NOCIL LIMITED

Reg. 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

8th April 2019

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: Report of Postal Ballot

This is further to our letter dated 13th March 2019 whereby we had informed you that the Company has obtained the approval of shareholders on the following special resolutions passed through the mechanism of Postal Ballot as indicated in the Postal Ballot Notice dated 20th December 2018:

Sr. No.	Description of the Resolution
1	Re-appointment of Mr. N. Sankar (holding DIN : 00007843) as an Independent Director for 5 years from 30th June 2019
2	Re-appointment of Mr. Rohit Arora (holding DIN: 00445753) as an Independent Director for 5 years from 30th June 2019
3	Re-appointment of Mr. D. N. Mungale (holding DIN:00007563) as an Independent Director for 5 years from 30th June 2019
4	Re-appointment of Mr. P. V. Bhide (holding DIN: 03304262) as an Independent Director for 5 years from 30th June 2019
5	Continuation of Mr. C. L. Jain (holding DIN : 00102910) as an Independent Director for residual term till 29th June 2019.

We had also enclosed a copy of the Scrutinizer's Report dated 13th March 2019 along with the aforementioned letter.

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Churchgate, Mumbai-400 020, India.
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CIN: L99999MH1961PLC012003 Email: investorcare@nocil.com

We now enclose Certified True copy of the Report of the Postal Ballot.

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

Thanking you,

Yours truly,
For **NOCIL LIMITED**

GUPTE
VIKAS
KASHINATH

Digitally signed by GUPTE VIKAS KASHINATH
DN: c=IN, o=Personal,
2.5.4.20=a82eb80e7b1e067a287ce674750089f458bc6a99a
f0e166cf2078337b262f230, postalCode=400101,
st=MAHARASHTRA,
2.5.4.45=034100643432346230356133363930363935666566383033616337323665383231653539616538653962666536643938613962383662316333383039393132383961 37,
serialNumber=781f7a2e291fa674eb6adeb7c19db4c341d4
05f62a89af3633b7130a70430038, cn=GUPTE VIKAS
KASHINATH
Date: 2019.04.08 18:33:50 +05'30'

(V.K. Gupte)
Company Secretary

Encl.: as above

MINUTE BOOK

CERTIFIED TRUE COPY
For NOCIL LIMITED

V. K. GUPTE
Company Secretary

REPORT ON POSTAL BALLOT INCLUDING REMOTE E-VOTING

NOCIL Limited ('the Company') had issued a Postal Ballot Notice dated 20th December 2018 seeking the approval of the Members by way of Special Resolutions for the following matters:

Sr. No.	Description of the Resolution
1	Re-appointment of Mr. N. Sankar (holding DIN : 00007843) as an Independent Director for 5 years from 30th June 2019
2	Re-appointment of Mr. Rohit Arora (holding DIN: 00445753) as an Independent Director for 5 years from 30th June 2019
3	Re-appointment of Mr. D. N. Mungale (holding DIN:00007563) as an Independent Director for 5 years from 30th June 2019
4	Re-appointment of Mr. P. V. Bhide (holding DIN: 03304262) as an Independent Director for 5 years from 30th June 2019
5	Continuation of Mr. C. L. Jain (holding DIN : 00102910) as an Independent Director for residual term till 29th June 2019.

The Special Resolutions proposed to be passed were as under:

A. **Re-appointment of Mr. N. Sankar as an Independent Director**

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. N. Sankar (holding DIN : 00007843), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 30th June 2019 to 29th June, 2024.

FURTHER RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. N. Sankar be continued as an Independent Director of the Company for the said term of 5 years, notwithstanding that on 19th November 2020 he attains the age of 75 years during the aforesaid tenure."

B. **Re-appointment of Mr. Rohit Arora as an Independent Director**

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Rohit Arora (holding DIN: 00445753) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 30th June 2019 to 29th June, 2024."

CHAIRMAN'S INITIAL

C. **Re-appointment of Mr. D. N. Mungale as an Independent Director**

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. D. N. Mungale (holding DIN:00007563) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 30th June 2019 to 29th June, 2024."

D. **Re-appointment of Mr. P.V. Bhide as an Independent Director**

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. P. V. Bhide (holding DIN: 03304262) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 30th June 2019 to 29th June, 2024."

E. **Continuation of Mr. C. L. Jain as an Independent Director**

"**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any, of the Companies Act, 2013, Mr. C. L. Jain (holding DIN : 00102910) an Independent Director, be continued as an Independent Director of the Company to hold office for the residual period of his current tenure till 29th June, 2019, notwithstanding that Mr. Jain is above 75 years of age."

A person whose name was recorded in the register of members or in register of beneficial interest owners maintained by the depositories as on 25th January 2019 (cut-off date) was entitled to vote on the resolutions proposed to be passed by Postal Ballot / remote e-voting.

The Company had completed the dispatch of Postal Ballot Notice along with the Postal Ballot Form and self addressed postage prepaid Business Reply Envelope in permitted mode on 8th February 2019 to the Members at their registered address or to their email addresses registered with the Company / Depository Participant / the Registrar & Transfer Agent, as the case may be.

An advertisement of the Notice of Postal Ballot and remote e-voting information was published in Economic Times (English) Edition and Maharashtra Times (Marathi) Edition dated 9th February 2019.

The Company had engaged Karvy Fintech Private Limited, the Company's RTA to provide the remote e-voting facility to the Members.

The voting on the aforementioned Resolution by Postal Ballot including e-voting commenced on Monday, 11th February 2019 at 9.00 a.m. and concluded on Tuesday, 12th March 2019 at 5.00 p.m.

CHAIRMAN'S INITIAL

MINUTE BOOK

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 13th March 2019 on the results of the Postal Ballot. Summary of the Report submitted by the Scrutinizer is as under:

A. Resolution Item No. 1: Special Resolution - Re-appointment of Mr. N. Sankar as an Independent Director:

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	55851989	55851989	100.00	55851989	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		**55851989**	**100.00**	**55851989**	**0**	**100.00**	**0.00**
Public Institutions	E-Voting	18187072	11427126	62.83	9257437	2169689	81.01	18.99
	Poll		0	0	0	0	0	0
	Postal Ballot		18187072	0	0.00	0	0	0.00
	Total		**11427126**	**62.83**	**9257437**	**2169689**	**81.01**	**18.99**
Public Non Institutions	E-Voting	91322519	2952484	3.23	2949142	3342	99.89	0.11
	Poll		0	0	0	0	0	0
	Postal Ballot		176385	0.19	165648	10737	93.91	6.09
	Total		**3128869**	**3.43**	**3114790**	**14079**	**99.55**	**0.45**
Total		**165361580**	**70407984**	**42.58**	**68224216**	**2183768**	**96.90**	**3.10**

B. Resolution Item No. 2: Special Resolution - Re-appointment of Mr. Rohit Arora as an Independent Director:

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	55851989	55851989	100.00	55851989	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		**55851989**	**100.00**	**55851989**	0	**100.00**	0.00
Public Institutions	E-Voting	18187072	11427126	62.83	9257437	2169689	81.01	18.99
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	
	Total		**11427126**	**62.83**	**9257437**	**2169689**	**81.01**	**18.99**

CHAIRMAN'S INITIAL

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]
Public Non Institutions	E-Voting	91322519	2952485	3.23	2948433	4052	99.86	0.14
	Poll		0	0	0	0	0	0
	Postal Ballot		174945	0.19	163930	11015	93.70	6.30
	Total		3127430	3.42	3112363	15067	99.52	0.48
Total		165361580	70406545	42.58	68221789	2184756	96.90	3.10

C. Resolution Item No. 3: Special Resolution - Re-appointment of Mr D.N. Mungale as an Independent Director:

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	55851989	55851989	100.00	55851989	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		55851989	100.00	55851989	0	100.00	0.00
Public Institutions	E-Voting	18187072	11427126	62.83	9257437	2169689	81.01	18.99
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	
	Total		11427126	62.83	9257437	2169689	81.01	18.99
Public Non Institutions	E-Voting	91322519	2952485	3.23	2948433	4052	99.86	0.14
	Poll		0	0	0	0	0	0
	Postal Ballot		175021	0.19	164411	10610	93.94	6.06
	Total		3127506	3.42	3113454	14052	99.55	0.45
Total		165361580	70406621	42.58	68222880	2183741	96.90	3.10

CHAIRMAN'S INITIAL

D. Resolution Item No. 4: Special Resolution - Re-appointment of Mr. P.V. Bhide as an Independent Director:

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	55851989	55851989	100.00	55851989	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		55851989	100.00	55851989	0	100.00	0.00
Public Institutions	E-Voting	18187072	11427126	62.83	8721210	2705916	76.32	23.68
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	
	Total		11427126	62.83	8721210	2705916	76.32	23.68
Public Non Institutions	E-Voting	91322519	2952485	3.23	2949133	3352	99.89	0.11
	Poll		0	0	0	0	0	0
	Postal Ballot		174985	0.19	164857	10128	94.21	5.79
	Total		3127470	3.42	3113990	13480	99.57	0.43
Total		165361580	70406585	42.58	67687189	2719396	96.14	3.86

E. Resolution Item No. 5: Special Resolution - Continuation of Mr. C. L. Jain as an Independent Director:

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	55851989	55851989	100.00	55851989	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		55851989	100.00	55851989	0	100.00	0.00
Public Institutions	E-Voting	18187072	11427126	62.83	9725226	1701900	85.11	14.89
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	
	Total		11427126	62.83	9725226	1701900	85.11	14.89

CHAIRMAN'S INITIAL

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]
Public Non Institutions	**E-Voting**	91322519	2952485	3.23	2949044	3441	99.88	0.12
	Poll		0	0	0	0	0	0
	Postal Ballot		177055	0.19	165060	11995	93.23	6.77
	Total		3129540	3.43	3114104	15436	99.51	0.49
Total		165361580	70408655	42.58	68691319	1717336	97.56	2.44

Accordingly, the Special Resolutions have been passed by requisite majority on 12th March 2019 being the last date for receipt of duly completed Postal Ballot forms or e-voting.

Date of Entry in Minutes Book: 04/04/2019

Place : Mumbai
Date of signing of Minutes : 04/04/2019

Chairman

CHAIRMAN'S INITIAL