



**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 No. L99999MH1961PLC012003  
Email: investorcare@nocil.com



**ARVIND MAFATLAL GROUP**  
The ethics of excellence

Date: 09<sup>th</sup> July, 2020

**The Bombay Stock Exchange Limited**  
"P.J. Towers"  
Dalal Street  
Mumbai-400001  
**Scrip Code: 500730**

**The National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai-400051  
**Symbol: NOCIL**

Dear Sir,

**Sub: Intimation under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Voting Results in respect of the Postal Ballot through remote e-voting and Scrutinizer's Report.**

This has reference to our letter dated 08<sup>th</sup> June, 2020, whereby, we had informed the stock exchanges that the Company intends to seek the approval of the shareholders by way of Postal Ballot through e-voting facility in respect of the following resolution to be passed as Special Resolution set out in the Postal Ballot Notice dated 20<sup>th</sup> May, 2020:

| Sr. No. | Description of the Resolution                                                       |
|---------|-------------------------------------------------------------------------------------|
| 1.      | Re-appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company |

The remote e-voting for Postal Ballot commenced on 09<sup>th</sup> June, 2020 and concluded on 08<sup>th</sup> July, 2020.

The Company had appointed Mr. Makarand Joshi, failing him, Ms. Kumudini Bhalerao, 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.

Accordingly, the Scrutinizer has submitted his Report on the remote e -voting dated 09<sup>th</sup> July, 2020 for the results of the Postal Ballot. PDF copy of the Report is attached.

In accordance with the said Report, the result of the Postal Ballot through remote e- voting was declared by the Chairman today i.e. 09<sup>th</sup> July, 2020.



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Based on the aforementioned Report, a statement containing voting results of the Postal Ballot in the prescribed format indicated in Circular (Ref No. CIR/ CFD/ CMD/ 8/2015 dated 4th November 2015) issued by SEBI is attached.

As per the Report, the Resolution has been passed with requisite majority.

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.

The same will also be made available on the Company's website at [www.nocil.com](http://www.nocil.com)

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

Thanking you,

Yours faithfully,

For **NOCIL LIMITED**

**Amit K. Vyas**

**Assistant Vice President (Legal) and Company Secretary**



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# **MAKARAND M. JOSHI & CO.**

## **Company Secretaries**

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Ecstasy, 803/804, 8<sup>th</sup> Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

### **Report of Scrutinizer on Voting through E-voting for Postal Ballot**

To  
The Chairman  
**NOCIL Limited**  
Mafatlal House, H T Parekh Marg,  
Backbay Reclamation, Churchgate,  
Mumbai - 400020

Dear Sir,

#### **Scrutinizer's Report on voting through E-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 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") on 25<sup>th</sup> March, 2020, I, Makarand M. 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 Resolutions set out in the Postal Ballot Notice dated Wednesday, 20<sup>th</sup> May, 2020 ("Notice").
- B. Members approval was sought for the Special Business, i.e. Re-appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company.
- C. Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the Electronic copy of the Notice and explanatory statement along with the process of E-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA Circulars dated 8<sup>th</sup> April 2020 and 13<sup>th</sup> April, 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020. The Company completed dispatch of Notice along with explanatory statement on 8<sup>th</sup> June, 2020 whose name (s) appeared on the Register of Members/ List of beneficiaries as on 29<sup>th</sup> May, 2020 ("cut-off-date")

- D. The remote e-voting facility was provided by KFin Technologies Private Limited (“KFin”)
- E. The voting period commenced on Tuesday, 9<sup>th</sup> June, 2020 at 10:00 a.m. (IST) and ended on Wednesday, 8<sup>th</sup> July, 2020 at 5:00 p.m. (IST) for voting through e-voting.
- F. The e-voting was blocked at 5:00 p.m. (IST) on Wednesday 8<sup>th</sup> July, 2020 and the e-voting summary statement was downloaded from e-voting website of KFin.
- G. The register, in accordance with Rule 20 (4)(xiv) and Rule 22 (10) 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, 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.

**Result of the Postal Ballot through e-voting is as under:**

**Resolution Item No. 1: Special Resolution**

- 1) Re-appointment of Ms. Dharmishta N. Raval as an Independent Director 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 | Postal Ballot through E-Voting | 5,63,52,484        | 5,63,52,484          | 100.00                                  | 5,63,52,484              | 0                      | 100.00                               | 0.00                               |
| Public Institutions         |                                | 95,93,234          | 44,20,548            | 46.08                                   | 44,08,788                | 11,760                 | 99.73                                | 0.27                               |
| Public Non-Institutions     |                                | 9,96,60,237        | 35,75,437            | 3.59                                    | 35,51,515                | 23,922                 | 99.33                                | 0.67                               |
| Total                       |                                | 16,56,05,955       | 6,43,48,469          | 38.86                                   | 6,43,12,787              | 35,682                 | 99.94                                | 0.06                               |

\*No of votes polled does not include no. of votes abstained

The aforesaid resolution was passed by requisite majority.

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

**MAKARAND  
MADHUSUDAN  
JOSHI**

Digitally signed by MAKARAND MADHUSUDAN  
JOSHI  
DN: cn=MAKARAND MADHUSUDAN JOSHI, o=IN,  
sn=Makarand, cn=Representative,  
serialNumber=66a4605a3802f788241454700a8d  
348fbaa5d5d4c4d974a3403d7c4d3d7  
Date: 2020.07.09 12:18:23 +05'30'

**Makarand M. Joshi  
Partner  
FCS No: 5533  
CP No. 3662  
Place: Mumbai  
Date: 9<sup>th</sup> July, 2020**

**For NOCIL Limited**

**Hrishikesh  
Arvind  
Mafatlal**

Digitally signed by  
Hrishikesh Arvind  
Mafatlal  
Date: 2020.07.09  
13:08:47 +05'30'

**H. A. Mafatlal  
Chairman  
Place: Mumbai  
Date: 9<sup>th</sup> July, 2020**

|                                                      |            |
|------------------------------------------------------|------------|
| Company Name                                         | NOCIL LTD  |
| Date of the Declaration of results of Postal Ballot  | 09-07-2020 |
| Total number of shareholders on record date          | 171936     |
| No. of shareholders present in the meeting either in |            |
| Promoters and Promoter Group:                        | 0          |
| Public:                                              | 0          |
| No. of Shareholders attended the meeting through     |            |
| Promoters and Promoter Group:                        | 0          |
| Public:                                              | 0          |

|                                                                                 |                                                                                               |                           |                            |                                                                     |                                 |                               |                                                                 |                                                            |
|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|---------------------------|----------------------------|---------------------------------------------------------------------|---------------------------------|-------------------------------|-----------------------------------------------------------------|------------------------------------------------------------|
| Resolution required: (Ordinary/<br>Special)                                     | SPECIAL - Re-appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company |                           |                            |                                                                     |                                 |                               |                                                                 |                                                            |
| Whether promoter/ promoter<br>group are interested in the<br>agenda/resolution? | No                                                                                            |                           |                            |                                                                     |                                 |                               |                                                                 |                                                            |
| Category                                                                        | Mode of Voting                                                                                | No. of shares<br>held (1) | No. of votes<br>polled (2) | % of Votes Polled<br>on outstanding<br>shares<br>(3)=[(2)/(1)]* 100 | No. of Votes –<br>in favour (4) | No. of Votes –<br>against (5) | % of Votes in<br>favour on votes<br>polled<br>(6)=[(4)/(2)]*100 | % of Votes against<br>on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                                     | E-Voting                                                                                      | 5,63,52,484               | 5,63,52,484                | 100.00                                                              | 5,63,52,484                     | -                             | 100.00                                                          | -                                                          |
|                                                                                 | Total                                                                                         |                           | 5,63,52,484                | 100.00                                                              | 5,63,52,484                     | -                             | 100.00                                                          | -                                                          |
| Public- Institutions                                                            | E-Voting                                                                                      | 95,93,234                 | 44,20,548                  | 46.08                                                               | 44,08,788                       | 11,760                        | 99.73                                                           | 0.27                                                       |
|                                                                                 | Total                                                                                         |                           | 44,20,548                  | 46.08                                                               | 44,08,788                       | 11,760                        | 99.73                                                           | 0.27                                                       |
| Public- Non Institutions                                                        | E-Voting                                                                                      | 9,96,60,237               | 35,75,437                  | 3.59                                                                | 35,51,515                       | 23,922                        | 99.33                                                           | 0.67                                                       |
|                                                                                 | Total                                                                                         |                           | 35,75,437                  | 3.59                                                                | 35,51,515                       | 23,922                        | 99.33                                                           | 0.67                                                       |
|                                                                                 | Total                                                                                         | 16,56,05,955              | 6,43,48,469                | 38.86                                                               | 6,43,12,787                     | 35,682                        | 99.94                                                           | 0.06                                                       |

For NOCIL Limited

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Mafatlal  
Date: 2020.07.09  
12:14:54 +05'30'

H .A. Mafatlal  
 Executive Chairman  
 DIN : 00009872