



**NOCIL LIMITED**

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

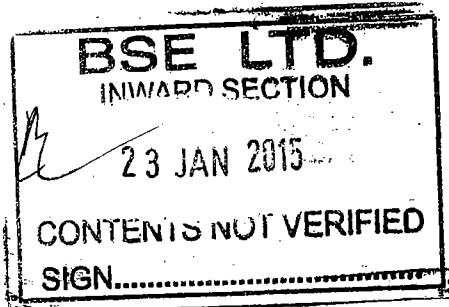
CIN No. L99999MH1961PLC012003 Email.: investorcare@nocilindia.com

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SEC/122B

22<sup>nd</sup> January, 2015

The Secretary  
The Bombay Stock Exchange Ltd:  
"P.J. Towers"  
Dalal Street  
Mumbai-400 001



Dear Sirs,

**Sub: Compliance with Clause 49 of the Listing Agreement**

Further to our letter dated 12<sup>th</sup> January, 2015 and an email dated 21.1.2015 from Mr. Rakesh Parekh, Sp. Assistant, Listing Compliance, we are now enclosing herewith a revised Quarterly Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2014.

Kindly acknowledge receipt.

Thanking you,

Yours truly,  
For NOCIL LIMITED

(V.K. Gupte)  
Company Secretary

Encl: as above



**ANNEXURE - XI**  
**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

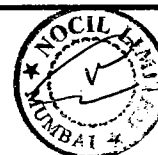
Name of the Company :

**NOCIL Limited**

Quarter ended on :

**31st December, 2014**

Particulars	Clause of Listing	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non Executive Directors' Compensation & Disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committee	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified and Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination &amp; Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	Yes	The Company has laid down procedure to inform Board members about the Risk Assessment and minimization procedure. However, constitution of Risk Management Committee is not applicable to our company as the same is applicable to only top 100 listed companies by market capitalisation as at the end of the immediate previous financial year.
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	There are no material transactions with Related Parties.
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIIC)	Yes	
(D) Management	49 (VIID)	Yes	
(E) Shareholders	49 (VIIIE)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	N.A.	



IX. CEO / CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	Will be disclosed in the next Annual Report of FY 2014-15.
XI. Compliance	49 (XI)	Yes	

For **NOCIL Limited**



(V.K. Gupte)

Company Secretary

Mumbai,  
22nd January, 2015

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