



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



ARVIND MAFATALAL GROUP
The ethics of excellence

Date: 1st August , 2023

The Bombay Stock Exchange Limited
“P.J. Towers”
Dalal Street
Mumbai-400 001
Stock 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 Report of the e-Voting at the 61st Annual General Meeting (‘AGM’) of NOCIL Limited (‘the Company’)

This is to inform you that the 61st Annual General Meeting of the Company was held on Monday, 31st July , 2023 at 03.00 p.m. through Video Conferencing and the venue of the meeting was deemed to be the registered office of the Company situated at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020.

The Company had tied up with National Securities Depositories Limited (‘NSDL’) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

In terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced on Thursday 27th July, 2023 at 09.00 a.m. and ended on Sunday 30th July, 2023 at 05.00 p.m. The facility for voting through e-voting system was also made available during the meeting for members who had not cast their vote prior to the meeting and the voting facility was made available for 30 minutes after the conclusion of the meeting.

Accordingly, the Consolidated Report (Remote e-Voting and e-Voting at the AGM) pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutinizer Report submitted by M/s. Parikh & Associates ., Company Secretaries engaged as Scrutinizer is attached herewith.

Kindly take the same on your records.

Thanking You.

Yours truly,

For **NOCIL Limited**

Amit K. Vyas
Assistant Vice President (Legal)
and Company Secretary
Place: Mumbai
Encl: as above



Responsible Care®
OUR COMMITMENT TO SUSTAINABILITY

Name of the Company	NOCIL LTD
Date of the AGM	31-07-2023
Total number of shareholders on record date	184561
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:	10
Public:	64

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Statement of Accounts for FY 2022-23 etc.							
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
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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,63,91,184	100.0000	5,63,91,184	0	100.0000	0.0000
Public- Institutions	E-Voting	1,49,77,974	1,12,98,443	75.4337	1,12,98,443	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,12,98,443	75.4337	1,12,98,443	0	100.0000	0.0000
Public- Non Institutions	E-Voting	9,52,76,547	57,06,631	5.9895	57,04,619	2,012	99.9647	0.0352
	Poll		21,054	0.0221	21,034	20	99.9050	0.0949
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		57,27,685	6.0116	57,25,653	2,032	99.9645	0.0355
Total		16,66,45,705	7,34,17,312	44.0559	7,34,15,280	2,032	99.9972	0.0028

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on equity shares							
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
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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,63,91,184	100.0000	5,63,91,184	0	100.0000	0.0000
Public- Institutions	E-Voting	1,49,77,974	1,13,97,407	76.0945	1,13,97,407	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,13,97,407	76.0945	1,13,97,407	0	100.0000	0.0000
Public- Non Institutions	E-Voting	9,52,76,547	57,06,385	5.9893	57,03,951	2,434	99.9573	0.0426
	Poll		21,054	0.0221	21,034	20	99.9050	0.0949
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		57,27,439	6.0114	57,24,985	2,454	99.9572	0.0428
Total		16,66,45,705	7,35,16,030	44.1152	7,35,13,576	2,454	99.9967	0.0033

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Priyavrata H. Mafatlal (holding DIN: 02433237), who retires by rotation and being eligible offers himself for re-appointment							
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
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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,63,91,184	100.0000	5,63,91,184	0	100.0000	0.0000
Public- Institutions	E-Voting	1,49,77,974	1,13,97,407	76.0945	79,83,755	34,13,652	70.0488	29.9511
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,13,97,407	76.0945	79,83,755	34,13,652	70.0489	29.9511
Public- Non Institutions	E-Voting	9,52,76,547	57,06,381	5.9893	57,01,349	5,032	99.9118	0.0881
	Poll		21,054	0.0221	21,034	20	99.9050	0.0949
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		57,27,435	6.0114	57,22,383	5,052	99.9118	0.0882
Total		16,66,45,705	7,35,16,026	44.1152	7,00,97,322	34,18,704	95.3497	4.6503

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Anand V.S. as the Managing Director for a period of Five (5) years with effect from 1st August, 2023 upto 31st July 2028							
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
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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,63,91,184	100.0000	5,63,91,184	0	100.0000	0.0000
Public- Institutions	E-Voting	1,49,77,974	1,13,97,407	76.0945	39,35,721	74,61,686	34.5317	65.4682
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,13,97,407	76.0945	39,35,721	74,61,686	34.5317	65.4683
Public- Non Institutions	E-Voting	9,52,76,547	57,06,381	5.9893	57,01,352	5,029	99.9118	0.0881
	Poll		21,054	0.0221	21,034	20	99.9050	0.0949
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		57,27,435	6.0114	57,22,386	5,049	99.9118	0.0882
Total		16,66,45,705	7,35,16,026	44.1152	6,60,49,291	74,66,735	89.8434	10.1566

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of Payment of remuneration to M/s Kishore Bhatia & Associates, Cost Auditors for FY 2023-24.							
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
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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,63,91,184	100.0000	5,63,91,184	0	100.0000	0.0000
Public- Institutions	E-Voting	1,49,77,974	1,13,97,407	76.0945	1,13,97,407	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,13,97,407	76.0945	1,13,97,407	0	100.0000	0.0000
Public- Non Institutions	E-Voting	9,52,76,547	57,06,381	5.9893	57,02,404	3,977	99.9303	0.0696
	Poll		21,054	0.0221	21,034	20	99.9050	0.0949
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		57,27,435	6.0114	57,23,438	3,997	99.9302	0.0698
Total		16,66,45,705	7,35,16,026	44.1152	7,35,12,029	3,997	99.9946	0.0054

For NOCIL Limited

Hrishikesh A. Mafatal
Chairman
DIN No.: 00009872



To,
The Chairman
NOCIL Limited
Mafatlal House, H.T. Parekh Marg,
Backbay Reclamation, Churchgate,
Mumbai - 400 020.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 61st Annual General Meeting of NOCIL Limited held on Monday, July 31, 2023 at 03.00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Mitesh Dhabliwala, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of NOCIL Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 61st Annual General Meeting ("AGM") of NOCIL Limited on Monday, July 31, 2023 at 03.00 p.m.(IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated May 29, 2023, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the General Circular Numbers 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by General Circular Numbers 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021 and General Circular Number 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time by the MCA.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Thursday, July 27, 2023 (9:00 a.m. IST) and ended on Sunday, July 30, 2023 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the “cut-off” date of Monday, July 24, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the Financial Year ended March 31, 2023 and the Balance Sheet as at March 31, 2023 and the Reports of the Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
576	7,34,15,280	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	2,032	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To declare dividend on Equity Shares for the financial year ended 31st March 2023.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
576	7,35,13,576	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	2,454	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

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

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
528	7,00,97,322	95.35

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
59	34,18,704	4.65

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Ordinary Resolution**Appointment of Mr. Anand V.S (DIN: 07918665) as the Managing Director.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
521	6,60,49,291	89.84

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
66	74,66,735	10.16

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Ordinary Resolution

Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294) appointed as Cost Auditors for the Financial Year ending March 31, 2024.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
567	7,35,12,029	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
20	3,997	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

**Mitesh Dilip
Dhabliwala**

Digitally signed by Mitesh Dilip Dhabliwala
DN: c=IN, ou=Personal, title=4146,
pseudonym=CAA7AC2B41698AEFD6C39FCF19257E
29B3BE77F7,
2.5.4.20=93dfe8136c49c0a2dd48dd81e0a324bccdd
a8397ae0205ac7cb1268a968b799,
postalCode=400056, st=Maharashtra,
serialNumber=276A7AE95C804FA7001EBCF53A8ED
C03272635DE80558851E40027F5756773FA,
cn=Mitesh Dilip Dhabliwala
Date: 2023.07.31 18:52:06 +05'30'

Mitesh Dhabliwala
Parikh & Associates
Practising Company Secretaries
FCS: 8331 CP No.: 9511
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053
Place: Mumbai
Dated: July 31, 2023
UDIN: F008331E000712485
P/R No.: 1129/2021

For NOCIL Limited

Hrishikesh A. Mafatlal
Chairman
DIN No.: 00009872