



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

SEC/122B

6th April, 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

Pursuant to Clause 49 of the Listing Agreement, we are enclosing herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2015.

Kindly acknowledge receipt.

Thanking you,

Yours truly,
For NOCIL LIMITED

(V.K. Gupte)
Company Secretary

Encl: as above

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ARVIND MAFATLAL GROUP

ANNEXURE - XI
COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company :

NOCIL Limited

Quarter ended on :

31st March 2015

Particulars	Clause of Listing	Compliance Status Yes/No	Remarks
II. Board of Directors	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	
III. Audit Committee	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	
IV. Nomination & Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	The Company has laid down procedure to inform Board members about the Risk Assessment and minimization procedure. Risk Management Committee has not been constituted as it is applicable to only top 100 listed companies by market capitalisation as at the end of the immediate previous financial year.
VII. Related Party Transactions	49 (VII)	Yes	There are no material transactions with Related Parties.
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	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,
6th April, 2015