & Co., Company Secretaries engaged as Scrutinizer, are attached:

a. Report on E Voting

b. Report in form No. MGT-13 – Poll

c. Consolidated Report (E-Voting and Poll)

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For NOCIL Limited

V. K. Gupte
Company Secretary

Encl.: as above

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
Hrishikesh Arvind Mafatlal
Executive Chairman
of 56th 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 Wednesday, 25th July, 2018 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 56th Annual General Meeting (AGM) of the Company and the Annual Report along with the process of remote e-voting and Attendance slip & Proxy form were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 56th Annual General Meeting of the Company, along with the Annual Report, the process of remote e-voting and Attendance slip & Proxy form were sent to the shareholders in the permitted mode.

2. The (remote) e-voting period commenced on Friday, 20th July, 2018 at 9.00 a.m. and ended on Tuesday, 24th July, 2018 at 5.00 p.m.

3. Accordingly, the (remote) electronic votes cast were taken into account and at the end of this voting period, on 24th July, 2018, the Karvy Computershare Private Limited (Karvy) portal was blocked for voting.

4. The votes cast were unblocked in the presence of two witnesses on 25th July, 2018.

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 Financial Statements including Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	57980399	0	0.00	00	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	11488770	0	100.00	0.00
	Total		11488770	67.26	11488770	0	100.00	0.00
Public- Non Institutions	E-Voting	90290074	40270	0.04	40204	66	99.84	0.16
	Total		40270	0.04	40204	66	99.84	0.16
	Total	165352880	11529040	6.97	11528974	66	100.00	0.00

Resolution Item No. 2 - Ordinary Resolution:

Declaration of dividend on Equity Shares for the financial year ended 31st March, 2018

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	57980399	0	0.00	00	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	11488770	0	100.00	0.00
	Total		11488770	67.26	11488770	0	100.00	0.00
Public- Non Institutions	E-Voting	90290074	40324	0.04	40273	51	99.87	0.13
	Total		40324	0.04	40273	51	99.87	0.13
	Total	165352880	11529094	6.97	11529043	51	100.00	0.00

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Priyavrata H. Mafatlal (holding DIN: 02433237), who retires by rotation and being eligible, offers himself for re-appointment

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	57980399	0	0.00	00	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	10979931	508839	95.57	4.43
	Total		11488770	67.26	10979931	508839	95.57	4.43
Public- Non Institutions	E-Voting	90290074	37405	0.04	37043	362	99.03	0.97
	Total		37405	0.04	37043	362	99.03	0.97
	Total	165352880	11526175	6.9707	11016974	509201	95.58	4.42

Resolution Item No. 4 - Ordinary Resolution:

To approve ratification of appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as the Statutory Auditors of the Company for the Financial Year 2018-19

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	57980399	0	0.00	00	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	11153754	335016	97.08	2.92
	Poll		0	0.00	00	0	0.00	0.00
	Total		11488770	67.26	11153754	335016	97.08	2.92
Public- Non Institutions	E-Voting	90290074	40070	0.04	39914	156	99.61	0.39
	Total		40070	0.04	39914	156	99.61	0.39
	Total	165352880	11528840	6.97	11193668	335172	97.09	2.91

Resolution Item No. 5 - Ordinary Resolution:

To approve re-classification of promoter and promoter group shareholding

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	57980399	0	0.00	00	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	11488770	0	100.00	0.00
	Total		11488770	67.26	11488770	0	100.00	0.00
Public- Non Institutions	E-Voting	90290074	40120	0.04	39775	345	99.14	0.86
	Total		40120	0.04	39775	345	99.14	0.86
	Total	165352880	11528890	6.97	11528545	345	100.00	0.00

Resolution Item No. 6 - Ordinary Resolution:

To approve ratification of payment of remuneration to M/s. Kishore Bhatia & Associates, Cost Auditors for Financial Year 2018-19.

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	57980399	0	0.00	00	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	11488770	0	100.00	0.00
	Total		11488770	67.26	11488770	0	100.00	0.00
Public- Non Institutions	E-Voting	90290074	40070	0.04	39909	161	99.60	0.40
	Total		40070	0.04	39909	161	99.60	0.40
	Total	165352880	11528840	6.97	11528679	161	100.00	0.00

It is to be noted that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include invalid votes and abstained voting in particular resolutions.

Thanking you,

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

MAKARAND MADHUSUDAN JOSHI

Digitally signed by MAKARAND MADHUSUDAN JOSHI
DN: c=IN, o=Personal , CID - 6542057, 2.5.4.20=767b81a6d5a5525de0606a79e370cbd7cf36ea855618791 9929526d9b13b1d133, postalCode=400081, st=Maharashtra, serialNumber=bea4609e39928783824140700ee8d3949ae4badb6 42de897fd836d0b687ca033f, cn=MAKARAND MADHUSUDAN JOSHI
Date: 2018.07.26 13:55:29 +05'30'

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai Date: 26.07.2018

For NOCIL Limited

Hrishikesh Mafatlal

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DN: cn=Hrishikesh Mafatlal, o=NOCIL LIMITED, ou=NOCIL, email=hrishikesh@mafatlals.com, c=IN
Date: 2018.07.26 14:16:19 +05'30'

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

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
Hrishikesh Arvind Mafatlal
Executive Chairman
Of 56th 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 Wednesday, 25th July, 2018 at Rama & Sundri Watumull Auditorium, K.C. College, Visyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

Sir,

I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretary was appointed as Scrutinizer for the purpose of the vote taken on the below mentioned resolutions, at the Annual General Meeting (AGM) of the shareholders of the Company, held on Wednesday, 25th July, 2018 at Rama & Sundri Watumull Auditorium, K.C. College, Visyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai 400020, submit our report as under:

A. After the time fixed for closing of vote by poll at AGM by the Chairman, votes cast were 'closed' by us.

B. The votes cast were unblocked in the presence of two witnesses on Wednesday, 25th July, 2018. The votes were reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company, Karvy Computershare Private Limited and the authorizations/ proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting i.e. on remote e-voting as well as voting by poll provided at the AGM venue.

C. The result of the voting by Poll at AGM is as under:

1. Resolution Item No. 1 - Ordinary Resolution

Adoption of financial statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors' thereon

(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**
67	60596785	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	100	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**
6	602

2. Resolution Item No. 2 - Ordinary Resolution

Declaration of dividend on Equity Shares for the financial year ended 31st March, 2018.

(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**
67	60596785	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	100	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**
6	602

3. Resolution Item No. 3 - Ordinary Resolution

To appoint a Director in place of Priyavrata H. Mafatlal (holding DIN: 02433237), who retires by rotation and being eligible, offers himself for re-appointment.

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
67	60596785	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	100	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**
6	602

4. Resolution Item No. 4 - Ordinary Resolution

To approve ratification of appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as the Statutory Auditors of the Company for the year 2018-19.

(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**
67	60596785	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	100	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**
6	602

5. Resolution Item No. 5 - Ordinary Resolution

To approve re-classification of promoter and promoter group shareholding

(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**
67	60596785	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	100	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**
6	602

6. Resolution Item No. 6 - Ordinary Resolution

To approve ratification of payment of remuneration to M/s. Kishore Bhatia & Associates, Cost Auditors for Financial Year 2018-19

(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**
67	60596785	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	100	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**
6	602

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

It is to be noted that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include invalid votes and abstained voting in particular resolutions.

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

Thanking you,

Yours faithfully,

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

MAKARAND MADHUSUDAN JOSHI

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DN: c=IN, o=Personal , CID - 6542057, 2.5.4.20=767b81a6d5a5525de0606a79e370cbd7c696ea8566187f99929f526zdb13b1d33, postalCode=400081, st=Maharashtra, serialNumber=bea4609e39928783824140470 0ee8d3949bae4baadb642ed597e8360b687ca030f, cn=MAKARAND MADHUSUDAN JOSHI
Date: 2018.07.26 13:55:12 +05'30'

For NOCIL Limited

Hrishikesh Mafatlal

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DN: cn=Hrishikesh Mafatlal, o=NOCIL LIMITED, ou=NOCIL, email=hrishikesh@mafatlals.com, c=IN
Date: 2018.07.26 14:16:00 +05'30'

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 26.07.2018

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 and Poll at the Annual General Meeting (AGM)

To
Hrishikesh Arvind Mafatlal
Executive Chairman

of 56th 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 Wednesday, 25th July, 2018 at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

Re: Scrutinizer's Report on voting through Remote E-voting and Poll 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 4th May, 2018 to conduct the following:

   (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and

   (ii) **Poll 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 56th AGM held on Wednesday, 25th July, 2018.

B. The Company had availed the remote e-voting facility provided by Karvy Computer share Private Limited (Karvy) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Friday, 20th July, 2018 at 9.00 a.m. and ended on Tuesday, 24th July, 2018 at 5.00 p.m. and the Karvy remote e-voting platform was unblocked thereafter.

C. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

D. 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 25th July, 2018.

E. The Company had appointed Karvy for conducting the e-voting by the shareholders of the Company at the AGM. After the time fixed for closing of the poll by the Chairman, votes cast were 'closed'. The votes cast were unblocked in the presence of two witnesses on 25th July, 2018.

F. The report on poll done at the AGM was generated in my presence along with Mr. Omkar Dindorkar and Mr. Shivang Goyal.

G. On the basis of the votes exercised by the shareholders of the Company by way of poll at the AGM of the Company held on 25th July, 2018, I have issued Scrutinizer's Report dated 25th July, 2018.

Date of AGM	**25th July, 2018**
Total number of shareholders on record date (i.e. as on Wednesday , 18th July, 2018)	**132689**
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	**14**
Public	**181**
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	**0**
Public	**0**

Resolution Item No. 1 - Ordinary Resolution:

Adoption of financial statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors' thereon

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	57980399	0	0.00	00	0	0.00	0.00
	Poll		57980399	100.00	57980399	0	100.00	0.00
	Total		57980399	100.00	57980399	0	100.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	11488770	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		11488770	67.26	11488770	0	100.00	0.00
Public- Non Institutions	E-Voting	90290074	40270	0.04	40204	66	99.84	0.16
	Poll		2616486	2.90	2616386	100	100.00	0.00
	Total		2656756	2.94	2656590	166	99.99	0.01
	Total	165352880	72125925	43.62	72125759	166	100.00	0.00

Resolution Item No. 2 - Ordinary Resolution:

Declaration of dividend on Equity Shares for the financial year ended 31st March, 2018

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	57980399	0	0.00	00	0	0.00	0.00
	Poll		57980399	100.00	57980399	0	100.00	0.00
	Total		57980399	100.00	57980399	0	100.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	11488770	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		11488770	67.26	11488770	0	100.00	0.00
Public- Non Institutions	E-Voting	90290074	40324	0.04	40273	51	99.87	0.13
	Poll		2616486	2.90	2616386	100	100.00	0.00
	Total		2656810	2.94	2656659	151	99.99	0.01
	Total	165352880	72125979	43.62	72125828	151	100.00	0.00

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Priyavrata H. Mafatlal (holding DIN: 02433237), who retires by rotation and being eligible, offers himself for re-appointment.

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	57980399	0	0.00	00	0	0.00	0.00
	Poll		57980399	100.00	57980399	0	100.00	0.00
	Total		57980399	100.00	57980399	0	100.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	10979931	508839	95.57	4.43
	Poll		0	0.00	00	0	0.00	0.00
	Total		11488770	67.26	10979931	508839	95.57	4.43
Public- Non Institutions	E-Voting	90290074	37405	0.04	37043	362	99.03	0.97
	Poll		2616486	2.90	2616386	100	100.00	0.00
	Total		2653891	2.94	2653429	462	99.98	0.02
	Total	165352880	72123060	43.6177	71613759	509301	99.29	0.71

Resolution Item No. 4 - Ordinary Resolution:

To approve ratification of appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as the Statutory Auditors of the Company for the Financial Year 2018-19.

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	57980399	0	0.00	00	0	0.00	0.00
	Poll		57980399	100.00	57980399	0	100.00	0.00
	Total		57980399	100.00	57980399	0	100.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	11153754	335016	97.08	2.92
	Poll		0	0.00	00	0	0.00	0.00
	Total		11488770	67.26	11153754	335016	97.08	2.92
Public- Non Institutions	E-Voting	90290074	40070	0.04	39914	156	99.61	0.39
	Poll		2616486	2.90	2616386	100	100.00	0.00
	Total		2656556	2.94	2656300	256	99.99	0.01
	Total	165352880	72125725	43.62	71790453	335272	99.54	0.46

Resolution Item No. 5 - Ordinary Resolution:

To approve re-classification of promoter and promoter group shareholding

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	57980399	0	0.00	00	0	0.00	0.00
	Poll		57980399	100.00	57980399	0	100.00	0.00
	Total		57980399	100.00	57980399	0	100.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	11488770	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		11488770	67.26	11488770	0	100.00	0.00
Public- Non Institutions	E-Voting	90290074	40120	0.04	39775	345	99.14	0.86
	Poll		2616386	2.90	2616286	100	100.00	0.00
	Total		2656506	2.94	2656061	445	99.98	0.02
	Total	165352880	72125675	43.62	72125230	445	100.00	0.00

Resolution Item No. 6 - Ordinary Resolution:

To approve ratification of payment of remuneration to M/s. Kishore Bhatia & Associates, Cost Auditors for Financial Year 2018-19.

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	57980399	0	0.00	00	0	0.00	0.00
	Poll		57980399	100.00	57980399	0	100.00	0.00
	Total		57980399	100.00	57980399	0	100.00	0.00
Public- Institutions	E-Voting	17082407	11488770	67.26	11488770	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		11488770	67.26	11488770	0	100.00	0.00
Public- Non Institutions	E-Voting	90290074	40070	0.04	39909	161	99.60	0.40
	Poll		2616386	2.90	2616286	100	100.00	0.00
	Total		2656456	2.94	2656195	261	99.99	0.01
	Total	165352880	72125625	43.62	72125364	261	100.00	0.00

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

It is to be noted that:

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

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

MAKARAND MADHUSUDAN JOSHI

Digitally signed by MAKARAND MADHUSUDAN JOSHI
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Date: 2018.07.26 13:54:48 +05'30'

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai Date: 26.07.2018

For NOCIL Limited

Hrishikesh Mafatlal

Digitally signed by Hrishikesh Mafatlal
DN: cn=Hrishikesh Mafatlal, o=NOCIL LIMITED, ou=NOCIL, email=hrishikesh@mafatlals.com, c=IN
Date: 2018.07.26 14:15:29 +05'30'

H. A. Mafatlal
Executive Chairman
DIN: 00009872