



NOCIL LIMITED

# NOCIL Limited

## Code of Fair Disclosure Conduct to Regulate, Monitor and Report Trading by Insiders

Approved by Board of Directors on 30.04.2015

Amended by Board of Directors on 30.07.2019

Amended by Board of Directors on 29.06.2020

Amended by Board of Directors on 17.05.2022

Amended by Board of Directors on 29.05.2023

For **NOCIL LIMITED**

A handwritten signature in blue ink, appearing to read "S. R. Deo".

**S. R. Deo**  
Managing Director



**NOCIL LIMITED**

**Code of Fair Disclosure Conduct to Regulate, Monitor and Report Trading by Insiders.**

This Code shall be called Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

This Code has been formulated and approved by the Board of Directors of NOCIL Limited.

**This Code came into effect w.e.f. 15<sup>th</sup> May 2015 as amended from time to time.**

**1. Applicability of the Code:**

This Code shall be applicable to all the designated persons including their immediate relatives and other connected persons as defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015 as also to the Promoters of the Company.

**2. Definitions:**

The following terms used herein shall have the meaning assigned to the term as under:

- i. **Act** - shall mean the Securities and Exchange Board of India Act, 1992 as amended from time to time.
- ii. **Code or this Code** - shall mean this Code for Prohibition of Insider Trading in shares of the Company as amended from time to time.

iii. **Connected Person** means -

(a) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company





whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(b) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons who has relationship with 2 (iii)(a) unless the contrary is established:

- i. an immediate relative (as defined under 2 (x) of code of conduct) of connected persons specified in clause (a); or
  - ii. a holding company or associate company or subsidiary company; or
  - iii. an intermediary as specified in section 12 of the (SEBI Act) Act or an employee or director thereof; or
  - iv. an investment company, trustee company, asset management company or an employee or director thereof; or
  - v. an official of a stock exchange or of clearing house or corporation; or
  - vi. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - vii. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - viii. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
  - ix. a banker of the company; or
  - x. a concern, firm, trust, Hindu undivided family, company, or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest in that concern or firm.
- iv. **Compliance Officer** - shall mean the Company Secretary of the Company who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Insider Trading Regulations, under the overall supervision of the Board of Directors of the Company. The





CFO can discharge the said responsibilities in the event the Company Secretary is not in office for official or personal reasons.

The Board of Directors of the Company has presently designated “the Company Secretary”, of the Company as the Compliance Officer under this Code

v. **Company** - shall mean NOCIL Limited.

vi. **Designated Person**- shall mean:

- a. all promoters of the Company
- b. all directors of the Company,
- c. Executive / Non-Executive Chairman and entire Office team
- d. Managing Director and entire Office team
- e. President/Vice - President Marketing and entire Office team
- f. President - Finance & Chief Financial Officer and entire Office Team.
- g. Company Secretary and entire Office Team.
- h. General Manager - IT and entire Office team
- i. General Manager – Indirect Taxation and his critical Team members
- j. Vice President - R & D and critical team members
- k. Vice President – TQM and critical team members
- l. Vice President – Technology and critical team members
- m. Vice President - HR, Administration and Operations and critical team members
- n. Assistant Vice President – Domestic Marketing and critical team members
- o. Assistant Vice President - Export and critical team members
- p. Assistant Vice President - Marketing Technical Services and critical team members
- q. Assistant Vice President – Purchases and critical team members
- r. Assistant Vice President – Project Purchases and critical team members
- s. Assistant Vice President – Dahej Operations and critical team members
- t. Assistant Vice President – Production and critical team members
- u. Assistant Vice President – Financial Accounts & Costing and his team members
- v. Sr. Manager – Finance & Taxation and team members
- w. General Manager – Sales Administration and critical team members





- x. Any other employee as may be determined by the Compliance officer in consultation with the Head of the Department from time to time having regard to the likelihood that he may have access to unpublished price sensitive information.
- y. any connected person designated by the Compliance Officer based on his /its functional role in the organization and include directors, partners or employees of such connected person designated by the Compliance Officer.
- z. Employee of material subsidiaries designated based on their role and function and access to the unpublished price sensitive information would also be considered as Designated person.

The term 'designated person' shall also include his/her immediate relative as defined below.

vii. **Generally available information** means information that is accessible to the public on a non-discriminatory basis.

viii. **Insider** means any person who is:

- (a) a connected person; or
- (b) in possession of or having access to unpublished price sensitive information.
- (c) a recipient of the unpublished price sensitive information pursuant to the Company's 'Policy on sharing the UPSI for legitimate purposes'

ix. **Insider Trading Regulations** - mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

x. **Immediate relative/s** - means the spouse of a person, parent, sibling, and child of a designated employee of NOCIL **whether or not such spouse, parent, sibling is financially dependent** on the designated employee of NOCIL **and whether or not consults** the designated employee of NOCIL for taking decisions relating to trading in securities.

xi. **"Key Managerial Person"** shall mean:

- (a) Executive Chairman
- (b) the managing director





- (c) the whole-time director
- (d) the chief financial officer
- (e) the Company Secretary
- (f) any other officer as may be prescribed as key managerial person under the provisions of the Companies Act, 2013.

xii. **Legitimate Purpose** shall include sharing of unpublished price sensitive information in the ordinary course of business by an Insider viz., Promoter/ Directors/ KMPs and / or their immediate relatives to the persons / entities including the following but not limited to:

- Partners
- collaborators
- lenders
- customers
- suppliers
- Company's Merchant/Investment Bankers
- Company's legal Advisors
- Company's auditors – Statutory/ Internal/ Secretarial/ Cost
- Insolvency Professionals
- Company's Bankers
- Investor Relations Advisors / Agencies
- Registrar and Transfer Agent
- Depositories
- Treasury Portfolio Advisors
- Direct/Indirect Taxation Advisors
- Trade Remedial measures advisors
- Other advisors or consultants
- Any other business relationship not specifically covered above, which necessitates sharing the Unpublished Price Sensitive Information.

xiii. "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.





xiv. **“Securities”** shall have meaning assigned to it under Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof, except units of a mutual fund.

xv. **“Shareholding”** shall mean holding of shares in the Company.

xvi. **“Prohibited Trading Period”** shall mean the following:

Unless otherwise specified by the Compliance Officer, the prohibited trading period shall be, inter alia, from the close of business hours on the last day of the previous quarter prior to declaration of financial results (quarterly, half-yearly and annual) and declaration of dividends (interim and final) and any other period as designated by the Compliance Officer when any unpublished price sensitive information is under active consideration of the Board of Directors, such as the following:

- (a) Issue of Securities by way of public/rights/bonus etc.
- (b) Any major expansion plans or execution of new projects.
- (c) Amalgamation, merger, demerger, acquisition of business takeover and buy-back, delisting.
- (d) Disposal of whole or substantially whole of the undertaking.
- (e) Any significant changes in policies, plans or operations.
- (f) Change in KMP\*

And ending with 48 hours after the information relating to items specified above becoming generally available and being capable of assimilation by the market.

\*Discretion of the compliance officer.

xvii. **“Trading in Securities”** shall mean and include subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal, pledge in any securities of the Company, and “trade” shall be construed accordingly.

xviii. **“Trading Window”** shall mean any period other than prohibited trading period.

xix. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.

xx. **“Unpublished Price Sensitive Information”** means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to





materially affect the price of the securities of the company and shall, ordinarily include but not restricted to, information relating to the following: –

- (a) financial results.
- (b) dividends.
- (c) change in capital structure.
- (d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions.
- (e) changes in key managerial personnel; and
- (f) such material event as may be decided by the Key Managerial Personnel as per the Company's Policy on determination of Materiality of events or information.'
- (g) change in operational parameters of value or volume more than 10% when compared with 2 reporting periods.

xxi. "**Chief Investor Relations Officer**" means such senior officer of the Company authorized under this Policy, to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner.

For the purpose of this Code, the Managing Director and in his absence, the Chief Financial Officer, and in his absence, the Company Secretary, is designated as the Chief Investor Relations Officer to deal with the dissemination of information and disclosure of UPSI

### 3. **Role of Compliance Officer:**

The compliance officer shall report to the board of directors of the company in each of its meeting and, shall provide report relating to the compliance of this Code to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors or at such frequency as may be stipulated by the board of directors.

### 4. **Preservation of Price Sensitive Information:**

4.1. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations. Further, the unpublished price sensitive information







may be shared with any person pursuant to the Company's Policy on determination of legitimate purposes for disclosure of Unpublished Price Sensitive Information'.

4.2. Unpublished price sensitive information may be communicated, provided, allowed access to, or procured, in connection with a transaction which entails:

- (a) an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the sharing of the information is in the best interests of the Company; or
- (b) not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the sharing of the information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being affected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

4.3. "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. Any person receiving such unpublished price sensitive information shall disclose the same to any other person within the Company only on need-to-know basis with appropriate authorization from the Managing Director or head of the concerned division of the Company.

4.4. The Compliance Officer shall give notices of 'closure of trading windows' to such Insiders from prohibiting to transact any business based on UPSI or trading in the securities based on UPSI or sharing the UPSI with any person.

4.5. On sharing of the UPSI, notice should also be given to such Insiders to maintain confidentiality of the same.





#### 4.6. **Structural Digital Database**

The Company will be required to maintain a structured digital database containing the names of such persons with whom the UPSI is shared along with their PANs or any other identifier authorised by law where the PAN is not available. Such database should be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non tampering of the database.

4.7. All non-public information directly received by any employee should immediately be reported to the head of the department.

#### 5. **Limited access to confidential information**

5.1 Files and documents containing price sensitive information shall be kept secured. Computer files must have adequate security of login and password or in any other manner.

5.2 No insider shall:

- a) misuse any unpublished price sensitive information for dealing in securities of the Company; or
- b) advise any other person to deal in securities of the Company based on unpublished price sensitive information.

#### 6. **Leak of Unpublished Price Sensitive Information**

In case of leak of Unpublished Price Sensitive Information, the Company will initiate the inquiry as per the Company's Policy on leak of Unpublished Price Sensitive Information.

#### 7. **Trading Window and Window Closure**

7.1. Designated persons may execute trades subject to compliance with these regulations, within the trading window. No trade is allowed by a designated person (including their immediate relatives) in shares of the Company when the trading window is closed.

7.2. The restriction/prohibition referred to in clause 7.1 hereinabove shall also apply to exercise of Stock Options ( ESOPs) when the Trading Window is closed. In simple words no designated employee is permitted to exercise any Stock Options during the period when the Trading Window is closed .





7.3. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc. assisting or advising the Company.

## 8. Trading Plans

An insider shall be entitled to formulate a trading plan (the Plan) to enable him to plan for trades to be executed in future. The trading plan must be presented to the compliance officer for approval and public disclosure pursuant to which the trades may be carried out on his behalf and in accordance with the trading plan. The following conditions are applicable here to the execution of the Plan:

- The plan once approved shall be irrevocable and the insider shall have to mandatorily implement the same without being entitled to either deviate from it or to execute any trade in the shares outside the scope of the Plan.
- The Compliance officer shall review the Plan to assess whether the Plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings, as may be necessary to enable such assessment and to approve and monitor the implementation of the Plan.
- It should not commence or be given effect to earlier than 6 months from the public disclosure.
- It shall not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the company and the 2nd trading day after the disclosure of such results.
- It should entail trading for a period of not less than 12 months.
- It should not overlap for any period for which another trading plan is already in existence.
- It should not involve trading for market abuse; and
- No pre-clearance will be required for a trade executed as per the approved trading Plan.





- It shall set out either the value of trades to be affected or the number of securities to be traded along with the nature of the trades and the intervals at or dates on which such trades shall be affected
- Such other conditions as stipulated by the regulatory bodies from time to time.

## 9. Pre-clearance of trades

- 9.1. All designated person including their immediate relatives, who intend to deal in securities of the Company during open window period need to take prior approval of the Compliance officer, irrespective of quantum of shares or value of shares involved.
- 9.2. The pre-dealing procedure shall be as under:
- i. An application may be made in the prescribed Form (Annexure 1) to the Compliance Officer.
  - ii. An undertaking (Annexure 1) shall be executed in favour of the Company.
  - iii. The Compliance Officer shall communicate pre-clearance, if granted, in writing (Annexure 2). Endeavour shall be made to grant such pre-clearance within one trading day of receipt of duly completed application mentioned above. Email approval is permitted as an accepted mode of communication.
  - iv. The concerned designated person shall execute the order in respect of securities of the Company within seven trading days from the day of pre-clearance approval is given. The said designated person shall file within 2 (two) trading days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form under SEBI Regulations (Annexure 3). In case the transaction is not undertaken, a report to that effect shall be filed (Annexure 3).
  - v. If the order in respect of securities is not executed within seven trading days after the approval is given, the concerned designated person must apply again for pre-clear the transaction.
  - vi. All designated persons who buy or sells any number of securities in the company shall not execute any contra transaction i.e. sell or buy any number of such securities during the next six months following the prior transaction. However, the said condition will not apply to except exercise of stock options and subsequent sale.
  - vii. In case any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged (forfeit) for remittance to the Securities and





Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

- viii. The Compliance Officer, it may waive off the holding period in case of sale of securities in personal emergency after recording reasons in writing for the same, provided such relaxation does not violate any other provisions of this code. However, no such sale will be permitted when the Trading window is closed.

#### **10. Disclosure of Trading by insiders & other employees: -**

- 10.1. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 10.2. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be considered for purposes of this Code.
- 10.3. The disclosures made under this Code shall be maintained by the Company for a period of five years.
- 10.4. Employees other than designated persons are entitled to trade in securities provided the quantum of such deals do not exceed Rs 10 lakhs per calendar year or 25,000 shares whichever is lower.

#### **11. Initial Disclosure**

- 11.1. Every promoter, key managerial personnel, director of the Company within thirty days of these regulations taking effect, shall forward to the Company, within thirty days of these regulations taking effect, the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed form (Annexure 4)
- 11.2. Every person on appointment as key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in prescribed form (Annexure 5)





## 12. Continual Disclosure

12.1. Every promoter, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value more than Rs.10 (Ten) lakhs. (Annexure 6)

### Explanation:

The disclosure of the incremental transactions after any disclosure under this clause shall be made when the transactions effected after the prior disclosure cross the threshold specified above in this clause.

## 13. Disclosure by the Company to the Stock Exchange(s)

13.1. Within 2 trading days of the receipt of intimation under Clause 12.1, the Compliance Officer shall disclose to all Stock Exchanges on which the Company's Securities are listed, the information received.

13.2. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

## 14. Additional disclosures required from the Designated persons:

14.1. Designated persons shall be required to disclose names and Permanent Account Number, or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

- a. immediate relatives
- b. persons with whom such designated person(s) shares a **\*material financial relationship**
- c. Phone, mobile and cell numbers which are used by them

14.2. In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

### *\*Explanation of Material Financial Relationship:*





*Explanation – the term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.*

## **15. Additional Role of the Audit Committee**

The Audit Committee of the Company shall review the compliance with the provisions of these Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

## **16. Penalty for contravention of the code of conduct**

- 16.1. Any designated person who trades in securities or communicates any information for trading in securities, in contravention of this Code shall also be subject to disciplinary action by the Company, and may be penalised which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, or in any preferential allotment of securities.
- 16.2. The Audit Committee shall also have power to levy following penalties to the designated persons upon violation of the code of conduct:
- Termination of services if the violation is repeated or appears to be intentional.
  - Levy of fine/penalty to the extent of 50% of the transaction value or 200% of the profits made on the transaction, or forfeiture of equivalent value of unexercised stock options granted to the employee, as may be decided by the Audit Committee.
  - The amount so collected above from the employee would be deposited by the Company with the Investor Protection & Education Fund (IPEF) within a period of 10 days or such other designated trust or funds as stipulated by the regulatory authorities from time to time.
  - Any other appropriate punishment, as may be deemed proper by the Audit Committee in accordance with the Regulations.
- 16.3. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.





NOCIL LIMITED

## ANNEXURE 1

### SPECIMEN OF APPLICATION FOR PRE-CLEARANCE

Date:

The Company Secretary & Compliance Officer  
NOCIL LIMITED  
Mafatlal House  
3<sup>rd</sup> Floor, H. T. Parekh Marg,  
Backbay Reclamation,  
Churchgate,  
Mumbai- 400 020

Dear Sir,

**Sub.: Acquisition / Disposal of shares**

I hold ---- Equity Shares of the Company (i.e. --- % of the Company's Paid-up Equity Share Capital) under the DP ID No. ----

I now desire to acquire / sell (strike off whichever is not applicable) \_\_\_\_\_ Equity Shares of the Company within 7 trading days from today.

I do not possess any Unpublished Price Sensitive Information about the Company and assure to comply with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendments made thereto.

Pursuant to the Company's Code of Fair Disclosure & Conduct to Regulate, Monitor and Report Trading by Insiders read with the relevant provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, I request you to grant the consent for the aforementioned transaction(s).

Thanking you,

Yours truly,

(Name of Employee)







NOCIL LIMITED

## ANNEXURE 1

### UNDERTAKING

(TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- CLEARANCE UNDERTAKING)

To,  
The Compliance Officer,  
NOCIL Limited,

I, <name>, <designation> of the Company residing at \_\_\_\_\_, am desirous of dealing in <number of shares> equity shares of the Company as mentioned in my application dated \_\_\_ for pre-clearance of transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 (Seven) trading days of the receipt of approval failing which I shall seek pre-clearance again.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: \_\_\_\_\_





NOCIL LIMITED

**ANNEXURE 2**

**FORMAT FOR PRE- CLEARANCE ORDER**

To,  
Name:  
Designation (if applicable):  
Place:

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) equity shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved.

Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,  
For **NOCIL Limited**

Compliance Officer

Date: \_\_\_\_\_





NOCIL LIMITED

### ANNEXURE 3

#### FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,  
The Compliance Officer,  
NOCIL Limited,

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_.

| Name of holder | No. of securities dealt with | Bought/sold/ subscribed | DPID/Client ID / Folio No | Price (Rs.) |
|----------------|------------------------------|-------------------------|---------------------------|-------------|
|                |                              |                         |                           |             |
|                |                              |                         |                           |             |
|                |                              |                         |                           |             |
|                |                              |                         |                           |             |

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I declare that the above information is correct and that no provisions of the Company's Code of Conduct and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date:

Signature:

Name :

Designation:





## ANNEXURE 4

## Form A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: **NOCIL Limited**ISIN of the company: **INE163A01018**

**Details of Securities held by Promoter, member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

| Name, PAN No., CIN/DIN & address with contact nos. | Category of Person (Promoters / member of Promoter Group / KMP / Directors / immediate relatives / others etc.) | Securities held as on the date of regulation coming into force             |    | % of Shareholding | Open Interest of the Future contracts held as on the date of regulation coming into force |                               | Open Interest of the Option Contracts held as on the date of regulation coming into force |                               |
|--|---|--|----|-------------------|---|-------------------------------|---|-------------------------------|
|  |   | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No |                   | Number of units (contracts * lot size)  | Notional value in Rupee terms | Number of units (contracts * lot size)  | Notional value in Rupee Terms |
| 1  | 2   | 3  | 4  | 5                 | 6   | 7                             | 8   | 9                             |

**Note:** None of my immediate relatives hold/trade in the securities of the Company & I do not take any decisions for trading in the Company's securities for any other persons. *(strike off whichever is not applicable)*

Signature:  
Designation:

Date:  
Place:





**ANNEXURE 5  
Form B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (b) read with Regulation 6(2)]**

ISIN of the company: INE163A01018

Name of the company: **NOCIL Limited**

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

| Name, PAN No., CIN/DIN & Address with contact nos. | Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.) | Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group | Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group |     | % of Shareholding | Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group |                               | Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group |  |
|--|---|--|--|-----|-------------------|--|-------------------------------|--|--|
|  |   |  | Type of security (For eg. - Shares, Warrants, Convertible Debentures Rights entitlements, etc.)                      | No. |                   | Number of units (contract size * lot size)   | Notional value in Rupee terms |  | Number of units (contracts * lot size) |
| 1  | 2   | 3  | 4  | 5   | 6                 | 7  | 8                             | 9  | 10                                     |

**Note:** None of my immediate relatives hold/trade in the securities of the Company & I do not take any decisions for trading in the Company's securities for any other persons. (*strike off whichever is not applicable*)

Signature:  
Designation:

Date:  
Place:





Annexure 6  
Form C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: **NOCIL Limited**

ISIN of the company: **INE163A01018**

**Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

| 1 | Name, PAN No., CIN/DIN, & address of Promoter / Employee / Director with contact nos. | Category of Person (Promoter/member of the promoter group/designated person/Director s/immediate relative to/others etc. | Securities held prior to acquisition / disposal   |  | Securities acquired / disposed   |  | % of shareholding |  | Date of allotment advice/acquisition of shares/sale of shares specify From To | Date of Intimation to company | Mode of acquisition (market purchase/public rights/preferential offer / offer market / Inter-se transfer etc. | Trading in derivatives (Specify type of contract, Futures or Options etc) |      | Exchange on which the trade was executed |    |    |    |
|---|---|--|---|--|--|--|-------------------|--|---|-------------------------------|---|---|------|--|----|----|----|
|   |   |  | Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlements etc.) | No.                                    | Type of security (For eg. Shares, Warrants, Convertible Debentures etc.) | No.                                    | Pre Transaction   | Post Transaction                       |   |                               |   | Buy   | Sell |  |    |    |    |
|   |   |  | Value   | Number of units (contracts * lot size) | Value  | Number of units (contracts * lot size) | Value             | Number of units (contracts * lot size) |   |                               |   |   |      |  |    |    |    |
| 2 |   |  | 3   | 4                                      | 5  | 6                                      | 7                 | 8                                      | 9   | 10                            | 11  | 12  | 13   | 14                                       | 15 | 16 | 17 |
|   |   |  |   |  |  |  |                   |  |   |                               |   |   |      |  |    |    |    |





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**Note:** None of my immediate relatives hold/trade in the securities of the Company & I do not take any decisions for trading in the Company's securities for any other persons. (*strike off whichever is not applicable*)

**Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

| Trading in derivatives (Specify type of contract, Futures or options etc.) |                         |                |  |                |  |  | Exchange on which the trade was executed |
|--|-------------------------|----------------|--|----------------|--|--|--|
| Type of contract   | Contract specifications | Buy            |  | Sell           |  | Number of units (contracts * lot size) |  |
|  |                         | Notional value | Number of units (contracts * lot size) | Notional value | Number of units (contracts * lot size) |  |  |
|  |                         |                |  |                |  |  |  |
|  |                         |                |  |                |  |  |  |
|  |                         |                |  |                |  |  |  |

Signature:  
Designation:

Date:  
Place:

For **NOCIL LIMITED**

**S. R. Deo**  
Managing Director