

Directors' Report (Contd.)

ANNEXURE 'E'

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Amendment Rules, 2016]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	:	L99999MH1961PLC012003
ii)	Registration Date	:	May 11, 1961
iii)	Name of the Company	:	NOCIL LIMITED
iv)	Category/Sub-Category of the Company	:	Public Limited Company having Share Capital
v)	Address of the Registered office and contact details	:	Mafatlal House, 3rd Floor, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai-400020 Tel.: 9122-66576100, 66364062 Fax: 9122-66364060 Email: investorcare@nocil.com Website: www.nocil.com
vi)	Whether listed company	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	KFin Technologies Private Limited* Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad – 500 032 Tel No. 91 40- 67162222 Fax No. 91 40- 23420814 Email Id: einward.ris@kfintech.com Website: www.kfintech.com

* Formerly known as Karvy Fintech Private Limited.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service*	% to total turnover of the company
1	Basic Organic Chemicals	20119	99%

* As per NIC Code - 2008

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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/ subsidiary / associate	% of shares held	Applicable section
1.	PIL Chemicals Limited Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai-400 020	U25209MH2002PLC135201	Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change in shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1. Indian									
Individual/ HUF	8,59,660	-	8,59,660	0.52	8,60,160	-	8,60,160	0.52	-
Central Govt	-	-	-	-	-	-	-	-	-
State Govt	-	-	-	-	-	-	-	-	-
Bodies Corporate	5,49,92,329	-	5,49,92,329	33.26	5,49,92,329	-	5,49,92,329	33.21	(0.05)
Banks/ FI									
Any other									
Sub-total (A) (1):	5,58,51,989	-	5,58,51,989	33.78	5,58,52,489	-	5,58,52,489	33.73	(0.05)
2. Foreign									
NRIs- Individuals	--	--	--	--	--	--	--	--	--
Other Individuals	--	--	--	--	--	--	--	--	--
Bodies Corporate	--	--	--	--	--	--	--	--	--
Banks/FI	--	--	--	--	--	--	--	--	--
Any other	--	--	--	--	--	--	--	--	--
Sub-total (A) (2):	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter									
(A)=(A)(1)+(A) (2)	5,58,51,989	-	5,58,51,989	33.78	5,58,52,489	-	5,58,52,489	33.73	(0.05)
B. Public Shareholding									
1. Institutions									
Mutual Funds	57,76,297	2,850	57,79,147	3.49	21,20,711	2,850	21,23,561	1.28	(2.21)
Banks/FI	4,44,329	37,460	4,81,789	0.29	7,23,669	36,360	7,60,029	0.46	0.17
Central Govt	-	-	-	-	-	-	-	-	-
State Govt	400	-	400	0.00	400	-	400	0.00	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies Funds	21,46,859	1,160	21,48,019	1.30	21,46,859	1,160	21,48,019	1.30	-
Others (specify) FIs, FPIs, Alternate Investment Funds	70,40,784	-	70,40,784	4.26	44,87,225	-	44,87,225	2.71	(1.55)
Sub-total (B) (1):	1,54,08,669	41,470	1,54,50,139	9.34	94,78,864	40,370	95,19,234	5.75	(3.59)

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Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change in shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non- Institutions									
Bodies Corporate									
i) Indian incl. Trusts, NBFCs	1,09,22,357	35,461	1,09,57,818	6.63	99,88,568	33,661	1,00,22,229	6.05	(0.58)
ii) Overseas	-	-	-	-	-	-	-	-	-
Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 Lakh	4,57,45,805	25,54,698	4,83,00,503	29.21	5,24,37,747	22,76,988	5,47,14,735	33.04	3.83
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	2,97,70,020	1,33,940	2,99,03,960	18.08	2,97,41,125	50,620	2,97,91,745	17.99	(0.09)
IEPF	13,38,600	-	13,38,600	0.81	15,18,861	-	15,18,861	0.91	0.10
Others (specify) NRI, Clearing Members	34,71,011	87,560	35,58,571	2.15	41,00,742	85,920	41,86,662	2.53	0.38
Sub-total (B)(2):	9,12,47,793	28,11,659	9,40,59,452	56.88	9,77,87,043	24,47,189	10,02,34,232	60.52	3.64
Total Public shareholding (B) = (B) (1)+(B) (2)	10,66,56,462	28,53,129	10,95,09,591	66.22	10,72,65,907	24,87,559	10,97,53,466	66.27	0.05
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	16,25,08,451	28,53,129	16,53,61,580	100.00	16,31,18,396	24,87,559	16,56,05,955	100.00	0.00

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Hrishikesh A Mafatlal	1,77,900	0.11	0.00	1,77,900	0.11	0	0.00
2.	Hrishikesh A Mafatlal as Trustee of Hrishikesh A. Mafatlal Family Trust No. 1*	10,260	0.01	0.00	0	0.00	0	(0.01)
3.	Rekha Hrishikesh Mafatlal*	1,54,500	0.09	0.00	1,64,760	0.10	0	0.01
4.	Priyavrata Hrishikesh Mafatlal	5,17,000	0.31	0.00	5,17,000	0.31	0.00	0.00
5.	Mafatlal Industries Limited	2,52,59,059	15.28	35.71	2,52,59,059	15.25	26.41	(0.03)
6.	Arvi Associates Pvt Limited#	26	0.00	0.00	0	0	0	0.00
7.	Suremi Trading Pvt. Limited. #	2,03,69,204	12.32	6.48	2,07,72,170	12.54	0	0.22
8.	Krishnadeep Engineers Pvt Ltd#	4,02,720	0.24	0.00	0	0	0	(0.24)
9.	Shamir TexchemPvt.Limited. #	220	0.00	0.00	0	0	0	0.00
10.	Sumil Holdings Pvt. Limited.	220	0.00	0.00	0	0	0	0.00
11.	Sushripada Investments Pvt. Ltd.	89,60,880	5.41	27.40	89,60,880	5.41		0.00
12.	Hrishikesh Arvind Mafatlal (as a trustee of the Gurukripa trust)	0	0	0	100	0	0	0.00

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Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
13	Hrishikesh Arvind Mafatlal (as a Trustee of Karuna Trust)	0	0	0	100	0	0	0.00
14	Hrishikesh Arvind Mafatlal (as a Trustee of Narsingha Trust)	0	0	0	100	0	0	0.00
15	Hrishikesh Arvind Mafatlal (as a Trustee of Shrija Trust)	0	0	0	100	0	0	0.00
16	Rekha Hrishikesh Mafatlal (as a Trustee of Radha Raman Trust)	0	0	0	100	0	0	0.00
Total		5,58,51,989	33.78	22.91**	5,58,52,489	33.73	15.17**	(0.05)

* Transfer of shares from Hrishikesh A. Mafatlal (as a trustee of the Hrishikesh A. Mafatlal family trust) to Rekha Hrishikesh Mafatlal, pursuant to devolvement of assets, consequent to the dissolution of the Private Family Trust in favour of its beneficiary.

A Composite Scheme of Arrangement was approved by National Company Law Tribunal, Mumbai Bench. In accordance with the said Scheme, the promoter group companies viz., Arvi Associates Private Limited, Krishnadeep Engineers Private Limited ('Krishnadeep') and Shamir Texchem Private Limited ('Shamir') have transferred their entire holdings in the Company to Suremi Trading Private Limited.

** Percentage of Total shares pledged calculated as a percentage of total holding of Promoter.

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	At the beginning of the year	5,58,51,989	33.78*	5,58,51,989	33.78*
2	Additions during the year	-	-	500#	0.00
3	Deletions during the year	-	-	-	-
4	At the End of the year	5,58,51,989	33.78*	5,58,52,489	33.73**

* Total Equity Share Capital at the end of the year comprised of 16,53,61,580 Equity Shares of the face value of ₹ 10/- each.

** Total Equity Share Capital at the end of the year comprised of 16,56,05,955 Equity Shares of the face value of ₹ 10/- each.

During the FY 2019-20, Hrishikesh Arvind Mafatlal (as a trustee of the Gurukripa trust), Hrishikesh Arvind Mafatlal (as a Trustee of Karuna Trust), Hrishikesh Arvind Mafatlal (as a Trustee of Narsingha Trust), Hrishikesh Arvind Mafatlal (as a Trustee of Shrija Trust) and Rekha Hrishikesh Mafatlal (as a Trustee of Radha Raman Trust) acquired 100 shares each.

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the Top10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Ashish Kacholia	71,12,010	4.30	47,12,010	2.85
2	Dolly B Khanna	35,40,025	2.14	28,45,625	1.72
3	The New India Assurance Company Limited.	20,61,039	1.25	20,61,039	1.24
4	Adhigam Investments Pvt Limited	0	0	19,25,084	1.16
5	Investor Education and Protection Fund	13,38,600	0.81	15,18,861	0.92
6	IDFC Emerging Businesses Fund	0	0	11,14,504	0.67
7	C. R. Gupte	10,56,575	0.64	10,21,266	0.62
8	Artek Surfin Chemicals Limited	0	0	9,43,221	0.57
9	Emerging Markets Core Equity Portfolio (The Portfolio) of Dfa Investment Dimensions Group Inc. (Dfaidg)	8,73,270	0.53	6,95,347	0.42
10	L&T Mutual Fund Trustee Limited- L&T Emerging Businesses Fund	28,08,679	1.70	6,72,900	0.41
11	Principal Trustee Co. Pvt Ltd A/C Principal Mutual fund - Principal Dividend Yield Fund	20,17,800	1.22	0	0
12	Aahvan Agencies Limited	14,50,059	0.88	0	0
13	Suresh Kumar Agarwal	10,00,000	0.60	0	0
14	Acadian Emerging Markets Small Cap Equity Fund LLC	9,80,882	0.59	0	0

v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For Each of the Directors and KMP	Beginning of the year		End of the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total Shares of the company
A.	Directors				
1	Hrishikesh A. Mafatlal, Executive Chairman	1,88,160	0.11	1,77,900	0.11
2	Rohit Arora, Independent Director	0	0.00	0	0.00
3	Vilas R. Gupte, Non-Executive Director @	600	0.00	600	0.00
4	N. Sankar , Independent Director	0	0.00	0	0.00
5	C.L.Jain , Independent Director (upto June 29, 2019)	0	0.00	-	-
6	D. N. Mungale , Independent Director	0	0.00	0	0.00
7	P.V.Bhide, Independent Director	0	0.00	0	0.00
8	Dharmishta N. Raval, Independent Director	0	0.00	0	0.00
9	Debnarayan Bhattacharya, Independent Director (effective May 10, 2019)	0	0.00	0	0.00
10	Priyavrata H. Mafatlal, Non-Executive Director	5,17,000	0.31	5,17,000	0.31
11	S.R. Deo, Managing Director	6,73,310	0.41	6,73,310	0.41

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Sr. No.	For Each of the Directors and KMP	Beginning of the year		End of the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total Shares of the company
B.	Key Managerial Personnel				
1	R.M. Gadgil, President Marketing	4,07,452	0.25	4,07,452	0.25
2	P. Srinivasan, President-Finance & Chief Financial Officer	3,41,650	0.20	3,41,650	0.21
3.	V. K. Gupte, Company Secretary (superannuated on December 31, 2019)	9,250	0.01	0	0
	- Shares credited in April 2019 on exercise of ESOP.	9,250	0.01	18,500	0.01
4	Amit K. Vyas, Company Secretary (effective January 1, 2020)	0	0	0	0

@ Shares held as Joint Holder.

V. INDEBTEDNESS

(₹ In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
i) Principal Amount	0	0	376	376
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i + ii + iii)	0	0	376	376
Change in Indebtedness during the year				
Addition	0	0	104	104
Reduction	0	0	0	0
Net Change	0	0	104	104
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	444	444
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due (*)	0	0	36	36
Total (i + ii + iii)	0	0	480	480

* Since paid

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Total Amount		
		H. A. Mafatlal, Executive Chairman	S.R. Deo Managing Director	Total
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	171.60	139.80	311.40
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.40	0.97	1.36
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Options*	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	-- as % of profit	-	-	-
	Others, please specify	-	-	-
5	Others, (Includes retirement benefits and variable pay)	208.60	171.32	379.38
	Total (A)	380.06	312.09	692.15
	Ceiling as per the Act			1,613.41

* Indicates fair value as reflected in the financial statements

B. Remuneration to other directors:

(₹ in Lakhs)

Particulars of Remuneration	Name of Directors							Total Amt
	CLJ*	NS	RA	DNM	PVB	DNR	DB^	
1. Independent Directors								
• Fee for attending Board / Committee meetings	2.25	3.75	5.25	10.50	11.25	6.75	11.25	51.00
• Commission		16.00	16.00	16.00	16.00	16.00	16.00	96.00
• Others, please specify	-		-	-	-	-	-	-
Sub-Total(1)								147.00
2. Other Non-Executive Directors								
• Fee for attending Board / Committee meetings	12.00	4.50						16.50
• Commission	16.00	16.00						32.00
• Others, please specify	-		-		-	-	-	-
								Sub-Total(2)
								48.50
								Total(B)=(1+2)
								195.50
								Total Managerial Remuneration (A+B)
								887.50
								Overall Ceiling as per the Act
								1,774.76

* upto June 29, 2019. ^Effective May 10, 2019.

CLJ = C.L. Jain; NS= N.Sankar ; RA= Rohit Arora; DNM= D.N. Mungale; PVB = P.V. Bhide; DNR = Dharmishta Raval; DB=Debnarayan Bhattacharya; VRG= Vilas R. Gupte; PHM= Priyavrata H. Mafatlal.

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C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		R. M. Gadgil President - Marketing	P. Srinivasan President Finance & CFO	V. K. Gupte Company Secretary# (upto December 31, 2019)	Amit K. Vyas Company Secretary (effective January 1, 2020)	
1	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	136.77	137.94	43.68	11.26	329.65
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	7.00	4.80	1.26	-	13.06
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Options*	25.62	23.87	6.92	-	56.41
3	SweatEquity	-	-	-	-	-
4	Commission					
	- as % of profit	-	-	-	-	-
	others, specify...					
5.	Others (Includes retirement benefits and variable pay)	19.23	15.29	11.55	0.49	46.56
	Total	188.62	181.90	63.41	11.75	445.68

* Indicates fair value as reflected in the financial statements

VII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD/ CLT/Court)	Appeal made, if any (Give details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil