



**NOCIL LIMITED**

Mafatal House, Backbay Reclamation, Mumbai - 400 020, India  
T: 91 22 6636 4062 F: 9122 6636 4060 website : www.natocil.com

OK

SEC/122B

3rd July, 2013

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**

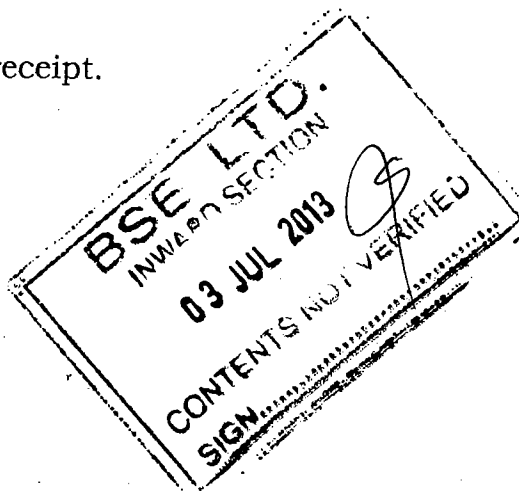
Pursuant to Clause 49 of the Listing Agreement, we are enclosing herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> June, 2013.

Kindly acknowledge receipt.

Thanking you,

Yours truly,  
For NOCIL LIMITED

(V.K. Gupte)  
Company Secretary



Encl: as above

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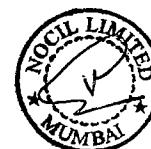


ARVIND MAFATAL GROUP

**ANNEXURE**  
**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

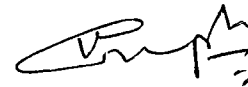
Name of the Company : NOCIL Limited  
Quarter ended on : 30th June, 2013

Particulars	Clause of Listing	Compliance Status Yes/No	Remarks
I. Board of Directors	49(I)	Yes	
(A) Composition of Board	49(I)(A)	Yes	
(B) Non Executive Directors' Compensation & Disclosures	49(I)(B)	Yes	
(C) Other provisions as to Board and Committees	49(I)(C)	Yes	
(D) Code of Conduct	49(I)(D)		
D (i) Posted on website.		Yes	
D (ii) Affirmation of Compliance by Board Members & Senior Management Personnel.		Yes	
II. Audit Committee	49(II)		
(A) Qualified and Independent Audit Committee	49(II)(A)	Yes	
(B) Meeting of the Audit Committee	49(II)(B)	Yes	
(C) Powers of Audit Committee	49(II)(C)	Yes	
(D) Role of Audit Committee	49(II)(D)	Yes	
(E) Review of information by Audit Committee.	49(II)(E)	Yes	
III. Subsidiary Companies	49(III)	Yes	
IV. Disclosures	49(IV)		
(A) Basis of related party transactions.	49(IV)(A)	Yes	



Particulars	Clause of Listing	Compliance Status Yes/No	Remarks
(B) Disclosures of Accounting Treatment.	49(IV)(B)	Yes	
(C) Risk Management	49(IV)(C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues, etc.	49(IV)(D)	N.A.	
(E) Remuneration of Directors.	49(IV)(E)	Yes	
(F) Management	49(IV)(F)	Yes	
(G) Shareholders	49(IV)(G)	Yes	
V. CEO/CFO Certification.	49(V)	Yes	
VI. Report on the Corporate Governance.	49(VI)	Yes	
VII. Compliance	49(VII)	Yes	

For NOCIL Limited



(V.K. Gupte)  
Company Secretary

Mumbai,  
3rd July, 2013