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

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

22nd December 2016

Dear Sir,

Sub: Announcement of Postal Ballot Results

This has reference to our letter dated 18th November 2016 whereby amongst others, we had informed you that the Company intends to seek the approval of the shareholders by way of Postal Ballot including remote e-voting for the appointment and payment of remuneration to Mr. H.A. Mafatlal as the Executive Chairman of the Company effective 19th August 2016 for a period of 5 years.

The voting by Postal Ballot including e voting commenced on 21st November 2016 and concluded on 20th December 2016.

The Company had appointed Mr. Makarand Joshi, Partner of M/s. Makarand M. Joshi, Company Secretaries (Membership No. FCS -5533), as the Scrutinizer for conducting the Postal Ballot and e voting process in the fair and transparent manner.

Accordingly, the Scrutinizer has submitted his report dated 22nd December 2016 on the results of the Postal Ballot. In accordance with the said Report, the result of the Postal Ballot including remote e- voting was declared by the Chairman today i.e. 22nd December 2016. A copy of the said Report is enclosed. As per the Report, the Resolution has been passed with requisite majority.

The Company has uploaded the Report on its website viz., www.nocil.com and it is also made available on the website of Karvy Computershare Private Limited viz., www.evoting.karvy.com

Further, pursuant to Circular (Ref No. CIR/ CFD/ CMD/ 8/2015 dated 4th November 2015) on format for Voting Results issued by SEBI, a statement containing voting results of the Postal Ballot in the prescribed format is attached along with the Certified True Copy of the Resolution.

The above is in compliance with Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

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

Thanking you,
Yours faithfully,
For **NOCIL LIMITED**

(V.K. Gupte)
Company Secretary

Encl: as above

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstacy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai – 400080

Consolidated Report of Scrutinizer for Postal Ballot (Physical Ballots & E-Voting)

To
The Executive Chairman,
Nocil Limited
Mafatlal House, H. T. Parekh,
Backbay Reclamation,
Churchgate, Mumbai – 400 020

Dear Sir,

Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014.

A. Pursuant to the resolution passed by the Board of Directors of **Nocil Limited** (hereinafter referred as "the Company") in their Board Meeting held on 19th August, 2016 I, Makarand Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the Postal Ballot process in respect of the Special Resolution set out in the Postal Ballot Notice dated 19th August, 2016 ("**Notice**")

B. Members approval was sought on the following Special Resolution:

QUOTE

"Approval for appointment and remuneration of Mr. H. A. Mafatlal, as Executive Chairman of the Company"

"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."

UNQUOTE

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along explanatory statement and postal ballot form on16th November, 2016

D. The voting period commenced on 21st November, 2016(09:00 a.m.) and ended on 20th December, 2016 (5:00 p.m.)for voting through postal ballot form as well as through e-voting.

E. The remote e-voting facility was provided by Karvy Computershare Private Limited ("Karvy"), the Company's Registrar and Transfer Agent.

F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Registerseparately maintained for the purpose.

G. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

H. The e-voting were unblocked at 5:00 p.m. on 20th December, 2016 and the e-voting summary statement was downloaded from e-voting website of Karvy

I. All ballot forms received/ votes cast up to 5:00 p.m. on 20th December, 2016 being the last date and time fixed by the Company for said purpose were considered for scrutiny.

J. I did not find any defaced or mutilated ballot form and all the invalid postal ballot forms were marked and segregated.

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

K. Result of the Postal Ballot(e-voting and voting through Postal Ballot Forms) is as under :

Resolution Item No. 1: Special Resolution

Approval for appointment and remuneration of Mr. H. A. Mafatlal, as Executive Chairman of the Company

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	60479399	188160	0.31	188160	0	100	0
	Postal Ballot		60291239	99.69	60291239	0	100	0
	Total		**60479399**	**100**	**60479399**	**0**	**100**	**0**
Public – Institutional holders	E-Voting	6377601	2817399	44.18	2808451	8948	99.68	0.32
	Postal Ballot		0	0	0	0	0	0
	Total		**2817399**	**44.18**	**2808451**	**8948**	**99.68**	**0.32**
Public- Non Institution	E-Voting	95069380	47852	0.05	47111	741	98.45	1.55
	Postal Ballot		1437085	1.51	1422466	14619	98.98	1.02
	Total		**1484937**	**1.56**	**1469577**	**15360**	**98.97**	**1.03**
Total		**161926380**	**64781735**	**40**	**64757427**	**24308**	**99.96**	**0.04**

***No. of votes polled does not include'no. of votes invalid' and 'no. of votes abstain'**

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

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date:22nd December,2016

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

For Nocil Limited

H. A. Mafatlal
Executive Chairman

NOCIL LIMITED

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Details of Voting Results

Date of the ~~AGM~~/ ~~EGM~~/ Outcome of the Postal Ballot	22nd December 2016
Total Number of shareholders on record date i.e.4th November 2016	121474
No. of shareholders present in the meeting either in person or through proxy	Not Applicable
- Promoters and Promoter Group	
- Public	
No. of shareholders attended the meeting through Video Conferencing	Not Applicable
- Promoters and Promoter Group	
- Public	

Agenda –wise disclosure:

Resolution No. 1: (Ordinary / Special)						Special		
Appointment and payment of remuneration to Mr. H. A. Mafatlal as the Executive Chairman effective from 19th August 2016 for a period of 5 (five) years								
Whether Promoter/ Promoter Group are interested in the Agenda/ resolution								Yes *
Category	**Mode of Voting**	**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]**
Promoters and Promoter Group	**E-Voting**	60479399	188160	0.31	188160	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		60291239	99.69	60291239	0	100.00	0
			60479399	**100.00**	**60479399**	**0**	**100.00**	**0**
Public Institutions	**E-Voting**	6377601	2817399	44.18	2808451	8948	99.68	0.32
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0	0	0	0	0
			2817399	**44.18**	**2808451**	**8948**	**99.68**	**0.32**
Public Non Institutions	**E-Voting**	95069380	47852	0.05	47111	741	98.45	1.55
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1437085	1.51	1422466	14619	98.98	1.02
			1484937	**1.56**	**1469577**	**15360**	**98.97**	**1.03**
Total		**161926380**	**64781735**	**40.00**	**64757427**	**24308**	**99.96**	**0.04**

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* 1. The provisions of Section 188 (1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 are not applicable as the appointment / payment of remuneration to Mr. H. A. Mafatlal as the Executive Chairman is on an arms' length basis.

2. The above is not a material Related Party Transaction as defined under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The above resolution has been passed with requisite majority.

For **NOCIL LIMITED**

(V.K. Gupte)
Company Secretary

NOCIL LIMITED

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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF NOCIL LIMITED BY POSTAL BALLOT INCLUDING REMOTE E – VOTING ON 20th DECEMBER 2016

Appointment and payment of remuneration to Mr. H. A. Mafatlal as the Executive Chairman of the Company with effect from 19th August 2016 for a period of 5 years.

"**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."

For NOCIL LIMITED

V. K. Gupte
Company Secretary

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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.

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- 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.

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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.

For NOCIL LIMITED

V. K. Gupte
Company Secretary