



NOCIL Limited

Anti-Bribery and Anti-Corruption (ABAC) Policy

- Issued pursuant to the Directions of the Core Committee on Sustainability held on 18th November, 2025
- Issued under the signatures of the Managing Director on :1st December, 2025 ;
- Brought into force w.e.f 1st December, 2025

FOR NOCIL LTD.


ANAND V. S.
Managing Director



Introduction & Purpose

NOCIL LTD (the “Company”/NOCIL) is committed to conducting its business ethically and in compliance with all applicable anti-bribery and anti-corruption laws and regulations (“**Applicable Laws and Regulations**”). The violation of such laws and regulations has grave consequences and seriously impacts on the reputation and image of the Company. **The Company maintains a strict zero-tolerance policy towards all forms of bribery and corruption, directly or indirectly, in connection with the Company’s business/operations or in relation to any interaction /dealing with any Govt officials (defined specifically in this Policy)**

Policy Statement

Compliance: This policy is designed to ensure :

- (i) **Strict compliance with the Indian and Global Anti-Corruption /Anti-Bribery laws (to the extent they apply to the Company’s operations) ; and**
- (ii) **Strict compliance with the Company’s Policies on *Conflict of Interest , Gifting, Political contributions , Charitable contributions ,***

Leadership Commitment: *“Tone from the Top* : The Board of Directors , the Key Managerial Personnel (KMPs) and Senior Management Personnel affirm their commitment to an ethical business culture and will lead by example

Applicability of the Policy

This Policy applies to.





- (i) **Directors (Executive and Non-Executive).**
- (ii) **Key Managerial Personnel, Senior Managerial Personnel Officers, Employees** (whether on regular rolls or on contractual basis) {hereinafter collectively referred to as "Company Personnel"}.
- (iii) **All persons located at /based at /working out of or working for any/every Dept / Function/ Group at any of the Company's Plants and at its Corporate and Regional offices and Godown or any other establishment from where it conducts its business operations and working for the Company for remuneration/compensation/Fees/commission or consideration by whatever name called:**
- (iv) **All persons acting as a representative(s), Advisor(s), or Agent(s) /Consultant(s) in connection with the Company's business operations on a regular basis or on a periodic basis or in any other manner whatsoever on behalf of the Company including without limitation its Sales Consultants/ Agents /Representatives; This includes third parties whose primary function is to obtain business or promote the distribution, marketing or sales of its products and services, facilitate performance of contractual obligations, or obtaining licenses, permits, and similar authorizations for the purchase of land, construction and or commissioning of new projects (hereinafter collectively referred to as " Third Party Intermediary/ies ("TPI") "**





ABAC Policy coverage & Specific Definitions

The ABAC policy is focussed on a twofold approach :

- **Prohibition of bribery and corrupt practices** (more specifically defined in the following paras)

- **Prohibition of Activities** (more specifically defined hereunder) which are in violation of the specific Policies issued by the Company with regard to *Conflict of Interest ; Gifting (including Hospitality and Entertainment) ; Political contributions, Charitable contributions etc*

Prohibition of Bribery and corrupt practices

The ABAC Policy prohibits any Company Personnel and / or Representative /Consultant / Advisor/ Auditor / Third Party Intermediary (“TPI”) by whatever named called acting on behalf of the Company, directly or indirectly, from making an Improper Payment or receiving any improper payment /benefit with the objective of sharing the same with any Government Official(s) (as defined below) to improperly influence any act or decision of a person, or to otherwise gain an improper benefit for the Company.

The term “Improper Payment” means paying a bribe or giving, offering, or promising to give money or anything else of value to any Government Official(s) (as defined below) to improperly influence any act or decision of a person, or to otherwise gain an improper benefit for the Company.

The term “Improper Payment ” also includes receiving money or anything else of value by any person acting on behalf of the Company, directly or indirectly with the objective of sharing the same with any Government Official(s) (as defined below) to improperly influence any act or decision of a person, or to otherwise gain an improper benefit for the Company.



- i. Cash payments (directly or indirectly to Govt official (s) ;
- ii. Non-cash “payments,” benefits, and Favors to Govt official(s)

Any expenditure for anything of value to be provided to any Government Official must be approved in advance by the appropriate authority in the Company. In all cases, expenditures must be reasonable and directly related to a legitimate business purpose. If the facts and circumstances indicate that a specific expenditure could be construed as a prohibited payment or would create an appearance of impropriety, the expenditure shall be prohibited. The Company will be required to maintain a log of activities where it would have made necessary payments to medical professionals for their contribution in capacity of speaker fees at events.

Costly gifts to Govt official(s) in violation of this Policy ; A gift is an item of cash or goods or any service of commercial value that is given to an individual for personal use/benefit without any return of payment and includes articles, gift vouchers of any value, any tangible or intangible benefit given or received without the expectation of payment or anything in return ;

Political Contributions The Company follows a strict policy of not making any donations/ contributions to any Political party or persons or entities connected therewith or associated with the Political party in connection with conduct of elections (whether Central or State) or for any other purpose or objectives.

Providing or promising to provide employment or other opportunities for contractual or other commercial engagements /arrangements with the Company at the behest of or when referred by Govt official(s)

Facilitation payments: (Speed Money) Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a Govt official for a regulatory / governmental action, and not to obtain or retain business or any improper business advantage. The Company prohibits all its Company Personnel and Company Representatives from making any facilitation payments directly or indirectly on behalf of the Company.





Charitable contributions Making charitable contributions intended to be Improper Payment at the behest of or when referred by Govt official(s)

Activities which are in violation of the specific Policies issued by the Company (hereinafter referred to as "Prohibited activities")

(this section/portion relates to dealings of NOCIL employees/representatives with Non Govt officials/depts in course of business operations

Violation of Gift Policy (ANNEX- A)(<https://www.nocil.com/wp-content/uploads/2023/11/Corporate-Gifting-Policy.pdf>) The Company's Executive Directors , Officers, Senior Managerial Personnel, Key Managerial Personnel, other officers and Employees (whether on regular rolls or on contract basis) & Workmen **are prohibited from accepting any Gifts** (irrespective of value) from any of the Business Associates of the Company, including but not limited to the Suppliers, Contractors, Agents, Customers, Vendors, Dealers, Bankers, Consultants ,Auditors, Lawyers/Law firms , or any other person or entity having any business or commercial relationship , whether one time or permanent or on a periodic basis with the Company or an entity or person which is being supported by the :

- (i) Company for CSR initiatives Gifts in the form of cash or cash equivalent (gift vouchers) or anything that is illegal, unsavoury, or offensive or that brings in an agreement of reciprocal obligation whether immediate or at a later period should not be accepted on any occasions viz. marriage invitation, dealer meet, inauguration or launch of an event, achievement of milestone etc.
- (ii) Services provided by a business associate at nil or reduced cost. E.g., free boarding, transportation, lodging, free telephone facilities, free or subsidized tour packages etc. or other service when provided by any other person other than a near relative or a personal friend having no official dealings with the Company. Acceptance of any other expensive gifts in the form of goods like any electronic items like mobile phones, watches, cameras; jewellery, precious stones, or metals; etc. is prohibited and to be returned politely with a refusal letter (template attached).
- (iii) Any sponsorship by a business associate for the employee and/or their family members.





(iv) No employee should accept or permit any member of his family or any other person acting on his behalf to accept any gift directly from Vendors, Dealers, Contractors, Suppliers, and anyone having business dealings with the Company or from their employees/relatives.

Exceptions: - Gifts in the form of flowers/fruits/sweets/food items/company souvenirs if they are of nominal value (to be defined by the top Management) on special festive occasions like Diwali, Dusshera, New Year are acceptable, subject to the following conditions: The above referred acceptable gifts should be addressed to the Company rather than the individual handling the business transaction.

Receipt of such gifts at residence or any other place other than work related places is prohibited.

Conflict of Interest Policy ; Conflict arises when an employee allows his actual, perceived, or potential personal, financial, or non-financial interests to affect his objectivity when performing his role and discharging his responsibilities at NOCIL. This Policy sets out what employees must do to prevent and to manage these situations and what activities are totally prohibited to avoid Conflict (ANNEX-B) (<https://www.nocil.com/wp-content/uploads/2023/11/Conflict-of-Interest-Policy.pdf>)

A conflict of interest may arise, and disclosure is required, when an employee:

- Hires, manages, or has an influence on the workload, performance assessment, granting of approvals and / or reward of someone with whom they have a close personal relationship.
- Accepts or performs a Public Official role or has a family member or a close personal contact who is a Public Official with the ability to take decisions that could impact NOCIL business.
- Already has or acquires a close personal interest in the business of competitors or other third parties relevant to NOCIL. This includes cases where the employee, their family members, or a close personal contact: - work for or provide any services to competitors or to any other third parties relevant to NOCIL 's business.
- Already has or acquires substantial interests in a competitor, State controlled or influenced entity, or any other third party relevant to NOCIL business (5% of the net worth of any of these entities).





- Allows non-financial interests such as personal values, beliefs, welfare, and political views to take precedence over NOCIL's lawful and ethical expectations, affecting their performance or objectivity at work

Mandatory actions on part of employees:

Every employee of NOCIL is duty bound to comply as under:

- (i) To ensure that NOCIL is best placed to benefit from potential business opportunities.
- (ii) To give priority to the Company's benefit rather than personal advantages, relationships, or benefits.
- (iii) To use best judgment to avoid situations where a potential conflict of interest might occur during any of the business transactions done on behalf of the Company, supplier, or the customer.
- (iv) To follow the process to immediately disclose an actual, perceived, or potential conflict of interest to their immediate Manager who will determine the best way to manage the situation in consultation with senior managerial personnel.
- (v) To obtain written approval from the Company Secretary before becoming a director of any company (Pvt Ltd or public Ltd) or any entity or before becoming a partner of any firm (LLP or otherwise).
- (vi) To ensure that external commitments do not detract him from his commitment and contribution to the Company.
- (vii) To not accept employment (on regular rolls or on contractual basis) with any competitor of NOCIL in violation of the terms of his employment with NOCIL, during continuance in service or after his resignation/termination/superannuation from NOCIL.
- (viii) To not take up any business relationship – directly or indirectly, whether as agent or as a partner or in any other capacity whatsoever, with any competitor of NOCIL in violation of terms of his employment with NOCIL, during continuance in service or after his resignation/termination/superannuation from NOCIL.





Strictly Prohibited actions on part of employees:

- Accept appointments, debate, vote, or participate in any decision-making process or activity when a conflict of interest exists or might arise.
- Take, or divert to others, any business opportunities that arise in the course of discharging their roles and responsibilities at NOCIL.
- Misuse their position in NOCIL to advance personal interests.
- Hire, contract or engage any advance personal interests.
- Employ or recommend the employing/ hiring any individual on regular rolls or on contractual basis or as consultants or engaging into any contractual relationship without ensuring they are free of conflict of interest with the Company.

Specific definitions

Government official means:

- (i) **Any officer or employee** of a government entity
- (ii) **Any person acting in an official capacity** for or on behalf of a Government Entity.
- (iii) **Parents, children, siblings and spouse of Government Official.**
- (iv) **Politically exposed Persons (PEP) includes the following**
 - (a) Director with a state-owned entity or entity indirectly owned by a government body/ministry
 - (b) Minister of State/Department (including secretary to ministers)
 - (c) Civil Services Officers (including IAS, IPS, IRS, IFS, or similar bureaucrats)
 - (d) Affiliation with a political party, as identified through keywords-based searches and reported in the media
 - (e) Immediate family member (parents, spouse, and children) of a known PEP, as reported in databases and/or media sources
 - (f) Business relationship with a known PEP, as reported in databases and/or media sources (as identified through keywords-based searches)

Key Managerial Personnel (KMPs) & Senior Management Personnel

As defined by the Companies Act 2013 (and the Rules and Regulations thereunder) . the SEBI (LODR) Regulations and as identified by the Board of NOCIL





Role of the Ethics Committee (as a sub- committee of the Audit Committee)

Imp:- Till the constitution of the Ethics Committee, the role and functions hereunder shall be discharged by the Audit Committee of the Board

Formation of the Ethics Committee	<ul style="list-style-type: none">➤ The Audit Committee of the Board will constitute an <i>ETHICS COMMITTEE</i> comprising of Board members a majority of whom are independent of management and free from any relationship that could interfere with their objective judgment.➤ The <u>Chairperson</u> has to an Independent Director. The Members must collectively possess the necessary knowledge to understand complex anti-bribery and governance issues.➤ The Ethics Committee will appoint / ratify the appointment of a Compliance officer dedicated to the task of implementation of the ABAC Policy (apart from his other normal functions)
Quorum Requirements/ Frequency of meetings	<p>Quorum Requirements: Specifying the minimum number of members (often including at least one Independent NED) that must be present for any decision to be valid.</p> <ol style="list-style-type: none">1. Meeting Frequency: Mandating a minimum number of meetings per year (e.g., quarterly) with the power to convene additional meetings as needed, especially following a potential violation.2. Reporting Lines: Defining the committee's direct reporting line to the main Board of Directors.3. Amendment in the Policy
Periodicity of <i>Ethics Committee</i> meetings, preparation and circulation of the Agenda notes and circulation of minutes of the meetings of the Committee.	<ul style="list-style-type: none">➤ The periodicity of the <i>Ethics committee</i> meetings and the reviews (agenda) to be put up at each of such meetings shall be laid down by the Audit Committee.➤ The Compliance officer to be empowered to deal with all formalities relating to such meetings





Terms of Reference	<p>The formal document establishing Terms of Reference) of the Ethics Committee must be approved by the Audit Committee with specific emphasis on the following :</p> <p><u>Key Responsibilities of the Ethics Committee</u></p> <ul style="list-style-type: none"> ✓ Oversight and Governance ✓ Review and Recommend the ABAC: Reviewing the company's ABAC and related compliance procedures to ensure they are robust, comprehensive, and compliant with all relevant domestic and international. ✓ Strategic Alignment: Ensuring the ABAC aligns with the company's overall Code of Conduct and core values, emphasizing integrity and ethical business practices (the "tone from the top"). ✓ Resource Allocation: Reviewing and ensuring that adequate resources (staffing, training, budget) are allocated for the effective implementation and management of the anti-bribery management system (ABAC Policy).
Recommending suitable disciplinary action	<p>Reviewing investigation findings and recommending appropriate disciplinary and remedial actions to the Board and management in cases of confirmed violations .</p>

Role & Responsibilities of the Compliance officer

Appointment by the Ethics Committee/ Audit Committee	The Audit Committee / Ethics Committee shall designate a Compliance Officer for the purpose of implementation of this Policy who will report matters relating to implementation of this Policy and/or any suspected or actual breaches thereof to the basis.
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<p>Overall responsibility</p>	<p>The Compliance Officer shall have the overall responsibility for the program, processes and procedures supported by various business groups/depts./functions in the Company to ensure that the Company is not exposed to the risk of corruption. The Compliance Officer is responsible for giving advice on the interpretation and application of this Policy, supporting training and education, and responding to reported concerns.</p>
<p>Direct access to the Ethics Committee and Audit Committee Chairpersons</p>	<p>The Compliance Officer shall have direct access to the Chairperson of the Ethics Committee / Audit Committee and shall ensure strict adherence to the schedule / periodicity for conduct of the meetings of the Ethics committee and also coordinate the conduct of meetings of the Ethics Committee including the preparation of the agenda, recording the minutes and ensuring that the Action Taken Report (ATR) is prepared and taken up at each of the meetings.</p>

Risk Assessment , Control & Mitigation/ Preventive mechanism

<p>Role of Chief Risk Officer (CRO)</p>	<p>The CRO shall conduct periodic ABAC risk assessments to take into account changes in the market, the Company's business, and the locations in which it operates and will accordingly identify risks by level such as high, medium, or low on analysis of factors like industry, country, size, nature of transactions and amount of third-party compensation</p>
<p>Periodic risk assessment and independent audit / review</p>	<ul style="list-style-type: none"> ✓ The Policy, its procedures, and the overall ABAC program shall be subject to periodic risk assessment and independent audit/review (at least annually) to ensure effectiveness and continuous improvement. Produce ABAC risk assessment (processes, sites, third parties, public-official interfaces). ✓ Specific risk registers to be maintained in digitalized form for the Plants at Navi Mumbai and Dahej and at the H.O and its other offices.





	<ul style="list-style-type: none">✓ To maintain calendar of quarterly communications (emails) to all employees on ABAC campaigns .✓ FAQs on ABAC to be shared with all employees on e-mails and also put up on website.
Contracts/ Agreements with TPIs	<p>All contracts, without exception, must be written detailing the scope of work, legally vetted and executed with the TPI:</p> <ul style="list-style-type: none">● informing it of the Company's Business Ethics Policy and committing it not to engage in any corrupt practice.● permitting the Company to request an audit of the Third Party's books and accounting records by an independent auditor to verify compliance with these Rules.● adding a provision allowing it to suspend or terminate the relationship, if it has a unilateral good faith concern that the party has acted in violation of applicable anti-corruption law; and● providing that the Third Party's remuneration shall not be paid in cash and shall only be paid in (i) the country of incorporation of the Third Party, (ii) the country where its headquarters are located, (iii) its country of residence or (iv) the country where the mission is executed.● <u>Disclosures by TPIs</u> :-All TPIs, regardless of tenure, must provide a signed declaration to the Company acknowledging that they have read and understood the Company's policies.
Database for rejected intermediaries	<p>The Compliance Officer or a selected third-party provider shall maintain an internal database of rejected intermediaries. Once an intermediary has been rejected, the Compliance Officer or a selected third-party shall provide the rejected intermediary name, address, and other relevant information to Legal and the Finance Department so that the TPI cannot be accepted as a supplier or to immediately block any transactions with the TPI.</p>
Confirmation on Anti-Bribery & Corruption compliance from TPIs	<p>Each TPI will certify annually that it understands and has complied with the anti-bribery and corruption laws, Indian anti-corruption laws, and other applicable jurisdictions in all activities undertaken on behalf of the Company. The certification shall be obtained prior to completion of 12 months from the date the intermediary</p>
Due Diligence	<p>Mandatory Risk-Based Due Diligence (DD) must be conducted on all high-risk third parties (e.g., agents, consultants, those dealing with government entities) before engaging them.</p>





	All third-party contracts must contain ABAC clauses , including the right to audit and terminate for non-compliance
Trainings on ABAC Policy	<p>MANDATORY FOR ALL :</p> <p>All Company personnel, depending on their job scope, to undergo the Company's ABAC training course/s, which will be rolled out by the Company from time to time. The course/s may be conducted on-line or in-person and will be administered by the Compliance Officer or through external consultants. The Company will roll out similar training for high risk third parties from time to time. Failure to do so without justification will be viewed very seriously by the Company and could result in suspension and/or termination of employment/ contract/ and/or representation of the Company.</p> <p><i>On-Board training</i> :All new employees in the Company shall be provided with Anti-Bribery & Corruption training by the Human Resources as part of their on-boarding process</p> <p><i>Annual training</i> is required for all Company Personnel in Departments that either interact directly with customers, Government Officials and Entities or engage TPIs that do so or are ex-government employees. All relevant Company personnel will receive on-line or in-person training.</p>

Records to be maintained (preferably in digital mode)

Records relating to Ethics Committee and Audit Committee meetings	<p>To maintain the agenda notes and the minutes and the Action Taken Report , as required by the Cos Act and the SEBI (LODR) Regulations</p> <p>Responsibility :- Compliance officer</p>
Records relating to Gifts, Entertainment and/or travel	<p>To maintain books and records that accurately reflect all gifts, entertainment to <u>government officials</u></p> <p>Responsibility – To be maintained separately for the Plants at Navi Mumbai and Dahej and the HO and the ROs and specific responsibility to be delegated for the same</p>





Supporting documentation	Requiring the appropriate supporting documentation to be annexed to payment approvals Responsibility:- CFO
Training records	For each training session conducted, the Compliance Officer will create and retain a record of the training that includes the following: <ul style="list-style-type: none">- a description of the nature and the purpose of the training,- the name of the person conducting the training,- a list of attendees, and- a copy of the materials used. Responsibility :These training records shall be retained jointly by the H.R & Legal & Compliance Departments.
Conflict of Interest Policy	To create a COI register and ensure annual declaration cycle. Responsibility : to be delegated by the Managing Director
Record of charitable contributions towards CSR	To maintain register with beneficiary ownership check Responsibility: The Company Secretary (basis inputs from accounts)
<u>ABAC dashboard & ABAC complaints register</u>	To build ABAC dashboard: (i) training coverage, (ii) no. of whistle-blower/ABAC cases, (iii) G&H entries Responsibility: to be delegated by the Managing Director
ABAC campaigns quarterly communications ABAC FAQ on website	To keep screenshots/emails of ABAC campaigns; maintain calendar of quarterly communications; add ABAC FAQ on website Responsibility: H.R





Reporting and Investigation

(recourse to the Whistle Blower Policy)

<p>Whistle Blower Policy:- Reporting of instances of non-compliance</p>	<p>Employees and Third Parties are required to report any suspected or actual breaches of this Policy or Anti-Bribery Laws immediately under the Company's <i>Whistleblower Policy</i> (<u>ANNEX-C</u>) (https://www.nocil.com) as required by SEBI LODR and a confidential reporting channel (e.g., to the Audit Committee or Compliance Officer).</p> <p>Company Personnel who are or become aware of or suspect a violation of this Policy and/ or the Anti-bribery and corruption Laws are under an obligation to report the same to the Company. Violations or suspected violations should be reported as per the procedures set out in the Company's <i>Whistle Blower Policy</i>.</p> <p>The Company will not take any adverse action against anyone for providing truthful information relating to a violation of law or Company policy, in the Company's <i>Whistle Blower Policy</i>.</p> <p>To create Toll-free/IVR/webform (triaged to AC); display at Dahej and Navi Mumbai in English, Hindi & Marathi /Gujarati (FOR Navi Mumbai Dahej Plants respectively);</p>
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Amendments to the ABAC Policy

The Audit Committee is empowered :

- (i) to carry out suitable modifications to the terms of reference of the ABAC Policy , as may be warranted by any developments (*Statutory or Otherwise*) ;
- (ii) Modify the constitution and composition of the Ethics Committee may be warranted by any developments (*Statutory or Otherwise*)

Counter Signed by Company Secretary

FOR NOCIL LTD.


ANAND V. S.
Managing Director



Annex A :Gift Policy

NOCIL Limited

Corporate Gifting Policy



Approved by Core Committee on Sustainability on 9.12.2022

NOCIL LTD (NOCIL) -CORPORATE GIFTING POLICY

Basis and Objective of the Policy: - The Corporate Gifting Policy has been enacted pursuant to the Code of Conduct adopted by the Board of Directors and it imposes a prohibition on **accepting and offering of gifts**.

Definition of the term “Gifts: - A gift is an item of cash or goods or any service of commercial value that is given to an individual for personal use/benefit without any return of payment and includes articles, gift vouchers of any value, any tangible or intangible benefit given or received without the expectation of payment or anything in return.

Applicability of the Policy: - The Policy covers **accepting or offering of Gifts by the Company’s** Executive Directors, Officers, Senior Managerial Personnel, Key Managerial Personnel, other officers, and Employees (whether on regular rolls or on contract basis) & Workmen.

Prohibition on Acceptance of Gifts : The Company’s Executive Directors , Officers, Senior Managerial Personnel, Key Managerial Personnel, other officers and Employees (whether on regular rolls or on contract basis) & Workmen are prohibited from accepting any Gifts (irrespective of value) from any of the Business Associates of the Company, including but not limited to the Suppliers, Contractors, Agents, Customers, Vendors, Dealers, Bankers, Consultants , Auditors, Lawyers/Law firms , or any other person or entity having any business or commercial relationship , whether one time or permanent or on a periodic basis with the Company or an entity or person which is being supported by the Company for CSR initiatives . The following are prohibited:

- a. **Gifts in the form of cash or cash equivalent (gift vouchers) or anything that is illegal, unsavoury, or offensive or that brings in an agreement**



of reciprocal obligation whether immediate or at a later period should not be accepted on any occasions viz. marriage invitation, dealer meet, inauguration or launch of an event, achievement of milestone etc.

- b. **Services provided by a business associate at nil or reduced cost. E.g., free boarding, transportation, lodging, free telephone facilities, free or subsidized tour packages etc. or other service when provided by any other person other than a near relative or a personal friend having no official dealings with the Company.**
- c. **Acceptance of any other expensive gifts in the form of goods like any electronic items like mobile phones, watches, cameras; jewellery, precious stones, or metals; etc. is prohibited and to be returned politely with a refusal letter (template attached).**
- d. **Any sponsorship by a business associate for the employee and/or their family members.**
- e. **Remuneration in cash for lectures/professional talks at public forum should be politely refused.**
- f. **No employee should accept or permit any member of his family or any other person acting on his behalf to accept any gift directly from Vendors, Dealers, Contractors, Suppliers, and anyone having business dealings with the Company or from their employees/relatives.**



Exceptions: - Gifts in the form of flowers/fruits/sweets/food items/company souvenirs **if they are of nominal value** (to be defined by the top Management) on special festive occasions like Diwali, Dusshera, New Year are acceptable, subject to the following conditions:

- ✓ **The above referred acceptable gifts should be addressed to the Company rather than the individual handling the business transaction.**

- ✓ **Receipt of such gifts at residence or any other place other than work related places is prohibited.**

Prohibition on providing/Offering of “Gifts:

The Company’s Executive Directors , Officers, Senior Managerial Personnel, Key Managerial Personnel, other officers and Employees (whether on regular rolls or on contract basis) prohibited from offering/providing any Gifts to any of the Business Associates of the Company, including but not limited to the Suppliers, Contractors, Agents, Customers, Vendors, Dealers, Bankers, Consultants , Auditors, Lawyers/Law firms , or any other person or entity having any business or commercial relationship , whether one time or permanent or on a periodic basis with the Company or an entity or person which is being supported by the Company for CSR initiatives



Exceptions: - Gifts in the form of flowers/fruits/sweets/food items/company souvenirs **if they are of nominal value** (to be defined by the top Management) on special festive occasions like Diwali, Dusshera, New Year can be offered/provided acceptable, subject to the following conditions:

- ✓ **Such gift should be infrequent and should not be seen as a favour extended to a section or group of people as a matter of gratification.**
- ✓ **In case of gifts required to be given on special occasions such as festivals & wedding etc. to business associates, the same matrix should be followed and should be claimed through an expense statement, clearly setting out the purpose for which the gift was made with the details of the recipient and duly authorized by the approving authority as applicable for Entertainment Expenses.**
- ✓ **In any event, the gift should be from and not from an individual employee or department.**

Restrictions relating to Meals and Entertainment:

Attendance to lunches, dinner, and other ceremonies (seminars/lectures) are acceptable if these are part of normal business discussions or negotiations. Attendance at such events should not form part of a regular pattern of activity. Invitations to attend recreational events should be agreed beforehand by the employee's reporting officer. Non-business-related recreation provided free of charge by business associates is treated as gift and should only be accepted within the limits of this policy. All expenses made towards entertainment or of recreation should be reasonable and commensurate with the purpose and should be duly supported by bills and vouchers and reimbursement thereof claimed through expenses statement clearly stating the purpose and details of people involved and duly authorized by the approving authority as per Entertainment Expense Policy.

Disciplinary Action: Any deviation of this policy will be seen as violation of NOCIL's Code of Conduct and would result in disciplinary action.



Standard Reply: Template of the suggested reply for the return of gifts

Date:

Dear Sir/Madam,

At the outset, thank you for your generous gift of _____. While we appreciate your gesture, we wish to inform you that as per our Company's Gifting Policy, **we are prohibited from receiving a gift of such disposition**. Hence, we would have to return the same and we hope you will understand and support us in promoting this policy within our organization.

Thank You Once Again.

With Best Wishes

- Provision of a gift register at the reception for any gifts which have come voluntarily.
- Also, intimation of gifts received or offer of gifts as defined above to their reporting manager. The reporting manager would inform the CCO on the same.



Annex B: Conflict of Interest Policy

NOCIL Limited

Conflict of Interest Policy

Approved by Core Committee on Sustainability on 9.12.2022



CONFLICT OF INTEREST POLICY- NOCIL LTD (NOCIL / THE COMPANY)

Rationale & Objective of the Policy

Conflicts of interest can have a significant negative impact on the reputation and effectiveness of NOCIL its business and its people. Conflict arises when an employee allows his actual, perceived, or potential personal, financial, or non-financial interests to affect his objectivity when performing his role and discharging his responsibilities at NOCIL. This Policy sets out what employees must do to prevent and to manage these situations and what activities are totally prohibited to avoid Conflict.

Applicability of the Policy

This Policy applies to all employees (whether on regular rolls or on contractual basis) of NOCIL employed at both the Plants at Navi Mumbai & Dahej, Head office at Mumbai and its Regional offices/ Godowns.

When does Conflict of interest arise?

Conflict arises when personal advantages are put in front of the Company's interest, benefits, or advantages. Hence it essential that Employees must disclose all conflicts of interest or potential conflicts of interest, including those in which they have been inadvertently placed due to either company or personal relationships. This includes family members, customers, suppliers, company associates or competitors of the Company. A conflict of interest may arise, and disclosure is required, when an employee:



- Hires, manages, or has an influence on the workload, performance assessment, granting of approvals and / or reward of someone with whom they have a close personal relationship.
- Accepts or performs a Public Official role or has a family member or a close personal contact who is a Public Official with the ability to take decisions that could impact NOCIL business.
- Already has or acquires a close personal interest in the business of competitors or other third parties relevant to NOCIL. This includes cases where the employee, their family members, or a close personal contact: - work for or provide any services to competitors or to any other third parties relevant to NOCIL 's business.
- Already has or acquires substantial interests in a competitor, State controlled or influenced entity, or any other third party relevant to NOCIL business (5% of the net worth of any of these entities).
- Allows non-financial interests such as personal values, beliefs, welfare, and political views to take precedence over NOCIL's lawful and ethical expectations, affecting their performance or objectivity at work

Mandatory actions on part of employees:

Every employee of NOCIL is duty bound to comply as under:

- (i) To ensure that NOCIL is best placed to benefit from potential business opportunities.
- (ii) To give priority to the Company's benefit rather than personal advantages, relationships, or benefits.



- (iii) To use best judgment to avoid situations where a potential conflict of interest might occur during any of the business transactions done on behalf of the Company, supplier, or the customer.
- (iv) To follow the process to immediately disclose an actual, perceived, or potential conflict of interest to their immediate Manager who will determine the best way to manage the situation in consultation with senior managerial personnel.
- (v) To obtain written approval from the Company Secretary before becoming a director of any company (Pvt Ltd or public Ltd) or any entity or before becoming a partner of any firm (LLP or otherwise).
- (vi) To ensure that external commitments do not detract him from his commitment and contribution to the Company.
- (vii) To not accept employment (on regular rolls or on contractual basis) with any competitor of NOCIL in violation of the terms of his employment with NOCIL, during continuance in service or after his resignation/termination/superannuation from NOCIL.
- (viii) To not take up any business relationship – directly or indirectly, whether as agent or as a partner or in any other capacity whatsoever, with any competitor of NOCIL in violation of terms



of his employment with NOCIL, during continuance in service or after his resignation/termination/superannuation from NOCIL.

Strictly Prohibited actions on part of employees:

Employees must not:

- Accept appointments, debate, vote, or participate in any decision-making process or activity when a conflict of interest exists or might arise.
- Take, or divert to others, any business opportunities that arise in the course of discharging their roles and responsibilities at NOCIL.
- Misuse their position in NOCIL to advance personal interests.
- Hire, contract or engage any advance personal interests.
- Employ or recommend the employing/ hiring any individual on regular rolls or on contractual basis or as consultants or engaging into any contractual relationship without ensuring they are free of conflict of interest with the Company.

Disciplinary Action for violation of the Policy

Any violation of this Policy intentionally or negligently will entail disciplinary action by the Company



Annex C: Whistle Blower Policy

NOCIL Limited

**Vigil Mechanism /
Whistle Blower policy**

(As required under Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015)

Approved by Board of Directors on 30.04.2014

Amended by Board of Directors on 17.05.2022

Amended by Board of Directors on 31.07.2023

Amended by Core Committee on Sustainability 06.03.2023

Amended by Core Committee on Sustainability 18.11.2025



NOCIL Limited

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PREAMBLE

NOCIL LTD ("NOCIL/ the Company") believes in the highest standards of professionalism, integrity, ethical behaviour, transparency and accountability. This Whistle Blower Policy ("Policy") provides a mechanism for Directors, Employees and other stakeholders to report any instances of Unethical or Improper Practices, Fraud, Misconduct, Noncompliance with applicable laws or Non - adherence to Corporate Policies without fear of retaliation.

This Policy has been formulated pursuant to Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This Policy modifies the previous *Vigil Mechanism / Whistle Blower Policy* approved by Board of Directors on 30.04.2014 and both the Policies should be read in conjunction with each other and interpreted harmoniously

This Policy comes into effect from 1st December,2025

OBJECTIVES.

The objectives of this Policy are to:

- Enable reporting of *Unethical or Improper Practices, Fraud, Misconduct, Noncompliance with applicable laws or Non-adherence to Corporate Policies.*
- Provide adequate safeguards against victimization of whistle blowers.
- Ensure a fair, independent and timely inquiry process.
- Maintain confidentiality of identity and information.



APPLICABILITY

This Policy applies to:

- All the Directors on the Board.
- Permanent employees (on rolls)
- Workmen- whether regular or through Contractors
- Contracted / temporary or Fixed term employees.
- Retainers
- Trainees and interns
- Vendors, consultants and business partners (where relevant)

DEFINITIONS

1	Audit Committee”	<i>Audit committee</i> as constituted by the Board under Section 177 of the Companies Act, 2013
2	Improper/Unethical Act	<p>This includes, but is not limited to:</p> <ul style="list-style-type: none"> a. Fraud, financial irregularities, bribery or corruption. b. Misuse of Company assets or confidential information. c. Violation of laws, regulations or Company policies. d. Any act detrimental to shareholder or stakeholder interests.
3	“Whistle Blower”	<p>Means a person entitled to make a complaint under this Policy in good faith</p> <p><u>Persons entitled to file a complaint :</u></p> <ul style="list-style-type: none"> • All the Directors on the Board



	<ul style="list-style-type: none"> • Permanent employees (on rolls) • Workmen- whether regular or through Contractors • Contracted / temporary or Fixed term employees. • Retainers • Trainees and interns
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SCOPE

This Policy covers concerns relating to the Company's:

- Financial reporting and internal controls
- Compliance with statutory and legal obligations
- Protection of Company assets.
- Compliance with corporate Policies
- Conduct violating the Company's Code of Conduct or ethical standards

Employees may report concerns including, but not limited to:

Category	Examples
Fraud / financial misconduct	Misappropriation of funds, falsification of records, bribery
Legal & compliance violations	Breach of law, statutory non-compliance, insider trading
Code of Conduct violations	Ethical breach, conflict of interest, misuse of confidential information
Safety & environmental risks	Negligence causing harm to environment, employee safety or public interest

Concerns raised must be genuine and made in good faith



REPORTING (WHISTLE BLOWING) CHANNELS

A Whistle Blower may report concerns through any of the following methods:

Email: v*****@nocil.com

Postal Submission:

Marked “Private & Confidential – To be opened only by the Chairperson, Audit Committee”

Addressed _____ **to:**

The Chairperson – Audit Committee

Mr. Vilas R. Gupte

Email id: v*****@nocil.com

Telephone / Hotline (optional):

 +91- ***** (Business hours only)

Reports may be submitted anonymously; however, providing contact details improves investigation efficiency.

INVESTIGATION PROCESS

1. Upon receipt, the Vigil Mechanism Officer/Company Secretary shall acknowledge and record the complaint.
2. The complaint shall be submitted to the Chairperson of the Audit Committee within 7 working days.
3. The Audit Committee may:
 - Conduct inquiry internally,
 - Appoint an independent investigator, or
 - Refer to external legal/forensic experts where necessary.



- Refer to external legal/forensic experts where necessary.
- 4. Investigation shall be completed ordinarily within 45–90 days.
- 5. A closure report, along with findings and recommendations, shall be placed before the Audit Committee and then reported to the Board, if necessary.

PROTECTION AGAINST RETALIATION

No Employee or Whistle Blower who reports a concern in good faith shall be:

- Victimized or harassed,
- Subjected to disciplinary action,
- Terminated, demoted, or denied promotion,
- Threatened directly or indirectly.

Any retaliation will result in disciplinary action against the perpetrator, which may include termination.

FALSE ALLEGATIONS

Whistle Blowers making malicious or knowingly false complaints may be subject to disciplinary action. Genuine errors or inability to produce evidence shall not attract penalties.

CONFIDENTIALITY

All complaints and investigation records shall be treated as confidential. Disclosure shall be on a “need-to-know” basis or as required under law or legal proceedings.

RECORD RETENTION

All documented complaints, investigation notes, and closure reports shall be retained for a minimum period as prescribed by the Archival Policy (<https://www.nocil.com/wp-content/uploads/2023/11/Policy-on-Preservation-and-Archival-of-Documents-records.pdf>)



POLICY DISCLOSURE

This Policy shall be:

- Displayed on the Company website,
- Linked to the Company's Code of Conduct,
- Communicated to all Directors and Employees.

AMENDMENTS

The Board or Audit Committee may modify or amend this Policy at any time to comply with applicable laws or improve effectiveness. The latest version shall prevail.

EFFECTIVE IMPLEMENTATION OF THE POLICY

The Company will take the following steps to ensure the procedure is effectively implemented.

- Communicate the whistleblower procedure to all stakeholders,
- Conduct regular trainings Regularly train employees on it.
- Supplement it with remediation procedures to make sure that the reports will be followed up with verification and remedial actions; and
- Regularly review the whistleblower procedure

INVESTIGATION PROCESS

- Complaint is recorded and acknowledged (where identity is shared).
- The Chairperson of the Audit Committee may seek support from the Co Secy for undertaking the investigation process with strict confidentiality.



- Investigation may be carried out internally or through external experts, as per the discretion of the Audit Committee Chairperson
- The expected investigation timeline is 45–90 days.
- A formal closure report is documented.

The whistle blower may be asked to provide supporting information if required.

PROTECTION OF WHISTLE BLOWER AGAINST RETALIATION

To encourage responsible reporting, the Company ensures:

- No retaliation or victimization
- No threat of disciplinary action
- Confidential handling of concerns

FALSE & MALICIOUS COMPLAINTS

Raising a deliberately false or malicious complaint is considered misconduct and may result in disciplinary action. However, mistaken reports made in good faith will not result in penalty.

STRICT CONFIDENTIALITY

All information shared under this mechanism will be kept confidential and disclosed only to those involved in investigation or where legally required.

RECORD KEEPING

All documentation related to whistle blowing cases shall be retained for minimum of such number of years , as stipulated by the ARCHIVAL POLICY (<https://www.nocil.com/wp-content/uploads/2023/11/Policy-on-Preservation-and-Archival-of-Documents-records.pdf>)



REVIEW & UPDATE

This policy will be reviewed periodically and may be amended with approval of the Board on basis of recommendations by the Audit Committee
