



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 MAFATLAL GROUP
The ethics of excellence

Date: 8th August , 2024

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 62nd Annual General Meeting (‘AGM’) of NOCIL Limited (‘the Company’)

This is to inform you that the 62nd Annual General Meeting of the Company was held on Thursday, 8th August, 2024 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 Monday 5th August, 2024 at 09.00 a.m. and ended on Wednesday 7th August, 2024 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 15 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



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OUR COMMITMENT TO SUSTAINABILITY

	NOCIL LTD
Date of the AGM/EGM	08-08-2024
Total number of shareholders on record date	171269
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:	68

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Statement of Accounts for FY 2023-24 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	2,27,39,403	1,67,11,463	73.4912	1,67,11,463	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		1,67,11,463	73.4912	1,67,11,463	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8,75,45,118	1,08,63,602	12.4091	1,08,62,910	692	99.9936	0.0063
	Poll		4,750	0.0054	4,750	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,08,68,352	12.4145	1,08,67,660	692	99.9936	0.0064
Total		16,66,75,705	8,39,70,999	50.3799	8,39,70,307	692	99.9992	0.0008

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on equity shares for the financial year ended 31st March 2024							
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	2,27,39,403	1,67,91,119	73.8415	1,67,91,119	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		1,67,91,119	73.8415	1,67,91,119	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8,75,45,118	1,08,61,232	12.4064	1,08,60,558	674	99.9937	0.0062
	Poll		4,750	0.0054	4,750	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,08,65,982	12.4118	1,08,65,308	674	99.9938	0.0062
Total		16,66,75,705	8,40,48,285	50.4262	8,40,47,611	674	99.9992	0.0008

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Mr. Anand V S (DIN: 07918665), who retires by rotation and being eligible, offers his candidature 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	2,27,39,403	1,67,91,119	73.8415	1,67,52,998	38,121	99.7729	0.2270
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			1,67,91,119	73.8415	1,67,52,998	38,121	99.7730	0.2270
Public- Non Institutions	E-Voting	8,75,45,118	1,08,61,207	12.4064	1,08,53,039	8,168	99.9247	0.0752
	Poll		4,750	0.0054	2,550	2,200	53.6842	46.3157
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			1,08,65,957	12.4118	1,08,55,589	10,368	99.9046	0.0954
Total		16,66,75,705	8,40,48,260	50.4262	8,39,99,771	48,489	99.9423	0.0577

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Debnarayan Bhattacharya (DIN:00033553) as an Independent Director a second term of consecutive five 5 years							
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	2,27,39,403	1,67,91,119	73.8415	1,64,24,462	3,66,657	97.8163	2.1836
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,67,91,119	73.8415	1,64,24,462	3,66,657	97.8164	2.1836
Public- Non Institutions	E-Voting	8,75,45,118	1,08,61,232	12.4064	1,08,50,786	10,446	99.9038	0.0961
	Poll		4,750	0.0054	4,750	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,08,65,982	12.4118	1,08,55,536	10,446	99.9039	0.0961
Total		16,66,75,705	8,40,48,285	50.4262	8,36,71,182	3,77,103	99.5513	0.4487

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Payment of Commission to Non-Executive Directors 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
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	2,27,39,403	1,67,91,119	73.8415	1,66,82,451	1,08,668	99.3528	0.6471
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,67,91,119	73.8415	1,66,82,451	1,08,668	99.3528	0.6472
Public- Non Institutions	E-Voting	8,75,45,118	1,08,61,232	12.4064	1,08,36,007	25,225	99.7677	0.2322
	Poll		4,750	0.0054	550	4,200	11.5789	88.4210
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,08,65,982	12.4118	1,08,36,557	29,425	99.7292	0.2708
Total		16,66,75,705	8,40,48,285	50.4262	8,39,10,192	1,38,093	99.8357	0.1643

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the remuneration payable to the Cost Auditors for the Financial Year 2024-25.							
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	2,27,39,403	1,67,91,119	73.8415	1,67,91,119	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		1,67,91,119	73.8415	1,67,91,119	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8,75,45,118	1,08,61,232	12.4064	1,08,55,321	5,911	99.9455	0.0544
	Poll		4,750	0.0054	4,750	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,08,65,982	12.4118	1,08,60,071	5,911	99.9456	0.0544
Total		16,66,75,705	8,40,48,285	50.4262	8,40,42,374	5,911	99.9930	0.0070

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of NOCIL Ltd- Long-Term Incentive Plan 'LTIP'							
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	2,27,39,403	1,67,91,119	73.8415	33,73,400	1,34,17,719	20.0903	79.9096
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,67,91,119	73.8415	33,73,400	1,34,17,719	20.0904	79.9096
Public- Non Institutions	E-Voting	8,75,45,118	1,08,61,232	12.4064	1,01,38,994	7,22,238	93.3503	6.6496
	Poll		4,750	0.0054	2,750	2,000	57.8947	42.1052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,08,65,982	12.4118	1,01,41,744	7,24,238	93.3348	6.6652
Total		16,66,75,705	8,40,48,285	50.4262	6,99,06,328	1,41,41,957	83.1740	16.8260

For NOCIL Limited

Hrishikesh A. Mafatlal
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 62nd Annual General Meeting of NOCIL Limited held on Thursday, August 08, 2024 at 03.00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Mitesh Dhaliwala, 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 62nd Annual General Meeting ("AGM") of NOCIL Limited on Thursday, August 08, 2024 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, 2024, 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 No- 14/2020 dated April 08, 2020, Circular No- 17/2020 dated April 13, 2020 and General Circular No- 20/2020 dated May 05, 2020 and other subsequent circulars issued in this regard, the latest being General Circular No – 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (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 Monday, August 05, 2024 (9:00 a.m. IST) and ended on Wednesday, August 07, 2024 (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 Thursday, August 01, 2024, 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, 2024 and the Balance Sheet as at March 31, 2024 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
475	8,39,70,307	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
8	692	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 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
474	8,40,47,611	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
8	674	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. Anand V.S (DIN: 07918665), who retires by rotation and being eligible, offers his candidature 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
462	8,39,99,771	99.94

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	48,489	0.06

(iii) **Invalid** votes:

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

Resolution 4: Special Resolution

Re-appointment of Mr. Debnarayan Bhattacharya (DIN: 00033553) as an Independent Director for a second term of five 5 years.

(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
457	8,36,71,182	99.55

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
25	3,77,103	0.45

(iii) **Invalid** votes:

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

Resolution 5: Special Resolution**Payment of Commission to Non-Executive Directors of the Company.**(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
441	8,39,10,192	99.84

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
44	1,38,093	0.16

(iii) **Invalid** votes:

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

Resolution 6: Ordinary Resolution**Ratification of the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2025.**(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
466	8,40,42,374	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
16	5,911	0.01

(iii) **Invalid** votes:

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

Resolution 7: Special Resolution**Approval of NOCIL Ltd – Long-Term Incentive Plan (LTIP).**(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
392	6,99,06,328	83.17

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
94	1,41,41,957	16.83

(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
Date: 2024.08.08
18:41:14 +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: August 08, 2024
UDIN: F008331F000933090
P/R No.: 1129/2021

For NOCIL Limited

Hrishikesh A. Mafatlal
Chairman
DIN No.: 00009872