



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 MAFATAL GROUP
The ethics of excellence

Date: 29th December, 2022

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 28th November, 2022, whereby, we had informed the Stock Exchanges that the Company intends to seek the approval of the shareholders by way of Postal Ballot through remote e-voting facility in respect of the following resolution to be passed as Special Resolution set out in the Postal Ballot Notice dated 8th November, 2022:

| Sr. No. | Description of the Resolution |
|---------|--------------------------------------------------------------------------|
| 1. | Appointment of Mr. A. Vellayan as an Independent Director of the Company |

The remote e-voting for Postal Ballot commenced on Tuesday, 29th November, 2022 and concluded on Wednesday, 28th December, 2022.

The Company had appointed Mr. P.N. Parikh , Partner (Membership No. FCS 327, CP -1228) or failing him, Mr. Mitesh Dhabliwala, Partner (Membership No. FCS 8331 ,CP - 9511) or failing him Ms. Sarvari Shah, Partner (Membership Number FCS 9697 CP- 11717) of M/s Parikh & Associates, Practising Company Secretaries 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 28th December, 2022 for the results of the Postal Ballot is attached.

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 on 28th December,2022.



Responsible Care®
OUR COMMITMENT TO SUSTAINABILITY



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

Thanking you,

Yours faithfully,

For **NOCIL LIMITED**

A handwritten signature in blue ink, appearing to read "Amit K. Vyas", is written over a horizontal line.

Amit K. Vyas

Assistant Vice President (Legal) and Company Secretary

Place: Mumbai

Encl: as above

| | |
|-------------------------------------------------------------------------------|----------------|
| | NOCIL LTD |
| Date of declaration of the result | 28-12-2022 |
| Total number of shareholders on record date | 188769 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

| Resolution No. | 1 | | | | | | | | | |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special) | Special - Appointment of Mr. A Vellayan as an Independent Director of the Company. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes | | | | | | | | | |
| 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 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 5,63,91,184 | 5,63,91,184 | 100.0000 | 5,63,91,184 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 5,63,91,184 | 100.0000 | 5,63,91,184 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 70,59,238 | 57,79,920 | 81.8774 | 57,79,920 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 57,79,920 | 81.8774 | 57,79,920 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Non Institutions | E-Voting | 10,31,72,408 | 94,05,966 | 9.1167 | 93,79,549 | 26,417 | 99.7191 | 0.2808 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 94,05,966 | 9.1167 | 93,79,549 | 26,417 | 99.7191 | 0.2809 | 0 | 0 |
| Total | | 16,66,22,830 | 7,15,77,070 | 42.9575 | 7,15,50,653 | 26,417 | 99.9631 | 0.0369 | 0 | 0 |

For NOCIL Limited

Digitally signed
HRISHIKESH
 H ARVIND
 MAFATLAL
 MAFATLAL Date: 2022.12.29
 10:17:54 +05'30'

Hrishikesh A. Mafatlal
 Executive Director - Chairperson
 DIN No.:00009872

December 28, 2022

To,
NOCIL Limited
Mafatlal House, 24, 3rd Floor, H.T. Parekh Marg,
Backbay Reclamation, Churchgate,
Mumbai 400 020

Kind Attn: Mr. Amit K. Vyas

Sub.: Report on Postal Ballot Voting of NOCIL Limited.

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for appointment of Mr. A. Vellayan (DIN:00148891) as an Independent Director of the Company.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders only through the electronic voting process (remote e-voting).
- b) The register showing the particulars of the e-votes registered on the National Securities Depository Limited ('NSDL') e-voting system in respect of the said Resolution.

Thanking-you.

Yours faithfully,

SARVARI
RAJESH
SHAH

Digitally signed by SARVARI RAJESH SHAH
DN: cn=SARVARI RAJESH SHAH, o=PARIKH & ASSOCIATES
COMPANY SECRETARIES, ou=PARIKH & ASSOCIATES
COMPANY SECRETARIES, email=sarvari@parikhassociates.com,
c=IN, st=Maharashtra, serial=122818232, version=3,
date=2022.12.28 18:23:25 +05'30'

Sarvari Shah
Parikh & Associates
Encl.: As above.

To,
The Chairman
NOCIL Limited
Mafatlal House, 24, 3rd Floor, H.T. Parekh Marg,
Backbay Reclamation, Churchgate,
Mumbai 400020

Report of Scrutinizer

I, Sarvari Shah, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 9697), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal ballot through electronic voting process (“remote e-voting”) in respect of the Special Resolution for appointment of Mr. A. Vellayan (DIN:00148891) as an Independent Director of the Company.

Pursuant to the Postal Ballot Notice dated November 08, 2022, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, and Circular No.10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 and Circular No. 03/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and pursuant to Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations , 2015 and other applicable laws and regulations.

The Postal Ballot Notice dated November 08, 2022 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolutions, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the “cut-off” date of Friday, November 18, 2022 were entitled to vote on the resolution as contained in the Notice.

Contd....2

--2--

The voting period for remote e-voting commenced on Tuesday, November 29, 2022 at 10:00 a.m. (IST) and ended on Wednesday, December 28, 2022 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under:

Contd....3

--3--

Resolution 1: Special Resolution**Appointment of Mr. Mr. A. Vellayan (DIN:00148891) as an Independent Director of the Company.**(i) Voted in **favour** of the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 970 | 7,15,50,653 | 99.96 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 53 | 26,417 | 0.04 |

(iii) **Invalid** votes:

| Number of members voted | Number of valid votes cast (Shares) |
|-------------------------|-------------------------------------|
| NIL | NIL |

**SARVARI
RAJESH
SHAH**

Digitally signed by SARVARI RAJESH
SHAH
DN: c=IN, o=Personal,
postalCode=400097, st=Maharashtra,
2.5.4.20=97144891, jurisdiction=IN,
serialNumber=1, cn=SARVARI RAJESH
SHAH
Date: 2022.12.28 18:23:51 +05'30'

Signature:

Name: Sarvari Shah

Scrutinizer

FCS: 9697 CP: 11717

UDIN: F009697D002822606

P/R No. 1129/2021

Date: December 28, 2022

Place: Mumbai