



## ANNEXURE “E”

Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31 March 2019

[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	:	11 May 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	:	Karvy Fintech Private Limited* Karvy 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: <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a> Website: <a href="http://www.karvyfintech.com">www.karvyfintech.com</a>

\* Formerly known as Karvy Computershare 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

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	CIN/GLN	Holding/ subsidiary / associate	% of shares held	Applicable section
1.	PIL Chemicals Ltd 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	
<b>A. Promoter</b>									
(1) Indian									
Individual/ HUF	8,59,660	-	8,59,660	0.52	8,59,660	-	8,59,660	0.52	-
Central Govt	-	-	-	-	-	-	-	-	-
State Govt	-	-	-	-	-	-	-	-	-
Bodies Corporate	5,80,20,739	-	5,80,20,739	35.28	5,49,92,329	-	5,49,92,329	33.26	(2.02)
Banks/ FI	-	-	-	-	-	-	-	-	-
Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):	<b>5,88,80,399</b>	-	<b>5,88,80,399</b>	<b>35.80</b>	<b>5,58,51,989</b>	-	<b>5,58,51,989</b>	<b>33.78</b>	<b>(2.02)</b>
(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)	<b>5,88,80,399</b>	-	<b>5,88,80,399</b>	<b>35.80</b>	<b>5,58,51,989</b>	-	<b>5,58,51,989</b>	<b>33.78</b>	<b>(2.02)</b>
<b>B. Public Shareholding</b>									
1. Institutions									
Mutual Funds	68,03,674	2,850	68,06,524	4.14	57,76,297	2,850	57,79,147	3.49	(0.65)
Banks/FI	4,34,150	37,280	4,71,430	0.28	4,44,329	37,460	4,81,789	0.29	0.01
Central Govt	-	-	-	-	-	-	-	-	-
State Govt	400	380	780	0.00	400	-	400	0.00	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies Funds	9,79,138	1,160	9,80,298	0.60	21,46,859	1,160	21,48,019	1.30	0.70
Others (specify) FIs, FPIs, , Alternate Investment Funds	90,45,595	-	90,45,595	5.50	70,40,784	-	70,40,784	4.26	(1.24)
Sub-total (B) (1):	<b>1,72,62,957</b>	<b>41,670</b>	<b>1,73,04,627</b>	<b>10.52</b>	<b>1,54,08,669</b>	<b>41,470</b>	<b>1,54,50,139</b>	<b>9.34</b>	<b>(1.18)</b>
2. Non- Institutions									
<b>Bodies Corporate</b>									
i) Indian incl. Trusts, NBFCs	1,13,90,230	39,111	1,14,29,341	6.95	1,09,22,357	35,461	1,09,57,818	6.63	(0.32)
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	4,15,56,614	30,23,469	4,45,80,083	27.11	4,57,45,805	25,54,698	4,83,00,503	29.21	2.10
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2,81,99,119	2,11,665	2,84,10,784	17.27	2,97,70,020	1,33,940	2,99,03,960	18.08	0.81
IEPF	12,02,824	-	12,02,824	0.73	13,38,600	-	13,38,600	0.81	0.08
Others (specify) NRI , Clearing Members	25,80,062	89,560	26,69,622	1.62	34,71,011	87,560	35,58,571	2.15	0.53
Sub-total (B)(2):	<b>8,49,28,849</b>	<b>33,63,805</b>	<b>8,82,92,654</b>	<b>53.68</b>	<b>9,12,47,793</b>	<b>28,11,659</b>	<b>9,40,59,452</b>	<b>56.88</b>	<b>3.20</b>
Total Public shareholding (B)=(B)(1)+(B) (2)	<b>10,21,91,806</b>	<b>34,05,475</b>	<b>10,55,97,281</b>	<b>64.20</b>	<b>10,66,56,462</b>	<b>28,53,129</b>	<b>10,95,09,591</b>	<b>66.22</b>	<b>2.02</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>16,10,72,205</b>	<b>34,05,475</b>	<b>16,44,77,680</b>	<b>100.00</b>	<b>16,25,08,451</b>	<b>28,53,129</b>	<b>16,53,61,580</b>	<b>100.00</b>	-



ii) **Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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	0.00	0.00
2.	Hrishikesh A Mafatlal as Trustee of Hrishikesh A. Mafatlal Family Trust No. 1	10,260	0.01	0.00	10,260	0.01	0.00	0.00
3.	Rekha Hrishikesh Mafatlal	1,54,500	0.09	0.00	1,54,500	0.09	0.00	0.00
4.	Priyavrata Hrishikesh Mafatlal	5,17,000	0.31	0.00	5,17,000	0.31	0.00	0.00
5.	Mafatlal Industries Ltd	2,60,07,919	15.82	29.33	2,52,59,059	15.28	35.71	(0.54)
6.	Arvi Associates Pvt Ltd	26	0.00	0.00	26	0.00	0.00	0.00
7.	Suremi Trading Pvt. Ltd.	2,03,69,204	12.38	0.00	2,03,69,204	12.32	6.48	(0.06)
8.	Navin Fluorine International Ltd.*	22,79,550	1.39	0.00	-	-	-	(1.39)
9.	Krishnadeep Engineers Pvt Ltd	4,02,720	0.24	0.00	4,02,720	0.24	0.00	0.00
10.	Shamir Texchem Pvt. Ltd.	220	0.00	0.00	220	0.00	0.00	0.00
11.	Sumil Holdings Pvt. Ltd.	220	0.00	0.00	220	0.00	0.00	0.00
12.	Sushripada Investments Pvt. Ltd.	89,60,880	5.45	0.00	89,60,880	5.42	27.40	(0.03)
<b>Total</b>		<b>5,88,80,399</b>	<b>35.80</b>	<b>12.95**</b>	<b>5,58,51,989</b>	<b>33.78</b>	<b>22.91**</b>	<b>(2.02)</b>

\* Pursuant to the approval of the shareholders at the previous Annual General Meeting held on 25<sup>th</sup> July 2018 and the Stock Exchanges on 18<sup>th</sup> September 2018, Navin Fluorine International Ltd has been re-classified from Promoter to 'Non-Promoter Public category'. Accordingly, the shareholding, if any, as on 31<sup>st</sup> March 2019 has not been reported.

\*\* Percentage of Total shares pledged calculated as a percentage of total holding of the 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	<b>5,88,80,399</b>	35.80*	<b>5,88,80,399</b>	35.61**
2	Additions during the year	-	-	-	-
3	Deletions during the year - Sold / Reclassified by the Promoter Group companies#	-	-	(30,28,410)	(1.83)**
4	At the End of the year	<b>5,88,80,399</b>	35.80	<b>5,58,51,989</b>	<b>33.78</b>

\* - Total Equity Share Capital at the end of the year comprised of 16,44,77,680 Equity Shares of the face value of Rs. 10/- each.

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

# - Number of shares sold by the Promoter Group companies : 16,48,860 and number of shares reclassified from Promoter to Public / Non-Promoter category : 13,79,550

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

Sr. No.	For each of the Top 10 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	66,40,008	4.04	71,12,010	4.30
2	Dolly B Khanna	32,10,573	1.95	35,40,025	2.14
3	L&T MUTUAL FUND TRUSTEE LIMITED-L&T EMERGING BUSINESSES FUND	60,51,084	3.68	28,08,679	1.70
4	The New India Assurance Company Ltd.	8,93,318	0.54	20,61,039	1.25

Sr. No.	For each of the Top 10 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
5	PRINCIPAL TRUSTEE CO. PVT LTD A/C PRINCIPAL MUTUAL FUND - PRINCIPAL DIVIDEND YIELD FUND	0	0	20,17,800	1.22
6	Aahvan Agencies Limited	14,50,059	0.88	14,50,059	0.88
7	Investor Education and Protection Fund	12,02,824	0.73	13,38,600	0.81
8	C. R. Gupte	8,61,275	0.52	10,56,575	0.64
9	Suresh Kumar Agarwal	0	0.00	10,00,000	0.60
10	Acadian emerging markets small cap equity fund llc	22,96,826	1.40	9,80,882	0.59
11	KOTAK MAHINDRA (INTERNATIONAL) LIMITED	9,17,339	0.56	9,17,339	0.55
12	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	9,46,503	0.58	8,73,270	0.53

## 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
<b>A. Directors</b>					
1	Hrishikesh A. Mafatlal, Executive Chairman*	1,88,160	0.11	1,88,160	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	0	0.00	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	Ms. Dharmishta N. Raval, Independent Director	0	0.00	0	0.00
9	Priyavrata H. Mafatlal, Non-Executive Director	5,17,000	0.31	5,17,000	0.31
10	S.R. Deo, Managing Director	4,97,935	0.30		
	- Acquisition of Shares on exercise of ESOPs	1,75,375	0.11	6,73,310	0.41
<b>B. Key Managerial Personnel</b>					
1	R.M. Gadgil, President Marketing	3,61,325	0.22		
	- Acquisition of Shares on exercise of ESOPs	1,16,925	0.07		
	- Sale of ESOP shares	(70,798)	(0.04)	4,07,452	0.25
2	P. Srinivasan, President Finance & Chief Financial Officer	1,20,400	0.07		
	- Acquisition of Shares on exercise of ESOPs	2,21,250	0.13	3,41,650	0.20
3.	V. K. Gupte, Company Secretary	0	0	0	0
	- Acquisition of Shares on exercise of ESOPs	9,250	0.01	9,250	0.01

\* including 10,260 Equity shares held as Trustee of Hrishikesh A. Mafatlal Family Trust No. 1.

@ Shares held as Joint Holder.



## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	500	-	277	777
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5	-	-	5
Total ( i + ii + iii)	505		277	782
<b>Change in Indebtedness during the financial year</b>				
Addition	11	-	99	110
Reduction	(516)	-	-	(516)
Net Change	<b>(505)</b>	-	<b>99</b>	<b>(406)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	376	376
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total ( i + ii + iii)	-	-	<b>376</b>	<b>376</b>

## 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	135.60	115.56	251.16
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.40	0.82	1.22
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	
2	Stock Options*		45.53	45.53
3	Sweat Equity	-	-	
4	Commission	-	-	
	-- as % of profit			
	Others, please specify	-	-	
5	Others, (Includes retirement benefits and variable pay)	324.40	184.43	508.83
	<b>Total (A)</b>	<b>460.40</b>	<b>346.34</b>	<b>806.74</b>
	Ceiling as per the Act			<b>2,869.01</b>

\* 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	
1. Independent Directors							
• Fee for attending board committee meetings	5.25	4.20	3.85	4.90	2.45	1.40	22.05
• Commission	20.00	20.00	20.00	20.00	20.00	20.00	120.00
• Others, please specify	-	-	-	-	-	-	-
	<b>Sub-Total (1)</b>						<b>142.05</b>
2. Other Non-Executive Directors							
• Fee for attending board committee meetings	5.25	2.10					7.35
• Commission	20.00	20.00		-	-	-	40.00
• Others, please specify	-	-		-	-	-	-
	<b>Sub-Total (2)</b>						<b>47.35</b>
	<b>Total (B)=(1+2)</b>						<b>189.40</b>
	<b>Total Managerial Remuneration (A+B)</b>						<b>996.14</b>
	<b>Overall Ceiling as per the Act</b>						<b>3,155.92</b>

CLJ = C.L. Jain: NS = N.Sankar : RA = Rohit Arora: DNM = D.N. Mungale: PVB = P.V. Bhide: DNR = (Ms.) Dharmishta Raval: VRG = Vilas R. Gupte: PHM = Priyavrata H. Mafatlal.

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

(₹ In lakhs)

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			
		R.M. Gadgil President - Marketing	P. Srinivasan President Finance & CFO	V. K. Gupte Company Secretary	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	115.79	113.55	45.68	275.02
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	6.10	4.35	1.26	11.71
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Options*	32.02	29.14	6.92	68.08
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify	-	-	-	-
5.	Others (Includes retirement benefits and variable pay)	37.26	39.30	9.55	86.11
	<b>Total</b>	<b>191.17</b>	<b>186.34</b>	<b>63.41</b>	<b>440.92</b>

\* 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)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil