NOCIL LIMITED
Regd. Office : Mafatlal House, 3rd Floor, H. T. Parekh Marg,
Backbay Reclamation, Churchgate, Mumbai - 400 020, India.
Tel.: +91 22 6657 6100, 6636 4062 Fax +91 22 6636 4060
Website: www.nocil.com CIN : L99999MH1961PLC012003
Email: investorcare@nocil.com
ARVIND MAFATLAL GROUP
The ethics of excellence

Date: 6th July 2023

The Bombay Stock Exchange Limited	The National Stock Exchange of India Ltd.
"P.J. Towers"	Exchange Plaza
Dalal Street	Bandra Kurla Complex, Bandra (East)
Mumbai-400 001	Mumbai-400 051
Stock Code: 500730	Symbol: NOCIL

Dear Sir,

Sub: Annual Report for the Financial Year 2022-23 under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations')

We wish to inform you that the Sixty First (61st) Annual General Meeting of the Company will be held on **Monday, 31st July 2023** at **03.00 p.m. (IST)** through Video Conferencing in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs and SEBI . The venue of the meeting shall be deemed to be the registered office of the Company situated at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020.

Pursuant to Regulation 34(1) of the Listing Regulations, please find enclosed the Annual Report of the Company along with the Notice of the 61st AGM and other Statutory Reports for the Financial Year 2022-23, which are also being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories. The said Annual Report is also available on the website of the Company, i.e. www.nocil.com.

We request you to take the same on your records.

Thanking you,

Yours truly,

For **NOCIL Limited**

AMIT KUNDAN VYAS
Digitally signed by AMIT KUNDAN VYAS
Date: 2023.07.06 17:53:00 +05'30'

Amit K. Vyas
Assistant Vice President (Legal) and Company Secretary

Place: Mumbai

Responsible Care®
OUR COMMITMENT TO SUSTAINABILITY

ARVIND MAFATLAL GROUP
The ethics of excellence

Cherishing 100 YEARS OF SHRI ARVIND MAFATLAL

NOCIL LIMITED

BUILDING ON A STRONG FOUNDATION FOR SUSTAINABLE GROWTH

NOCIL LIMITED

61st ANNUAL REPORT 2022-23

Contents

Investor Information

Market Capitalisation as at March 31, 2023	: ₹ 3,450 Crores
CIN	: L99999MH1961PLC012003
BSE Code	: 500730
NSE Symbol	: NOCIL
AGM Date	: July 31, 2023
AGM Mode	: Virtual

Please find our investor-related information, at:

https://www.nocil.com/detail/investors/company-details/52

Or

Scan the QR code

Disclaimer

This document contains statements about expected future events and financials of NOCIL Limited ('NOCIL', 'The Company' or 'It'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

Tribute to Shri Arvind Mafatlal

During the year 2023, we are celebrating and honouring the 100th birth anniversary of **Shri Arvind Mafatlal, 'A Gentleman Industrialist, Fearless Visionary, Compassionate Humanitarian and Humble Philanthropist.'**

Shri Arvind Mafatlal, a luminary in the realm of Indian industrial giants, was born on October 27, 1923. Radiating brilliance, fortified by steadfast discipline, and fuelled by visionary thinking, he transformed the Mafatlal Group, and elevated it as one of India's largest mill owners and business houses. His courage and perseverance have etched an indelible path for the Mafatlal Group to tread upon, scripting a journey of resounding success.

His visionary outlook expanded into petrochemicals, plastics, rubber chemicals, information technology and engineering. Known for unwavering integrity, he earned stakeholders' trust and was revered as a compassionate leader ensuring fairness for all. Driven by determination and innovation, he established NOCIL (National Organic Chemical Industries Limited), a ground-breaking venture challenging the conventional norms and PIL (Polyolefins Industries Limited) elevating India's global stature.

During his lifetime he gave his heart and soul for alleviating the suffering of the under privileged. He focussed on rural development, women's empowerment, post-disaster rehabilitation, and vital healthcare for the masses, specifically eyecare.

In 1967, a transformative encounter with Shri Parampujya Ranchoddasji Maharaj reshaped his life's purpose. During challenges, Arvindbhai drew strength from his Guru's teachings, exemplifying love and faith. Founded on selfless service, Shri Sadguru Seva Sangh Trust and Bharatiya Agro and Industrial Foundation (BAIF) became the outlets for implementing his most cherished social initiatives.

On October 30, 2011, he departed, leaving us with his determination and forward-thinking approach that continues to inspire and guide us. Today, the thriving success of the Group stands as a testament to Shri Arvind Mafatlal's conviction and enduring values, paying homage to his remarkable legacy.

BUILDING ON A STRONG FOUNDATION FOR SUSTAINABLE GROWTH

Spanning four decades, NOCIL has evolved as a prominent name within the rubber chemicals industry, embodying the paradigm of sustainable progression. It distinguishes itself as one of India's most prominent players in rubber chemicals, with an unwavering commitment to quality and operational efficiency.

Guided by a standing commitment to sustainability, NOCIL devotes significant time and resources towards pioneering environmental technologies. The Company being accredited by esteemed recognitions such as ***'Responsible Care'*** and the ***'Excellence in Management of Environment'*** from the Indian Chemical Council (ICC) is a reflection of its commitment.

Awarded *Responsible Care*

By Indian Chemical Council

NOCIL's status as an approved supplier for major tire manufacturers, both domestically and globally, is testament to its technical acumen and long-standing partnerships thereby, ensuring a degree of reliability that resonates on a global scale.

NOCIL not only improves its manufacturing processes on a continual basis, but also strives to develop state-of-the-art technologies evidencing its commitment to sustainable growth.

By embedding sustainability within its operational and supply chain processes, NOCIL promotes environmentally friendly practices. This Report encapsulates NOCIL's journey emphasising responsible resource management, environmental custodianship, ethical business practices thereby ***'Building on a Strong Foundation for Sustainable Growth'.***

HIGHLIGHTS OF OUR SOLID FOUNDATION

NOCIL OPERATES ON THE PHILOSOPHY 'ETHICS OF EXCELLENCE'

45+ Years
Legacy in rubber chemicals

40+ Countries
Presence

20+ Products
Varieties of rubber chemicals

CONSISTENT FINANCIAL PERFORMANCE (₹ in Crores)

1,617
Revenue from Operations

253
Operating EBITDA

149
Net Profit

~30%
Dividend Payout

All numbers are on a Standalone basis for 2022-23; EBITDA: Earnings before Interest, Taxes, Depreciation and Amortisation; PAT: Profit After Taxes

NOCIL'S CERTIFICATIONS

Silver Medal | Accorded by ***EcoVadis* Sustainability Rating Process**

ISO 17025:2017
Quality Assurance and Marketing Technical Service Accredited Laboratories at Navi Mumbai

ISO 14001: 2015
Environment Management System

ISO 45001: 2018
Occupational Health & Safety Management System

ISO 50001: 2018
Energy Management System

ISO 9001:2015
Quality Management Services

IATF 16949:2016
International Standard for Automotive Quality Management Systems

SILVER 2023 ecovadis Sustainability Rating

NURTURING A JOURNEY OF EXCELLENCE AND INNOVATION

NOCIL Limited ('NOCIL' or 'The Company'), a part of the Arvind Mafatlal Group, is India's largest manufacturer of rubber chemicals. With a commendable track record of over 40 years, NOCIL has established itself as a reliable global entity, earning the trust of customers across 40 countries worldwide.

NOCIL prioritises technological innovations, global accreditations, and a high level of customer satisfaction, while maintaining a responsible stance towards health, safety, and environmental concerns. With its customer-centric vision, NOCIL distinguishes itself as one of the very few global providers offering comprehensive solutions in the field of rubber chemicals.

NOCIL operates under the guiding principle of Ethics of Excellence. It has garnered a strong reputation as a dependable global entity and holds the position of being India's largest rubber chemical manufacturer. Throughout its journey, the Company has made prudent investments to enhance its capabilities and push boundaries, showcasing its potential for outstanding performance. These endeavours are firmly supported by:

Innovative Capability driving Sustainable Growth

- New Generation Treatment Methods
- 3Rs Effluent Treatment Rule: *Reduce, Reuse and Recycle*

Strong Customer Offerings

- Wide Range of Rubber Chemical Products
- Varied Product Forms

Comprehensive Sales, Marketing & Technical Services (MTS)

- Market Responsive Approach
- Strong MTS Team to offer Technical Services

HARNESSING OUR STRENGTHS FOR SUSTAINABLE GROWTH

Critical factors pivotal towards NOCIL emerging as a prominent player in the rubber chemical industry are:

- Comprehensive Solutions and Technical Support for Rubber Applications
- Global Recognition for Technical Capabilities
- Pioneering ***Green Chemistry*** and Sustainable Growth
- Commitment to ***Responsible Care*** and Environmental Sustainability

NOCIL AS A SUPPLIER OF CHOICE

Dependable Player

Dependable & quality player with self-sufficiency in key intermediates

Environment Friendly Processes

Continuous investments are made to adopt various innovative environmental technologies for long-term sustainability

Product Testing & Validation

Approved and registered vendor with major domestic and international tire players offering technical support to customers for rubber applications

Wide Range of Products

Present across the entire range of Rubber Chemicals with a product basket of 20+

A Pipeline of New Generation Rubber Chemicals

Development of niche products using innovative technologies & *Green Chemistry* concepts

Entry Barrier

Customers take from 6-18 months to approve on a plant-specific basis, and the same is carried out for various locations globally

MANAGING DIRECTOR'S COMMUNIQUE

"Global customers continue to value the strengths and capabilities of your company. With available capacities and gaining of approvals at new locations, will enable your Company to leverage growth opportunities to fulfil its long-term vision of doubling its market share in the global space. Expansion plans are currently under evaluation, and decisions will be made once the global business environment stabilises. Your Company maintains a diligent watch over the demand for each product, identifying any possible shortages and implementing necessary measures to enhance production processes, thereby ensuring operational efficiencies."

Dear Shareholders,

It is indeed my privilege to present the Annual Report of the Company for 2022-23 and I must begin my note by thanking all the stakeholders, customers, business partners, employees and investors for their continued support which has helped the Company deliver a strong performance across metrics during the fiscal year of 2022-23. Though the year under review was marked with global recessionary trends and inflationary pressures across major economies of the world having its impact on the manufacturing sector, your Company's resolute commitment to progress, supported by an integrated value chain, technological strength, diverse product range, and robust marketing network, have paved the way for a long-lasting and sustainable growth. Not to forget, the determination of our team and prudence of our management built resilience to make our organisation future ready. Driven by a firm determination for growth, fortified by dedicated R&D capabilities and supported by strongly rooted manufacturing capacities, NOCIL has now strategically positioned itself to meet the evolving demands of our valued customers while ensuring a secure and reliable supply chain.

While the first quarter of the year began with the highest-ever quarterly volumes and revenues the impact of the slowdown in the global markets was experienced by your company in the subsequent quarters. Despite the dip in volumes, your Company recorded turnover of ₹1,611 Crores for the year as against ₹1,561 Crores, a growth of around 3%. Exports showed a volume de-growth of 21% due to the global slowdown especially in Europe and significantly lower production in the latex market of South-East Asia.

However, NOCIL's position over the medium-to-long term remains strong, supported by the domestic tire industry's capex, the China Plus 1 strategy, and sufficient capacity headroom. Your Company has remained debt free for the 6th year in succession by its apt and judicious utilization of resources and generation of cash profits during the whole year. Your Company also continues to enjoy 'stable 'credit rating from the top credit rating agencies thereby indicating a robust financial health of the company. Despite some disappointment in terms of the drop in PAT, the Board of Directors of the Company remain firmly committed to uphold shareholder value by adopting a consistent dividend of 30% for the second year in succession.

The Company is wary and mindful of the potential risk posed by increased supplies from Chinese competition, which may impact volumes and spreads.

The Company is committed to invest in small capex programmes that prioritise the removal of bottlenecks in specific product capacities, aiming to maximise production efficiency. Building upon these commitments during the fiscal year 2022-23, the debottlenecking projects, initiated in the previous year, were pursued with vigour and strength. All these initiatives are on track and are expected to be completed within the targeted time frames.

As part of its commitment to promoting sustainable growth and strengthening supply chain resilience, the Company implemented a strategic shift in our raw material procurement by emphasising on local sourcing, reducing our reliance on international suppliers. This forward-thinking approach provides us with increased control over the supply process and aligns with the growing trends of localisation and sustainability in supply chain management.

Global customers continue to value the strengths and capabilities of your company. With available capacities and gaining of approvals at new locations, will enable your Company to leverage growth opportunities to fulfil its long-term vision of doubling its market share in the global space. Expansion plans are currently under evaluation, and decisions will be made once the global business environment stabilises. Your Company maintains a diligent watch over the demand for each product, identifying any possible shortages and implementing necessary measures to enhance production processes, thereby ensuring operational efficiencies.

As we speak about R&D, I am pleased to share that NOCIL was awarded the Indian Chemical Council's **Best Industry Academia Collaboration Award in 2022-23**, acknowledging our fruitful research collaborations with academic institutions. The Company remains committed to advancing environmental research and incorporating cutting-edge technologies. Recently the Company has been accorded with **'SILVER'** medal by ***EcoVadis*** sustainability rating process making it to the list of the top 21% performers at a global level (***EcoVadis*** is world's trusted business sustainability ratings which makes our company a sustainable supplier and gives a competitive edge for global business). NOCIL's commitment to integrate the ESG parameters in its operations to leverage potential opportunities with astute environment management, social performance and best governance practices is further affirmed by **Independent Assurance Assessment** of its Business Responsibility and Sustainability Report (BRSR) conducted by ***Bureau Veritas (Bureau Veritas is a World Leader in laboratory testing, inspection and certification services and providing innovative solutions for complying with the standards in terms of quality, health and safety, environmental protection and social responsibility).*** The Company's focus on sustainability is further evident through adoption of the **5S** workplace organisation method, the 3R approach to pollution prevention and waste management ***(Reduce, Reuse, Recycle)***, and our continuous efforts to improve environmental protection, health and safety, and secure transportation practices. The Company is amongst the select 83 companies in India which are certified for ***"Responsible Care"-*** a global chemical industry's Environmental, Health and Safety (EHS) initiative to drive continuous improvement in performance.

In conclusion, I extend my heartfelt gratitude to all our stakeholders for their unwavering support. We envision a bright future for NOCIL, capitalising on our position as a prominent manufacturer in India and a reliable non-Chinese supplier globally. Our commitment to exploring new opportunities and striving for higher levels of growth continues to drive us forward.

Thank you once again for your invaluable support.

Sincerely,

S. R. Deo
(Managing Director)

LEVERAGING OUR MANUFACTURING CAPABILITY FOR SUSTAINABLE GROWTH

NOCIL's manufacturing facilities are equipped with state-of-the-art technologies that enable the Company to manufacture products that meet international standards.

MANUFACTURING CAPABILITIES

Navi Mumbai, Maharashtra

The Navi Mumbai production plant, established in 1976, is strategically situated in the Trans-Thane Creek Industrial Area of the Navi Mumbai – Thane-Belapur industrial zone. This facility possesses the necessary capabilities to manufacture a comprehensive range of rubber chemicals. It is equipped with advanced technology and operates with automated control systems, ensuring efficiency and precision in the production process.

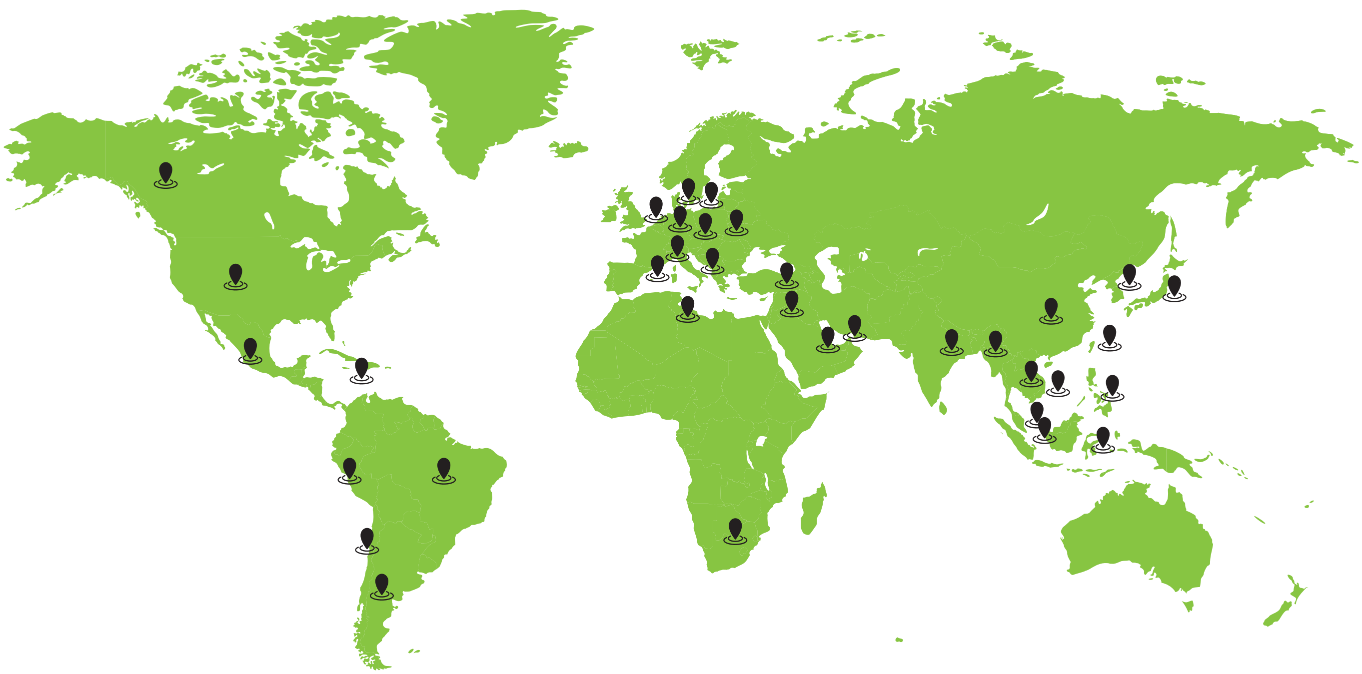
Dahej, Gujarat

The Dahej site is a cutting-edge manufacturing facility that started production in 2013. Situated just 45 kilometers from Bharuch, Gujarat, this strategically located facility benefits from its proximity to the petrochemical industry and its connection to Dahej and Hazira ports. With fully automated processes, the facility utilises in-house technology and process controls to ensure optimal operations.

TOTAL QUALITY MANAGEMENT (TQM) AND PROCESS SAFETY

NOCIL has established robust systems and processes to align with international business process standards at every stage. It proactively incorporates feedback from various audits conducted by suppliers, customers, and certifying organisations, allowing us to continuously improve our operations. Its TQM (Total Quality Management) activities are pivotal in enhancing product and service quality, boosting its competitiveness, and driving business growth. These initiatives ensure that the Company consistently delivers superior quality products and services while maintaining a customer-centric approach. By adhering to international standards and prioritising continuous improvement, NOCIL remains committed to excellence in all aspects of its business.

BUILDING ON A STRONG FOUNDATION THROUGH OUR GEOGRAPHICAL PRESENCE



Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind in connection to its accuracy or completeness.

BUILDING ON A PATH TO CONSISTENT GROWTH & SUSTAINABLE FUTURE

Technology-driven Endeavours Strengthening Presence in Rubber Chemicals

MOVING UP THE CURVE - KEY FACTORS

- Continual technological improvement in product & processes
- Strong position in specialised applications
- Operating leverage due to scaling-up of business
- Favourable positioning
- R&D capabilities leading to a significant reduction in the cost of production

PRODUCTS AND APPLICATIONS

Anti-Degradants/Anti-Oxidants

Anti-Degradants/Anti-Oxidants are ingredients in rubber compounds which deter ageing and inhibit degradation due to oxygen attack of rubber products, thereby enhancing service life.

Accelerators

Accelerators expedite the vulcanisation process by enhancing its speed, thereby allowing it to occur at lower temperatures while maintaining higher efficiency. These additives play a crucial role in promoting the cross-linking of rubber molecules, which results in the formation of a stronger and more durable rubber material. By reducing the time and temperature required for vulcanisation, accelerators optimise manufacturing processes, save energy and improve productivity. This accelerated vulcanisation process ensures that rubber products can be produced more efficiently without compromising their quality or performance.

Other Applications

The Company's products find use in various other areas such as pre-vulcanisation inhibition, post-vulcanisation stabilisation, and latex-based applications. Its solutions also extend to enhancing the thermal stability of cross-links in rubber products. By addressing these additional aspects, it provides comprehensive support to its customers. Thus, ensuring that the Company's chemicals deliver optimal performance across a range of applications and contribute to the overall quality and longevity of rubber-based products.

Backed by R&D and Innovation

NOCIL's R&D facilities have received recognition from the Department of Scientific and Industrial Research (DSIR), under the Ministry of Science and Technology. Its research facilities actively collaborate with esteemed educational institutions and specialised research institutes (SSIR) to foster knowledge transfer and drive innovation. These collaborations allow it to stay at the forefront of scientific advancements and leverage the expertise of renowned academic and research institutions. By combining its in-house capabilities with external partnerships, the Company strives to continuously enhance its products, processes, and technologies to meet the evolving needs of its customers and contribute to the advancement of the industry. At the Research Centre, NOCIL, also has a highly experienced team devoted to advancing environmental research and promoting sustainable business practices by adopting *Green Chemistry* principles.

The Company's R&D capabilities encompass in-depth research on customer needs, product development, and process improvement. It prioritises using technology, efficient processes, and sustainable product manufacturing to benefit the customers and its business. With a commitment to innovation, NOCIL concentrates on developing next-generation rubber chemicals that integrate cutting-edge technology and *Green Chemistry* principles. With cutting-edge laboratories and advanced analytical instruments, NOCIL's R&D facilities house pilot plant facilities that enable the Company to conduct comprehensive testing and analysis. This robust infrastructure ensures that the necessary resources are available for a thorough evaluation. Through these ongoing efforts, NOCIL is committed to continuously improving its offerings, delivering value to its customers, and maintaining a leading position in the industry.

Experienced, capable & innovative team of R&D scientists

Ultra-modern laboratories & pilot plant facilities

Latest analytical instruments

STRENGTHENING OUR ESG FRAMEWORK FOR SUSTAINABLE GROWTH

As a '*Responsible Care*' Company, NOCIL strives to comply with all relevant legal and internal environmental, health, and safety regulations. This mindset demonstrates the Company's dedication to conserving energy, preserving natural resources, preventing pollution, and safeguarding the well-being of individuals. With an awareness of the environmental impact resulting from its operations and realising of the importance of social and governance aspects, the Company is fully committed to implementing a meaningful and sustainable investment strategy. By doing so, NOCIL's primary goal is to optimise value creation for all stakeholders involved.

To initiate the Company's action plan, an evaluation of existing commitments and annual disclosures was conducted as a starting point. Utilizing this groundwork, the Company will gradually introduce a framework centered around Key Performance Indicators (KPIs) that specifically target the ESG initiatives. This framework will prioritise long-term value creation and serve as a tangible demonstration of how the Company continually generates value within a virtuous cycle. Notably, this framework holds significant importance as a fundamental element of the Company's overarching ESG strategy.

ENVIRONMENTAL INITIATIVES

Inspiring awareness and action for a sustainable tomorrow

NOCIL is committed to more than mere compliance with environmental regulations; the Company's goal is to actively embrace and integrate cutting-edge technologies, including *'Green Chemistry'.* It strives to go beyond regulatory requirements and seek innovative solutions that minimise environmental impact and contribute to a greener future. By continuously exploring and implementing sustainable practices, it aims to create a positive environmental footprint and set new benchmarks for responsible and forward-thinking business operations.

The Company is proactively committed to:

- Conducting all its activities in an environmentally friendly manner to perform beyond statutory environment compliances and applicable standards.
- Making continuous efforts to increase the use of renewable energy & fuels.
- Adopting the most efficient technologies in the manufacturing process to improve the energy efficiency.
- Investing in Research and Development of environmentally sustainable products which have a low ecological footprint.
- Making continuous efforts to reduce water consumption and freshwater usage by increasing the use of recycled water in its operations.
- Implementing the ***'5S Workplace Organisation Method'*** to enhance productivity, ensure safety, and reduce waste.
- Adopting a ***'3R' approach*** that focuses on pollution prevention and waste management, promoting a sustainable environment.

64,290 Kilo Litres
Less water consumption in 2022-23

504.64 Mega Watts
Electricity generated through alternate energy sources for operations in 2022-23

PROCESS SAFETY INITIATIVES

The Company is dedicated to continuously improving environmental protection, health, safety, and secure transportation of raw materials and finished products. It has implemented clear rules, processes, practices, and systems to address process safety and ensure a safe work environment. The highest standards of HSE (Health, Safety, and Environment) are strictly followed throughout the Company to promote a safe and healthy workplace.

Regular workplace monitoring is conducted through periodic audits, which include monitoring factors such as Volatile Organic Compounds (VOC), noise levels, illumination levels, and ambient air quality. Process safety measures are prioritised, and Pre-Start Up Safety Review (PSSR) processes are diligently followed. In case of process safety issues, thorough investigations are carried out using methodologies such as HAZOP/HAZAN/LOPA, and the findings are effectively implemented to enhance safety. Through these comprehensive measures, NOCIL ensures a responsible and safe working environment while maintaining its commitment to the highest standards of health, safety, and environmental protection.

FULFILLING SOCIAL COMMITMENTS EMPOWERING COMMUNITIES TO MAKE A DIFFERENCE.

NOCIL firmly upholds the principle of fulfilling its Corporate Social Responsibility (CSR) by actively engaging with and serving the broader community. Its continuous endeavours have consistently focussed on improving the well-being of lesser privileged individuals and those living in impoverished conditions.

Through its ongoing CSR efforts, NOCIL aims to make a positive difference in society and contribute to the betterment of the communities by undertaking initiatives that entail:

- Promoting preventive healthcare
- Delivering community health programmes to underprivileged communities in rural and tribal areas
- Developing and enhancing rural communities
- Empowering women for overall poverty reduction and sustainable growth

PROMOTING HEALTHCARE (INCLUDING PREVENTIVE HEALTHCARE): NOCIL's CSR initiatives extend to providing community health programmes for the underprivileged residing in rural and tribal areas. The Company has allocated funds to renowned NGOs such as **The Cancer Patients Aid Association (CPAA)**, which enables affordable or free treatment for impoverished individuals (particularly women) battling serious illnesses like cancer.

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Lives touched

LIVELIHOOD ENHANCEMENT PROJECTS IN THE FIELD OF AGRICULTURE: The Company supports 'BAIF Institute for Sustainable Livelihood and Development' for various initiatives such as cattle development, animal health, tribal rehabilitation, and the sustainable utilisation of water and land resources. The Company contributes towards rehabilitation and empowerment of tribal communities, providing them with resources, skills, and support to improve their socio-economic conditions. Within this collaboration of NOCIL and BAIF, **Navjeevan** is an initiative undertaken to provide rehabilitation for distressed families.

PROMOTION OF SPORTS AND GAMES WITH A MISSION TO SUPPORT THE INDIAN ATHLETES IN WINNING OLYMPIC GOLD MEDALS: NOCIL extends financial support to **The Foundation for Promotion of Sports and Games (Olympic Gold Quest)**, an esteemed NGO founded by renowned icons **Geet Sethi** and **Prakash Padukone**. This organisation is dedicated to narrowing the gap between India's exceptional athletes and the world's top athletes, with a specific focus on assisting Indian sportsmen and sportswomen in their pursuit of Olympic gold medals. By supporting Olympic Gold Quest, the Company aims to provide the necessary resources and support to nurture and groom India's talented athletes, empowering them to reach their full potential on the global stage.

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Participants covered

EMPOWERMENT OF TRIBAL COMMUNITIES: NOCIL's partnership with the NGO 'Vayam'has impacted 250 tribal communities residing in the northern Western Ghats region. These communities, have benefitted from the Company's undeterred support which includes providing them with essential resources, opportunities, and skills that have contributed to their overall empowerment. NOCIL has worked together to enhance their socio-economic well-being, enabling them to lead better lives and pursue sustainable development.

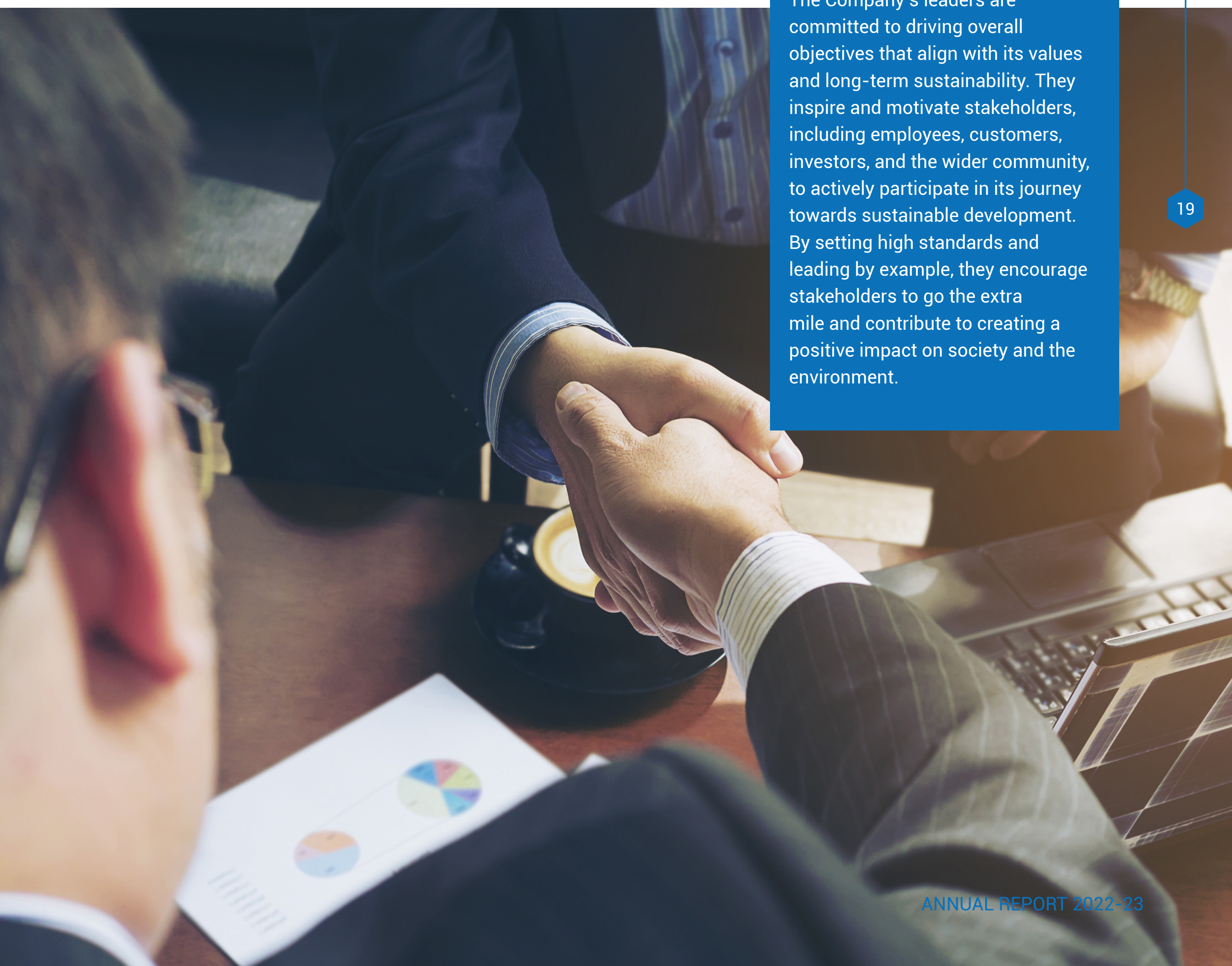
250
Tribal communities covered

PROMOTING EDUCATION FOR UNDERPRIVILEGED AND POOR CHILDREN: Guided by its motto “Be Great by Your Sadhana, Service & Sacrifice “Adruta Home's mission is to raise parentless abandoned children suffering from extreme poverty, destitution and negligence with love and care providing them with not only food and shelter but also quality education to enable them to emerge as self-dependent respectable citizens of the society. Adruta Home strives to become a centre of excellence in providing holistic nurture (physical, educational, and spiritual) to such children by way of Rehabilitation and Restoration, Adoption and Alternative Care, Lifeskill Training, Infant Care, Education, Healthcare and Vocational Training.

ENSURING GOOD GOVERNANCE FOR SUSTAINABLE GROWTH

At NOCIL, a crucial element of robust governance involves nurturing a resilient corporate culture. The Company's leaders dedicate themselves to creating an atmosphere characterised by trust, transparency, and ethical behaviour. They actively encourage open communication, collaboration, and accountability at all levels of the organisation. This approach aims to cultivate a sense of ownership and responsibility among the Company's employees, motivating them to participate in sustainable development efforts actively.

The Company's leaders are committed to driving overall objectives that align with its values and long-term sustainability. They inspire and motivate stakeholders, including employees, customers, investors, and the wider community, to actively participate in its journey towards sustainable development. By setting high standards and leading by example, they encourage stakeholders to go the extra mile and contribute to creating a positive impact on society and the environment.



BOARD OF DIRECTORS

Mr. Hrishikesh A. Mafatlal
Executive Chairman & Promoter

Mr. Hrishikesh A. Mafatlal is the Executive Chairman and promoter director of NOCIL. He also holds the position of Chairman at the Arvind Mafatlal Group (AMG). In 1975, he earned an honors degree in commerce from Mumbai's Sydenham College. He further enhanced his skills by completing the Advanced Management Programme (AMP) at Harvard Business School in the United States in 1993. Mr. Mafatlal served on the Board of Governors of IIM Ahmedabad for 12 years (1995–2007) and was the Vice Chairman of the Cotton Textiles Export Promotion Council (TEXPROCIL).

Mr. Anand V. S.,
Deputy Managing Director

Mr. Anand V. S. currently serves as the Deputy Managing Director of the Company and as a part of succession planning of Mr. S.R. Deo, Mr Anand shall take over as the Managing Director w.e.f August 1, 2023 for a period of five (5) years upto July 31, 2028 (subject to approval by the Members at the ensuring 61st Annual General Meeting convened on July 31, 2023). Mr. Anand holds a Bachelor's degree in Chemical Engineering and a Post Graduate Diploma in Management from MDI Gurgaon. Mr. Anand has over 25 years of experience in the chemical industry in the areas of business management, sales and marketing, strategy and operations. He has worked across multiple divisions of BASF, within and outside India. Prior to joining NOCIL, Mr. Anand was the Managing Director of Chemetall India (a BASF Group Company).

Mr. S. R. Deo
Managing Director

Mr. S. R. Deo is currently the Managing Director of the Company. He holds an M. Tech. in Chemical Engineering from IIT Kanpur and has been associated with the Arvind Mafatlal Group (AMG) for the past 43 years. Mr. Deo's integrity, astuteness, astounding technological knowledge and above all, his sensitivity and sense of fairness in motivating people from grassroots level upwards, has taken the Company to another level thus preparing it adequately to meet both future challenges and the exciting growth prospects that lie ahead. One of his biggest lasting achievements will be his leadership of the strong multi-disciplinary team which he created for successfully setting up a greenfield project at Dahej. The critical products were developed with entirely indigenous technology and have proven to be world-class. The Company embarked on the largest growth in its history under his stewardship, while still maintaining a zero-debt status for the last 6 years. Mr. Deo's term ends on July 31, 2023.

Mr. Rohit Arora
Independent Director

Mr. Rohit Arora, an Independent Director, is a Chartered Accountant with over two decades of experience in BPO, Investment Banking, and Management Consulting. He is actively engaged in these industries on a global scale and holds Directorship positions on the boards of several renowned corporations.

Mr. Vilas R. Gupte
Independent Director

Mr. Vilas R. Gupte, an Independent Director, is a Chartered Accountant with more than 40 years of expertise in Finance, Legal, and Commercial aspects across various companies. He served as the Chief Executive Officer of NOCIL until July 2005. Mr. Gupte is currently associated with a Business Solutions Consultancy and serves on the Board of Mafatlal Industries Limited, an AMG Company.

Mr. D. N. Mungale
Independent Director

Mr. D. N. Mungale, an Independent Director, is a Chartered Accountant who has dedicated the majority of his career to the Corporate and Investment Banking sectors in India and Europe, primarily with Bank of America and DSP Merrill Lynch Limited. He currently acts as an Advisor to select corporations in India and Europe and holds directorship positions on the boards of several prominent public limited companies belonging to leading Business Groups.

Mr. P. V. Bhide
Independent Director

Mr. P. V. Bhide, an Independent Director, retired as the Revenue Secretary from the Ministry of Finance, Government of India, where he served in the Indian Administrative Service (IAS). Mr. Bhide held prestigious positions such as Secretary of the Department of Disinvestment and Special Secretary and Additional Secretary of the Indian Ministry of Home Affairs. He also serves as a director on the boards of several prominent public limited companies.

Ms. Dharmishta N. Raval
Independent Director

Ms. Dharmishta N. Raval, an Independent Director who became a member of the Gujarat Bar Association in 1980 and is currently a partner at Raval & Raval, Advocates in Ahmedabad, where she has been practicing law since May 2003. She has extensive experience in legal matters. Ms. Raval previously served as the Executive Director (Law) of the Securities and Exchange Board (SEBI). She holds the position of Independent Woman Director on the boards of several reputed public limited companies.

Mr. Debnarayan Bhattacharya
Independent Director

Mr. Debnarayan Bhattacharya, an Independent Director, holds a B. Tech (Hons) degree in Chemical Engineering from IIT Kharagpur and a B.Sc. (Hons) degree in Chemistry from Kolkata's Presidency College. He previously served as the Vice-Chairman of Hindalco Industries Limited, the metals flagship company of the Aditya Birla Group, and held the position of Vice-Chairman at Novelis Inc., a global leader in flat-rolled materials and a subsidiary of Hindalco. He has also served on the board of Vodafone Idea Limited.

Mr. Priyavrata H. Mafatlal
Non-Executive Director

Mr. Priyavrata H. Mafatlal is Non-Executive Promoter Director. He is currently the Managing Director of Mafatlal Industries Limited. Coming from a family with a strong industrial background. Mr. Priyavrata Mafatlal holds a B.M.S degree in Marketing Management and an M.Com. degree from Mumbai University, specialising in Marketing. In August 2014, he attended the IIM Ahmedabad Emerging Leaders' Programme to further enhance his leadership skills.

Mr. A. Vellayan
Independent Director

Mr. A. Vellayan, an Independent Director, holds a bachelor's degree in Commerce from Shri Ram College of Commerce, New Delhi, a diploma in Industrial Administration from Aston University, UK, and a Masters in business studies from University of Warwick Business School, UK. He has vast experience in Fertilisers Business, General Management and Financial Planning. He has been conferred Doctor of Science (Honoris Causa) by the Tamil Nadu Agricultural University, Coimbatore. He is the Chairman of Indian Institute of Management. He holds directorship in several prominent companies.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Hrishikesh A. Mafatlal (DIN: 00009872)
Chairman

Mr. S.R. Deo (DIN: 01122338)
Managing Director.

Mr. Anand V.S. (DIN: 07918665)
Deputy Managing Director

Non-Independent Directors

Mr. Priyavrata H. Mafatlal (DIN: 02433237)

Independent Directors

Mr. Rohit Arora (DIN: 00445753)

Mr. Vilas R Gupte (DIN: 00011330)

Mr. D. N. Mungale (DIN: 00007563)

Mr. P. V. Bhide (DIN: 03304262)

Ms. Dharmishta N. Raval (DIN: 02792246)

Mr. Debnarayan Bhattacharya (DIN: 00033553)

Mr. A Vellayan (DIN: 00148891)

Company Secretary

Mr. Amit K. Vyas

BOARD COMMITTEES

Audit Committee

Mr. D. N. Mungale **(Chairman)**

Mr. Debnarayan Bhattacharya

Mr. P. V. Bhide

Mr. Rohit Arora

Mr. Vilas R. Gupte

Risk Management Committee

Mr. P. V. Bhide **(Chairman)**

Mr. Debnarayan Bhattacharya

Mr. Hrishikesh A. Mafatlal

Mr. S. R. Deo

Mr. Anand V S (w.e.f. 17th May 2022)

Mr. P. Srinivasan
(as a management representative)

Mr. A. Vellayan (w.e.f. 8th November 2022)

Nomination and Remuneration Committee

Mr. Rohit Arora **(Chairman)**

Mr. D. N. Mungale

Mr. Hrishikesh A. Mafatlal

Mr. Debnarayan Bhattacharya
(w.e.f 17th May 2022)

Corporate Social Responsibility (CSR) Committee

Mr. Hrishikesh A. Mafatlal **(Chairman)**

Ms. Dharmishta N. Raval

Mr. Vilas R. Gupte

Mr. S. R. Deo

Stakeholders' Relationship and Investors' Grievance Committee

Ms. Dharmishta N. Raval **(Chairperson)**

Mr. Vilas. R. Gupte

Mr. Hrishikesh A. Mafatlal

Mr. S. R. Deo

Registered Office

Mafatlal House, H.T. Parekh Marg,
Backbay Reclamation, Churchgate,
Mumbai-400 020, Maharashtra.

Contact Details

Telephone : +91 22 6636 4062 / 6657 6100
Fax : +91 22 6636 4060
E-mail : investorcare@nocil.com
Website : www.nocil.com

Auditors

Kalyaniwalla & Mistry LLP
Chartered Accountants

Solicitors & Advocates

Vigil Juris

Registrar & Share Transfer Agent

KFin Technologies Limited
Selenium Tower B, Plot 31-32, Gachibowli,
Financial Dist, Nanakramguda,
Hyderabad- 500032
Tel Ph : + 91 40 6716 2222
E-mail : einward.ris@kfintech.com
Website : www.kfintech.com

Bankers

HDFC Bank Limited

AXIS Bank Limited

ICICI Bank Limited

IDFC First Bank Limited

Manufacturing Facilities

Navi Mumbai

C-37, Trans Thane Creek
Industrial Area, Off. Thane-Belapur Road,
Navi Mumbai-400 705, Maharashtra

Dahej

12/A/1 & 13/B/1, Dahej Indl. Estate,
Village Ambheta, Tal. Vagra,
Dist. Bharuch-392 130, Gujarat

CONSISTENT FINANCIAL PERFORMANCE

(Amount ₹ in Lakhs)

Sr. No.	Key Items of Income Statement	2018-19	2019-20	2020-21	2021-22	2022-23
	STATEMENT OF PROFIT AND LOSS					
1.	Operating Revenue	1,04,290	84,629	92,466	1,57,131	1,61,657
2.	Other Income	1,001	970	1,428	484	725
3.	Total Income	1,05,291	85,599	93,894	1,57,615	1,62,382
4.	Operating EBITDA	29,028	17,645	12,693	28,290	24,903
5.	Profit Before Tax	27,669	15,241	10,418	23,959	20,070
6.	Profit After Tax	18,409	13,098	8,649	17,595	14,868
7.	Earning per share (EPS) - Basic (in ₹)	11.14	7.91	5.21	10.57	8.92
8.	Earning per share (EPS) - Diluted (in ₹)	11.08	7.91	5.20	10.54	8.89
9.	Dividend (Rs. per Share)	2.50	2.50	2.00	3.00	3.00

Sr. No.	Broad Particulars of assets & Liabilities	31-Mar-19	31-Mar-20	31-Mar-21	31-Mar-22	31-Mar-23
	BALANCE SHEET					
10.	Property Plant and Equipments	75,961	92,578	90,571	89,263	87,162
11.	Non-Current Investments	4,738	4,892	4,975	6,065	6,677
12.	Other Non-Current Assets	4,482	3,633	3,329	3,149	3,633
13.	Current Assets	57,601	41,684	61,015	83,147	86,645
14.	Total Assets	1,42,782	1,42,787	1,59,890	1,81,624	1,84,117
15.	Equity Share Capital	16,542	16,561	16,622	16,657	16,664
16.	Free Reserves / Other Equity	98,764	1,01,040	1,10,728	1,26,730	1,37,362
17.	Total Networth	1,15,306	1,17,601	1,27,350	1,43,387	1,54,026
18.	Average Net Worth	1,09,525	1,16,454	1,22,476	1,35,369	1,48,707
19.	Deferred Tax Liabilities	10,536	8,865	9,563	10,281	10,685
20.	Long Term Borrowings	-	-	-	-	-
21.	Capital Employed	1,25,842	1,26,466	1,36,913	1,53,668	1,64,711
22.	Average Capital Employed	1,20,056	1,26,154	1,31,690	1,45,291	1,59,190
23.	Other Non-Current Liabilities	1,471	2,327	1,949	1,866	2,244
24.	Current Liabilities	15,469	13,994	21,028	26,090	17,162
25.	Total Liabilities	1,42,782	1,42,787	1,59,890	1,81,624	1,84,117
26.	Book Value Per Equity Share (₹)	69.71	71.01	76.62	86.08	92.43
	(Face value - ₹ 10 per share)					
27.	Operating EBITDA (%)	28%	21%	14%	18%	15%
28.	Net Profit (%)	18%	15%	9%	11%	9%
29.	Return on Net Worth (%)	17%	11%	7%	13%	10%
30.	Return on Capital Employed (%)	23%	12%	8%	17%	13%
31.	Current Ratio	3.70	2.98	2.90	3.19	5.05

Notice

NOCIL LIMITED
CIN: L99999MH1961PLC012003
Regd. Office: Mafatlal House, H.T. Parekh Marg, Backbay Reclamation,
Churchgate, Mumbai-400020 Tel. No. 91-22-66364062,
Fax No: 91-22-66364060, Website: www.nocil.com
Email: investorcare@nocil.com

NOTICE is hereby given that the SIXTY FIRST (61st) Annual General Meeting of the Members of NOCIL Limited (**'the Company'**) will be held on **Monday, July 31, 2023 at 03.00 p.m. (IST)** through Video Conferencing (**'VC'**)/ Other Audio-Visual Means (**'OAVM'**) at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai - 400 020 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited (Standalone and Consolidated) Statements of Profit and Loss, Cash Flow Statement of the Company for the Financial Year ended March 31, 2023 and the Balance Sheet as at March 31, 2023 and the Reports of the Directors and the Auditors thereon.

2. To declare dividend on equity shares for the financial year ended March 31, 2023.

3. To appoint a Director in place of Mr. Priyavrata H. Mafatlal (holding DIN: 02433237), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

4. Appointment of Mr. Anand V.S as the Managing Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") or any statutory modification or re-enactment thereof for the time being in force and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force read with Schedule V of the Act and the applicable Articles of the Articles of Association of the Company, subject to such statutory and regulatory approvals (if any) and subject to such conditions and modifications as may be imposed or prescribed by any other authorities in granting such approvals, permissions and sanctions, and based on the recommendations of the Nomination & Remuneration Committee of the Board as well as the Board of Directors (the Board), approval of the Members of the Company be and is hereby accorded for the appointment of **Mr. Anand V.S (DIN: 07918665) as the Managing Director for a period of five (5) years with effect from August 01, 2023 upto July 31, 2028** on such terms and conditions including payment of remuneration and perquisites as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms of remuneration, in such manner as the Board may deem fit.

FURTHER RESOLVED THAT where during any of the financial years during the currency of the tenure of Mr. Anand V.S as the Managing Director, the Company has no profits or if its profits are inadequate, the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be paid as minimum remuneration, subject to such statutory approval(s) as may be applicable.

FURTHER RESOLVED THAT as the Managing Director, Mr. Anand V.S shall be liable to retire by rotation under Section 152 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) however, if re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office as Managing Director and such reappointment as a Director shall not be construed as a break in his appointment as the Managing Director.

Notice (Contd.)

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, and expedient to give effect to this resolution."

5. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), payment of Remuneration of ₹ 8 Lakhs (apart from reimbursement of out-of-pocket expenses and applicable taxes) to M/s. Kishore Bhatia & Associates, Cost Auditors, Mumbai (Registration No. 00294), who were appointed by the Board of Directors in their meeting held on May 29, 2023 for carrying out Cost Audit of the Company for F.Y. 2023-24, be and is hereby approved and ratified".

Registered Office:
Mafatlal House,
H.T. Parekh Marg
Backbay Reclamation, Churchgate,
Mumbai 400 020

Date: May 29, 2023

By Order of the Board
For NOCIL Limited

Sd/-
Amit K. Vyas
Company Secretary

Notes:

1. Pursuant to the General Circular Nos- 14/2020 dated April 8, 2020, Circular No- 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by General Circular No- 20/2020 dated May 05, 2020, General Circular No- 02/2021 dated January 13, 2021 and General Circular No- 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time by the MCA, holding of Annual General Meeting (AGM) through Video conferencing ("VC") / or Other Audio Visual Means ("OAVM") has been permitted, without the physical presence of the Members at a common venue. **The deemed venue for the AGM will be the Registered office of the Company at Mafatlal House, H.T Parekh Marg, Backbay Reclamation, Churchgate, Mumbai: - 400020.**

2. Pursuant to the provisions of the Companies Act ("the Act"), a Member entitled to attend and vote at the 61st Annual General Meeting (61st AGM / this AGM) is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since this 61st AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map to the venue of the meeting are not annexed to this Notice.

3. Institutional investors, who are Members of the Company, are encouraged to attend the 61st AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution / Power of Attorney authorising its representatives to attend and vote at the 61st AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. **The said Resolution/Authorisation is required to be sent to the Scrutinisers namely Parikh & Associates, Practicing Company Secretaries, by email through its registered email address to nocil.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.**

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Business is annexed hereto.

5. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) in respect of the Director seeking appointment / re-appointment at the 61st Annual General Meeting form integral part of this notice.

6. During the 61st AGM, the Register of Directors and Key Managerial Personnel (KMPs) and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for inspection in the electronic form. **Members can request the Company at investorcare@nocil.com for the inspection of above-mentioned documents latest by July 30, 2023 upto 5.00 p.m. (IST).**

7. Members can join the 61st AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Investor Grievances Committee, the Auditors, etc.

8. The attendance of the Members attending the 61st AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the General Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021 and December 28, 2022, the Company is providing facility of 'remote e-voting' to its Members in respect of the business to be transacted at the 61st AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using 'remote e-voting' system as well as 'venue voting' on the date of the 61st AGM will be provided by NSDL.

10. Pursuant to sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 **the Notice calling the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA**. The same has also been uploaded on the Company's website : www.nocil.com; BSE Limited's website : www.bseindia.com; NSE's website: www.nseindia.com; and the website of National Securities Depository Limited (NSDL) at https://www.evoting.nsdl.com/ Physical copy of the Annual Report shall be provided to those Members who have made a specific request in this regard.

11. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ Folio number, PAN, and mobile number at investorcare@nocil.com between **Saturday, July 22, 2023 (09.00 a.m. IST) and Tuesday, July 25, 2023 (5.00 p.m. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM.**

The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

12. Members are encouraged to submit their questions in advance from their registered e-mail addresses mentioning their name, DPID and Client ID /Folio No. and mobile number to reach the Company's email address at investorcare@nocil.com before 5.00 p.m. (IST) on Monday , July 24, 2023 .

13. **Registration of email ids:**

Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective Depository Participants (D.Ps). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com.

Members may follow the process detailed below for registration of email IDs and updation of Bank Account details for the receipt of dividend.

14. **Book Closure:**

The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, July 25, 2023 to Monday, July 31, 2023 (both days inclusive) for purposes of the 61st Annual General Meeting to be held on July 31, 2023 and for payment of dividend.

15. **Payment of Dividend:**

Members may note that the Board, at its meeting held on May 29, 2023, has recommended a final dividend of ₹ 3 per equity share of ₹ 10/- each. The said dividend for the year ended March 31, 2023, if approved by the Members at the 61st AGM will be paid to those members whose names appear on the Company's Register of Members on **Monday, July 24, 2023**. In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories as on **Monday, July 24, 2023. The said dividend will be paid at par on or after August 08, 2023**. The dividend will be paid electronically to Members who have updated their bank account details. In case of non-availability or non-updation of bank account details of the Members, the Company will dispatch dividend warrants/demand drafts to such Members at their addresses registered with the Company/RTA. In order to enable the Company to directly credit the dividend amount in the bank accounts:

a) Members holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants (DPs).

b) Members holding shares in physical form are requested to submit written request in the prescribed Form ISR- 1 to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Ltd. Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032	
	Form for availing investor services to register PAN, email address, Bank Account details and other KYC details or changes / update thereof for securities held in physical mode.	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (Along with ISR-3) / Change of Nominee	For SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available at www.nocil.com	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

16. **Tax Deduction at source / Withholding tax: Payment of Dividend**

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialised form) and the Company/RTA (if shares are held in physical form).

Notice (Contd.)

Table 1: RESIDENT SHAREHOLDERS

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Any resident Shareholder **(Note Nos 4 and 5)**	10%	Update valid PAN, if not already done, with Depositories (in case of shares are held in the demat mode) and with the Company's Registrar and Transfer Agent - Kfin Technologies Limited ('KFin') (in case shares are held in the physical mode). No taxes will be deducted in the following cases - • If dividend income to a resident Individual Shareholder during FY 2023-24 does not exceed ₹ 5,000/- **(Note 2)** • If Shareholder is exempted from TDS provisions through any circular(s) or notification(s) and provides an attested copy of the PAN along with the documentary evidence in relation to the same **(Note 3)**
Submitting Form 15G/ Form 15H	NIL	**Resident Individual Shareholder** providing Form 15G / Form 15H (applicable to an Individual whose age is 60 years or more during FY 2023-24) - on fulfilment of prescribed conditions. Blank Form 15G and 15H can be downloaded from the link given in point no. 24 **(Note 6)**
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies details to be furnished	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable.**(Note 7)**
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income	NIL	Declaration that it is a corporation established by or under a Central Act whereby income-tax is exempt and accordingly, is covered under section 196 of the Act, along with self-attested copy of registration certificate and relevant extract of the section whereby the income is exempt from tax.
Mutual Funds specified under clause (23D) of section 10 of the Act	NIL	Declaration that it is Mutual Fund specified under section 10(23D) of the Act and accordingly, is covered under section 196 of the Act, along with self-attested copy of registration certificate or notification.
Alternative Investment Fund ('AIF')	NIL	Declaration that AIF income is exempt under section 10(23FBA) of the Act as it has been granted a certificate of registration as a Category I or Category II AIF under the SEBI (AIF) Regulations, 2012 or under the International Financial Services Centre Authority Act, 2019. Also, to provide copy of registration document (self-attested).
New Pension System ('NPS') Trust	NIL	Declaration that NPS Trust income is exempt under section 10(44) of the Act. Self-attested copy of registration document for establishment of said trust under the Indian Trust Act, 1882 along with self-attested copy of PAN card.
Other resident Shareholder without PAN or having Invalid PAN (**Note 8 and 9**)	20%	-
Non-filers of income-tax return - section 206AB (**Note 10**)	20%	Non-compliance casts an obligation on the Company to deduct at higher rate

Table 2: NON-RESIDENT SHAREHOLDERS

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation Requirement
Any non-resident Shareholder **(Note 11)**	20% (plus applicable surcharge and cess) or Tax Treaty rate, whichever is lower	Non-resident Shareholders may opt for tax rate under Double Taxation Avoidance Agreement ('Tax Treaty'). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the Company: a. Copy of PAN Card, if any, allotted by the Indian authorities b. Self-attested copy of Tax Residency Certificate valid as on the Record Date, obtained from the tax authorities of the Country of which the Shareholder is resident. c. Self-declaration in Form 10F d. Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit. e. Self-declaration regarding 'Principal Purpose Test' (if any) as applicable to respective Treaty. f. Self-declaration as regards beneficial ownership In case of Foreign Institutional Investors, Foreign Portfolio Investors, self-attested copy of certificate of registration accorded under the relevant regulations of the SEBI.
Submitting Order under section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities

Notes:

1. In due compliance of the applicable provisions of the Act, the Company will be issuing certificate for tax deducted at source in Form 16A. The credit for tax deducted at source can also be verified by the Shareholder by verifying Form 26AS, after the statement of tax deducted at source is furnished by the Company and thereafter Annual Information Statement (Form 26AS) is updated.

2. In case of any further dividend which is paid in the FY 2023-24 and considering the amount of dividend payments made earlier, if the aggregate dividend pay-out exceeds ₹ 5,000/- then, from the subsequent payment of dividend, the tax on the current as well as on earlier amount of dividend will be deducted and accordingly, the balance amount of dividend will be paid to the concerned Individual Shareholder.

3. Reference is drawn to Circular No. 18/2017 dated May 29, 2017, issued by the Government of India, Ministry of Finance, Department of Revenue, Central Board of Direct Taxes as regards requirement of TDS in case of entities whose income is exempt under section 10 of the Act.

4. In case dividend income under the provisions of the Act is chargeable to tax in hands of any other person other than the Registered Shareholder, then, a declaration to that effect is required to be submitted in terms of section 199 of the Act read with Rule 37BA of the Income Tax Rules, 1962. On such submission, the Company will deduct tax in the name of such person, which would be due compliance of law on the part of the Company.

5. The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

6. In cases where the status of a shareholder is appearing in the Company's records as resident as well as non resident against different folios /D.P ID – Client ID, the Company would treat the status of the shareholder as "Non Resident". Accordingly, tax will be deducted at the rate applicable to a non – resident based on documents made available to the Company.

Notice (Contd.)

7. The Company, in compliance with the provisions of the Act, will allot unique identification number and the declarations will be furnished along with the statement of deduction of tax to the Income Tax Authority (Form 15H/15G).

8. Insurance companies: The Life Insurance Corporation of India, The General Insurance Corporation of India, The National Insurance Company Limited, The New India Assurance Company Limited, The Oriental Insurance Company Limited, The United India Insurance Company Limited and any other insurer, as per section 2(28BB) of the Act. In case of any other insurer, self-attested copy of registration is to be furnished. If shares are not owned but have full beneficial interest, then, a declaration to that effect.

9. **Needless to mention, PAN will be mandatorily required. In absence of PAN / Valid PAN, tax will be deducted at a higher rate of 20% as per section 206AA of the Act even if the amount of dividend is ₹ 5,000 or below.**

10. **Compulsory linking of PAN and Aadhar by all holders of shares in Physical mode.**

    In terms of Notification dated March 29, 2022, and a Press Release dated March 30, 2022, **the Central Board of Direct Taxes (CBDT) has extended the deadline to link PAN with the Aadhaar to June 30, 2023 (or such other date as CBDT may specify),** from the earlier deadline of March 31, 2023. Thus, the impact of the same on the holders of shares in physical mode is as under (in terms of circular: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, and other subsequent applicable SEBI circulars and notifications):

    (i) All existing shareholders in physical mode to take steps to link their PAN with their Aadhar Card by June 30, 2023 (or such other date as CBDT may specify).

    (ii) A "Valid PAN" means it is linked with the Aadhar card.

    (iii) RTAs shall accept only valid PANs and also verify the validity of the PANs in the existing Folios. RTAs have been authorised to use the PAN BULK VERIFICATION (PBV) facility from the service providers of the Income Tax Dept.

    (iv) **The Folios in which PAN is/are not valid as on June 30, 2023 (or any other date which the CBDT may prescribe in this regard) SHALL BE FROZEN.**

    (v) **With effect from April 01, 2023, any dividend payable to shareholders whose PANs have not been validated would result in deduction of income tax at source (TDS) at a higher rate, as may be prescribed.**

11. TDS to be deducted at higher rate in case of non-filers of Return of Income as per section 206AB of the Act which requires the Company to deduct tax at higher of the following rates in case of a 'specified person':

    i. At twice the rate specified in the relevant provision of the Act; or

    ii. At twice the rates or rates in force; or

    iii. At the rate of 5%; or

    iv. At the rate of 20% if section 206AA is applicable.

    The term 'specified person' means a person who:

    - has not filed return of income for the assessment year relevant to the previous year immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and
    - Is subjected to tax deduction/collection at source in aggregate amounting to ₹ 50,000/- or more in the said previous year.

    A non-resident who does not have a permanent establishment is excluded from the scope of a specified person. Accordingly, non-resident shareholders are requested to provide declaration if they do not have permanent establishment and hence should not be considered as specified person.

    The Income Tax Department has through the reporting portal utility, made available the list of 'specified person' for the purpose of section 206AB which shall be obtained at the time of deduction of tax at source

(TDS) and accordingly, for those Shareholders who are classified as a specified person under section 206AB, TDS on the dividend amount will be deducted at higher rate of 20%.

12. The provisions of the Tax Treaty rate shall be applied even if tax is deductible under section 196D. Therefore, under both sections i.e., section 195/196D, the treaty provisions can be applied, subject to submissions of documents as mentioned above. However, the Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts, if the completeness of documents submitted by the non-resident Shareholder is not to the satisfaction of the Company, including not in accordance with the provisions of the Act. The Company, in compliance of section 195 of the Act, will furnish information relating to the payment of dividend and deduction of tax at source thereon in Form 15CA by the Company and 15CB by a Chartered Accountant, as applicable.

13. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, the concerned Shareholder would still have the option of claiming refund of the excess tax deducted at the time of filing the income tax return. **No claim shall lie against the Company for such taxes deducted at a higher rate.**

14. The above is only to facilitate the Shareholders so that appropriate TDS is deducted on the dividend amount in accordance with the applicable provisions of the Act.

15. Further, it may be noted that:

    1. In terms of section 139A of the Act, it is mandatory to quote PAN if tax is deductible on the dividend amount at source under section 194 of the Act. Such non-quoting shall attract penalty of ₹ 10,000/- under section 272B of the Act.

    2. SEBI has mandated the submission of PAN by every participant in the securities market. Accordingly, Shareholders are once again requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts, in case of holding in electronic form. Shareholders holding shares in physical form should submit a written request in the prescribed Form ISR- 1 (can be downloaded in the Company's website : www.nocil.com) to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.

       In case of failure to do so, it shall be presumed that you don't have PAN under the Act.

Imp instructions:

16. **No communication on the tax determination / deduction shall be entertained after July 17, 2023, in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.**

17. Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

18. For detailed process please refer to Communication on Tax Deduction on Dividend Weblink – www.nocil.com

19. Formats of Form 15G/15H and all other forms mentioned herein above can be downloaded from the Company's website https://www.nocil.com/detail/investors/downloads/92

20. Application of TDS rate is subject to necessary verification by the Company of the Shareholder details as available in Register of Members as on the Record date, and other documents available with the Company /RTA.

21. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

Notice (Contd.)

22. In the event of any income tax demand (including interest, penalty etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all the information/documents and co-operation in any appellate proceedings.

23. This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders may consult their tax advisors for requisite action to be taken by them.

24. The following formats can be downloaded from the Company's website - https://www.nocil.com/detail/investors/downloads/92

    i. Circular No. 18/2017 dated May 29, 2017.
    ii. Beneficial ownership declaration (Rule 37BA (2)).
    iii. Form 15H.
    iv. Form 15G.
    v. Declaration from insurance companies.
    vi. Declaration from Corporation established by or under a Central Act.
    vii. Declaration from Mutual Funds.
    viii. Declaration from Alternative Investment Fund.
    ix. Form 10F.
    x. Declaration from Non-resident.

25. **Unclaimed/Unpaid Dividends**

    Members are requested to note that pursuant to the provisions of Section 125 (2) of the Companies Act, 2013, the dividend remaining unclaimed /unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government, Members who have so far not claimed the dividends are requested to file their claims with the Company immediately as no claim shall lie against the Company in respect of individual amounts once credited to the said IEPF.

Due dates for transferring unclaimed and unpaid dividends declared by the Company are as under:

Financial Year ended	Date of declaration of dividend	Due date of transfer of unclaimed & unpaid Dividend
March 31, 2016	July 27, 2016	September 02, 2023
March 31, 2017	July 27, 2017	September 02, 2024
March 31, 2018	July 25, 2018	August 31, 2025
March 31, 2019	July 30, 2019	September 05, 2026
March 31, 2020*	March 06, 2020	April 12, 2027
March 31, 2021	August 03, 2021	September 09, 2028
March 31, 2022	July 28, 2022	October 04, 2029

***Interim Dividend declared for 2019-20**

a) Attention of the Members is also invited towards the provisions of Section 125 of the Companies Act, 2013 read together with IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 which requires Companies to also transfer the Equity shares corresponding to the Dividend which has remained unclaimed and consequently unpaid for a period of seven consecutive years or more. Members are requested to refer para on 'Transfer of Unpaid Dividend and corresponding Equity Shares to the Investor Education and Protection Fund (IEPF)' in the Directors' Report for 2022-23. **Members wishing to claim dividends that remain unclaimed are requested to correspond with Mr. Polisetty Srinivas Anand, KFin Technologies Limited, Unit: NOCIL Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF Rules.**

b) **Members are requested to address all correspondence, including dividend-related matters, to Mr. Polisetty Srinivas Anand, KFin Technologies Limited, Unit: NOCIL Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032.**

26. **Dematerialisation of shares**

Shares held in dematerialised form have several advantages over shares held in physical mode. Physical certificates are always prone to risks of 'theft, 'misappropriation', 'loss in transit,' 'damage or defacement' due to natural or other factors, 'misplacement' etc. Apart from the several benefits of holding shares in the dematerialised mode, **it is important for shareholders to refer to the following regulatory directions, which make it imperative for shareholders to hold shares in dematerialised mode:**

(i) **As per amended Regulation 40 of the SEBI (LODR) Regulations, 2015, transfer of shares in listed entities is permitted to be processed only in dematerialised mode w.e.f April 01, 2019.**

(ii) **MANDATORY CREDIT OF SHARES TO "SUSPENSE ESCROW DEMAT ACCOUNT" :- In terms of SEBI Circular :- SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 shares of companies shall be issued in dematerialised mode only while processing the service requests for issue of duplicate certificates, Transmission of shares, Transposition of shares, Renewal/Exchange of certificates, Endorsement Subdivision, Splitting of the certificates and Consolidation of certificates/Folios. The said Circular further stipulates that in case the shareholder fails to submit the demat request within the prescribed time frame then the RTA shall credit the shares to a "SUSPENSE ESCROW DEMAT ACCOUNT" Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 on the website of the Company's RTA namely KFin Technologies Limited. It may be noted that any service request can be processed only after the Folio is KYC compliant.**

MANDATORY FREEZING OF FOLIOS: -

Members may kindly note that SEBI has vide Circulars SEBI/HO/MIRSD/MIRSD_RTAMB/P CIR/2021/655 dated November 3, 2021; SEBI/HO MIRSD MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021; and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 directed as under :

- It is mandatory for holders of physical securities to furnish PAN, email address, Mobile Number, Bank Account details and details relating to nomination to the respective Registrars & Share Transfer Agents (RTA).
- The RTAs shall not process any service requests or complaints received from such holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are received from them.
- **Folios wherein any one of the said documents / details are not available on or after October 01, 2023, shall be frozen and such holders of physical securities will not be eligible to lodge grievance or avail service request from the respective RTA.**
- The Securities in the frozen folios shall be eligible for payment including dividend, interest, or redemption amounts ONLY through electronic mode and the Company shall ensure that an intimation is sent to the holder that such payment is due and shall be electronically made upon complying with the requirements, as aforesaid.
- Dividend shall be paid only through electronic mode with effect from April 1, 2024.
- The RTA shall revert Frozen folios to normal status upon the receipt of all aforesaid documents/details or upon dematerialisation of the securities.
- **After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.**

In accordance with the said SEBI Circulars, the Company has reminded all shareholders holding shares in physical mode regarding compliance with the above requirements vide its letters dated February 18, 2022, followed by reminder dated October 17, 2022 and again followed by reminder dated May 9, 2023.

For those shareholders holding shares in physical mode who have not complied with the said SEBI directions we once again request them to furnish the documents/ details, as per the table below, to the Registrars & Transfer Agents of the Company i.e., M/s. KFin Technologies Limited immediately.

S. No.	Particulars	Please furnish details in
1.	PAN, Address, Email address, Mobile Number, Demat account details and Bank account details	Form ISR-1
2.	Specimen Signature	Form ISR-2
3.	Nomination details	Form SH-13
4.	Declaration to opt out nomination *	Form ISR-3
5.	Cancellation or Variation of Nomination	Form SH-14

In case you are opting out for giving nomination, then submit ISR-3 only and SH-13 need not be submitted.

The aforesaid forms can be downloaded from the website of the Company and RTA at: www.nocil.com and www.kfintech.com.

You are requested to forward the duly filled in documents along with the related proofs as mentioned in the respective forms by post to the following address:

Kind Attn: Mr. Vagolu Ratna Babu, Senior Manager
KFin Technologies Limited
Unit: NOCIL Limited
Selenium Tower B, Plot No. 31&32,
Financial district, Nanakramguda,
Serilingampally Mandal, Hyderabad – 500 032
E-mail: einward.ris@kfintech.com

Alternatively, the said documents/ details (scanned) can be mailed through your registered email to einward.ris@kfintech.com

In view of the above developments/directions it is in the interest of shareholders holding shares in physical mode to immediately take steps to dematerialise their shares.

27. **Nomination facility for Members**

As per Section 72 of the Companies Act, 2013, Members are entitled to make nomination in respect of shares held by them. Members may send a written request in the prescribed forms (given in the table here-below) to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 50003.

For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
Declaration to opt out	Form ISR-3
Cancellation of nomination by the holder(s) (Along with ISR-3) / Change of Nominee	For SH-14

The above referred Forms SH-13, ISR-3 & SH-14 can be downloaded from the Company's website: www.nocil.com

Members holding shares in physical form may kindly note that in terms of the SEBI Circulars referred to in paras herein above it is mandatory to register their nomination details by submitting the above referred forms to the RTA in the manner specified, to avoid **'FREEZING OF THEIR FOLIOS 'on or after October 01, 2023**

28. **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING: -**

1. The remote e-voting period commences on **Thursday, July 27, 2023 at 09:00 am (IST) and ends on Sunday, July 30, 2023 at 05:00 pm (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e **July 24, 2023**, may cast their vote by remote e-voting.

2. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes thereat again on such resolutions.

3. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

4. The Board of Directors has appointed Mr. P. N. Parikh (FCS 327, CP 1228) or failing him, Mr. Mitesh Dhabliwala (FCS 8331, CP 9511) or failing him Ms. Sarvari Shah (FCS 9697, CP 11717) of Parikh and Associates, Company Secretaries as Scrutiniser to scrutinise the voting at the AGM and remote e - Voting process, in a fair and transparent manner.

5. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-Voting system for all those Members who are present during the AGM but have not cast their votes by availing the remote e-Voting facility. The e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

6. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

   The Results declared, along with the Scrutiniser's Report, shall be placed on the Company's website www.nocil.com and on the website of NSDL www.evoting.nsdl.com, and the results shall also be displayed on the notice board at the Registered Office of the Company, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

7. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

   How do I vote electronically using NSDL e-Voting system?

   The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

   (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

   (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the 61st Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the 61st Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nocil.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available

at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Snehal Bhame at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorcare@nocil.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorcare@nocil.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date, i.e. July 24, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

   However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 48867000 / 022 - 24997000.

   In case of an Individual Shareholder holding shares in demat mode who acquire shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. July 24, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. In case of joint holders attending the 61st AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members will be entitled to Vote.

5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided the facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Annexure to the Notice

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 :

Item No-4

Appointment of Mr. Anand V.S. as the Managing Director for a period of five (5) years w.e.f August 01, 2023

Mr. Anand V.S. was appointed as the Deputy Managing Director of the Company for a term of five(5) years w.e.f March 02, 2022 by the Shareholders of the Company by passing an Ordinary Resolution through the Postal Ballot process.

Mr. Anand was appointed to succeed Mr. Sudhir R. Deo, Managing Director whose term expires on July 31, 2023. The Nomination & Remuneration Committee of the Board has at its meeting held on May 29, 2023, recommended the appointment of Mr. Anand V.S. as the Managing Director for a period of five(5) years w.e.f August 01, 2023 upto July 31, 2028 and the same has been approved by the Board of Directors at its meeting held on the said date.

Mr. Anand V.S. is a B.E in Chemical Engineering from Siddaganga Institute of Technology from Bangalore University and PGDM in Marketing from MDI Gurgaon.

Prior to joining NOCIL, Mr. Anand was the Managing Director of Chemetall India (a BASF Group Company). Mr. Anand has over 25 years of experience in the chemical industry in the areas of business management, sales and marketing, strategy and operations. He worked across multiple divisions of BASF within and outside India.

The terms of remuneration and perquisites payable to Mr. Anand V.S. are as follows:

A. i) Salary : ₹ 90,00,000 /-(Rupees Ninety Lakhs) p.a.

ii) Perquisites and Allowances, the aggregate monetary value of which shall not exceed ₹ 85,00,000 /-(Rupees Eighty-Five Lakhs Only) p.a. or as may be decided by the Board from time to time.

These perquisites and other allowances will be in addition to items mentioned in Clause (C) below.

The salary and perquisites as mentioned under (i) and (ii) above will be exclusive of:

- Contribution to the Provident Fund to the extent they are not taxable under the Income Tax Act, 1961.
- Gratuity, Superannuation Fund and Pension scheme as per the prevailing rules of the Company.
- Encashment of leave as per the Company's Rules at the end of the tenure of service from the Company.

B. Performance Bonus as may be decided by the Board from time to time (subject to a minimum of ₹ 37,50,000 /- (Rupees Thirty-Seven Lakhs Fifty Thousand p.a.) on the basis of the performance of Mr. Anand V.S. and of the Company subject to and within the limits of the Companies Act, 2013 or any amendments thereto.

C. Apart from the above-mentioned remuneration, he shall be entitled to:

i. Leave as per the rules of the Company.

ii. Reimbursement of Domiciliary Medical Expenses actually and properly incurred by him and his family and Mediclaim Policy for hospitalisation.

iii. Expenses actually and properly incurred by him in the course of legitimate business of the Company.

iv. Club Membership Fees subject to a maximum of one Clubs.

v. Personal Accident Insurance Policy.

vi. Provision for use of motor car with driver for both official and personal use and reimbursement of telephone, gas and electricity expenses incurred at his residence.

vii. Life Insurance as per the rules of the Company.

Other particulars pertaining to the Company, which are required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are given in Annexure A to this Explanatory Statement.

A copy of the draft Letter of Appointment under Section 190 (2) is available for inspection electronically. Members seeking inspection may send an email to investorcare@nocil.com.

Where in any financial year during the currency of the tenure of Mr. Anand V.S. , the Company has no profits or if its profits are inadequate, the remuneration as set out above be considered as minimum remuneration, subject to such statutory approvals as may be applicable.

Mr. Anand V.S shall be liable to retire by rotation under section 152 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) however, if re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office as Managing Director and such re-appointment as a Director shall not be deemed to constitute a break in his appointment as the Managing Director.

The Board may alter or vary the above referred terms of appointment, salary, commission, performance bonus and perquisites including minimum remuneration payable in such manner as the Board in its absolute discretion deems fit and acceptable to Mr. Anand V.S. provided that such alterations are within the limits specified in Schedule V of the Companies Act, 2013 or any amendments, modifications or re-enactments made thereof from time to time.

Except Mr. Anand V.S., being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

The Board recommends this Resolution as an Ordinary Resolution for approval by the Members.

Item No-5

Ratification of the remuneration paid to the Cost Auditors

Pursuant to Sections 142 and 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to approve and ratify the payment of remuneration of ₹ 8 Lakhs per annum and reimbursement of out-of-pocket expenses and taxes as may be applicable to the Cost Auditors as considered and approved by the Board of Directors in their meeting held on 29th May 2023 for the Financial Year 2023-24.

The Board recommends the resolution as an Ordinary Resolution for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and /or their relatives are deemed to be concerned or interested in the resolution.

Registered Office:
Mafatlal House,
H.T. Parekh Marg
Backbay Reclamation, Churchgate,
Mumbai 400 020

Date: May 29, 2023

By Order of the Board
For NOCIL Limited

Sd/-
Amit K. Vyas
Company Secretary

Annexure A

Particulars of the Directors seeking appointment / re-appointment at the ensuing 61st Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name	Mr. Priyavrata H. Mafatlal (DIN: 02433237)	Mr. Anand V.S (DIN : 07918665)
Age	36 years.	49 years.
Qualifications	M.Com. and B.M.S. (with specialisation in Marketing) and has attended 3 Tier Management Program at IIM, Ahmedabad.	• BE in Chemical Engineering from Siddaganga Institute of Technology , Bangalore. • PGDM in Marketing from MDI Gurgaon.
Date of Appointment/Reappointment	August 03, 2021.	August 01, 2023.
Date of first appointment on the Board	May 08, 2017.	March 02, 2022.
Expertise in Specific Functional Areas	After his graduation in 2008, Mr. Priyavrata Mafatlal spent three years understanding various facets of management in NOCIL Limited and the other Mafatlal Group Companies, namely Navin Fluorine International Limited and Mafatlal Industries Limited. Over the next decade he went on to gain valuable experience and exposure in working with the different businesses and divisions at Mafatlal Industries Limited and was elevated to the role of Managing Director of Mafatlal Industries Limited w.e.f. July 01, 2020.	• General Management. • Sales & Marketing. • Strategy.
Terms & conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn.	--	Refer Explanatory Statement.
Directorship held in other listed entities	Managing Director - Mafatlal Industries Limited	--
Details of Listed Entities from which the person has resigned in the past three years.	--	--
Membership / Chairmanship of Committees	NIL.	Member : - Risk Management Committee.
Number of shares held in the Company, including shareholding as a beneficial owner	12,495.	NIL.
Disclosure of relationship with other Director, Manager and KMP	Mr. Priyavrata H. Mafatlal is related to Mr. Hrishikesh A. Mafatlal - Executive Chairman.	Mr. Anand V.S. is not related to any Director / Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year	Six (6) out of Six (6) meetings held during 2022-23.	Six (6) out of Six (6) meetings held during 2022-23.

Directors' Report

Dear Members,

Your Board of Directors are pleased to present their Board Report together with the Audited Financial Statements of the Company for the financial year ended March 31, 2023.

Financial Summary

(₹ In Lakhs)

Particulars	Financial year ended March 31, 2023	Financial year ended March 31, 2022
Total Revenue	161,657	157,131
Profit before Interest, Depreciation & Tax	25,628	28,774
Less: Interest	119	107
Less: Depreciation	5,439	4,708
Profit before tax	20,070	23,959
Less: Tax Expenses	5,202	6,364
Net Profit after tax	14,868	17,595
Earnings per share of face value of ₹ 10 each -Basic	8.92	10.57
Earnings per share of face value of ₹ 10 each -diluted	8.89	10.54

Performance of the Company

The year under review was marked with global recessionary trends and inflationary pressures across major economies of the world having its impact on the manufacturing sector.

While the first quarter of the year began with the highest ever quarterly volumes and revenues, the impact of the slowdown in the global markets was experienced by your Company in the subsequent quarters. The second and third quarters were marked with a sharp de-growth. We witnessed some recovery in the fourth quarter albeit continued recessionary fears. On an annual basis, the sales volumes drop was restricted to 4% as compared to the previous year, primarily due to de-growth in international markets.

The Board of Directors wish to inform you that, despite dip in volumes, your Company recorded turnover of ₹ 161,657 Lakhs for the year as against ₹ 157,131 Lakhs, a growth of around 3%. This was on the back of de-growth in sales volume for the year under review offset by price increases of over 7%.

Your Company continues to practice its ethical business strategy and all customers were served in a timely manner with the best quality and services.

Domestic Market

Your Company recorded a Net Domestic turnover of ₹ 111,947 Lakhs for the year under review registering a growth of around 13%. On the volumes front, as against the domestic rubber consumption growth of 4.8% for calendar year 2022, your Company's domestic business registered a growth of over 6%. Positive interactions with the customers coupled with continued Tire import restrictions in India were the key contributors in enabling the Company to register a moderate growth. Further, prices of key products were adjusted for change in the input costs thereby contributing by 7% improvement to revenues.

China being the largest manufacturer and market for rubber chemicals accounts for about 80% of world's rubber chemical production and consumes about 35% of the rubber chemicals, resulting in exportable surplus. USA though, the 2nd largest market continues with its sanctions against Chinese imports of rubber chemicals. Being the third largest market for rubber chemicals, India is more susceptible to Chinese aggressive dumping. In view of the prevailing recessionary trends, any underutilisation at the Chinese competitors end may lead to aggravated dumping in the nearby markets.

Despite short-term challenges, the +1 strategy continues to be an important differentiator for your Company when our customers look for security of supply chain from a medium to long term time.

Exports

For the year under review, Exports showed a volume de-growth of 21%. This was largely on the back of the global slow down especially in Europe and significantly lower production in the latex market of South-East Asia. While we tried to maintain our prices in the first half of the year resulting in sacrifice of volumes, we were forced to resort to some price aggression during the second half of the year to regain the volumes.

On the revenue front, we recorded a turnover of ₹ 49,130 Lakhs as against ₹ 56,755 Lakhs thereby registering a drop of 13%.

Global customers continue to value the strengths and capabilities of your Company. The coming on-stream of its recent capacities and gaining of approvals, will enable your Company to leverage growth opportunities to fulfil its long-term vision of doubling its market share in the global space.

Operations

As stated earlier, the production of all products was aligned with the marketing conditions prevalent due to this slowdown during larger part of the year.

On the input front, for most part of the year, the prices were relatively flattish with some corrections in a few key raw materials. We continue to build stronger association with local suppliers/ developing new suppliers to help secure volumes with some cost advantages and lower lead time. Utilities costs increased due to higher energy costs which prevailed throughout the year as compared to the second half of the previous year.

Projects

There are a few ongoing capital expenditures regarding environmental aspects as well as some de-bottlenecking initiatives taken by your Company. We have capitalised such initiatives of ₹ 1,970 Lakhs during the financial year 2022-23 and expect to complete few other projects in the next financial year.

The de-bottlenecking capex comes with an advantage of low-cost capex with a potential of 5%-10% additional capacities which will be sufficient to meet the additional demand in the medium term.

To achieve its long-term goal your Company is currently evaluating various growth options for its expansion and shall be appropriately communicated, once approved by the Board.

Finance Rating

During the year under review, your Company has judiciously utilised its resources and consequently, generated cash profits for the whole year and thus was not required to utilise any fund based working capital facilities for most part of the year. The Company continues to remain debt free.

The Credit Rating Agencies CARE and CRISIL Limited have reaffirmed ratings as CARE AA (Double A) (Stable) and CRISIL AA for long term Bank Facilities (Term loan as well as Fund Based facilities) and CARE A1+ (A One plus) and CRISIL A1+ (stable) rating for short term Non-Fund Bank facilities, respectively.

Dividend Policy

In terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended, the Board of Directors have duly approved and adopted a Dividend Distribution Policy attached as **Annexure "G"**. The said Policy is also available on the Company's website, the weblink of which is as under:

https://www.nocil.com/images/fckeditor/file/Dividend-Distribution-Policy-2018.pdf

Dividend Pay-out

The Board of Directors at their meeting held on May 29, 2023 recommended a dividend of ₹ 3 per Equity share of the face value of ₹ 10/- each to be paid to those shareholders whose names appear in the Register of Members of the Company or in the records of Depositories as beneficial owners of Equity Shares as on July 24, 2023.

This is subject to approval of the approval of the shareholders at the forthcoming 61st Annual General Meeting convened on July 31, 2023. The cash outflow on account of dividend (if approved) will involve a sum of ₹ 4,999 Lakhs (Previous year ₹ 4,998 Lakhs) which will be utilised from the Free Reserves prevailing as on the date of the 61st Annual General Meeting.

Transfer of Unpaid Dividend and corresponding Equity Shares to the Investor Education and Protection Fund (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to transferred by the Company to the Investor Education Protection Fund (IEPF); established by the Government of India, after completion of seven years from the date it became due for payment. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

The total amount lying in the Unclaimed Dividend Account of the Company as on March 31, 2023 in respect of the last seven years from 2015-16 to 2021-22 is ₹ 381 Lakhs.

During the year under review, all unclaimed / unpaid dividends up to 2014-15 amounting to ₹ 35 Lakhs have been transferred to the Investor Education and Protection Fund and the unclaimed / un-encashed dividends for the 2015-16 paid on July 27, 2016 are due for transfer to IEPF on September 2, 2023. As per the IEPF Rules, as amended, the due date for transfer of Equity Shares in respect of Dividend pertaining to the Financial Year 2014-15 was August 29, 2022. The Company had intimated individually to concerned shareholders and published necessary notices in the newspapers intimating the shareholders about the impending transfer and the procedure for claiming the same.

In compliance with the Amended Rules, during the year, the Company has transferred 1,00,697 Equity shares to the designated demat account opened by IEPF Authority with NSDL through Punjab National Bank, belonging to those shareholders holding shares both in dematerialised form as well as physical form, who had not encashed their Dividend for a period of 7 years or more beginning from the Financial Year 2014-15. The shares held in demat / physical mode were transferred during September 2022.

The Company has also uploaded the details of the shareholders whose shares were liable to be transferred to IEPF on its website viz., www.nocil.com.

The nodal officer for the purpose of IEPF is Mr. Amit K. Vyas, Assistant Vice-President (Legal) & Company Secretary of the Company. The details of the same are mentioned on the website of the Company. The web link is as under

http://www.nocil.com/detail/investors/transfer-of-unclaimed-shares-to-iepf/75

Fixed Deposits

Your Company does not accept deposits from public, and hence there are no outstanding/unclaimed deposits as of March 31, 2023.

Insurance

The Company has taken all the necessary steps to insure its properties and insurable interests, as deemed appropriate and as required under the various legislative enactments. There were no major incidents or accidents to warrant Insurance claims during the year under review.

Health, Safety and Environment (HSE)

Health, Safety and Environment form a core theme for long term sustainability of your Company. HSE is an essential feature of your Company's business module which ensures clean environment and safety of all employees, community around all manufacturing locations and all the stakeholders.

High emphasis is placed on laid down policies, systems and procedures, collective learning, and continuous improvement by encouraging all employees including contract employees to report *No Near Miss Accidents*.*"Safe Attitude Encouragement"* is a humane interactive approach, which is initiated by the Senior Management on a weekly basis to strengthen the safety culture of your organisation.

Management of process safety is an essential part of risk assessment and even the smallest change incorporated at the Plants undergoes risk assessment study before implementation. Extensive process safety is incorporated through automatic control system, and training is imparted to all the concerned employees.

Work areas are regularly monitored to check the concentration of chemicals, noise level, illumination, and quality of ambient air to ensure safe and healthy work environment. Safe practices in the Company are encouraged by conducting various annual competitions and rewarding the employees for proposing novel safety messages.

Mitigation Actions are undertaken through weekly planned emergency drills to train the employees for systematic communication and planned actions. Your Company is also a member of 'mutual aid group' in which all the neighbouring industries participate in the mock drills to ensure all time preparedness for emergencies.

The Research Centre of your Company has a core team which focuses on developing and implementing the technologies ensuring continuous improvement in the environment standards of all manufacturing locations. Highest emphasis is placed on the environment standards by your Company management and substantial capital expenditure is allocated to implement new technologies developed by the Research Centre.

Conservation of natural resources is a major initiative as a part of HSE. Capital expenditure and is encouraged and reviewed periodically by the Board of your Company to ensure continuous reduction in consumption of natural resources.

Your Company has occupational health centres at all locations which not only undertake the mandatory periodical health check-ups of employees but also counsel the employees on the lifestyle health hazards. Based on the health statistics of the community, collective counselling by experts is organised to increase the health awareness of employees.

HSE performance of your Company is reviewed by the Board every quarter and valuable suggestions by the Board members are incorporated in policies/ work practices to further strengthen the HSE standards of the Company.

Your Company is a ***Responsible Care*** logo holder, which ensures continuous improvements in the areas of environmental protection, health, safety, and secured transportation of raw materials and finished products. Implementation of ***Responsible Care*** guiding principles systematically ensures the highest standards of HSE in the Company and the periodic audits assesses continuous improvement.

We have very well laid down policies, procedures, practices, and systems in place for Health, Safety and Environment related issues. Necessary training inputs are provided to all the employees, including contract employees and strict adherence to the protocols are monitored through regular auditing, reporting of incidences and timely preventive and corrective measures leading to continuous improvements. Safe practices are encouraged by conducting various annual competitions and rewarding the employees.

Regular workplace monitoring is carried out for Volatile Organic Compounds (VOC), Noise and Illumination levels, Ambient air quality etc. to ensure safe and healthy work environment. Weekly firefighting drills and half yearly Disaster Management Plan drills are conducted to prepare the internal firefighting teams to be in readiness at all the time.

Process Safety Measures are given highest priority and laid down Pre-Start Up Safety Review (PSSR) procedures are followed before starting up of Plant operations. Similar procedures are followed for Plant shutdowns and stoppages. Process Safety issues are thoroughly analysed using HAZOP/ HAZAN / LOPA techniques and findings are implemented.

Your Company endeavours to not only meet the prescribed environmental standards but also strives to implement innovative technologies which encompasses *Green Chemistry*. Your Company's research Centre has an exclusive team focusing on environmental research and *Green Chemistry*. Your Company focuses on strategies to reduce consumption of natural resources like electricity and water.

Your Company will continue to assume the role of responsible citizen and adopt and implement strategies to meet the climate change challenges.

Total Quality Management (TQM)

Your Company continues to follow Total Quality Management (TQM) practices. It is a continuous effort by the management as well as employees to ensure long term customer loyalty and customer satisfaction. TQM initiatives by your Company improve competitiveness of the business and is one of the prime enablers for growth.

TQM in your Company ensures that all associated employees work towards common goals of improving product and service quality, as well as improving the procedures that are in place for production. TQM ensures high customer focus and consistently meeting customer expectations across the organisation. TQM is an integral part of the business from sourcing of inputs to meeting the customer's needs.

Your Company has over the years established management systems and processes in line with global business standards at each step and build on continual improvement recommendations emanating from various audits by customers and certifying agencies.

Your Company is certified for ISO 9001:2015 (Quality Management System), ISO 14001: 2015 (Environment Management System), ISO 45001: 2018 (Occupational Health & Safety Management System), IATF 19949:2016 (Automotive Quality Management System) and ISO 50001: 2018 (Energy Management System).

Your Company is amongst the select 83 companies in India which are certified for ***Responsible Care***. Which is the Global Chemical Industry's Environmental, Health and Safety (EHS) initiative to drive continuous improvement in performance. Through this initiative the Companies achieve the objective of going beyond legislative and regulatory compliance. Your Company enjoys the privilege of using the ***Responsible Care*** logo.

Your Company has adopted *"5 S – Workplace organisation method"* to decrease waste while optimising productivity through maintaining an orderly workplace and using visual cues to attain more consistent operational performance.

Quality Assurance and Marketing Technical Service laboratories at Navi Mumbai location are accredited as per ISO 17025:2017 which increases customer confidence in our test certificates.

Your Company has been awarded a **'Silver medal' for 2023 by EcoVadis** (EcoVadis is the world's most trusted provider of Business Sustainability ratings) which demonstrates the Company's core strength as a 'sustainable supplier' giving it a competitive edge for Global business. Your Company meets elements and practices of ESG (Environment, Social & Governance) guiding principles and all initiatives in this regard together with the associated risks are periodically reviewed by the Risk Management Committee of the Board as a part of Enterprise Risk.

Integration of Environmental, Social & Governance (ESG) principles – Adoption of the ESG Charter & way forward towards Sustainability

The Board of Directors have adopted an **ESG Charter** which outlines the Company's vision, objectives, management system and governance controls for efficient integration of Environmental, Social and Governance (ESG) principles.

Your Company acknowledges that all its stakeholders can have an impact on the environment and community. Therefore, the Company comprehends and endorses the need for adherence to ESG policies consistent with its values by all associated parties and stakeholders. Your Company intends to integrate ESG parameters in its operations to leverage any potential opportunities on account of better environmental management, social performance, and improved governance principles. Committed to continuous progress on the ESG initiatives, the **ESG Charter** is prepared to assist the Board and Management in its oversight related to issues such as ***Climate Change Crisis, Protection of Human Rights, DE&I, Occupational Health & Safety***, and other ESG issues that are relevant and material to the Company. In order to facilitate a smooth transition into the ESG journey, the **ESG Charter** provides guidance to the organisation on matters that help create a robust ESG approach.

This **ESG Charter** is designed in line with the SEBI (Listing Obligation and Disclosure Requirements) Regulations as amended on May 5, 2021, the BRSR framework dated May 10, 2021 and the UN Sustainable Development Goals 2015.

The **ESG Charter** has been uploaded on the Company's website. The link for accessing the said Charter is given here below:

https://www.nocil.com/images/fckeditor/file/ESG%20Charter%20Nocil%20Ltd..pdf

The Business Responsibility and Sustainability Report (BRSR)

SEBI has introduced a host of regulations, including the shift from 'Business Responsibility Report' (BRR) to '*Business Responsibility and Sustainability Report*' (BRSR), thereby requiring listed companies to disclose the financial implications as well as plans to mitigate or adapt to ESG risks. **With effect from the financial year 2022-2023, filing of BRSR shall be mandatory for the top 1000 listed companies (by market capitalisation) and shall replace the existing BRR in the Annual Report. Your Company is listed on BSE & NSE and falls within the list of top 1000 companies and hence is mandatorily required to include the BRSR in the Annual Report to the shareholders for the F.Y. 2022-23**

The Business Responsibility and Sustainability Report (BRSR) is a torch bearing step towards achieving Sustainability. The BRSR is a big starting point as it mandates disclosures on material ESG risks and opportunities and their financial implications and risk management.

The BRSR seeks disclosures from listed entities on their performance against the **Nine (9) Principles** of the 'National Guidelines on Responsible Business Conduct' (NGBRCs) and reporting under each principle is divided into essential and leadership indicators.

The BRSR is intended towards having quantitative and standardised disclosures on ESG parameters to enable comparability across Companies, Sectors, and time.

The Business Responsibility & Sustainability Report is provided in a separate section and forms part of the Annual Report.

Independent Assurance Assessment (Non financial parameters) conducted by Bureau Veritas in respect of BRSR (2022-23). NOCIL's commitment to integrate the Environmental. Social & Governance (ESG) parameters in its operations to leverage potential opportunities with astute environment management, social performance and best governance practices is further affirmed by Independent Assurance Assessment of its BRSR conducted by Bureau Veritas (India) Pvt Ltd (*Bureau Veritas*). The said assessment statement has surmised as under :

"On the basis of our methodology and the activities described above, it is our opinion that the BRSR for 2022-23 of "NOCIL", containing its reporting and declaration of the various ESG parameters from the operations within the reporting boundary and the reporting period, as described above, is prepared in all material respects in line with the applicable criteria here before stated. The reviewed statements within the scope of our verification are transparent and the information included therein are fairly stated".

Research & Development

The vision of "The Research & Development" (R&D) centre of your Company is to develop innovative & sustainable process technologies for manufacture of rubber chemicals with focus on current and emerging needs of Customers. The major focus of R&D centre is to develop cost-effective, competitive, environmental benign and safe manufacturing processes. R&D Scientists, Chemists & Engineers/ Technologists of your Company are making relentless efforts in developing innovative technologies to fulfil company's vision to be a ***World Class, Customer Focussed, Innovative Organisation*** in the field of Rubber Chemicals. The R&D centre of the Company has been recognised by the Department of Scientific and Industrial Research, Ministry of Science & Technology, Govt of India and is also very actively involved in collaborative research work with India's premier Industrial research institutes (Council for Scientific and Industrial Research-National Environmental Engineering Research Institute (CSIR-NEERI)) & Academic Institutions (Institute of Chemical Technology, Mumbai & Indian Institute of Technology, Madras) for exploring research in newer domain & new generation technologies. **Recently, Indian Chemical Council has conferred your Company with the prestigious ICC – K. V. MARIWALA award for the effective Chemical Industry–Academia Partnership, in collaboration with Institute of Chemical Technology, Mumbai.**

Your Company's R & D centre focus on the following key areas:

- Continuous improvements of current manufacturing processes to enhance production capacity in the existing Plant setup by process de-bottlenecking to reduce cost.
- Development of greener process technologies for existing products to improve process efficiencies in terms of reduction of raw material & energy consumption by modifying process in line with *Green Chemistry* principles to improve atom economy and reduction of carbon & water footprint in manufacturing processes.
- To develop environmental strategies and process technologies, in line with the current and future sustainability needs. Implementation of ***3R (Reduce, Reuse & Recycle)*** strategies for recovery of raw materials & intermediates from the manufacturing process streams.
- Continuous assessment of new generation technologies and evaluation of their adoptability for product and process improvements.
- Development of niche Products and Intermediates as per customer needs by exploring innovative chemistry & advanced technologies and also in other adjacent segments.

  Continuous efforts of R &D team in above key areas resulted in an increase in production capacity, reduction in raw material usage, reduction in carbon and water footprint in the manufacturing processes and helped in developing improved and safer process technologies. Your Company's top management is actively involved in providing necessary resources to strengthen R&D Infrastructure, to make R&D centre with start-of-art facilities for rubber chemicals research. Your Company's R & D team is very enthusiastic to work on innovative technologies for long-term business sustainability in rubber chemicals and, exploring new business segments.

Risk Assessment and Management

Your Company has a well-defined Risk Management System in place, as a part of its good Corporate Governance practices. Your Company considers Risk Management to be fundamental to good management practice and a significant aspect of corporate governance. Effective management of Risk has enabled the Company to minimise the adverse effects of such Risks encountered from time to time thereby ensuring that the achievement of the Company's strategic and operational objectives is not significantly altered. The purpose is to identify and review past events / incidents and implement changes to prevent or reduce future undesirable incidents. Considering the multitude of Risks faced by the Company, Risk management has emerged as a very important function of the Board. your Company' aims to use Risk Management to take better informed decisions and improve the performance thereby achieving its strategic and operational objectives. To address any risk factors that may arise on account of the regulatory changes/amendments as applicable to the Company are being followed and monitored closely. The Company has adopted a Risk Management Policy (the Policy) and formed a Risk Management Committee (the Committee) in accordance with the provisions of the Act and Regulation 21 of the SEBI (LODR) Regulations, 2015. In terms of the Policy the Committee reviews on a periodic the Risks relating to '*Enterprise Risk Management (ERP) – Sustainability', 'Business Continuity Process Technology Updates', 'Competitor Action Plans', 'Cyber/I/T Related Risks', 'Forex Risks', 'Legal & Statutory Compliances', 'Human Capital and Succession Planning', 'Exploration of diversification opportunities in related areas of strength from time to time to ensure that business vulnerabilities are not dependent on a single segment', 'Investment Proposals' under implementation and to take corrective action wherever necessary to minimise time and/or cost overruns.*

Your Company has also appointed a **Chief Risk Officer (CRO)** who is a dedicated functionary conversant with the intricacies of business operations and the associated risks for ensuring control and monitoring of the implementation of the Policy. The CRO does not simultaneously hold or lead any specialised full-fledged function which would result in conflict with his role as CRO. The composition of the RMC, its terms of reference and number of Committee meetings held during the year are given in the Corporate Governance Report. Group/Function Heads who own the allocated risks are invited to the Committee meetings for presentations highlighting the measures taken towards handling the risks.

The Board also reviews on a quarterly basis a Risk Assessment Statement which captures the overall assessment, control assessment and responsibility with a rating on a scale of 1 to 5, in respect of Handling of Hazardous materials, Regulatory compliance, Power outages, Volatility of availability and Process of raw materials, Equipment failure risk of flooding of Plants during Monsoon, Patent infringement, Adverse changes in Global /National economic and political scenarios, Logistic disruptions, Frauds, Inadequate I.T support, Non amicable labour relations etc

The Risk Management Policy has been uploaded on the Company's website. The link for accessing the said Policy is given here below:

https://www.nocil.com/images/fckeditor/file/NOCIL%20RISK%20MANAGEMENT%20POLICY.pdf

Internal Control Systems and their Adequacy

Adequate internal controls, systems, and checks are in place, commensurate with the size of the Company and the nature of its business. The management exercises financial control on the Company's operations through a well-defined budget monitoring process and specifying standard operating procedures. Your Company has appointed an external professional agency M/s. Aneja Associates, Chartered Accountants, to conduct the internal audit, and the findings and recommendations of the Internal Auditors are placed before the Audit Committee of your Board periodically.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal controls in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal auditors, the management undertakes corrective action in the respective areas and thereby further strengthens the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board. The Audit committee of the Board ensures that necessary corrective actions suggested are put in place. In addition, during the year under report, the Audit Committee and the Board have specifically reviewed the Internal Financial Controls with reference to the Financial Statements and process prevalent in the Company. On a case-to-case basis, the Board also engages the services of professional experts in the said field, to ensure that adequate financial controls and systems are in place. At the end of a period, the Managing Director, and the Chief Financial Officer (CFO) give a declaration in the prescribed format to certify that the financial statements prepared are accurate and complete in all aspects and that there are no significant issues that can impair the financial performance of the Company.

Vigil Mechanism / Whistle Blower Policy

Your Company has adopted an **Ethical Code of Conduct** for ensuring the highest degree of ***transparency, accountability, integrity, and social responsibility.*** Any potential or actual violation of the Code is viewed very seriously by the Company and disciplinary action is taken thereon. The Company has formulated a **Vigil Mechanism & Whistle Blowing Policy** as part of the Ethical Code of Conduct, which lays down a mechanism for reporting of any instances of ***frauds, unethical conduct, conflict of interests, non-compliance with legal provisions, misuse of company's assets or funds, falsification of records/accounts, Misuse of Unpublished Price sensitive information viz Insider Trading, Instances of discrimination or unfair labour practices, engagement of Child labour etc.***

All employees have been sensitised about the mechanism of the said Policy and the Company intends to hold training programmes on a continual basis to encourage reporting of any such instances of violation of its Ethical Code.

There has been a change in the said Policy during the financial year. and necessary amendments to the policy have been carried out in line with the regulatory requirements. **There have been no instances of Whistle blowing during the year under review.**

This Policy has been uploaded on the website of the Company and the link for accessing the same is given below:

https://www.nocil.com/images/fckeditor/file/Vigil_Mechanism_Whistle_Blower_Policy.pdf

Policy on Prevention of Sexual Harassment of Women at Workplace

Your Company is an equal employment opportunity Company and is committed to creating a healthy and safe working environment that enables Employees, Agents, Contractors, Vendors and Partners to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees have the right to be treated with dignity. Sexual harassment at the workplace or other than workplace if involving employees is a grave offence and is, therefore, punishable. The Company has therefore adopted and implemented a 'Policy on Prevention of Sexual Harassment' (POSH Policy) with the objective to provide protection against the sexual harassment of women at workplace and for prevention and redressal of complaints of sexual harassment and for matters connected therewith. This Policy is subject to and in pursuance of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed there under. In accordance with the said Act and the POSH Policy, the Company has formed an Internal Committee to manage the process of enquiry and redressal of complaints. The Company is holding training programmes for all the employees (whether on regular or on contracts and whether permanent or temporary) across its Plants, Head office and the Regional Offices to sensitise and educate them about the acceptable and non-acceptable behaviour with respect to female employees. The Company has translated the POSH Policy into vernacular languages (commonly spoken and understood at its Plants and Offices) and circulated the same over mail and through hand delivery to each of such employees to ensure that there remains no ambiguity or confusion about the subject. **During the year under review, no complaints were received under POSH**. This Policy has been uploaded on the Company's website and is accessible on the below link:

https://www.nocil.com/images/fckeditor/file/Policy%20on%20Prevention%20of%20Sexual%20Harrasment.pdf

Number of Board Meetings

The Board of Directors met six (6) times during the financial year under review as per details stated in the Corporate Governance Report.

Details of Committee Meetings

Audit Committee Meeting

The members of Audit Committee met four (4) times during the financial year under review as per the details stated in the Corporate Governance report.

Nomination & Remuneration Committee Meeting

The members of Nomination & Remuneration Committee met two (2) times during the financial year under review as per the details stated in the Corporate Governance report.

Stakeholders' Relationship and Investors' Grievance Committee

The members of Stakeholders' Relationship and Investors' Grievance Committee met once during the financial year under review as per the details stated in the Corporate Governance report.

Risk Management Committee

The members of Risk Management Committee met four (4) times during the financial year under review as per the details stated in the Corporate Governance report.

Corporate Social Responsibility Committee

The members of Corporate Social Responsibility Committee met three (3) times during the financial year under review as per the details stated in the Corporate Governance report.

Composition of Audit Committee:

The total strength of the Audit Committee is 5 Directors all of whom are Independent. The norms require at least 2/3rd of the members to be Independent Directors.

The composition of the Audit Committee is given below:

Name of Members	Category
Mr. D.N. Mungale – Chairman	Independent Director
Mr. Rohit Arora	Independent Director
Mr. Vilas R. Gupte	Independent Director
Mr. P. V. Bhide	Independent Director
Mr. Debnarayan Bhattacharya	Independent Director

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

Board Evaluation

Pursuant to the applicable provisions of the Companies Act, 2013, as amended from time to time and Regulations 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, of individual Directors as well as the evaluation of the working of its Audit, Nomination & Remuneration, and other Committees. The various criteria considered for evaluation of Whole Time / Executive Directors included qualification, experience, knowledge, commitment, integrity, leadership, engagement, transparency, analysis, decision making, governance etc. The Board commended the valuable contributions and the guidance provided by each Director in achieving the desired levels of growth. This is in addition to evaluation of Non-Independent Directors and the Board as a whole by the Independent Directors at their separate meeting being held every year.

Declaration by Independent Directors

As required under Section 149(7) of the Companies Act, 2013, read with SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, the Independent Directors have placed the necessary declaration of their independence in terms of the conditions laid down under Section 149(6) of the Companies Act, 2013, as amended, at the Board Meeting held on Monday, May 29, 2023. Further, pursuant to the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended, the said declaration also includes a confirmation to the effect that the Independent Directors have included their names in the Database maintained by the Indian Institute of Corporate Affairs, and they have paid the necessary fees for the said registration.

Familiarisation Programme to Independent Directors

The Company provides suitable familiarisation programme to Independent Directors to help them familiarise themselves with the nature of the industry in which the Company operates and the business model of the Company in addition to regular presentation on expansion plans and their updates, technical operations, marketing and exports and financial statements. In addition to the above, Directors are periodically advised about the changes effected in the Corporate Law, Listing Regulations about their roles, rights, and responsibilities as Directors of the Company. There is a regular interaction of Directors with the Key Management Personnel of the Company. The details of the familiarisation programme have been disclosed and updated from time to time on the Company's website and its https://www.nocil.com/images/fckeditor/file/Familiarization-Programme-for-IDS.pdf

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 (3)(c) of the Companies Act, 2013:

(a) That in the preparation of the annual financial statements for the year ended March 31, 2023, the Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013, as applicable and guidelines issued by the Securities and Exchange Board of India (SEBI) have been followed along with proper explanations relating to material departures, if any.

(b) That such accounting policies as mentioned in Note 1 forming part of the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent to give a true and fair view of state of affairs of the Company as of March 31, 2023.

Directors' Report (Contd.)

(c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) That the annual financial statements have been prepared on a going concern basis.

(e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

(f) That proper systems are devised to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

(g) That all the applicable Secretarial Standards have been complied with by the Company during the year under review.

The above assessment of the Board was further strengthened by periodic review of internal controls by both internal as well as external auditors.

Remuneration policy

The Company has amended the Remuneration Policy as per recommendation of the Nomination and Remuneration Committee. The weblink of the Policy is:

https://www.nocil.com/images/fckeditor/file/Remuneration-Policy.pdf

Related Party Transactions

All related party transactions that were entered into during the financial year were at an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, and Key Managerial Personnel, wholly owned subsidiary company or other designated persons which may have a potential conflict with the interest of the Company at large except as stated in the Financial Statements / Directors' Report.

As per the Related Party Transactions Policy, approved by the Board of Directors of the Company, during the year under review, the Company has entered into related party transactions based upon the omnibus approval granted by the Audit Committee. The Audit Committee reviewed such transactions on quarterly basis for which omnibus approval was given.

Particulars of contracts or arrangements with related parties as referred to in Section 188(1) of the Companies Act, 2013 along with the disclosures as mentioned in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed form AOC-2 for 2022-23 are given in **Annexure "F"**.

The current Related Party transactions (RPT)policy has been uploaded on the Company's website and the weblink of the Policy is as under:

http://www.nocil.com/images/fckeditor/file/Policy-on-Related-Party-Transaction.pdf

Loans, Guarantees or Investments

Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013, are given in the Notes forming part of Financial Statements for the year ended March 31, 2023.

Extract of Annual Return

Extract of Annual Return for the Financial Year ended March 31, 2023 as required by Section 92 (3) of the Companies Act 2013. The weblink of the same is https://www.nocil.com/images/fckeditor/file/Annual-Return-2022-23.pdf

Subsidiary Company, Associates and Joint Ventures

PIL Chemicals Limited, (PIL), a Wholly Owned Subsidiary (WOS) of your Company has recorded a Total Income of ₹ 2,108 Lakhs and Profit before Tax of ₹ 308 Lakhs, for the year under review. The Board of Directors of PIL declared a total Dividend of ₹ 1.45/-per share. (Previous year Dividend was ₹ 1.20/- per share).

The Company does not have any material subsidiary, however, the Company has formulated a policy for determining material subsidiary(ies) and such policy has been disclosed on the Company's website and its weblink is https://www.nocil.com/images/fckeditor/file/Policy-on-Material-Subsidiaries.pdf

Pursuant to the requirements of Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the details of Loans / Advances made to, and investments made in the subsidiary have been furnished in Notes forming part of the Accounts.

A statements containing the salient features of the financial statement of the Company's wholly owned subsidiary under the provisions of section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 has been annexed in prescribed **Form AOC -1**.

Further, the Company does not have any joint venture or associate companies during the year or at any time after the closure of the year and till the date of the report.

Consolidated Financial Statements

Consolidated Financial Statements are prepared by the Company in accordance with the applicable Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs and the same together with Auditors' Report thereon form part of the Annual Report. The financial statements have been prepared as per Division II of Schedule III issued by the Ministry of Corporate Affairs vide its Notification dated April 6, 2016 as amended from time to time.

Personnel

The relations, during the year, between the employees and the management of your Company continued to be cordial.

Your Directors wish to thank all the employees for their continued support and co-operation during the year under review.

Stock Options

In terms of your approval, read with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended, the details required to be provided under the said Guidelines set out in **Annexure "C"** to this Report.

Particulars of Employees

The information required under section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 in respect of employees of the Company is provided in **Annexure "E"**.

Appointment/Reappointment of Directors and Key Managerial Personnel - Appointment of Mr. Anand V.S. as the Managing Director

During the year under review Mr. A. Vellayan has been appointed as an Independent Director for a period of 5 years with effect from November 8, 2022. Mr Vellayan's appointment has been approved by the shareholders by passing Special resolution (through postal ballot) on December 28, 2022.

Mr. Sudhir R. Deo's term as the Managing Director comes to an end on July 31, 2023 and hence based on the recommendations of the Nomination & Remuneration Committee and the Board as well, it is proposed to appoint Mr. Anand V.S. as the Managing Director of the Company for a period of 5 years w.e.f August 1, 2023 up to July 31, 2028 as a part of succession planning so as to take over the mantle from Mr. Sudhir R. Deo. Mr. Anand V. S. was appointed as the Deputy Managing Director of the Company for a period of 5 years with effect from March 2, 2022 to March 1, 2027 by way of an Ordinary Resolution through the mechanism of the Postal Ballot.

The Board wishes to place on record its deep appreciation and gratitude for the extraordinary contributions made by Mr. Sudhir R. Deo during his 43 years of association with the Arvind Mafatlal Group (AMG). As the Managing Director of NOCIL from August 1, 2017 till July 31, 2023, Mr. Deo's integrity, astuteness, astounding technological knowledge and above all, his sensitivity and sense of fairness in motivating people from grassroots level upwards, has taken the company to another level thus preparing it adequately to meet both future challenges and the exciting growth prospects that lie ahead. One of his biggest lasting achievements will be his leadership of the strong multi-disciplinary team which he created for successfully setting up a greenfield project at Dahej. The critical products were developed with entirely indigenous technology and have proven to be world-class. The Company embarked on the largest growth in its history under his stewardship, while still maintaining a zero-debt status for the last 6 years.

The Board wishes him a happy retired life and good health.

There has been no other change in Key Managerial Personnel of the Company during the year.

Directors

Pursuant to Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Priyavrata H Mafatlal Non -Executive Director retires by rotation at the forthcoming 61st Annual General Meeting. Being eligible, he has offered himself for re-appointment.

Directors' Report (Contd.)

Statutory Auditors

Pursuant to the requirements of Section 139(1) and 139(2) of the Companies Act, 2013, at the Annual General Meeting held on July 28, 2022, the Members had accorded their approval for the Re-appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai as the Statutory Auditors for the second and final term of the Company to examine and audit the accounts of the Company for the Financial Years 2022-23 to 2026-27. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules. As required under Regulation 33(1) (d) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The amended provision of Section 139(1) of the Companies Act, 2013, has dispensed with the ratification of appointment of Statutory Auditors each year by the Members.

Explanations or comments on the qualification, reservation, adverse remark, or disclaimer made by the Statutory Auditors or by Company Secretary in practice in their report.

During the year under review, there are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors appointed under section 139 of the Companies Act, 2013. Hence, the need for explanation or comments by the Board does not arise. The report of the Statutory Auditor forms a part of the financial statements.

During the year under review, no material or serious instances of fraud falling within the purview of Section 143 (12) of the Companies Act, 2013 and Rules made there under, by officers or employees were reported by the Statutory Auditors of the Company during the course of the audit conducted and therefore no details are required to be disclosed under Section 134 (3) (ca) of the Act.

Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Cost Audit records maintained by the Company are required to be audited.

M/s. Kishore Bhatia & Associates, Cost Auditors have given a Certificate to the effect that the appointment, if made, will be within the prescribed limits specified under section 141 of the Companies Act, 2013.

The Audit Committee has obtained a certificate from the Cost Auditor certifying their independence and arm's length relationship with the Company. The Cost Audit Report in respect of F.Y. 2021-22 was filed on October 4, 2022 and the Report for the Financial Year 2022-23 will be filed within the time limit as prescribed under the Companies (Cost Records and Audit), Rules, 2014.

Your Directors, on the recommendation of the Audit Committee, appointed M/s Kishore Bhatia & Associates to audit the cost accounts of the Company for the financial year 2023-24 on a remuneration of ₹ 8.00 Lakhs.

As required under the Companies Act, 2013, the remuneration payable to the cost auditor is placed before the Members at their 61st Annual General Meeting for their ratification.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at its meeting held on July 28, 2022 appointed M/s. Parikh & Associates., Company Secretaries, a firm of Company Secretaries in Practice as Secretarial Auditor to carry out the Secretarial Audit of the Company for 2022-23. The Report of the Secretarial Audit is annexed herewith as **Annexure "B".**

The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks or disclaimer.

Further, PIL Chemicals Limited, is the only wholly owned subsidiary of the Company and is not a material unlisted subsidiary. Therefore, the provisions regarding the Secretarial Audit as mentioned in Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended, do not apply to PIL Chemicals Limited.

Report on Corporate Governance

As per Regulation 34 read with Schedule V (C) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, a separate section on Report on Corporate Governance practices followed by the Company, together with a certificate received from the Company's Secretarial Auditor confirming compliance is attached.

Report on Management Discussion and Analysis

As required under Regulation 34 read with Schedule V (B) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, a report on "Management Discussion and Analysis" is attached and forms a part of this Report.

Corporate Social Responsibility

Your Company treats CSR as ***"More than an obligation, more than a duty"***. As a part of the Arvind Mafatlal Group, the Company firmly believes that discharge of Corporate Social Responsibility in itself is a feeling that the Company belongs to the people at large and more so to the people the Company serves. Your Company has pledged its resources in various sectors and is striving continuously with the sole objective of creating an environment of well-being in all spheres of life. The group has been implementing a range of CSR activities over the last fifty years, in areas like healthcare, education, women's upliftment in rural India and environment protection.

In line with the provisions of the Companies Act, 2013 as amended from time to time and the Rules framed there under with respect to the Corporate Social Responsibility (CSR), the Company has formulated a Policy on CSR and has also constituted a CSR Committee to recommend and monitor expenditure on CSR. In terms of the requisite requirements, due processes and controls have been set up by the Company to ensure that all CSR contributions sanctioned by the CSR committee are expended by the relevant organisations for the purpose for which it was sanctioned.

The details of CSR Expenditures are given in the prescribed format which form part of this Report.

The same is annexed as **Annexure "A".**

The Company continues to actively support deserving social causes for improvement and upliftment of various sections of the society as has been its practice for past several years.

Other Particulars

Additional information on conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed in terms of section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules 2014 is set out in **Annexure "D"** and forms a part of this Report.

Green Initiative

In commitment to keep in line with the Green Initiative and going beyond it the Company shall be sending the Annual Report for the 2022-23 through electronic means to all those shareholders to all those shareholders who have registered their e-mail ids with the Company/RTA/Depository Participants, as per the relaxations provided by various MCA Circulars.

General

Your Directors state that no disclosures or reporting is required in respect of the following items as there were no transactions on these items during the year under the review:

a) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

b) Issue of Equity Shares with differential voting rights, dividend or otherwise as per Section 43(a)(ii) of the Companies Act, 2013.

c) Issue of Shares including Sweat Equity Shares to the employees of the Company under any scheme as per provisions of Section 54(1)(d) of the Companies Act, 2013.

d) No instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013

e) There was no revision to the financial statements for the year under review.

Acknowledgements

Your Directors would like to acknowledge the continued support and co-operation from its Bankers, Government Bodies, and Business Associates which have helped the Company to sustain its growth during the year.

For and on behalf of the Board of Directors

Place : Mumbai
Date : May 29, 2023

Hrishikesh A. Mafatlal
Chairman

ANNEXURE "A"

Report on Corporate Social Responsibility (CSR) Activities

1. Brief outline on CSR Policy of the Company.

   This policy, which encompasses the Arvind Mafatlal Group's and the Company's philosophy for describing its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large, is titled as **NOCIL Ltd. – Corporate Social Responsibility (CSR) Policy.**

   This policy applies to all CSR initiatives and activities taken up at the various locations, as decided by the CSR Committee and / or the Board of NOCIL Ltd. (NOCIL) for the benefit of various segments of the society.

   This CSR Policy is governed by the applicable provisions of the Companies Act, 2013, the Rules framed thereunder by the Ministry of Corporate Affairs i.e., the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended from to time) and other statutory provisions governing the matter and in event of any conflict between the terms of this Policy and the said Act and Rules, the latter shall prevail and shall be deemed to have been a part and parcel of the said Policy as if the same were contained in the Policy itself.

2. Composition of the CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Hrishikesh A. Mafatlal	Chairman	3	3
2.	Mr. Vilas R. Gupte	Independent Director	3	3
3.	Mr. Sudhir R. Deo	Managing Director	3	3
4.	Ms. Dharmishta N. Raval	Independent Director	3	3

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

   (a) The composition of CSR Committee and the same is available on the web link:
   https://www.nocil.com/Detail.aspx?mid=73

   (b) The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is available on the web link:
   https://www.nocil.com/images/fckeditor/file/CSR-Policy-NOCIL.pdf

   (c) The CSR Projects approved by the Board and the same is available on the web link:
   https://www.nocil.com/images/fckeditor/file/List%20of%20CSR%20Projects%20for%20FY%202022-23.pdf

4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable

   Not Applicable as the total CSR Expenditure is below 10 Crores.

5. (a) Average Net Profit of the Company as per sub- section (5) of section 135 - ₹ 16,462.35 Lakhs

   (b) Two percent of average net profit of the Company as per sub- section (5) of section 135 - ₹ 329.25 Lakhs

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. - Nil

   (d) Amount required to be set off for the financial year, if any. -Nil

   (e) Total CSR obligation for the financial year (5b+5c-5d) - ₹ 329.25 Lakhs

6. (a) Amount spent on CSR Projects

   (i) Ongoing Project - **Nil**

   (ii) Other than ongoing Project - **Refer Annexure A1**

   (b) Amount spent in Administrative Overheads- **Not Applicable.**

(c) Amount spent on Impact Assessment, if applicable- **Not Applicable**.

(d) Total amount spent for the Financial Year (a+b+c) - ₹ **351.25 Lakhs**

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	*Total Amount transferred to Unspent CSR Account as per section 135(6)		*Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 351.25 Lakhs	Nil	NA	NA	Nil	NA

(f) Excess amount for set off if any:

Sl. No.	Particular	Amount (in ₹ Lakhs)
(i)	Two percent of average net profit of the Company as per section 135(5)	329.25
(ii)	Total amount spent for the Financial Year	351.25
(iii)	Excess amount spent for the financial year [(ii)-(i)]	22
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7 Details of Unspent CSR amount for the preceding three financial years:

SR No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance amount unspent CSR Account under sub section (6) of section 135 (in ₹)	Amount in Lakhs	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency if any
					Amount (in ₹)	Date of transfer.		
1.	2019-20	NIL	NIL	476.57 Lakhs	NA	NA	NIL	NA
2.	2020-21	NIL	NIL	479.60 Lakhs	NA	NA	NIL	NA
3.	2021-22	NIL	NIL	351.25 Lakhs	NA	NA	NIL	NA
	Total	-	-		**NA**	**NA**	-	

8 Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year - **No**

Furnish the details relating to such assets (s) so created or acquired through Corporate Social Responsibility amount spent in the financial year - **Not Applicable**

9. Specify the reason(s) , if the Company has failed to spend two percent of the average net profit as per sub section (5) of section 135 - **Not Applicable**

H. A Mafatlal	**S.R Deo**	**Anand V.S.**	**P. Srinivasan**
Chairman CSR Committee	Managing Director	Deputy Managing Director	Chief Financial Officer

Place: Mumbai
Date: May 29, 2023

Annexure A-1

Sl NO.	Name of the Project	Item from the list of activity in schedule VII to the Act	Local Area (Yes/ No)	Location the project District State	Amount in Lakhs	Mode of implementation -Direct (Yes/no)	Mode of Implementation -Through Implementing Agency-Name -CSR Registration Number
1.	BAIF Institute for Sustainable Livelihoods and Development	Livelihood enhancement projects {Covered under Item –(ii) of the Schedule VII)	Yes	Pune, Nashik and Maharashtra	15.00	No	CSR00000259
2.	Cancer Patients Aid Association	Promoting heath care including preventive healthcare care {Covered by Item No- (i) of the Schedule VII}	Yes	Mumbai, Maharashtra	15.00	No	CSR00000926
3.	Sri Chaitanya Seva Trust	Rendering Community Health Programmes for the poor and the needy spectrum of society staying in rural and tribal areas. {Covered under Item No- (i) of Schedule VII}	Yes	Mira Road, Thane District	140.00	No	CSR00001017
4.	N M Sadguru Water and Development Foundation	Livelihood enhancement projects {Covered under Item –(ii) of the Schedule VII}	yes	Dahod, Gujarat	50.00	No	CSR00000285
5.	Foundation for Promotion of Sports and Games (Olympic Gold Quest)	Promotion of Sports and Games with a mission to support Indian athletes in winning Olympic Gold medals. {Covered under Item No-(vii) of Schedule VII}	Yes	Mumbai Maharashtra	25.00	No	CSR00001100
6.	Seva Sahyog Foundation	Development and welfare for the underprivileged section of the urban slum lives. {Covered under Item No-(xi) of schedule VII}	Yes	Navi Mumbai, Maharashtra	15.00	No	CSR00000756
7.	Shabari Seva Samiti	Rural Development Projects {Covered under Item No- (x) of Schedule VII to the Act}	Yes	Thane, Raigad and Nandurbar, Maharashtra	15.00	No	CSR00002483
8.	Vayam	Empowerment of tribal Communities {Covered under Item No-(x) of Schedule VII to the Act }	Yes	Nasik, Palghar & Mahrashtra	20.00	No	CSR00008723
9.	RAWA Academy	Rehabilitation of deserted, parentless, and abandoned children {Covered under Item -(iii) of the Schedule VII}	No	Bhubaneshwar, Odisha	10.00	No	CSR00002778

Sl NO.	Name of the Project	Item from the list of activity in schedule VII to the Act	Local Area (Yes/ No)	Location the project District State	Amount in Lakhs	Mode of implementation -Direct (Yes/no)	Mode of Implementation -Through Implementing Agency-Name -CSR Registration Number
10.	Consumer Education & Research Centre	Empowering consumers through awareness and education; Enhancing consumer protection and safety through progressive legislations and prevention of unfair trade practices; Ensuring access to affordable and effective grievance redressal mechanism {covered under Item No- ii of Schedule VII}	Yes	Ahmedabad, Gujarat	5.00	No	CSR00021017
11.	Koyna Education Society	Rural Development Projects {covered under Item No- x of Schedule VII}	Yes	Mahbleshwar, Maharashtra	10.00	No	CSR00029126
12.	Navi Mumbai Municipal Corporation (Har Ghar Tiranga, a campaign under the ægis of Azadi Ka Amrit Mahotsav)	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects. {covered under Item No- ii of Schedule VII}	Yes	Navi Mumbai Mahrashtra	5.00	**Yes Direct**	---
13.	Padariya School	Construction of Class rooms, Distribution of School Uniforms and School bag kits (near Dahej Plant)	Yes	Dahej Gujarat	6.24	**Yes Direct**	---
14.	Sri Nityanand Educational Trust	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects. {covered under Item No- ii of Schedule VII}	Yes	Palghar Maharashtra	15.00	No	CSR00000725
15.	The Suburban Music Circle	Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts. {covered under Item No- v of Schedule VII}	Yes	Mumbai, Maharashtra	5.00	No	CSR00038468
Total					**351.25**		

ANNEXURE "B"

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
NOCIL Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NOCIL Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India (warranted due to the spread of the Covid-19 pandemic), we hereby report that in our opinion, the Company has, during the Audit period covering the financial year ended on March 31, 2023 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2023 as per the provisions of:

(i) The Companies Act, 2013 ('the Act') and the Rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; *(Not applicable to the Company during the audit period)*

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

  (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and

The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

(vi) Other laws applicable specifically to the Company are:

- The Petroleum Act, 1934;
- The Inflammable Substance Act, 1952;
- Environment (Protection) Act, 1986 & Manufacture, Storage & Import of Hazardous Chemicals Rules, 1989
- Chemicals Accidents (Emergency Planning, Preparedness and Response) Rules, 1996;
- Chemical Weapon Convention Act, 2000 and Chemical Weapon Convention Appeal Rules, 2006;
- Petroleum Rules, 2002; and
- Gas Cylinder Rules, 2004

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder (hereinafter referred as **"Listing Regulations"**)

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned herein above.

We further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board and it's Committees were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had following event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc:

a. The Company has issued and allotted 69,000 Equity shares pursuant to Exercise of the Options granted under Employees Stock Options Scheme of the Company.

For Parikh & Associates
Company Secretaries

Signature:
Mitesh Dhabliwala
Partner
FCS No: 8331 CP No: 9511
UDIN: F008331E000315869
PR No.: 1129/2021

Place: Mumbai
Date: May 16, 2023

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members,
NOCIL Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Company Secretaries

Signature:
Mitesh Dhabliwala
Partner
FCS No: 8331 CP No: 9511
UDIN: F008331E000315869
PR No.: 1129/2021

Place: Mumbai
Date: May 16, 2023

ANNEXURE "C"

Disclosure in the Directors' Report as per SEBI Guidelines:

	Particulars	**Till the year ended March 31, 2023**	
	Options outstanding as at the beginning of the year	1,128,625	
a.	Options granted during the year	306,900	
b.	Pricing Formula	Exercise Price shall be the latest available closing market price of the equity shares of the company, prior to the date of grant	
c.	Options Vested**	1,059,625	
d.	Options Exercised**	69,000	
e.	Total no. of shares arising as result of exercise of Options	69,000	
f.	Options lapsed *	0	
g.	Variation in terms of Options	None	
h.	Money realised by exerise of Options (in Lakhs)	115	
i.	Total number of options in force**	1,366,525	
	** The number of options have been reported as on March 31, 2023		
	* Lapsed Options includes options cancelled/lapsed.		
j.	Employee wise details of options granted to:	**For the Grant made in 2022-23**	
		Name of the employee	**No: of options granted**
	- Senior Management	Given herein after*	
	- any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Nil	
	- employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding warrants and conversions) of the Company at the time of grant	Nil	
k.	Diluted earnings per share pursuant to issue of shares on exercise of option calculated in accordance with AS 20 'Earnings per Share'	8.89	
l.	Impact of employee compensation cost calculated as difference between intrinsic value and fair market value in accordance with SEBI Guidelines on ESOP	138	
m. (i)	Weighted average exercise price of Options granted during the year whose Exercise price equals market price	231.70	
m. (ii)	Weighted average fair value of options granted during the year whose Exercise price equals market price	87.35	

Directors' Report (Contd.)

	Particulars	Till the year ended March 31, 2023
n	Description of method and significant assumptions used to estimate the fair value of options	The fair value of the options granted has been estimated using the Black-Scholes option pricing Model. Each tranche of vesting have been considered as a separate grant for the purpose of valuation. The assumptions used in the estimation of the same has been detailed below:
		Weighted average values for options granted during the year
	Variables	
	Stock Price	231.25
	Volatility	45%
	Riskfree Rate	6.69%
	Exercise Price	231.70
	Time To Maturity	4 Years
	Dividend yield	1.95%

Details of options granted to Senior Managerial Personnel outstanding/ in force at the end of the year.

	Name	Designation	No. of Options
1.	Mr. Sudhir R. Deo	Managing Director	370,550
2.	Mr. Anand V.S.	Deputy Managing Director	5,600
3.	Mr. C.R. Gupte	Former Managing Director	56,700
4.	Mr. R.M. Gadgil	Former President- Marketing	187,875
5.	Mr. P. Srinivasan	President Finance & Chief Financial Officer	317,850
6.	Dr. C.N. Nandi	Vice President – Research & Development	41,225
7.	Dr. N.D. Gangal	Vice President – QA, Analytical and Outsourced Research	84,950
8.	Mr. R.M. Desai	Vice President- Operations, Corporate HR and Personnel	22,500
9.	Mr. Milind Shevte	Vice President-Marketing	38,400
10.	Mr. Ashwin Bhende	Vice President-Process Engineering, Project & Technology	32,825
11.	Mr. Rakesh Srivastava	Former Assistant Vice President-Exports	13,175
12.	Mr. Padam Bahal	Assistant Vice President-Financial and Cost Accounts	14,050
13.	Mr. Manoj Shah	Former Assistant Vice President-Materials	18,500
14..	Mr. Vikas Gupte	Former Assistant Vice President-Legal & Company Secretary	7,875
15.	Mr. D S Desai	Assistant Vice President-MTS	37,200
16.	Mr. Suresh Shetty	Assistant Vice President-Operations	34,900
17.	Mrs. Manisha Shastri (Legal Heir of Late Mr. Nitin Shastri)	Former Assistant Vice President- Project Execution & Purchase	19,200
18.	Mr. K R Subramanian	General Manager Financial and Cost Accounts	26,900
19.	Mr. Amol Pradhan	General Manager Information Technology	16,850
20.	Mr. Amit K. Vyas	Asst Vice President- Secretarial and Legal	8,500
21.	Mr. Janak Upadhyaya	General Manager-National Sales	4,300
22.	Mr. Shailesh Sangle	General Manager- Purchase	6,600
			1,366,525

Note:

All the grants are being given at the price of equity shares of the company on the day prior to the date of grant.

ANNEXURE "D"

Statement pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31 March, 2023.

A. CONSERVATION OF ENERGY

i. The steps taken or impact on conservation of energy:

- Installation of additional condensate recovery systems.
- Installation of energy efficient drives.
- Installation of Auto Blow down system at PNG Boiler.
- Installation of energy efficient LED lights.
- Reduction of power consumption by installation VFDs for selected drives.
- Replacement of centralised ACs with split ACs for power saving.
- Replacement of old transformer with energy efficient transformers.

ii. The steps taken by the Company for utilising alternate sources of energy:

We have tied up with M/s Cleanmax for sourcing hybrid power consisting of renewable energies like solar & wind power via grid to reduce our power cost.

iii. Capital investment on energy conservation equipment:

- Installation of additional condensate recovery systems: ₹ 8.8 Lakhs.
- Installation of energy efficient drives: ₹ 9.5 Lakhs.
- Installation of Auto Blow down system at PNG Boiler: ₹ 10.00 Lakhs.
- Installation of energy efficient LED lights: ₹ 6.9 Lakhs.
- Reduction of power consumption by installation VFDs for selected drives: ₹ 13.8 Lakhs.
- Replacement of centralised ACs with split ACs for power saving: ₹ 18.5 Lakhs.
- Replacement of old transformer with energy efficient transformers: ₹ 66.6 Lakhs.

B. TECHNOLOGY ABSORPTION:

Efforts made towards technology absorption:

- Process engineering for plant modifications to adapt manufacture of DCBS product in the MOR plant.

DAHEJ SITE:

- Installation & commissioning of 66 KVA power station done ensuring that all legal & statutory compliances with relevant external Government bodies were completed.

Directors' Report (Contd.)

Expenditure on R & D

(₹ In Lakhs)

	2022-23	2021-22
Capital	71	24
Recurring	613	557
Total	684	581
Total R & D Expenditure as % to total turnover	0.42	0.37

C. **FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign exchange used		₹ In Lakhs
i)	Raw materials, stores and spare parts, Capital goods and other products	29,023
ii)	Expenditure in foreign currency	204
Foreign exchange earned		
iii)	Export of goods on FOB basis, Commission and Service Charges.	47,969

For and on behalf of Board of Directors

Place: Mumbai
Date: 29 May, 2023

Hrishikesh A. Mafatlal
Chairman

ANNEXURE "E"

Disclosure u/s 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1 Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year ended March 31, 2023

Sr. No.	Director	Remuneration (₹ in Lakhs)	Median Remuneration (₹ in Lakhs)	Ratio
1.	Mr. Hrishikesh A. Mafatlal - Executive Chairman	475	6	78
2.	Mr. Vilas R. Gupte	20	6	3
3.	Mr. Rohit Arora	20	6	3
4.	Mr. Debnarayan Bhattacharya	20	6	3
5.	Mr. D. N. Mungale	20	6	3
6.	Mr. P. V. Bhide	20	6	3
7.	Mrs. Dharmistha N. Raval	20	6	3
8.	Mr. Priyavrata H. Mafatlal	20	6	3
9.	Mr. A. Vellayan	20	6	#
10.	Mr. Sudhir R. Deo - Managing Director	355	6	58
11.	Mr. Anand V.S.- Deputy Managing Director	252	6	41

2 The Percentage increase in remuneration of each Director and Key Managerial Personnel in the financial year

Sr. No.	Director	Percentage increase
1.	Mr. Hrishikesh A. Mafatlal -Executive Chairman	(10)
2.	Mr. Vilas R. Gupte	-
3.	Mr. Rohit Arora	-
4.	Mr. Debnarayan Bhattacharya	-
5.	Mr. D. N. Mungale	-
6.	Mr. P. V. Bhide	-
7.	Mrs. Dharmistha N. Raval	-
8.	Mr. Priyavrata H. Mafatlal	-
9.	Mr. A. Vellayan	#
10.	Mr. Sudhir R. Deo - Managing Director	5
11.	Mr. Anand V. S. - Deputy Managing Director	##
12.	Mr. P Srinivasan- President Finance & Chief Financial Officer	5
13.	Mr. Amit K. Vyas- Company Secretary	5

Not comparable with previous year since appointed Independent Director w.e.f. November 08, 2022

Not comparable with previous year since appointed Deputy Managing Director w.e.f. March 02, 2022

3 Percentage increase in the median remuneration of employees in the financial year 10%

4 The number of permanent employees on the rolls of the Company as at March 31, 2023 675

5 Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

Average increase in salaries of employees other than the managerial personnel is 10%. Remuneration of KMP is duly approved by NRC of the board which is in line with industry trends, future business plans and the performance of the Company for the year under review.

6 It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

For and on behalf of Board of Directors

Place: Mumbai
Date: May 29, 2023

Hrishikesh A. Mafatlal
Chairman

Disclosure under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(A) The following details are given in respect of top ten employees in terms of remuneration or the employees who were employed throughout the year and were in receipt of remuneration of not less than ₹ 102 Lakhs per annum:

Name & age (years), designation/ nature of duties, remuneration (₹ in Lakhs), qualification & experience (Years), date of commencement of employment, last employment held (Name of employer, post held and period (years)

1. Mr. H A Mafatlal (69), Executive Chairman, ₹ 475 Lakhs, B.Com. (Hons.), (6), August 19, 2016, Navin Fluorine International Ltd. (14), Related to Mr. Priyavrata Mafatlal (Director of the Company)
2. Mr. S R Deo (68), Managing Director, ₹ 355 Lakhs, M.Tech -Chemical Engineering from I.I.T. Kanpur (43), November 01, 1979, None.
3. Mr. Anand V.S. (49), Deputy Managing Director, ₹ 252 Lakhs, B.E. Chemical Engineer March 02, 2023, Chemetall India Pvt. Ltd. (4), Sep 2017
4. Mr. P. Srinivasan (57), Chief Financial Officer, ₹ 202 Lakhs, B.Com. & A.C.A, (17), January 25, 2005, Flamingo Pharmaceuticals Ltd., (3)
5. Dr. C.N. Nandi (66), Vice President- Research & Development, ₹ 131 Lakhs, M.Sc. & PhD. In Chemistry, (40), September 08, 1981, Bhabha Atomic Research Centre (0.5)
6. Dr. N.D. Gangal (57), Vice President- Analytical Research & Quality Assurance, ₹ 127 Lakhs , M.Sc. & PhD. In Chemistry, (14), October 01, 2007, Dow Chemcials, (0.5)
7. Mr. R.M. Desai (62), Vice President- Production & Personnel, ₹ 104 Lakhs, B.E. Chemical Engineering (39), June 15, 1982, None
8. Mr. Milind Shevte (53), Vice President Marketing, ₹ 105 Lakhs, BE Chemical Engineering (16), April 08, 2005, Continental Carbon, (0.5)
9. Mr. A.B. Bhende (55), Vice President (Process Engineering, Technology & Projects), ₹ 100 Lakhs, Chemical Technologist with Diploma in Management Studies (23), April 02, 2001, Garda Chemicals (10)
10. Suresh Shetty (55) Asst. Vice President-Operations, ₹ 84 Lakhs, B.E Chemical Engineering (13), March 28, 2008, Dow Corning Private Limited (2)

(B) Name of the employees employed for the part of the year and were in receipt of remuneration of not less than ₹ 8.5 Lakhs per month- None

(C) The percentage of equity shares held by the employee in the Company within the meaning of Clause (iii) of sub rule (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Not Applicable

Notes:

1. Remuneration as above includes, salary, company's contribution to Provident Fund and Superannuation Schemes, Gratuity fund and other Long Service funds, Leave Encashment, Leave Travel benefits, reimburement of Medical expenses, Medical insurance premium, House Rent allowance, Compensatory allowances, Personal/ Special Allowance, Commission whereever applicable, Personal Accident Insurance, monetory value of perquisites calculated in accordance with provision of Income Tax Act 1961and rules made thereunder in respect of Housing, Company's furniture and equipments etc which are considered on accrual basis.
2. The nature of employment is contractual for all the above employees.
3. None of the employees of the Company are related to any Director of the Company except:

   (i) Mr. H.A. Mafatlal - Executive Chairman of the Company and Mr. Priyavrata Mafatlal - Director of the Company.

For and on behalf of Board of Directors

Place: Mumbai
Date: May 29, 2023

Hrishikesh A. Mafatlal
Chairman

Directors' Report (Contd.)

ANNEXURE "F"

FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013
and Rule 8 (2) of the Companies (Accounts) Rules, 2014

1. Details of contracts or arrangements or transactions not at arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transaction	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the Ordinary resolution was passed in general meeting as required under the first proviso to section 188
Nil								

2. Details of material contracts or arrangements or transactions at arm's length basis (₹ In Lakhs)

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1.	Mafatlal Industries Limited (Promoter)	Reimbursement of Miscellaneous expenses	Continuing arrangement	10	NA#	Nil
2.	Vrata Tech Solutions Private Limited (Promoter)	IT services	Continuing arrangement	99	NA#	Nil
3.	PIL Chemicals Limited (Wholly-owned subsidiary)	Processing charges	Continuing arrangement	2,039	NA#	Nil
4.	Sri Chaitanya Seva Trust*	Donation under CSR	Donation is as per CSR Policy	140	NA#	Nil
5.	N. M. Sadguru Water and Development Foundation*	Donation under CSR	Donation is as per CSR Policy	50	NA#	Nil
6.	BAIF Institute for Sustainable Livelihood and Development*	Donation under CSR	Donation is as per CSR Policy	15	NA#	Nil

* Mr. Hrishikesh A. Mafatlal is the Chairman of Sri Chaitanya Seva Trust and Chairman of the Trustee of N. M. Sadguru Water and Development Foundation and a Director of BAIF Institute for Sustainable Livelihood and Development, having no beneficial interest.

Forms part of the Omnibus / requisite Approval granted by the Audit Committee at the beginning of the Financial Year, being transactions in the normal course of business and repetitive in nature.

For NOCIL Limited

Hrishikesh A. Mafatlal
Chairman

Place: Mumbai
Date : May 29, 2023

ANNEXURE "G"

NOCIL Ltd.

Dividend Distribution Policy

Preamble

Securities and Exchange Board of India (SEBI) vide its Notification dated July 8, 2016 brought into force SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016, whereby Regulation 43A has been introduced requiring the top 500 listed entities based on Market Capitalisation calculated as on March 31 of every financial year, to formulate a 'Dividend Distribution Policy'. The said Policy is to be disclosed in the Annual Reports and the website.

NOCIL Ltd. ('the Company'), forms part of the List of top 500 companies based on Market Capitalisation as on March 31, 2018, uploaded on the websites of the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

Effective Date

This Policy has been framed and approved by the Board of Directors on May 4, 2018. Hence, the Policy is applicable from 2018-19 onwards.

Guidelines pertaining to Dividend

i. The Company shall comply with relevant statutory provisions under the Companies Act, 2013. The Company while determining the decision on declaration / recommendation of dividend, may also transfer such percentage of profits for the financial year, as it may deems fit, to its reserves.

ii. The Company shall pay dividend in compliance with the provisions of Section 123 of the Companies Act, 2013 and Companies (Declaration and Payment of Dividend), Rules, 2014.

iii. The Board shall give due consideration to the following factors while declaring / recommending dividend: -

a. Financial parameters for payment of Dividend

1. Financial performance / liquidity position of the Company during the year.
2. Availability of distributable surplus / accumulated reserves.
3. Earning stability / Sustainability of profits.
4. Past dividend trend and pay-out ratio.
5. Overall performance of the sector in which the Company operates.
6. Dividend paid by the other companies operating in the same sector.
7. Investment / CAPEX / domestic / Acquisition proposals if any.
8. Covenants in Loan Agreements / debt reduction.
9. Capital restructuring / Capitalisation of reserves if any.
10. Expectation of all stakeholders including small shareholders.

b. External factors

In addition to above the declaration / recommendation of Dividend by the Company will also depend upon the Economic / Business environment, Government Policies, Market conditions, Inflation rate, Cost of external financing, etc.

Interim Dividend

The Board of Directors may declare interim dividend during any financial year and / or recommend final dividend for declaration by the shareholders of the Company at the Annual General Meeting.

Inadequacy of Profits / Declaration of Dividend out of Reserves

In case of inadequacy or absence of Profits in any Financial Year, if the Company proposes to declare Dividend out of the accumulated profits earned and transferred by it to Free Reserves, it can do so only after the Company has complied with Rule 3 of the Companies (Declaration and Payment of Dividend), Rules, 2014 which contains provisions with respect to declaration of Dividend out of Reserves.

Circumstances under which the Company will not declare Dividend

The Board of Directors may not recommend dividend in case the Company has incurred losses or inadequacy of profit if the Board of Directors forms an opinion that it would be in the best interest of the Company to re-invests / plough back the profits for major expansion / diversification requiring major funding.

Any other unforeseen event which would restrict ability to recommend dividend.

Utilisation of Free Reserves

The Free Reserves may be utilised:

- Payment of dividend
- For funding its major expansion/ diversification
- Plan of domestic or overseas acquisitions
- To meet any contingent liabilities/ unforeseen expenses etc.

Parameters with regards to various classes of shares

Presently, the Company has only one class of Share Capital i.e., Equity share capital.

Amendments / Review of the Policy

The Board of Directors is empowered to amend / review the Policy in accordance with the changes in laws or as and when they deem fit.

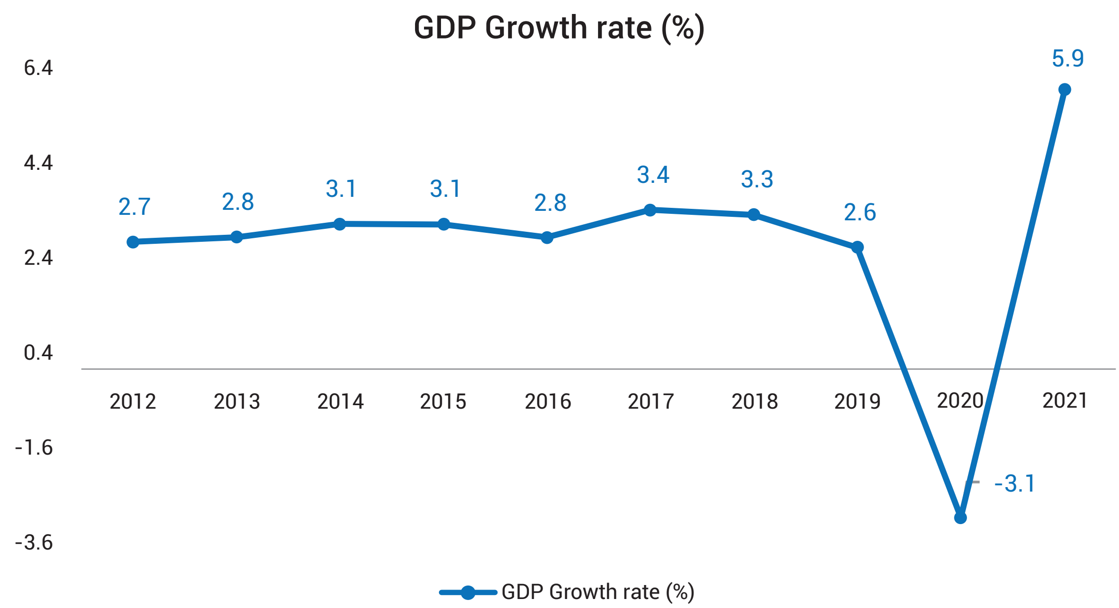
Disclosure

This Policy shall be published in the Annual Report and displayed on the Company's website.

Management Discussion and Analysis

Economic Overview

To assess the economic outlook from today's standpoint and for the years to come, it is imperative to look back and see as to how far the World Economy has traveled for the last decade, steering through its highs and lows.



Source: World Bank Data.

The World Economies have sailed through the worst of the times, such as auto slowdown in China, Chinese pollution issues, brakes imposed by world-wide COVID -19 lockdowns which brought the world economy practically to a standstill and then jumping back on the gears to resume normalcy further pulled back by the unprecedented and abnormally prolonged Russia- Ukraine war crisis which has affected the western world.

The year 2022-23 had an ironic downturn as compared to the previous year which was largely marked by an endeavor to resume to normalcy post the COVID disruption. This year which was expected to recover post the effects of Russia -Ukraine war, had to go through a further downswing owing to an unusual and prolonged war leading to recessionary headwinds. The energy crisis faced by the western world, the supply chain issues owing to another lockdown in China and the debacle of a few banks in the US banking system were strong indicators that the global economic activity is experiencing a broad based and a sharper than expected slowdown. A series of interest rate hikes by the Central Banks of the World to combat inflationary pressures have demonstrated a deeper recessionary impact than expected and the recovery still seems far. The cross currencies continue to be in a volatile range until forex flows are regulated, and markets stabilise.

To summarise, the World Economies are in for a skirmish to manage the surging inflation on one side vis-à-vis building a growth momentum. The forecast for growth, which is around 2.9% for 2022 is expected to fall 1.7% in 2023 and is expected to recover to 2.7 in 2024F.

(Source:https://www.worldbank.org/en/publication/global-economic-prospects).

The impact of the Global slowdown was also felt at the domestic level to some extent. Following the global trend, the

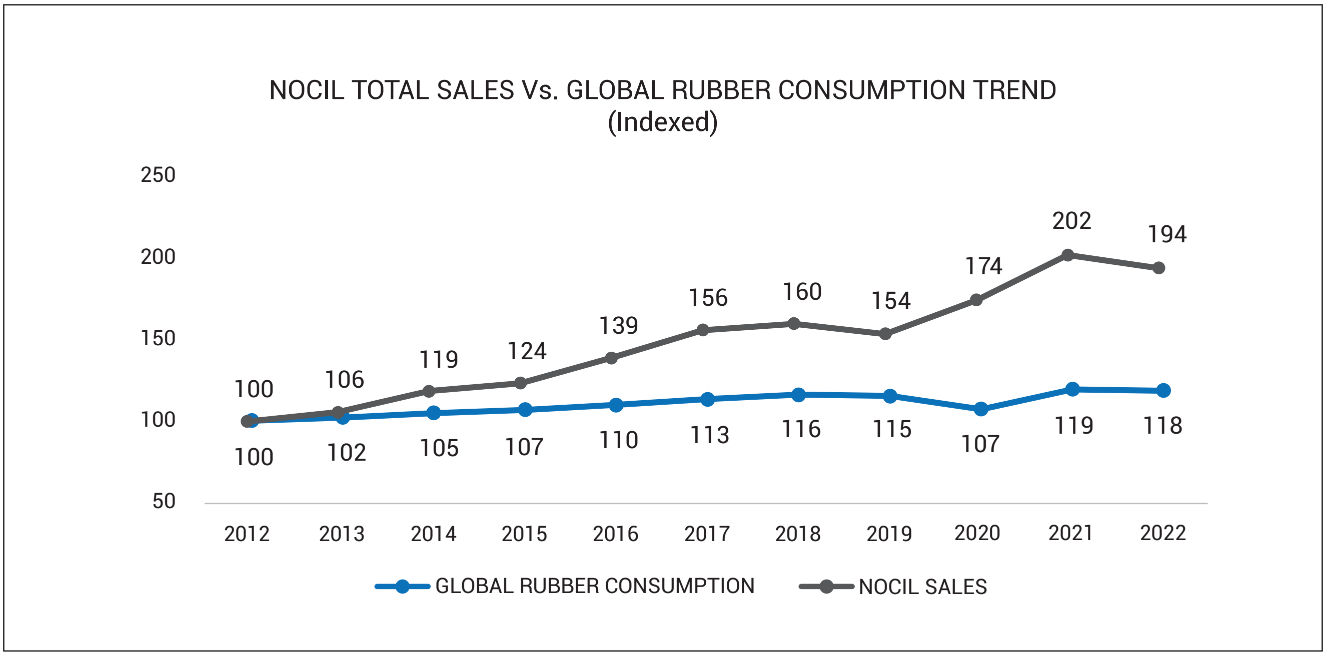
Reserve Bank of India progressively increased the interest rate by 250 bps i.e., from 4% to 6.5%. The manufacturing sector did feel the pressures of subdued export markets, crude prices volatility in the range of USD 80-120 per barrel, cross currency volatility.

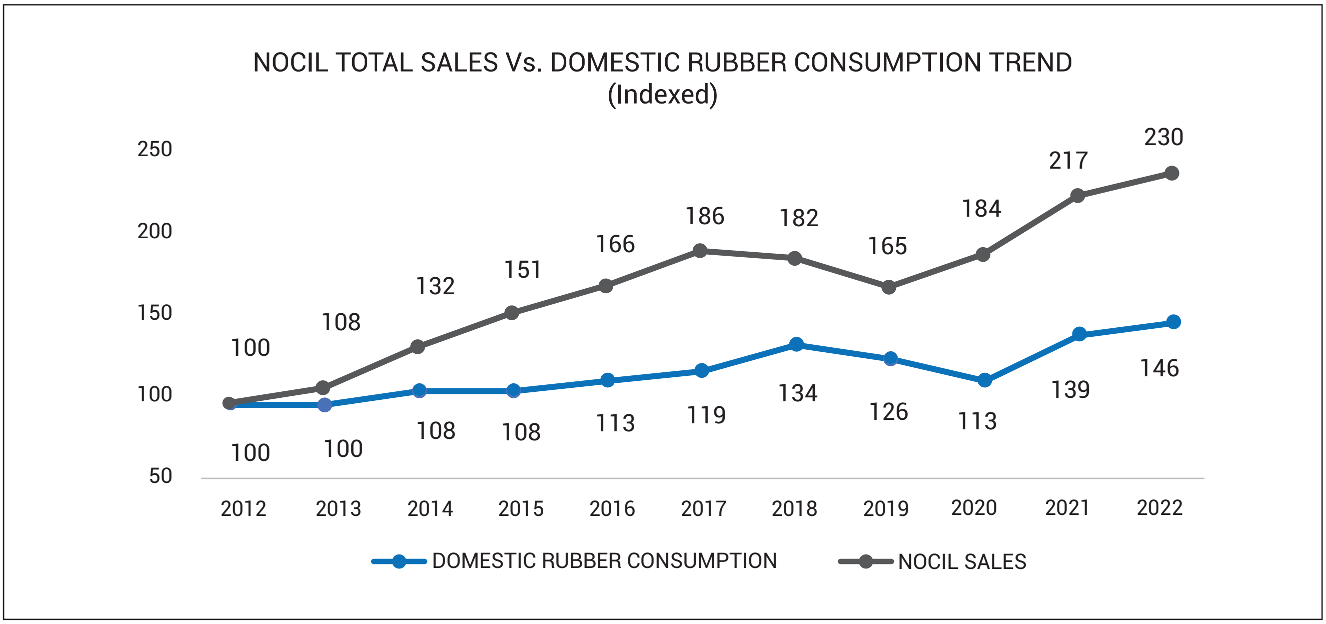
Though your Company was a participant in the Global interest rate hike cycle, domestically it seemed to be much more resilient to external factors. The domestic GDP growth for the year under review is estimated to be around 6.7%.

Industry Structure and Developments

Rubber Chemical Industry:

The Global Rubber Chemical Industry follows the Global Rubber consumption trend. While the Global Rubber Consumption shows de-growth in CY 22 when compared with CY 21, a deep dive into the global and domestic trend vis-à-vis your Company's performance can demonstrate its strong positioning and the expected growth opportunities.





Your Company has grown 5 times the global market growth and almost 3 times the domestic market growth.

Your Company, being the largest domestic manufacturer of rubber chemicals and having a vision to set its footprints stronger in the global space with its expanded capacities in place at the right time, is in a good position to take advantage of this opportunity.

Business Outlook: Opportunities & Threats

Opportunities:

As stated earlier, your Company is one of the few non-Chinese rubber chemical manufacturers which has capacities in place. Also, to reiterate from the Directors' Report, almost after 30 months post COVID, with lowered travel restrictions and vaccinations in place we could meet international customers to have deeper understanding about their future and how does the Company fit into scheme of things.

These interactions have given your Company the confidence, that it is perfectly placed for the de-risking strategies and is in the right space to encash any business opportunities coming its way. Moreover, your Company's strong R&D capabilities are considered as a very important strength by these Tire majors.

It may be noted that your Company is not only seen as a dependable and quality supplier, but also as a player that offers almost a complete range of rubber chemicals. By virtue of its long association with most international tire majors, your Company also enjoys a preferred-supplier status with their Indian operations. With increasing presence of these players in the Indian market, stands to gain significant leverage as a domestic supplier to these plants as well. Your Company is taking all the necessary steps including any de-bottlenecking initiatives for meeting the short- and medium-term demand and working on feasibility options to meet the long-term requirements.

In line with the future trend of rubber growth over the coming years, auto sector growth and tire industry growth, your Company has a vision to enhance its presence in the global space.

Threats:

Though China accounts for about 80% of World's rubber chemical production, it only consumes about 35% of the same resulting in exportable surplus. This coupled with continued sanctions levied by US (second largest market); makes India (third largest market) a prime destination for aggressive dumping of rubber chemicals by China.

To counter the same, your Company made the necessary applications before the Director General of Trade Remedies (DGTR) for anti-dumping duty in respect of some of its key products. Though the DGTR recommended positive final findings, the Central Government did not accept the recommendation. In terms of available remedies as per the Customs Tariff Act, 1975, your Company preferred an appeal with The Hon'ble CESTAT, New Delhi. The Hon'ble CESTAT has admitted our appeal and directed the Central Government to re-examine their decision based on the final findings issued by the DGTR. This is in line with various petitions filed by different industries which are yet to be disposed of by the Central Government. Some of the petitions are currently being referred to the Hon'ble Delhi High Court and the Apex Court for their directions.

Our Chinese competitors have for long been dumping their products in the Indian market at low prices. The possibility of competitors pursuing an irrational pricing approach cannot be ruled out. This may create pressure on our margins.

Risks & Concerns:

Despite all efforts by the Central Banks of the World to curb the inflationary pressures by rising interest rates, signs of recovery of the World Economy will take a longer time.

A subdued market in the coming months can delay your Company's target to achieve a wider market share.

Also, though your Company has de-risked its supply chain, any disruptions in the supply chain from China can affect the prices of its raw materials very significantly. Chemical Industry is intricately woven to each other and any imbalance in demand-supply for a group of chemicals can threaten the manufacturing activities of several industries.

The Rupee traded in the wide range of ₹ 74–83 per USD. your Company largely continued to mitigate the risk of this volatility through a judicious mix of natural hedge and other tools in the form of forward/ option contracts. Sentiment-driven currency changes can also impact domestic prices and profitability.

The expected delayed onset of monsoon coupled with interest rates ruling firm may lead to fall in the rural demand/ thereby unfavorably impacting some user segments.

Operating & Financial Performance for the Year

The Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

During the year CRISIL & CARE have reaffirmed ratings as CRISIL AA & CARE AA respectively (Double A) (Stable) for long term Bank Facilities (Fund Based facilities) and CRISIL A1+ & CARE A1+ respectively (A One plus) rating for short term Non-Fund Based Bank facilities.

During the year, some Plants were forced to operate at sub-optimal volumes to align with the market environment. Further the energy price increases during the year, corrections in the pent-up latex demand in SE Asian markets, energy crisis in Europe had its effect on the performance of the Company.

A summary of the financial performance of the Company is presented below:

(₹ In Lakhs)

Particulars	2022-23	2021-22
Revenue from Operations	161,657	157,131
Other Income	725	484
Total Income	162,382	157,615
Operating EBIDTA	24,903	28,290

During the year under review, the Company achieved a profit before tax of ₹ 20,070 Lakhs as compared to ₹ 23,959 Lakhs in FY 2021-22.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements), (Amendment), Regulations, 2018, the key financial ratios viz., Debtors turnover, Inventory Turnover, Net profit (%), Debt Equity ratio, Operating Profit Margin (%), Return on Net Worth and Interest Coverage do not exceed the threshold of 25% or more as compared to the immediately preceding financial year. However Current Ratio, exceeded the threshold limits due to deployment of cash profits largely towards short term investments.

Internal control systems

Your Company has in place, the adequate internal control systems and procedures covering all the financial and operating functions. These have been designed to provide adequate assurance to the management regarding compliance with the accounting standards by maintenance of appropriate accounting records, monitoring the economy and efficiency of operations, protecting the assets of the Company from losses, and ensuring the reliability of financial and operational information through proper compliance with the statutory enactments and its rules and regulations. Some of the significant features of the internal control systems and procedures are as follows:

- Appropriate delegation of authority limits with responsibility for incurring capital and revenue expenditures.
- Approval and monitoring of Annual Revenue Budget for all operating and service functions.
- Procedure for approval of capital budget proposals and monitoring the expenditure on such acquisitions.
- Formulating and reviewing the annual and long-term Business Plans.
- A comprehensive Code Of Conduct for ensuring the integrity of financial reporting, ethical conduct, regulatory compliances, and conflict of interest, if any.
- Review of the operations and financial plans in key business areas through monthly management meetings.
- Appointment of Internal Auditors to conduct periodical internal audits on operations, systems, internal control on financial reporting etc and issue reports to the management and the Audit Committee of the Board, regarding the adequacy and compliance with the internal controls and the efficiency and effectiveness of operations.
- An ERP system (SAP) connecting Plant, Regional Sales Offices and Head Office enables the management to evaluate and take decisions based on real time information systems.

The Audit Committee of the Board of Directors regularly reviews the findings of the internal auditors, adequacy of internal controls, financial controls, compliance with the accounting standards, as well as recommends to the Board, the adoption of the quarterly and annual results of the Company and appointment/reappointment of the Internal and Statutory auditors. The Audit Committee also reviews the Related Party Transactions, entered by the Company during each quarter.

Further, the Secretarial Auditors review on periodical basis through their own systems and check lists the status of Compliance with the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended and other SEBI regulations, as may be applicable to the Company.

Human resources

Talented and skilled manpower is an important enabler for a Company to deliver on its growth ambitions and be future ready while remaining competitive. People are the most important and valuable assets of your Company.

During the year, your Company continued its focus on attracting the right talent and building internal capability to meet its current operations requirement as well as the future business expansion and growth plans. One of the key business imperatives was retaining key contributors by leveraging innovative incentive schemes as a motivational and retention strategy.

Your Company continues to curate and deliver technical, behavioral, HSE and leadership learning offerings along with the ISO standards. 'Managerial Skill Development' programs to develop potential managers.

Your Company is committed to enabling a high-performance culture and this year partnered with a reputed external agency to strengthen Employee and Managerial capability to engage in structured performance conversations with a development focus.

During the year, your Company successfully concluded the ***Value-Added Hierarchy*** exercise which aimed at providing a platform for reflection and dialogue, facilitating greater collaboration, and establishing the differential value added by each layer within the organisation. Your Company is now defining phase two of this initiative which will help institutionalise the same.

Your Company has complied with all the regulations pertaining to Factory, Labour and other applicable laws and has sustained very cordial Industrial Relations with the recognised labour Union.

Cautionary statement

Certain statements in the Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations, or predictions may be 'forward looking statements' within the meaning of applicable Securities Laws and Regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, fluctuation in forex rates, changes in Government regulations, tax regimes, economic developments within India and the countries in which business is conducted, and other incidental factors.

Report on Corporate Governance

1. Company's philosophy on Corporate Governance

Corporate Governance forms an integral part of the Company's vision, objectives, and management systems for efficient integration of the Environmental, Social & Governance principles (ESG). The Company's policy on Corporate Governance is based on the principles of ***full disclosure, fairness, equity, transparency, and accountability*** in the various aspects of its functioning, leading to the protection of the stakeholders' interest and an enduring relationship with stakeholders. The Management's commitment to these principles is reinforced through the adherence of all Corporate Governance practices which forms part of the Regulation Nos. 17 to 27 , clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ['Listing Regulations']. The Company has also adopted a Code of Conduct for the Directors and Senior Management Personnel. The Company has in place a Code for Fair Disclosure and Conduct as required under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Company has ensured that strong financial and internal controls, best corporate governance practices, robust compliance framework and Risk Management oversight have been put in place.

2. Board of Directors

a) Board Structure

The Company's Board of Directors comprises of both Independent and Non-Independent Directors. The Company also has one Independent Woman Director on its Board. The number of Independent Directors comprises more than 50% of the total strength of the Board. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations.

The Management of the Company is entrusted in the hands of the Key Management Personnel (KMPs) of the Company and is headed by the Executive Chairman, the Managing Director and the Deputy Managing Director who function under the supervision and control of the Board. The Board reviews and approves strategy and oversees the actions and results of management to ensure that the long-term objectives of enhancing stakeholders' value are met.

Mr. Hrishikesh A. Mafatlal, Executive Chairman and Mr. Priyavrata H. Mafatlal, Non–Executive Director belong to promoter group and are related to each other. None of the other Directors are related to each other, other than as stated above.

None of the Independent Directors has any other material pecuniary relationship(s) or transaction (s) with the Company, its Promoters, or Directors, or Senior Management which, in their judgment, would affect their independence. The Board confirms that based on the written affirmations from each Independent Director, all Independent Directors fulfill the conditions specified for independence as stipulated in the Regulation 16 (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment), Regulations, 2018 ("Listing Regulations) w.e.f. October 1, 2018, and are independent of the Management. Further, the Independent Directors have also registered their names in the Data bank maintained by the Indian Institute of Corporate Affairs as mandated by Companies (Appointment and Qualification of Directors), Rules, 2014 as amended.

The Board of Directors comprises of professionals drawn from diverse fields who bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process. All the Directors of the Company are experienced professionals having knowledge covering a wide range of subjects like chemical business, financial statements, corporate governance, and the related regulatory issues of the business.

The broad composition of the Board of Directors and other details such as names of the listed entities where they hold directorships, category of directorship, their total number of Directorship / Committee positions viz., Chairman/ Member, shareholding in the Company and attendance at the Board Meetings and at the last Annual General Meeting are as under:

Composition of Board of Directors as on March 31, 2023:

Category	No. of Directors
Independent Directors	7*
Other Non-Executive Directors	1
Executive Chairman, Managing Director & the Deputy Managing Director	3
Total	**11**

*Mr. A. Vellayan has been appointed as an Independent Director for a period of 5 years with effect from November 8, 2022 and his appointment has been approved by the shareholders (through postal ballot) on December 28, 2022.

b) **Board meetings held and Directors' attendance record.**

Sr. No.	Name of Director	Category of Director	No of Shares held as on 31-03-2023	No. of Board meetings attended during 2022-23	No. of Directorship in Public Companies as on 31-3-2023*	No. of Board Committee Membership held in Public Companies as on 31-3-2023**		Attendance at last AGM held on July 28, 2022
						Chairman	Member	
1.	Mr. Hrishikesh A. Mafatlal	Executive Chairman –Promoter Group	7,91,468	6	3	0	2	Yes
2.	Mr. Priyavrata H. Mafatlal	Non –Executive Director	12,495	6	2	0	0	Yes
3.	Mr. Rohit Arora	Independent Director	-	6	1	-	1	Yes
4.	Mr. Vilas. R. Gupte	Independent Director	600 $	6	2	1	2	Yes
5.	Mr. D. N. Mungale	Independent Director	-	5	8	5	5	Yes
6.	Mr. P. V. Bhide	Independent Director	-	5	5	1	5	Yes
7.	Ms. Dharmishta N. Raval	Independent Director	-	6	5	1	2	Yes
8.	Mr. Debnarayan Bhattacharya	Independent Director	-	6	1	0	1	Yes
9.	Mr. A. Vellayan #	Independent Director	-	3	3	0	0	NA
10.	Mr. Sudhir R. Deo	Managing Director	8,52,860^	6	1	0	1	Yes
11.	Mr. Anand V. S	Deputy Managing Director	-	6	1	0	0	Yes

* Excludes Directorships held in Private Limited Companies, Foreign Companies and Section 8 companies (having charitable objects etc.) and includes directorship in NOCIL Ltd.

** In accordance with Regulation 26 of the Listing Regulations, Chairmanships / Memberships of only Audit Committee and Stakeholder Relationship & Investors' Grievance Committee of all Public Ltd. Companies, whether listed or not, have been considered including that of NOCIL Ltd.

$ Equity Shares held as a Joint holder.

Mr. A. Vellayan has been appointed as an Independent Director for a period of 5 years with effect from November 8, 2022 and his appointment has been approved by the shareholders (through postal ballot) on December 28, 2022

^ 8,52,850 equity shares are held by Mr. Sudhir R. Deo in exercise of the Company's ESOP Scheme- 2007 and a balance of 10 shares are held prior to the said exercise of the Esops.

c) **Other Directorship positions held in listed entities by Directors and the respective category.**

Sr. No.	Name of Director	Names of listed entities in which Directorship held	Category of Directorship
1.	Mr. Hrishikesh A. Mafatlal	Mafatlal Industries Ltd.	Promoter- Executive Chairman
2.	Mr. Priyavrata H. Mafatlal	Mafatlal Industries Ltd.	Promoter- Managing Director
3.	Mr. Rohit Arora	-	-
4.	Mr. Vilas. R. Gupte	Mafatlal Industries Ltd.	Independent Director
5.	Mr. D. N. Mungale	Tamil Nadu Petroproducts Ltd.	Independent Director
		Mahindra CIE Automotive Ltd.	Independent Director
		Mahindra and Mahindra Financial Services Ltd.	Independent Director
		Mahindra Logistics Ltd.	Independent Director
6.	Mr. P. V. Bhide	Glaxo Smith Kline Pharmaceuticals Ltd.	Independent Director
		L & T Finance Holdings Ltd.	Independent Director
		Borosil Renewables Ltd.	Independent Director
7.	Ms. Dharmishta N. Raval	Zydus Wellness Ltd.	Independent Director
		Zydus Lifesciences Ltd.	Independent Director
8.	Mr. Debnarayan Bhattacharya	-	-
9.	Mr. A. Vellayan	Kanoria Chemical & Industries Ltd.	Independent Director
		Coromandel International Ltd.	Non-Executive Non-Independent Director Chairperson

During the year under review, six (6) meetings of the Board were held by video conferencing in Mumbai on the following dates:

Sr. No.	Date of Meeting	Board Strength	No. of Directors present
1.	April 14, 2022	11	10
2.	May 17, 2022	10	10
3.	July 28, 2022	10	9
4.	November 8, 2022	11	11
5.	February 10, 2023	11	11
6.	March 24, 2023	11	10

The maximum gap between the two Board Meetings held during the year was not more than 120 days.

Dates for the Board Meetings in the ensuing year are decided well in advance and communicated to the Directors. Board Meetings are held at the Registered Office of the Company by virtual or hybrid means (as permitted by the Ministry of Corporate Affairs (MCA) vide its notification dated June 15, 2021 and as per the availability of the Directors) The Agenda along with the Notes are mailed in advance to the Directors. Additional Meetings of the Board are held when deemed necessary.

At the beginning of all the Board meetings (including the Committee meetings), all the Directors, the Company Secretary, and other invitees, if any, confirm that:

- They have received the detailed agenda notes on time.
- That no one else other than the participants are having access to the proceedings of the meeting and
- That they were able to see and hear everyone clearly.

As required by Secretarial Standards issued by Institute of Company Secretaries of India (ICSI), certain Unpublished Price Sensitive Information (UPSI) such as Unaudited / Audited Financial Results with presentations thereon is being circulated to the Board Members at a shorter Notice as per the general consent given by the Board of Directors at the first Board Meeting held at each financial year.

The Sixtieth (60th) Annual General Meeting was held on July 28, 2022.

Pursuant to requirements of Regulation 26 of the Listing Regulations, none of the Company's Directors is a member of more than 10 committees or Chairman of more than 5 committees across all public companies in which he is a Director.

d) Major functions of the Board

The Company has clearly defined the roles, functions, responsibility, and accountability of the Board of Directors. In addition to its primary role of monitoring corporate performance, the major functions of the of the following

- Formulating and reviewing the steps/ initiatives and measures towards ensuring compliance with the ESG parameters and progressively move towards Sustainability.
- Formulating strategic and business plans.
- Reviewing and approving financial plans and budgets.
- Monitoring corporate performance against strategic and business plans.
- Review of Business risk issues.
- Ensuring ethical behaviour and compliance with laws and regulations and
- Reviewing and approving borrowing limits.

e) Skills / Expertise / Competencies of the Board:

The Board comprises of people with varied experiences in different areas who bring in the required skills, competencies and expertise that allow them to make an effective contribution to the Board and its Committees. The below list summarises the key skills, expertise and competencies that the Board thinks necessary for the proper functioning in the context of the Company's business and industry and which in the opinion of the Board , its members possess :- (1) Commercial; (2) Finance including audit accounts and taxation ; (3) Sales and Marketing ; (4) Science & Technology including I.T; (5) General Management & Human Resources ; and (6) Legal and advisory .

S. No	Name of the Director	Skills/Expertise/Competencies they hold
1.	Mr. Hrishikesh A. Mafatlal	Commercial, Finance, Legal, General Management, Domain Industry, Sales & Marketing.
2.	Mr. Sudhir R. Deo	Commercial, Finance, Legal, General Management, Domain Industry, Sales & Marketing, Science & Technology
3.	Mr. D.N Mungale	Commercial, Finance, Legal, General Management, Domain Industry, Sales & Marketing.
4.	Mr. Rohit Arora	Commercial, Finance, Legal, General Management, Domain Industry, Sales & Marketing, IT
5.	Mr. P.V Bhide	Commercial, Finance, Legal, General Management, Domain Industry, Sales & Marketing, Science & Technology
6.	Mr. Vilas R Gupte	Commercial, Finance, Legal, General Management, Domain Industry, Sales & Marketing.
7.	Mr. Debnarayan N Bhattacharya	Commercial, Finance, General Management, Domain Industry, Sales & Marketing, Science & Technology
8.	Ms. Dharmishta Raval	Commercial, Finance, Legal, General Management, Domain Industry.
9.	Mr. A. Vellayan	Commercial, Finance, General Management, Domain Industry, Sales & Marketing.
10.	Mr. Priyavrata H. Mafatlal	Commercial, Finance, General Management, Domain Industry, Sales & Marketing.
11.	Mr. Anand V.S.	Commercial, General Management, Domain Industry, Sales & Marketing, Science & Technology

f) **Familiarisation Programme**

Periodically, the Company provides a familiarisation programme for the Independent Directors to enable them to understand the business of the Company. Detailed presentations relating to Manufacturing & Technical operations, financial performance and Marketing initiatives are made at each of the quarterly Board meetings. The Management also endeavours to apprise the Directors regarding their responsibilities in case of change / amendment to the Rules and Regulations. The details of the familiarisation programme have been displayed on the Company's website and its weblink is https://www.nocil.com/images/fckeditor/file/Familiarization-Programme-for-IDS.pdf.

g) **Independent Directors' Meeting**

During the year under review, the Independent Directors met on March 24, 2023, inter alia to discuss:

- Overall operations
- Business Strategy
- Overall performance of the Senior Management and their succession plan

All Independent Directors were present at the meeting. Pursuant to the requirements of the Listing Regulations and Schedule IV of the Companies Act, 2013 on Code of Conduct of the Independent Directors, the Independent Directors had reviewed and evaluated the performance of Non-Independent Directors and the Board as a whole and the same was found satisfactory. Further, pursuant to the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended, all the Independent Directors have also furnished a declaration to the effect that their names are included in the Database maintained by the Indian Institute of Corporate Affairs.

3. Audit Committee

The total strength of the Audit Committee is 5 Members, all of whom are in the Independent Category. The norms require 2/3rd of the members to be Independent Directors.

Mr. D.N Mungale is the Chairman of the Audit Committee.

The composition of the Audit Committee and the details of meetings attended by the Members during the year are given below.

Name of Members	Category	No. of Meetings attended during the year 2022-23
Mr. D.N. Mungale, Chairman	Independent Director	3
Mr. Rohit Arora	Independent Director	4
Mr. Vilas R. Gupte	Independent Director	4
Mr. P. V. Bhide	Independent Director	4
Mr. Debnarayan Bhattacharya	Independent Director	4

During the year Four (4) Audit Committee Meetings were held, the dates of which are as follows: May 17, 2022; July 28, 2022; November 8, 2022, and February 10, 2023.

The requisite quorum was present at all the meetings.

The Audit Committee Meetings are also attended by the Executive Chairman, Managing Director, Deputy Managing Director, Chief Financial Officer, and the Company Secretary. The Vice President – Marketing is invited to attend the meetings, as and when required. The Company Secretary acts as the Secretary of the Audit Committee.

The Board of Directors has appointed M/s. Aneja Associates, Chartered Accountants, as Internal Auditors to conduct the internal audit of the various areas of operations and records of the Company. The periodical reports of the said internal auditors were regularly placed before the Audit Committee along with the comments of the management on the action taken to correct any observed deficiencies in the working of the various departments.

The scope of the activities of the Audit Committee is as set out in Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013 and SEBI (Prohibition of Insider Trading) Regulations, 2015 and the amendments made thereto.

The terms of reference of the Audit Committee are broadly as follows:

a) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that financial statement is correct, sufficient, and credible.

b) To engage Consultants who can analyze / review the internal practices and give a report thereon to the Audit Committee from time to time in respect of the Company's Financial Reporting and controls thereto.

c) To reccommend the appointment/ re-appointment, remuneration and terms of appointment of the Internal and Statutory Auditors of the Company.

d) To recommend the appointment/re-appointment and remuneration of the Cost Auditor and to review the Cost Audit Report.

e) To recommend the appointment/ re-appointment and remuneration of the Secretarial Auditor.

f) To review and monitor the Auditor's independence and performance, and effectiveness of audit process.

g) Examination of the financial statements and the Auditors' report thereon.

h) Approval or any subsequent modification of transactions of the Company with Related Parties.

i) Scrutiny of inter-corporate loans and investments.

j) Valuation of undertakings or assets of the Company, wherever it is necessary.

k) Evaluation of internal financial controls and risk management systems.

l) To review the Internal Control over Financial Reporting.

m) To review the functioning of the Whistle blower mechanism

n) Monitoring the end use of funds raised through public offers and related matters.

o) To review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the amendments made thereto from time to time, at least once in a financial year and to verify that the systems for internal control are adequate and are operating effectively.

p) To review the annual declarations made by the Promoters and Promoter group companies regarding encumbrance, whether directly or indirectly, on shares of the Company pursuant to the provisions of SEBI (Substantial Acquisition of Shares and Takeover), Regulations, 2011, as amended.

q) To review the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees one hundred Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

r) To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee also assures the Board about the adequate internal control procedures and financial disclosures to be commensurate with the size of the Company and in conformity with the requirements of the Listing Regulations.

4. Share Transfer Committee

The present members of the Committee are Mr. Hrishikesh A. Mafatlal, Executive Chairman, Mr. Sudhir R. Deo, Managing Director, and Mr. Priyavrata H. Mafatlal, Non –Executive Director.

The Committee takes note of the cases wherein the equity shares have been transferred to Investor Education & Protection Fund (IEPF) and the legal heirs of such shareholders have approached the Company, after completion of the requisite formalities, for re-claiming their shares from the IEPF. The Committee meets periodically and minutes of such meetings are put up to the Board. The Company's Registrar and Share Transfer Agents verify the required documents of cases of Transmission / issue of Duplicate Share Certificates and recommend the same for approval of the Committee. Further, as per Regulation 40(2) of the Listing Regulations, a report on deletion of name/ issue of duplicate share certificate/ transmission of securities is also placed at each meeting of the Board of Directors.

During the year under review, the Company has transferred 1,00,697 Equity shares belonging to those shareholders holding shares both in dematerialised form as well as physical form, who had not uncashed their Dividend for a period of 7 years or more beginning from the Financial Year 2014-15 so as to comply with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the amendments thereto. The details of the same have been given in the Directors' Report for the Financial Year 2022-23 under the heading 'Transfer of Unpaid Dividend and corresponding Equity Shares to the Investor Education and Protection Fund (IEPF)'. Out of 18,88,809 equity shares transferred by the Company to IEPF from the Financial Years 2017-18 to 2022-23, the Authority has credited 54,970 equity shares to the demat account of the claimants on completion of requisite formalities. As on March 31, 2023, the balance number of shares lying with IEPF is 18,33,839.

5. Stakeholders Relationship and Investors' Grievance Committee

The Company has constituted the Stakeholders Relationship and Investors' Grievance Committee in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations.

Ms. Dharmishta N Raval, an Independent Director is the Chairperson and Member of the Committee and was present at the Company's Annual General Meeting held on July 28, 2022.

The composition of the Stakeholders Relationship and Investors' Grievance Committee and the details of meetings attended by the Members during the year are given below:

Name of Members	Category	No. of Meetings attended during the year 2022-23
Ms. Dharmishta N. Raval, Chairperson	Independent Director	1
Mr. Hrishikesh A. Mafatlal	Executive Chairman (Promoter Group)	1
Mr. Sudhir R. Deo	Managing Director	1
Mr. Vilas. R. Gupte	Independent Director	1

During the year One (1) Stakeholders' Relationship and Investors' Grievances Committee Meeting was held on August 30, 2022. The requisite quorum was present at the meeting.

The Committee reviews the complaints received by the Company from its investors and the action taken by the management to sort out these complaints.

The Company received 6 complaints from shareholders during the Financial Year 2022-23 and all the said complaints have been resolved amicably.

The Company Secretary acts as the Secretary of the Committee.

Name, designation, and address of the Compliance Officer:

Mr. Amit K. Vyas,

Assistant Vice President (Legal) & Company Secretary,

Mafatlal House, 3rd Floor, H. T. Parekh Marg,

Backbay Reclamation, Churchgate, Mumbai – 400 020.

Email id: - amit.vyas@nocil.com

The terms of reference of the Stakeholders Relationship and Investor Grievance Committee are broadly as follows:

a) Resolving the grievances of the Shareholders of the Company including complaints related to non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

b) Review of measures taken for effective exercise of voting rights by shareholders.

c) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

d) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company.

e) Review of the status of Compliance by the RTA with applicable SEBI regulations.

6. Nomination and Remuneration Committee

A. Composition and Scope

The composition of the Nomination and Remuneration Committee (NRC) is as follows and the details of meetings attended by the Members during the year are given below:

Name of Members	Category	No. of meetings attended during the Year 2022-23
Mr. Rohit Arora, Chairman	Independent Director	2
Mr. Hrishikesh A. Mafatlal	Executive Chairman	2
Mr. D.N. Mungale	Independent Director	2
Mr. Debnarayan Bhattacharya *	Independent Director	1

Mr. Debnarayan Bhattacharya was inducted into the Committee w.e.f May 17, 2022.

During the year, two (2) NRC Meetings were held on April 28, 2022, and October 11, 2022.

The scope of the activities of the NRC is as set out in Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013 as amended. The same are as follows:

a) Recommending to the Board the Appointment / re-appointment of Executive Chairman / Managing Director / Deputy Managing Director.

b) Reviewing the performance of the Executive Chairman /Managing Director / Deputy Managing Director basis the Company's performance.

c) Recommend to the Board remuneration including Salary, Perquisites and Performance Bonus to be paid to the Company's Executive Chairman / Managing Director / Deputy Managing Director.

d) Review of the Remuneration Policy of the Company in line with amended Rules and Regulations, market trends to attract and retain the right talent.

e) Review and approval of elevation / promotions and revision in remuneration of the Senior Management of the Company.

f) Grant of Employees Stock Options to Designated Employees and allotment of Equity Shares on exercise of the ESOPs.

g) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel, and other employees.

h) Formulation of criteria for evaluation of performance of Independent Directors and the Board.

i) Devising a policy on Board diversity.

j) Identifying people who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

k) Specify the manner of evaluation of the performance of the Board, its Committees, and the individual Directors to be carried out either by the Committee or by the Board or by the independent external agency and review its implementation and compliance.

l) For every appointment of an Independent Director, the NRC shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For identifying suitable candidates, the Committee may:

a) uses the services of external agencies, if required.

b) considers candidates from a wide range of backgrounds, having due regard to diversity and

c) considers the time commitments of the candidates.

In view of the amended provisions of Section 178 of the Companies Act, 2013, the performance of Board, its Committees, and each Director (excluding the director being evaluated) has been evaluated by the Board on the basis of engagement, leadership, analysis, decision making, communication, governance, interest of stakeholders etc.

B. Remuneration Policy

The Nomination and Remuneration Committee while deciding the remuneration package of the Directors and the Key Managerial Persons (KMPs) ensures that:

i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

ii) the relationship of remuneration to performance is clear and meets the appropriate performance benchmarks.

iii) remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals; and

iv) specify the manner of effective evaluation of the performance of the Board, its committees, and individual directors to be carried out either by the Board or by the NRC or by an independent external agency and review its implementation and compliance.

The Non-Executive Directors (NEDs) are paid remuneration by way of Sitting Fees and Commission. At the 57th Annual General Meeting held on July 30, 2019; Shareholders' approval was taken for extension of their approval for payment of commission at the rate not exceeding 1 % p.a. for a further period of five years from September 1, 2019, to cover the Financial Years from 2019-20 to 2023-24. The Commission is paid at a rate not exceeding 1% per annum of the profits of the Company computed in accordance with Sections 197 and 198 of the Companies Act, 2013. The distribution of Commission amongst the NEDs is placed before the Board and distributed as decided by the Board based on the recommendation of the Nomination and Remuneration Committee.

C. Remuneration of Directors

(₹ in Lakhs)

Name of the Director	Salary, Allowances / Perquisites & Performance Bonus, ESOPs	Contribution to Funds	Total
Mr. Hrishikesh A. Mafatlal, Executive Chairman	447	28	475
Mr. Sudhir R. Deo, Managing Director	311	45	356
Mr. Anand V.S., Deputy Managing Director	225	27	252

The Nomination and Remuneration Committee at its meetings held on various dates granted 14,73,400 Stock Options to Mr. Sudhir R. Deo, Managing Director and 5,600 Stock Options to Mr. Anand V.S., Deputy, Managing Director under Employees Stock Options Scheme- 2007. Stock Options are issued at the exercise price being the closing price on the previous day of date of grant at the Exchange at which the largest numbers of shares were traded. The options would be vested in 4 equal annual Instalments beginning at the end of one year from the date of grant. The exercise period would commence one year from the date of grant and will expire on completion of ten years from the date of grant of options. As per the Company's Employee Stock Option Scheme - 2007 as amended, if an employee retires from the Company, he shall exercise his vested options within 120 months or the remaining validity of the options, whichever is earlier.

The details of the options exercised by Mr. Sudhir R. Deo and Mr. Anand V.S. are given below:

Name of the Director	No. of shares held on April 1, 2022	No. of ESOPs exercised during the 2022-23	No. of Equity Shares sold during the 2022-23	No. of Equity Shares held as on March 31, 2023
Mr. Sudhir R. Deo, Managing Director	8,52,850	-	-	8,52,850
Mr. Anand V.S., Deputy Managing Director	-	-	-	-

Commission / Sitting Fees to Non-Executive Directors for the financial year 2022-23 for attending Board and Committee Meetings.

(₹ In Lakhs)

Name of the Director	Sitting Fees	Commission*	Total
Mr. Rohit Arora	9.75	20.00	29.75
Mr. Vilas R. Gupte	11.25	20.00	31.25
Mr. D. N. Mungale	8.25	20.00	28.25
Mr. P.V. Bhide	9.00	20.00	29.00
Ms. Dharmishta N. Raval	8.25	20.00	28.25
Mr. Debnarayan Bhattacharya	12.00	20.00	32.00
Mr. Priyavrata H. Mafatlal	4.50	20.00	24.50
Mr. A. Vellayan	3.75	20.00	23.75
Total	**66.75**	**160.00**	**226.75**

* On accrual basis

7. Corporate Social Responsibility (CSR) Committee

The composition of the CSR Committee is as follows and the details of meetings attended by the Members during the year are given below:

Name of Members	Category	No. of meetings attended during the Year 2022-23
Mr. Hrishikesh A. Mafatlal, Chairman	Executive Chairman (Promoter Group)	3
Ms. Dharmishta N. Raval	Independent Director	3
Mr. Vilas R. Gupte	Independent Director	3
Mr. Sudhir R. Deo	Managing Director	3

During the year 2022-23, three (3) Committee meetings were held on May 12, 2022, August 30, 2022, and December 13, 2022.

The Company has complied with the necessary requirements under the Companies Act, 2013 in this regard.

The terms of reference of the CSR Committee broadly comprises:

- To review the Company's existing CSR Policy and to supervise and monitor the activities undertaken by the Company as specified in CSR Policy and Schedule VII of the Companies Act, 2013.
- To consider and recommend to the Board for approval the Annual CSR Budget and plan towards the CSR contributions.

- To provide guidance on various CSR activities undertaken by the Company.
- To recommend to the Board for ratification of the CSR contributions, approved by the Executive Chairman / Managing Director under his powers.

8. Risk Management Committee

The Risk Management Committee (RMC) was constituted by the Board pursuant to Regulation 21(4) of the Listing Regulations.

The composition of the Risk Management Committee (RMC) is as follows and the details of meetings attended by the Members during the year are given below:

Name of Members	Category	No. of meetings attended during the Year 2022-23
Mr. P. V. Bhide	Independent Director	3
Mr. Hrishikesh A. Mafatlal	Executive Chairman (Promoter Group)	4
Mr. Sudhir R. Deo	Managing Director	4
Mr. Anand V.S.	Deputy Managing Director	4
Mr. Debnarayan Bhattacharya	Independent Director	4
Mr. A. Vellayan*	Independent Director	1
Mr. P. Srinivasan**	President Finance & CFO	4

****Mr. A. Vellayan, Independent Director was inducted on the Risk Management Committee by the Board on November 8, 2022.***

***** Mr. P Srinivasan is a Management Representative on the Committee***

During the year, four (4) RMC Meetings were held on April 15, 2022, August 24, 2022, November 8 ,2022 and March 24, 2023

The terms of reference of the RMC as set out in Regulation 21 of the Listing Regulations is as follows:

a) To review Enterprise Risk Management (ERP) -Sustainability (ESG related risks is a part of Enterprise Risk.

b) To review business continuity.

c) To periodically review the process technology updates.

d) To review Competitor Action plans.

e) To periodically review the IT/Cyber security systems.

f) To periodically upgrade the environment standards at all the manufacturing locations including ancillary units.

g) To review the foreign exchange policy.

h) To review Human Capital and succession planning and create proper / adequate organisational structure at all levels.

i) To explore diversification opportunities in related areas of our strength from time to time.

j) To periodically review programme of investment proposals under implementation.

k) To review Legal and Statutory Compliances

l) To insure all assets adequately.

m) Formulation of Risk Policy and its periodic review

9. General Body Meetings

The venue and timings of the last three Annual General Meetings are given below:

Financial year	Date	Location	Time
2019-20	August 28, 2020	Video Conferencing (VC)/Other Audio-Visual Means (OAVM) at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai 400 020	3.00 p.m.
2020-21	August 3, 2021	Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai 400 020	2.30 p.m.
2021-22	July 28, 2022	Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai 400 020	3.00 p.m.

The number and particulars of Special Resolutions which were passed in the last three Annual General Meetings are as follows:

Date of Annual General Meeting	Number and particulars of Special Resolutions passed
August 28, 2020	No special resolution was passed.
August 3, 2021	a) Redesignation of Mr. Vilas R. Gupte as an Independent Director of a Company for a period of five (5) Years. b) Appointment of Mr. Hrishikesh A. Mafatlal as the Executive Chairman for a period of five (5) Years, he attains the age of 70 years during his tenure.
July 28, 2022,	No special resolution was passed.

No business was required to be transacted through Postal Ballot at the above meetings and none is required to be transacted through postal ballot at the ensuing 61st Annual General Meeting.

Postal Ballot

During the year, the Company had approached the Shareholders in November 2022 through Postal Ballot. Details of which are as under:

Date of Postal Ballot Notice	November 8, 2022
Voting period	November 29, 2022, to December 28, 2022
Date of approval	December 28, 2022
Date of declaration of Result	December 29, 2022

Name of the Resolution	Type of Resolution	No. of votes polled	No. of Votes – in favour	No. of Votes – against	% Of Votes in favour on votes polled	% Of votes against on votes polled
Appointment of Mr. A. Vellayan. (Holding DIN: 00148891) as an Independent Director.	Special	7,15,77,070	7,15,50,653	26,417	99.96	0.04

The Company successfully completed the process of obtaining the approval of its shareholders for Special Resolution on the item as mentioned above through Postal Ballot.

Ms. Sarvari Shah of M/s. Parikh & Associates, Company Secretaries (Membership No. FCS -9697) was appointed as the Scrutiniser for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Procedure for Postal Ballot

In compliance with Regulation 44 of the Listing Regulations and Section 108 and other applicable provisions of the Act read with the Rules, the Company was pleased to provide e voting facility to enable the shareholders of the Company to cast their votes electronically, instead of circulation of the physical Postal Ballot Forms. The MCA has, vide the General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020, respectively permitted the dispatch of Postal Ballot Notices by email to the shareholders who have registered their email ids with the Company / RTA / Depository Participant / Depository and secure their votes through e-voting. In respect of those shareholders who have not registered their email ids, the Company provided the mechanism in the Notice to register their email ids and a public notice to that effect was published. Members (whether holding shares in demat form or in physical form) were requested to cast their votes by E-voting. The Company had engaged the services of National Securities Depository Ltd. (NSDL) for the purpose of providing e-voting facility to all its members.

The scrutiniser submitted his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot were then announced by the Chairman on December 29, 2022. The results were also displayed on the Company's website viz., www.nocil.com and were communicated to the stock exchanges, the Depositories (NSDL and CDSL) and Registrar and Share Transfer Agent. The last date for the receipt of duly e-voting was the date on which the resolution was deemed to have been passed, if approved by the requisite majority.

10. Means of communication

The Board takes on record the audited / unaudited yearly/ quarterly financial results prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS Rules) in the format prescribed under Regulation 33 of the Listing Regulations read with Circular Ref No. CIR/CFD/FAC/62/2016 dated July 5, 2016 issued by SEBI within prescribed time limit from the closure of the quarter / year and announces the results to all the stock exchanges where the shares of the Company are listed. The Company has been publishing the results in the format as prescribed by SEBI in the Economic Times and Maharashtra Times within 48 hours of the conclusion of the meeting of the Board in which they are approved.

I) The quarterly, half-yearly and annual results of the Company are submitted to the Statutory Auditors of the Company for a limited review and the report of the Auditors is also filed with all Stock Exchanges after the Board of Directors approves it.

II) The quarterly results are not sent to each shareholder as shareholders are intimated through press/media.

III) The Company's website www.nocil.com provides information about the Company to its existing and prospective stakeholders. The quarterly results are displayed on the Company's website along with other relevant information.

IV) The Company also makes presentations on the Operational and Financial Highlights to the Analysts which are hosted on the Company's website viz., www.nocil.com and submitted to the Stock Exchanges.

V) The Company has created a separate e-mail address viz. investorcare@nocil.com to receive complaints and grievances of the investors.

11. General Shareholder Information

i) Annual General Meeting:

Date and time	:	July 31, 2023 at 3.00 PM
Venue	:	Mafatlal House, 4th Floor, Backbay Reclamation, Mumbai - 400 020 (through Video Conferencing)

ii) Financial Year of the Company

The financial year covers the period 1 April to 31 March.

Financial reporting for 2023-24 (Indicative):

Quarter ending in June 2023	:	July 2023
Half year ending in September 2023	:	November 2023
Quarter ending in December 2023	:	end January 2024
Year ending in March 2024	:	end April / May 2024
Annual General Meeting (2023-24)	:	end July 2024

iii) Dividend Payment Date

On or after August 8, 2023 (If approved in the forthcoming 61st Annual General Meeting)

Report on Corporate Governance (Contd.)

iv) Listing of Equity Shares on Stock Exchanges and Stock Code

Equity shares of the Company are listed on:

	Name of the Stock Exchange	Stock Code
1.	BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001	500730
2.	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	NOCIL

The Company has paid the Listing Fees to Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. for 2023-24.

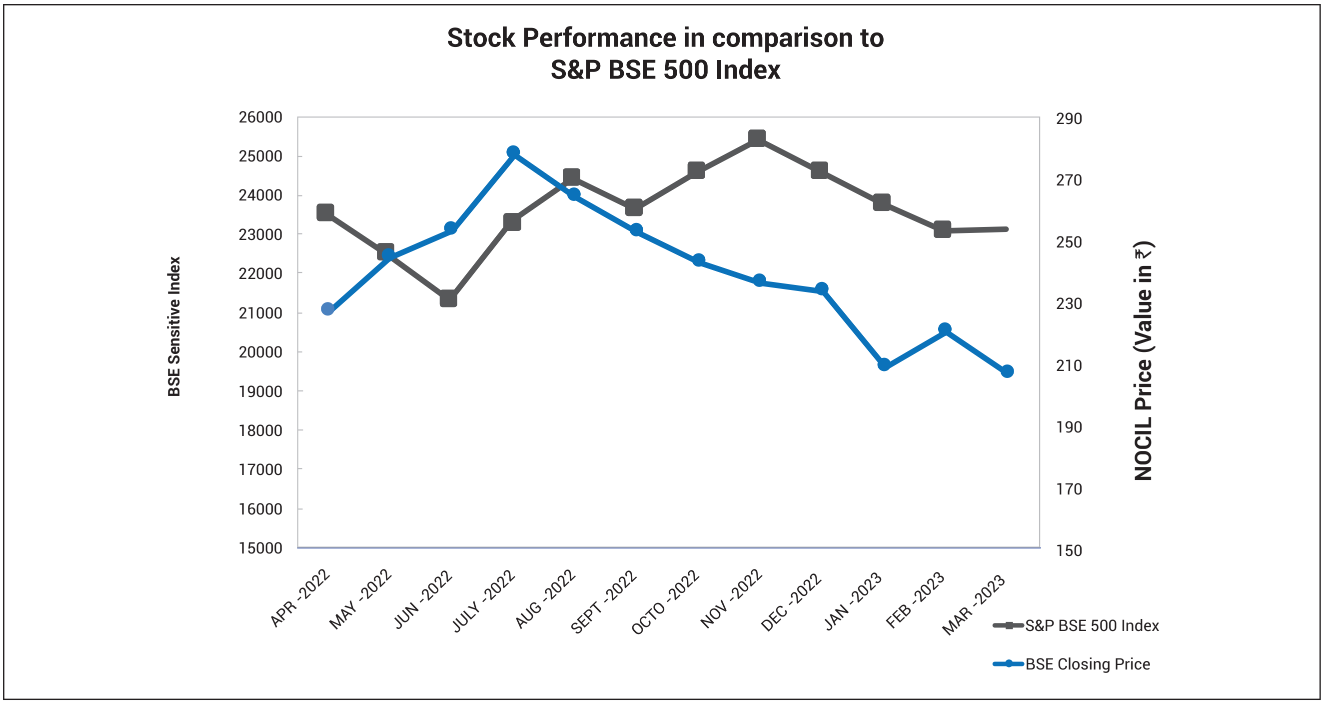
v) Stock market data

The monthly high / low quotation of shares traded on the Bombay Stock Exchange and the National Stock Exchange of India is as follows:

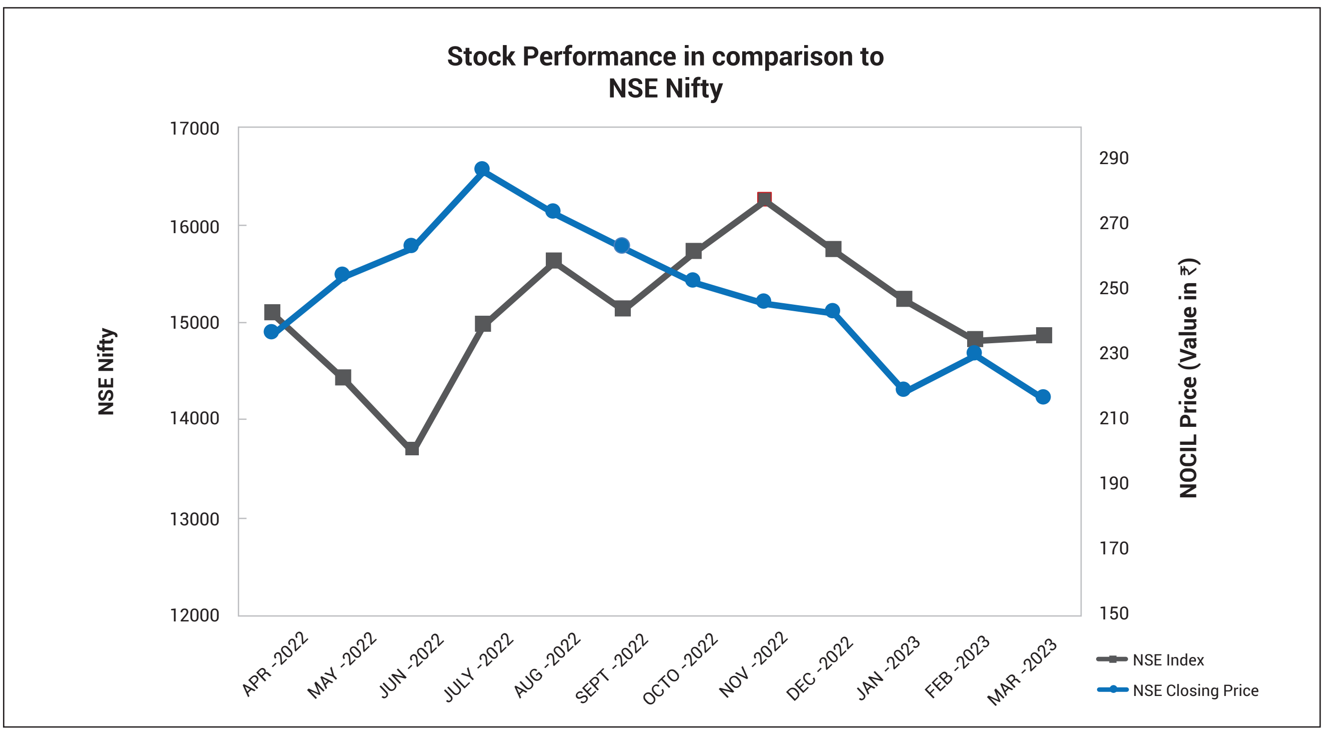
(Figures in ₹)

Bombay Stock Exchange Ltd. (BSE)			National Stock Exchange of India Ltd. (NSE)		
Month	High	Low	Month	High	Low
April, 2022	252.65	215.00	April, 2022	252.60	217.40
May, 2022	266.00	221.65	May, 2022	266.30	221.40
June, 2022	274.15	229.40	June, 2022	274.85	229.40
July,2022	294.50	244.45	July,2022	294.50	244.35
August,2022	278.95	251.25	August,2022	279.00	252.00
September, 2022	294.85	238.60	September, 2022	294.90	239.00
October, 2022	271.90	242.00	October, 2022	272.00	241.90
November, 2022	247.05	212.55	November, 2022	247.30	218.15
December, 2022	247.40	222.60	December, 2022	247.90	223.10
January, 2023	246.60	201.45	January, 2023	246.90	201.55
February, 2023	232.70	202.00	February, 2023	234.55	202.00
March, 2023	229.70	199.05	March, 2023	230.00	199.10

vi) NOCIL Stock Performance in comparison to S&P BSE 500 Index



NOCIL Stock Performance in comparison to NSE 500 Index



vii) Registrar and Share Transfer Agent (RTA):

The Company has appointed KFin Technologies Ltd. (Formerly known as KFin Technologies Pvt. Ltd.) as the RTA.

Address for Investor correspondence

KFin Technologies Ltd.
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad – 500 032.
Telephone No. : 040 – 6716 2222
Fax no. : 040 - 2343 1551
Email id: einward.ris@kfintech.com

viii) Share Transfer system

As per Regulation 40 of the Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialised form, with effect from April 1, 2019. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Transfers of equity shares in electronic form are effected through the Depositories with no involvement of the Company. Any Director of the Company or the Company Secretary is empowered to approve transfers.

Pursuant to SEBI circular dated January 25, 2022, securities of the Company shall be issued in dematerialised form only while processing service requests in relation to issue of duplicate securities certificate, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

ix) Distribution of shareholding

a) Distribution of shareholding by Size as on March 31, 2023

Sr. No.	No. of shares	No. of Shareholders	% of Shareholders	No. of shares held	% of shareholding
1.	upto 1 - 5000	1,62,171	89.13	1,76,70,947	10.60
2.	5001 - 10000	10,126	5.57	81,94,330	4.92
3.	10001 - 20000	5,267	2.89	79,75,233	4.79
4.	20001 - 30000	1,578	0.87	40,25,342	2.41
5.	30001 - 40000	677	0.37	24,28,287	1.46
6.	40001 - 50000	579	0.32	27,59,356	1.66
7.	50001 - 100000	832	0.46	61,55,276	3.69
8.	100001 & ABOVE	717	0.39	11,74,34,084	70.47
	Total:	**1,81,947**	**100.00**	**16,66,42,855**	**100.00**

b) Shareholding pattern by Ownership as on March 31, 2023

Sr. No.	Ownership	No. of shares held	% of shareholding
1.	Promoters	5,63,91,184	33.84
2.	Mutual Funds	57,75,798	3.47
3.	Alternative Investment Fund	7,21,700	0.43
4.	Banks	26,487	0.02
5.	Insurance Companies	26,09,926	1.57
6.	NBFC Registered with RBI	29,100	0.02

Sr. No.	Ownership	No. of shares held	% of shareholding
7.	Financial Institutions	130	0.00
8.	Foreign Portfolio -Corp	89,83,321	5.39
9.	Central Government	1,460	0.00
10.	Shareholding by Companies or Bodies Corporate where Central /State Government is a Promoter	530	0.00
11.	Directors and their Relatives (excluding Independent Directors and nominee Directors)	8,52,860	0.51
12.	Key Managerial Personnel	5,000	0.00
13.	Investor Education and Protection Fund (IEPF)	18,33,839	1.10
14.	Resident Individuals	7,50,00,591	45.01
15.	Non- Resident Indians	28,41,024	1.70
16.	Bodies Corporate	86,65,292	5.20
17.	Clearing Members	73,163	0.04
18.	HUF	28,24,393	1.70
19.	Trusts	7,057	0.00
	Total	**16,66,42,855**	**100.00**

x) Demat information

The shares of the Company were held in dematerialised form with effect from May 29, 1999. As on March 31, 2023, about 98.84% of shareholding representing 16,47,13,212 shares of the Company have been dematerialised. The Company has executed agreements with both NSDL and CDSL for demat of its shares.

ISIN numbers in NSDL and CDSL for equity shares	INE 163A01018

xi) Outstanding ADRs/GDRs/Warrants or any Convertible instruments, conversion date and likely impact on equity.

The Company has not issued any ADRs/GDRs/ Warrants or any Convertible instruments.

xii) Foreign Exchange Risk and Hedging activities:

The risk of exchange rate volatility is mitigated by effecting the imports payments out of the Export Earnings in Foreign Currency. The Company enjoys a natural hedging through the EEFC Account and in case of surplus, the same is adjusted against spot rate / forward rate / Option contracts as may be decided by the Management at the relevant point of time.

xiii) Plant locations

Navi Mumbai	:	C-37, Trans Thane Creek Industrial Area, Off Thane Belapur Road, Navi Mumbai – 400 705, Maharashtra, Tel. Nos.: 022 – 66730551– 4.
Dahej	:	Plot No. 12/A/1 and 13/B/1, G.I.D.C., Dahej, Village-Ambheta, Tal. Vagra, Dist. Bharuch – Gujarat, Tel. Nos.: 02642 – 392130.

xiv) Address for Correspondence

NOCIL Ltd.
Mafatlal House, 3rd Floor, H.T. Parekh Marg,
Backbay Reclamation, Churchgate.
Mumbai –400 020.
Email id: investorcare@nocil.com

xv) List of credit ratings obtained

The following ratings have been reaffirmed / assigned to the Company for its Bank facilities:

Bank Facilities	Rating	
	CARE Ratings Ltd.	CRISIL Ltd.
Long Term Bank facilities (Fund based)	AA	AA
Short Term Bank facilities (Non-fund based)	A1+	A1+

12. Other

A. Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large:

The Company does not have any related party transactions, which may have potential conflict with the larger interests of the Company. The disclosures of transactions with the related parties entered by the Company in the normal course of business are given in the Notes to Financial Statements.

B. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on any matter related to capital markets, during the last three years:

There were no instances of non-compliance of any matter related to the capital markets during the last three years and the Company has complied with the requirements of regulatory authorities on capital markets.

C. Vigil Mechanism / Whistle Blower Policy

The Company has adopted an **Ethical Code Of Conduct** for the highest degree of transparency, integrity, accountability, and Corporate Social Responsibility. Vigil Mechanism / Whistle Blower Policy form an important component of the said code of conduct . Any actual or potential violation of the Code would be a matter of serious concern for the Company. The Directors, Employees or any person dealing with the Company can play an important role in pointing out such violations of the code.

Accordingly, this policy has been formulated with a view:

- To provide a mechanism for employees of the Company and other persons dealing with the Company to report to the Chairman of the Audit Committee; or Managing Director who is nominated by the Audit Committee, any instance of unethical behaviour, actual or suspected fraud or violation of the Company's Ethics Policy,
- To safeguard the confidentiality and interest of such employees / other persons dealing with the Company against victimisation, who notice and report any unethical or improper practices and
- To appropriately communicate the existence of such a mechanism, within the organisation and to outsiders.

To meet the objective of the Policy a dedicated e-mail Id – vigilmechanism@nocil.com has been activated. There has been a change in the said policy during the financial year. Necessary amendments to the policy have been carried out in line with the regulatory requirements.

The Policy has been posted on the website of the Company viz., https://www.nocil.com/images/fckeditor/file/Vigil_Mechanism_Whistle_Blower_Policy.pdf

No employee and or other person has been denied access to the Chairman of the Audit Committee or the Managing Director.

D. Details of compliance with mandatory requirements:

All the mandatory requirements of Regulations 17 to 27 of the Listing Regulations have been complied with by the Company.

E. Policy on Subsidiary Companies

In terms of the conditions/requirements of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has adopted the policy of subsidiary companies with specific reference to materially listed and unlisted subsidiary companies and the policy to be followed in such eventualities. As a matter of information, as on date, the only wholly owned subsidiary company viz. PIL Chemicals Ltd. is not falling under the category of Materially Unlisted

Subsidiary Company in terms of the definition under Regulation 24 of the Listing Regulations. The Policy for determining the material subsidiaries is available at https://www.nocil.com/images/fckeditor/file/Policy-on-Material-Subsidiaries.pdf

F. Policy on Related Party Transactions

In terms of Section 188 of the Companies Act, 2013 and the Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had formulated a policy on materiality of Related Party Transactions and on dealing with Related Party Transactions.

The Policy is intended to ensure that there is proper approval and reporting of transactions between the Company and its Related parties. The Policy, after carrying out the necessary modifications in line with the amendments made from time to time, is placed on the website of the Company viz., https://www.nocil.com/images/fckeditor/file/Policy-on-Related-Party-Transaction.pdf

G. Policy on Board Diversity

This Policy aims to set out the approach to achieving diversity for the Board of Directors of the Company. During the year under review, necessary amendments to the policy have been carried out in line with the regulatory requirements. The policy is placed on the website https://www.nocil.com/images/fckeditor/file/Policy%20on%20appointment%20of%20directors%20&%20Board%20diversity.pdf

The Company believes that the benefits of a professional Board that possesses a balance of skills, experience, and expertise will enhance the decision-making power of the Board, which in turn will benefit the stakeholders of the Company.

H. Details of Utilisation of funds

The Company has not raised any funds through preferential allotment or Qualified Institutional Placement as specified under Regulation 32 (7A)

I. Certificate from a Practicing Company Secretary on disqualification of Directors

The Company has obtained a Certificate dated May 4, 2023 from Parikh & Associates., Company Secretaries, Mumbai to the effect that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director any company by SEBI / Ministry of Corporate Affairs or any such statutory authority.

J. Recommendations of the Committees

During the year under review, there have been no instances whereby the Board of Directors of the Company has not accepted the recommendations made by the Audit Committee / Nominations and Remuneration Committee / Corporate Social Responsibility Committee on any matter which is mandatorily required.

K. Fees paid to the Statutory Auditors

Total fees incurred by the Company including its subsidiaries, on a consolidated basis to the Statutory Auditors and all entities in their network / firm / network entity of which they are a part, is ₹ 50 Lakhs.

L. Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The disclosures for the Financial Year 2022-23 are as under: -

A	Number of complaints filed during the Financial Year	Nil
B	Number of complaints disposed of during the Financial Year	Nil
C	Number of complaints pending as on the end of the Financial Year	Nil

M. Norms for furnishing of PAN, KYC, Bank details and Nomination -Important SEBI Circulars

(i) **Common and simplified Norms for processing investor 's service request by RTAs and norms for furnishing of PAN, KYC details and Nomination- Freezing of Folios without PAN, KYC details and Nomination with effect from October 1, 2023**

Shareholders may take note of SEBI Circulars: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, in this regard. The said circulars are also available on the Company's website www.nocil.com and on https://ris.kfintech.com/clientservices/isc/default.aspx (website of the RTA)

(ii) **Issuance of Securities in dematerialised form in case of Investor Service Requests and Credit of shares to "Suspense Escrow Demat Account" to be opened by the Company.**

Shareholders may take note of SEBI Circular: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/ dated January 25, 2022, in this regard. The said circular is also available on the Company's website www.nocil.com and on https://ris.kfintech.com/clientservices/isc/default.aspx (website of the RTA)

(iii) **Simplification of the procedure and standardisation of formats of documents for issuance of duplicate share certificates**

Shareholders may take note of SEBI Circular: SEBI/HO/MIRSD_RTAAMB/P/CIR/2022/70 dated May 25, 2022, in this regard. The said circular is also available on the Company's website www.nocil.com and on https://ris.kfintech.com/clientservices/isc/default.aspx (website of the RTA)

(iv) **Simplification of the procedure and standardisation of formats of documents for Transmission of shares**

Shareholders may take note of SEBI Circular: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022, in this regard. The said circular is also available on the Company's website www.nocil.com and on https://ris.kfintech.com/clientservices/isc/default.aspx (website of the RTA)

13. Discretionary Disclosures

The status of compliance with non-mandatory recommendations of the Listing Regulations:

a. **Shareholders' Rights:**

As the quarterly and half yearly, financial results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the shareholders.

b. **Audit Qualifications:**

The Company's financial statements for the financial year 2022-23 do not contain any audit qualifications.

c. **Separate posts of Chairman and CEO:**

The Company presently is having a separate post of an Executive Chairman and the Managing Director.

d. **Reporting of Internal Auditor:**

The Internal Auditors of the Company make presentations to the Audit Committee on their reports as per the approved audit programmes by the Committee at the beginning of the year on a quarterly basis.

14. Management Discussion and Analysis:

Management Discussion and Analysis forms a part of this Annual Report.

15. Declaration of compliance with the Code of Conduct / Ethics:

In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Conduct for prohibition and prevention of Insider Trading for its designated employees. The said Code lays down Guidelines and procedures to be followed and disclosures to be made while dealing with equity shares of the Company. The Company has also installed a dedicated software tool titled ***"trackin"*** devised by a professional software provider which has the following features:

As required by the SEBI Prohibition of Insider Trading Regulations, 2015 the said tool also facilitates maintaining of a **Structured Digital Database (SDD)**. The said tool has in built features to keep a track of trading in shares by Designated Employees/ Persons and facilitates online notification of Closure of Trading window, seeking pre-clearance of trades from the Compliance Officer, Annual Declarations etc.

All the Directors and Senior Management have affirmed compliance with the Code of Conduct / Ethics as approved and adopted by the Board of Directors.

ANNEXURE TO CORPORATE GOVERNANCE REPORT

Declaration regarding affirmation of Code of Conduct

In terms of the requirements of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, this is to confirm that all the members of the Board and the Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2023.

Place : Mumbai	**S. R. Deo**	**Anand V.S.**
Date : May 29, 2023	Managing Director	Deputy Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

TO

THE MEMBERS OF

NOCIL LIMITED

We have examined the compliance of the conditions of Corporate Governance by NOCIL Limited ('the Company') for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2023.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Company Secretaries

Signature:

Mitesh Dhabliwala
Partner
FCS No: 8331 CP No: 9511
UDIN: F008331E000315176
PR No.: 1129/2021

Place: Mumbai
Date: May 16, 2023

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

NOCIL LTD. (hereinafter referred to as "the Company") is a part of the Arvind Mafatlal Group (AMG) of Industries, a well-known Business House of India having diversified business interests. The Company commenced Rubber Chemicals production in the year 1975 and today it stands tall as the Largest Rubber Chemicals Manufacturer in India with the state-of-the-Art Technology.

The Company's brands ***PILFLEX® Anti-degradants, PILNOX® Antioxidants, PILCURE® Accelerators, Post Vulcanization Stabilizer and PILGARD® Pre-Vulcanization Inhibitor*** are well recognised in both domestic as well as international markets. The Company is one of the few players in this business to offer a wide range of rubber chemicals to suit the customer needs. Due to its rich experience and offering a one stop shop to customers, the Company has been acknowledged as a dependable supplier of rubber chemicals by major clients. Globally the Company is recognized for its technical capabilities , it enjoys an edge over other players in this business.

The Company is committed to be a **World Class, Customer Focused, Innovative Organization** in the field of Rubber Chemicals and a partner of choice to all its customers across the globe.

The Company welcomes the reporting framework **'Business Responsibility and Sustainability Reporting' ("BRSR")** introduced by the Securities and Exchange Board of India ("SEBI") vide Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dt. May 10, 2021 containing detailed Environmental, Social and Governance ("ESG") disclosures and the Company has mandatorily adopted the framework for the financial year 2022-23.

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1. **Corporate Identity Number (CIN) of the Listed Entity** - L99999MH1961PLC012003
2. **Name of the Listed Entity** - NOCIL Ltd.
3. **Year of incorporation** - 1961
4. **Registered office address** - 3rd Floor, Mafatlal House, H. T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai- 400020
5. **Corporate address** - 3rd Floor, Mafatlal House, H. T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai- 400020
6. **E-mail** - investorcare@nocil.com
7. **Telephone** - 022 6636 4062
8. **Website** - www.nocil.com
9. **Financial year for which reporting is being done** - 2022-23
10. **Name of the Stock Exchange(s) where shares are listed.**

Name of the Exchange	Stock Code
BSE	500730
NSE	NOCIL

11. **Paid-up Capital** - ₹ 166,64,28,550
12. **Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.**

    Mr. Amit K. Vyas

    Company secretary

    Email id: amit.vyas@nocil.com

    Tel No.: 022-66364054

13. **Reporting boundary** - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together). –

    The disclosures under this report are made on a Standalone basis for NOCIL Ltd.

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

Description of Main Activity	Description of Business Activity	% of Turnover of the entity
Manufacture and Sale of Rubber Chemicals	Manufacture and Sale of Rubber Chemicals	100%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Product/Service	NIC Code	% of total Turnover contributed
Rubber Chemicals & Accelerators	20119	100%

III. Operations

16. Number of locations where plants and/or operations/ offices of the entity are situated:

Location

Location	Number of Plants	Number of Offices	Total
National	2	4	6
International	Nil	Nil	Nil

17. Markets served by the entity:

a. Number of locations

Locations	Number	Locations	Number
National (No. of States)	29 States & 9 Union Territories	International (No. of Countries)	46

b. What is the contribution of exports as a percentage of the total turnover of the entity? 30.50%

c. A brief on types of customers

The Company manufactures rubber chemicals for tire and other rubber product manufacturing industry. The Company is one of the few players in this business to offer wide range of rubber chemicals to suit the customer needs. Due to our rich experience and offering a one stop shop to customers, the Company is today acknowledged as a dependable supplier of rubber chemicals. The Company is recognised for its technical capabilities, it enjoys an edge over other players in this business.

NOCIL today is the Largest Rubber Chemicals Manufacturer in India with the State-of-the-Art Technology for the manufacture of rubber chemicals. NOCIL operates solely B2B segment.

IV. Employees

18. Details as at the end of Financial Year.

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
			EMPLOYEES*			
1.	Permanent (D)	587	564	96.08	23	3.92
2.	Other than Permanent (E)	47	44	93.62	3	6.38
3.	**Total employees (D + E)**	**634**	**608**	**95.89**	**26**	**4.11**
			WORKERS*			
4.	Permanent (F)	83	83	100.00	0	0
5.	Other than Permanent (G)	565	565	100.00	0	0
6.	**Total workers (F + G)**	**648**	**648**	**100.00**	**0**	**0**

* - Permanent Employees means – Management and Supervisory Staff.
- Other than Permanent means - Retainers, Fixed term employees.
- Permanent Workers means – Unionised Workmen.
- Other than Permanent means – Contracted labor.

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1.	Permanent (D)	Nil	Nil	Nil	Nil	Nil
2.	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3.	**Total differently abled employees (D + E)**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	DIFFERENTLY ABLED WORKERS					
4.	Permanent (F)	1	1	100	0	0
5.	Other than permanent (G)	0	0	0	0	0
6.	**Total differently abled workers (F + G)**	**1**	**1**	**100**	**0**	**0**

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	11	1	9.09
Key Management Personnel (KMPs)	5	0	0.00

Note: (i) The Board Of Directors consists of the Executive Chairman, Managing Director, Deputy Managing Director, Non Executive Non Independent Director & Independent Directors.

(ii) "KMPs" comprise of the Executive Chairman, Managing Director, Deputy Managing Director, Chief Financial Officer (CFO) and Company Secretary(CS)

20. Turnover rate for permanent employees and workers

	2022-23 (Turnover rate in current FY)			2021-22 (Turnover rate in previous FY)			2020-21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	24.36	1.27	25.63	23.38	0.35	23.73	17.5	0.70	18.20
Permanent Workers	16.87	0	16.87	8.49	0	8.49	9.35	0	4.67

Note: Superannuated employees and workmen are not included.

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. Names of holding/ subsidiary/ associate companies/ joint ventures

Name of the holding/ Subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% Of shares held by listed entity	Does the entity indicated at column A participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
PIL Chemicals Ltd.	Subsidiary	100%	No

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) - Yes

(ii) Turnover (in ₹) – ₹ 161,657 Lakhs

(iii) Net worth (in ₹) –₹ 154,026 Lakhs

VII. Transparency and Disclosures Compliances

23. Complaints/ Grievances on any of the Principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	2022-23 Current Financial Year			2021-22 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	Nil	Nil	NA	Nil	Nil	NA

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	2022-23 Current Financial Year			2021-22 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Investors (Other than shareholders)	Yes	Nil	Nil	NA	Nil	Nil	NA
Shareholders	Yes	6	Nil	All Complaints resolved satisfactorily.	7	Nil	All Complaints resolved satisfactorily.
Employees and workers	Yes	Nil	Nil	NA	Nil	Nil	NA
Customers	Yes	Nil	Nil	NA	Nil	Nil	NA
Value Chain Partners	Yes	Nil	Nil	NA	Nil	Nil	NA

24. **Overview of the entity's material responsible business conduct issues pertaining to environmental and social matters that present a risk or an opportunity to our business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:**

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	GHG Emissions	Risk	Chemical manufacturing generates direct (Scope 1) greenhouse gas (GHG) emissions from the combustion of fossil fuels in manufacturing and cogeneration processes, as well as process emissions from the chemical transformation of feed-stocks. GHG emissions can create regulatory compliance costs or penalties and operating risks for chemicals companies. However, resulting financial impacts will vary depending on the magnitude of emissions and the prevailing emissions regulations. The industry may be subject to increasingly stringent regulations as nations seek to limit or reduce emissions.	Cost effective management of GHG emissions through greater energy efficiency, the use of alternative fuels, or manufacturing process advances stand benefitted from improved operating efficiency and reduced regulatory risk, among other financial benefits.	Positive
2	Air Quality	Risk	In addition to greenhouse gases (GHGs), chemical manufacturing may produce air emissions including, sulfur dioxides (SOx), nitrogen oxides (NOx), and Hazardous Air Pollutants (HAPs). As with GHGs, these emissions typically stem from the combustion of fuels and the processing of feed-stocks. Relative to other industries, the Chemicals industry is a more significant source of some of these emissions.	Active management of the issue through technological process improvements or other strategies has helped the Company mitigate such impacts, improved financial performance and enhanced brand value.	Positive
3	Energy Management	Risk	Chemical manufacturing is typically energy-intensive, with energy used to power processing units, cogeneration plants, machinery, and non-manufacturing facilities. The type of energy used, magnitude of consumption, and energy management strategies depends on the type of products manufactured. Typically, fossil fuels including natural gas and natural gas liquids are the predominant form of non-feedstock energy used, while purchased electricity may also represent a significant share. Therefore, energy purchases can represent a significant share of production costs.	A company's energy mix may include energy generated onsite, purchased grid electricity and fossil fuels, and renewable and alternative energy. Trade-offs in the use of such energy sources include cost, reliability of supply, related water use and air emissions, and regulatory compliance and risk. As such, a company's energy intensity and energy sourcing decisions may affect its operating efficiency and risk profile over time.	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Water & Waste-Water Management	Risk	Water is a critical input in chemicals production and is used primarily for cooling, steam generation, and feedstock processing. Long-term historic increases in water scarcity and cost, and expectations of continued increases—due to overconsumption and constrained supplies, resulting from population growth and shifts, pollution, and climate change—indicate the heightened importance of water management. Water scarcity can result in a higher risk of operational disruption for companies with water-intensive operations and can also increase water procurement costs and capital expenditures. Meanwhile, chemical manufacturing can generate process wastewater that must be treated before disposal.	Non-compliance with water quality regulations may result in regulatory compliance and mitigation costs or legal expenses stemming from litigation. Reducing water use and consumption through increased efficiency and other water management strategies may lead to lower operating costs over time and may mitigate financial impacts of regulations, water supply shortages, and community-related disruptions of operations.	Positive
5	Waste & Hazardous Materials Management	Risk	Chemical manufacturing may generate hazardous process waste, including but not limited to heavy metals, spent acids, catalysts, and wastewater treatment sludge. Companies face regulatory and operational challenges in managing waste, as some wastes are subject to regulations pertaining to their transport, treatment, storage, and disposal. Waste management strategies include reduced generation, effective treatment and disposal, and recycling and recovery, where possible.	Such activities, while requiring initial investment or operating costs, may lower companies' long-term cost structure and mitigate the risk of remediation liabilities or regulatory penalties.	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Human Rights & Community Relations	Opportunity	Chemical companies are important economic contributors to many communities, providing employment opportunities and community development through taxes and capital generation. Meanwhile, issues including environmental policy, community health, and process safety are key issues with important regulatory, operational, financial, and reputational implications for companies. Environmental externalities including air emissions and water use can affect human health of those living near chemical facilities over the long term. Meanwhile, process safety incidents can endanger community health and safety, leading to regulatory penalties, legal action, and mitigation costs. Consequently, chemicals companies can benefit from building strong relationships with communities in order to mitigate potential operating disruption, reduce regulatory risk, retain top employees, lower the risk of litigation expenses in the event of process safety incidents, and ensure a strong social license to operate.	Adoption of various community engagement strategies, such as developing community engagement plans, establishing codes and guidelines has ensured alignment of the organization's interests with those of their surrounding communities, or conducting impact assessments to evaluate projects and mitigate potential adverse impacts.	Positive
7	Employee Health & Safety	Risk	Employees in chemicals manufacturing facilities face health and safety risks from exposure to heavy machinery, harmful substances, high temperatures and pressure, and electrical hazards, among others.	Creating an effective safety culture is critical to proactively mitigate safety impacts, which could result in financial consequences, including higher healthcare costs, litigation, and work disruption. By maintaining a safe work environment and promoting a culture of safety, companies can minimize safety-related expenses and potentially improve productivity.	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Product Design & Lifecycle Management	Opportunity	As increasing resource scarcity and regulations drive the need for greater materials efficiency and lower energy consumption and emissions, the Chemicals industry stands to benefit from developing products that enhance customer efficiency. From reducing automobile emissions through materials optimization to improving the performance of building insulation, chemical industry products can enhance efficiency across a multitude of applications.	Development of cost-effective solutions to address customers' needs for improved efficiency has benefited from increased revenues and market share, stronger competitive positioning, and enhanced brand value.	Positive
9	Management of the Legal & Regulatory Environment	Risk	The Chemicals industry faces strict regulation governing air emissions, water discharge, chemical safety, and process safety, among other issues. Anticipating and adapting to regulatory developments, both in the short and long term, is a critical issue for the industry, as regulatory developments can significantly affect product demand, manufacturing costs, and brand value.	Adoption of a clear strategy for managing the regulatory environment that aligns corporate performance with sustainable environmental outcomes and accounts for societal externalities has benefited from reduced regulatory uncertainty, stronger brand value, and improved competitive positioning.	Positive
10	Critical Incident Risk Management	Risk	Health, safety, and emergency management is a critical issue for companies in the Chemicals industry. Technical failure, human error, or external factors such as weather can lead to accidental releases of chemical substances into the environment at processing facilities or during storage and transportation. Furthermore, the combustible nature of chemical substances, combined with the high operating temperatures and pressures involved in manufacturing, elevates the risk of explosions, hazardous spills, or other emergency situations. Such events can harm workers or people in nearby communities through the release of harmful air emissions and chemical substances and may also adversely impact the environment.	The Company may face operational disruptions, damage to facilities, reputational harm, and increased regulatory compliance and remediation costs in the event of a process incident. As such, strong management of process safety has helped reduce operational downtime, mitigated costs and regulatory risk, and ensured workforce productivity.	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	**Policies available on the website (www.nocil.com)** • Business Ethics Policy • Code of Conduct for Directors and Senior Management Personnel • Conflict of Interest Policy • Corporate Gifting Policy • Corporate Sustainability Policy • Corporate Social Responsibility (CSR) Policy • Dividend Distribution Policy • ESG Charter • Fair Competition Policy • Familiarization Programme for Independent Directors • Grievance Policy for external stakeholders • Human Rights Policy • Investor Grievance Redressal Policy • Policy for Determining Material Subsidiaries • Policy on appointment of Directors & Board Diversity • Policy on Diversity, Equality & Inclusion • Policy on Materiality of Events • Policy on Preservation and Archival of Documents/Records • Policy on Prevention of Sexual Harassment • Policy on Related Party Transaction • Policy on Remuneration • Privacy Policy • Risk Management Policy • Social Media Policy • Vigil Mechanism and Whistle Blower Policy HR-related policies have been uploaded on the intranet and hence are accessible to all the employees.								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/ certifications/ labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	**ISO 17025**: **2017**: Quality Assurance and Marketing Technical Service. **ISO 14001**: **2015**: Environment Management System. **ISO 45001**: **2018**: Occupational Health & Safety Management System. **ISO 50001**: **2018**: Energy Management System. **ISO 9001**:**2015** : Quality Management System. **IATF 16949**:**2016** : Automotive Quality Management System. ***Responsible Care***: It is a global chemical industries environmental health and safety initiative. **BIS Registration** for Pilflex -13.								
5. Specific commitments, goals, and targets set by the entity with defined timelines, if any. 6. Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	The Company is committed to adopt high environmental standards to its operations with particular focus on energy, waste management and water. It also sets out target for workplace safety. While adhering to regulatory requirements, the Company endeavors to increase efficiency of research and development processes which is good for the customers and also for the planet. The Company is committed to creating a diverse and inclusive workplace that enables everyone to deliver their best work. The workplace analytics related to gender, age, access to parental benefits and attrition are monitored.								

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements:

   The Company's goal isn't just to satisfy environmental regulations, but also to integrate cutting-edge technologies, including ***Green Chemistry***. The Company's Research Centre has an experienced team dedicated to advanced environmental research and ***Green Chemistry*** thereby promoting sustainable business practices. As a responsible corporate citizen, the Company has adopted and implemented the ***'5S Workplace Organization Method'*** to promote productivity, safety, and waste reduction. On the pollution prevention and waste management front, we have implemented a '3R' approach to maintain a sustainable environment - ***'Reduce, Reuse and Recycle'***.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	a. Mr. S.R. Deo (Managing Director) DIN: 01122338 Email id: investorcare@nocil.com b. Mr. Anand V.S. (Deputy Managing Director) DIN:07918665 Email id: investorcare@nocil.com

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, The Company has formed a Core Committee on Sustainability comprising of the Managing Director, the Deputy Managing Director, Group Heads and the Company Secretary to oversee / review the progress made towards compliance with ESG parameters. The Core Committee also approves adoption of policies and modification of existing policies as a step towards sustainability.								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Policies of the Company are reviewed on a Quarterly or on a need basis by HoDs, MD and DMD. During this review, the efficacy of the policy is reviewed, and necessary changes are implemented.									On a periodic basis -by the Core Committee on sustainability . On a quarterly basis - Legal Compliance review. On a Quarterly basis - Reviewed by the Safety Committee.								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	No major non-compliance of material nature has been reported. Operational issues are being addressed on an 'ongoing basis' as and when identified. A systemic compliance program has been adopted by the Company to track, monitor & comply the Compliances on a real-time basis.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

P1 P2 P3
P4 P5 P6
P7 P8 P9

(I) The Company has undergone 'Eco Vadis Sustainability survey' and has secured a ***'Silver Medal'*** for 2023.

(II) Engagement of **TUV -SUD for conduct of training and GRI Report.**

(III) **M/s. Dhir and Dhir Associates** have been engaged to help the Company create policies required for ESG and to deal with social and governance issues.

(IV) **Bureau Veritas (India) Pvt. Ltd.** (Bureau Veritas) was engaged by the Company to conduct an **Independent Assurance** of the Non-Financial Parameters of its Business Responsibility & Sustainability Report (BRSR) for the 2022-23. Bureau Veritas has submitted its **Independent Assurance Statement (Enclosed Page nos. 170-175)**

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

17 PARTNERSHIPS FOR THE GOALS

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year.

Segment	Total Number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	4*	Discussion on ESG Initiatives towards complying with the SEBI directions for preparation of the Business Responsibility & Sustainability Reporting (BRSR) format and the GRI (Global Reporting Initiative) Customer requirements.	>90% of targeted participants
Key Managerial Personnel	7	Discussion on ESG Initiatives towards complying with the SEBI directions for preparation of the Business Responsibility & Sustainability Reporting (BRSR) format and the GRI (Global Reporting Initiative) Customer requirements.	>90% of targeted participants
Employees other than BoD and KMPs Workers	125	• Health Safety and Environment • Capability building programmes >90% of targeted participants • POSH & Compliance Management	>90% of targeted participants

*Also includes meetings of the Risk Management Committee.

2. **Details of fines / penalties/ punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors/ KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

Monetary

NGRBC Principle

Name of the regulatory/ enforcement agencies/ judicial institutions

Amount (In INR)

Brief of the Case

Has an appeal been preferred? (Yes/No)

NIL

Penalty/ Fine

Settlement

Penalty/ Fine

Non-Monetary

NGRBC

Name of the regulatory/ enforcement agencies/ judicial institutions

Amount (In INR)

Brief of the Case

Has an appeal been preferred? (Yes/No)

NIL

Imprisonment

Punishment

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details

NIL

Name of the regulatory/ enforcement agencies/ judicial institutions

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy:**

Bribery and corruption can adversely impact business activity, cause significant damage to reputation of an Organisation as well as threaten its viability on the market as a whole. The Company has a **Business Ethics Policy** in place which covers the aspects of Anti-Bribery and Anti-Fraud. We have appropriate internal controls to ensure that the employees do not engage in unethical practices. **The Business Ethics Policy** has been circulated to all the Group Heads and Senior Managerial Personnel with specific directions to percolate it downwards to all employees under each Department/ Function for strict Compliance. All employees have been sensitized and trained for strict adherence to the policy.

URL of the Policy for reference: https://www.nocil.com/images/fckeditor/file/Business%20Ethics%20Policy.pdf

5. **Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	2022-23	2021-22
Directors	NIL	
KMPs		
Employees		
Workers		

6. **Details of complaints with regard to conflict of interest:**

	2022-23		2021-22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	NIL			
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

7. **Provide details of any corrective action taken or underway on issues related to fines/ penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

   The Company has not been subjected to penalty/ fine by any regulator during the year under review. The Company has installed a robust mechanism to deal with any complaints from any regulators or complaints relating to corruption / anti bribery.

Leadership Indicators

1. **Awareness programmes conducted for Value Chain partners on any of the Principles during the financial year.**

Total number of awareness programmes held	Topic/ principles covered under the training	% of Value Chain Partners covered (by value of business done with such partners) under the awareness programmes
125	• Health Safety and Environment • Capability building programmes	>90% of targeted participants

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

   Yes, The Company has adopted a **Related Party Transactions Policy** as per section 188 of the Companies Act, 2013 and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. In course of proceedings at a Board or Committee Meeting, even in case of smallest conflict of interest on any agenda item the interested director abstains from participation relating to that item. This is evidenced by the minutes recorded for each of such meetings.

[1]SDG Mapped with Principle 1:

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

SDG 16: PEACE, JUSTICE AND STRONG INSTITUTIONS:

The Company has implemented the following policies which ensure that its business operations are conducted in an ethical manner:

- Business Ethics Policy
- Code of Conduct
- Conflict of Interest
- Anti-Bribery Anti-Corruption Policy
- Diversity, Equality & Inclusion Policy
- POSH Policy
- Risk Management Policy
- Whistle Blower Policy

[1]The Ministry of Corporate Affairs (2018). National Guidelines on responsible business conduct. Available at: https://www.mca.gov.in/Ministry/pdf/NationalGuildeline_15032019.pdf.

[1]SDG Mapped with Principle 1:

17 PARTNERSHIPS FOR THE GOALS

SDG 17: PARTNERSHIPS FOR THE GOALS:

- The Company is a member of the following Bodies/ Institutions: -
  1. Indian Chemical Council.
  2. All India Rubber Industry Association.
  3. Indian Rubber Institute.
  4. Bombay Chamber of Commerce and Industry.
  5. Indian Merchants Chamber.
  6. Thane-Belapur Industries Association.
  7. Dahej Industry Association
- The Company engages with the community for its CSR Obejctives through various NGOs such as N M Sadguru Water & Development Foundation, The Cancer Patients Aid Association, Sri Chaitanya Seva trust, Shushrusha Citizens Coop Hospital, RAWA Academy, Vayam, etc.

NM Sadguru
Water and Development Foundation

NOCIL has over the years been extending monetary support to N M Sadguru Water & Development Foundation- a non-profit organisation which has proven credentials in improving the living conditions of rural and tribal people by developing environmentally sound land and water resources programmes, improving the agriculture eco-system, arresting the distress of migration, enriching the socio-economic status of farming communities and striving for their overall development more sustainably.

2 PRINCIPLE

Businesses should provide goods and services in a manner that is sustainable and safe.

6 CLEAN WATER AND SANITATION | 7 AFFORDABLE AND CLEAN ENERGY | 8 DECENT WORK AND ECONOMIC GROWTH | 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE | 13 CLIMATE ACTION

Essential Indicators

1. Percentage of R&D and Capital Expenditure (Capex) investments in specific technologies to improve the Environmental and Social impact of products and processes to total R&D and Capex Investments made by the entity, respectively.

(₹ In Lakhs)

	2022-23	2021-22	Details of improvements in the environmental and social impacts
R&D spent	613	557	Current process improvements and new molecule development.
CAPEX	71	24	For Debottlenecking of Plants.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)	Yes. We have a Sustainable Procurement Policy and relatetd procedures in place.
b. If yes, what percentage of inputs were sourced sustainably?	The Company is continuously improving in the areas of Environmental Protection, Health, Safety and Secured Transportation of raw materials and finished products. Continual investments have been carried out to adopt various innovative environmental technologies for long-term sustainability. We procure more than 80 % of raw materials from sustainable sources.
3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.	The Company is using distillation / extraction method for purification. Its R&D team continuously works on reduction of waste & there-by increasing the yield of a process to help in pollution abatement. The Company ensures compliance with : **(i) Environment (Protection) Act, 1986 and Plastic Waste Management Rules 2016** **(ii) Environment (Protection) Act, 1986 & Manufacture, Storage & Import of Hazardous Chemicals Rules, 1989**

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

The Company has already initiated the necessary steps to get registered under the EPR provisions.

Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective/ Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product/ Service	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
20119	Rubber Chemicals	More than 80 % of raw materials are procured from ISO 9001, ISO 14001 certification and socially responsible sources. All these sources are reliable and follow strict environmental norms and all regulatory guidelines.	No	No

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/ services, as identified in the Life Cycle Perspective/ Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product/ Service	Description of the risk/ concern	Action Taken
The Company being strictly compliant to the regime of conduct of the business operations, we ensure that there are no significant social / environmental concerns and / or risks arising from production.		

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material 2022-23	Recycled or re-used input material to total material 2021-22
Raw materials and solvents	10%	10%

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) Reused, Recycled, and safely disposed, as per the following format:**

	2022-23			2021-22		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Nil	Nil	11.28	Nil	Nil	23.30
E-waste	Nil	Nil	0.34	Nil	Nil	0.28
Hazardous Waste	Nil	Nil	2756.13	Nil	Nil	6628.60
Other waste	Nil	Nil	2144.07	Nil	Nil	2124.50

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Indicate product category	Reclaimed products and their packaging materials (as percentage of products sold) for each product category.
NIL	

[2]SDGs mapped with Principle 2:

SDG 6: CLEAN WATER AND SANITATION:

- The Company has extended monetary support to N M Sadguru Water & Development Foundation- a non-profit organization that has proven credentials in improving the living conditions of rural and tribal people by developing environmentally sound land and water resources programs, improving the agriculture eco-system.

[2]SDGs mapped with Principle 2:

SDG 9: INDUSTRY, INNOVATION AND INFRASTRUCTURE:

- **Environmental Research and Regulation:**

  The Company Integrates various cutting-edge technologies, including ***Green Chemistry*** which aims not only to satisfy environmental regulations, but also to advance environmental research and ***Green Chemistry*** thereby promoting sustainable business practices. Special processes like, 'Soil Biotechnology', and 'Multiple Effect Evaporator (MEE)' installed and commissioned at Dahej plant for effluent treatment.

- Research and Development Programs:

  The Company is working upon several R&D programs which include:

  - Research about the products, processes and perceived needs of the customers
  - Usage of technology, implementation of processes, and making products that not only empower the customers, but also make business more sustainable.
  - Focus on developing new generation of rubber chemicals that incorporates cutting-edge technology and green chemistry principles.
  - It also includes the pilot plant facilities equipped with modern laboratories and latest analytical instruments.
  - These R&D Programmes help in:
    - Product Quality Improvement,
    - Process Development, and
    - Reduced energy consumption.

[2]The Ministry of Corporate Affairs (2018). National Guidelines on responsible business conduct. pg. 48 Available at: https://www.mca.gov.in/Ministry/pdf/NationalGuildeline_15032019.pdf

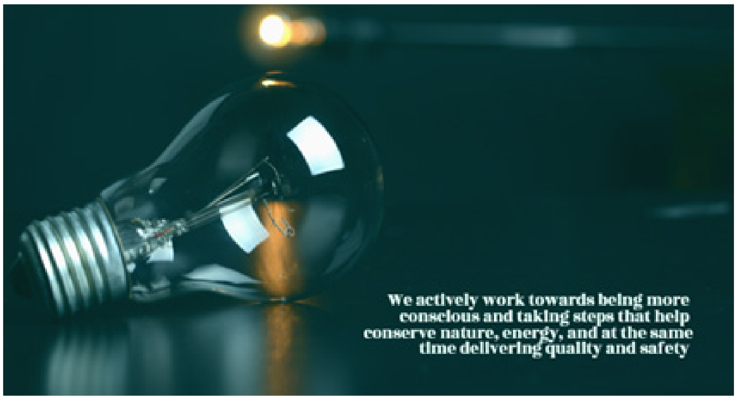
SDG 13: CLIMATE ACTION:

- **5S Workplace Organisation Method:**

  The Company has adopted and implemented the ***'5S Workplace Organisation Method'*** to promote productivity, safety, and waste reduction.

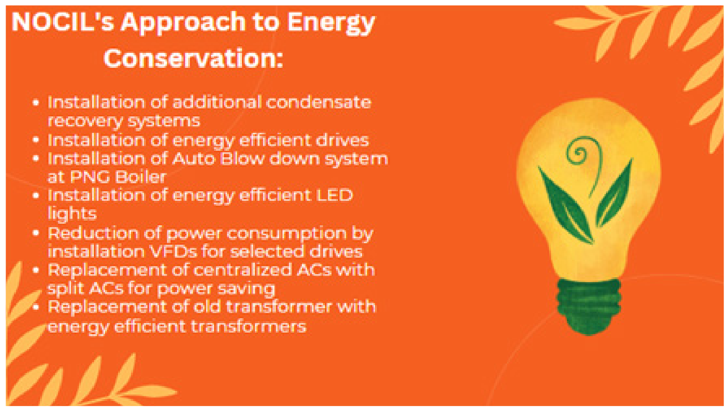
- **3R' approach:**

  For Pollution prevention and waste management, The Company have implemented a ***'3R'*** approach to maintain a sustainable environment - ***'Reduce, Reuse and Recycle'*** and for reducing carbon and water footprint in their manufacturing processes.



NOCIL is a *Responsible Care* Company committed towards the surrounding environment.

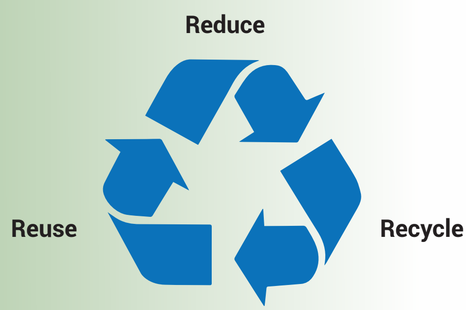
NOCIL is sourcing *hybrid power* consisting of renewable energies like solar & wind power via grid to reduce power cost.



Along with steps mentioned in the image we have also established Pre-Start up Safety Review (PSSR) processes which are implemented before commencement of any plant activities. Process safety issues are thoroughly investigated utilising HAZOP/HAZAN/LOPA methodologies, and the results are put into practice.

Our 3-R Approach

For Pollution Prevention and Waste Management, The Company has implemeted a '3R' approach to maintain a sustainable environment- ***'Reduce, Reuse and Recycle'.***
The Company strives to reduce carbon and water footprint in their manufacturing processes.



NOCIL's goal isn't just to satisfy environmental regulations, but also to integrate cutting-edge technologies, including ***Green Chemistry***. Our research Centre has an experienced team dedicated to advancing environmental research and ***Green Chemistry*** thereby promoting sustainable business practices.

3 PRINCIPLE

Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicators

1. a. **Details of measures for the well-being of employees:**

	Total (A)	Health Insurance		Accident Insurance		Maternity Insurance		Paternity Benefits		Day Care facilities	
% of employees covered by		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	564	564	100.00	564	100.00	0	0.00	0	0	0	0
Female	23	23	100.00	23	100.00	23	100.00	0	0	0	0
Total	**587**	**587**	**100.00**	**587**	**100.00**	**23**	**3.91**	**0**	**0**	**0**	**0**
Other than Permanent Employees											
Male	44	6	13.64	6	13.64	0	0.00	0	0	0	0
Female	3	0	0.00	0	0.00	3	100.00	0	0	0	0
Total	**47**	**6**	**12.77**	**6**	**12.77**	**3**	**6.38**	**0**	**0**	**0**	**0**

b. **Details of measures for the well-being of workers:**

	Total (A)	Health Insurance		Accident Insurance		Maternity Insurance		Paternity Benefits		Day Care facilities	
% of employees covered by		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	83	83	100.00	83	100.00	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	**83**	**83**	**100.00**	**83**	**100.00**	**0**	**0**	**0**	**0**	**0**	**0**
Other than Permanent Employees											
Male	565	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	**565**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**

2. **Details of retirement benefits, for Current Financial Year and Previous Financial Year.**

Year	Benefits	PF	Gratuity	ESI
2022-23	No. of employees covered as a % of total employees	100	100	100
	No. of workers covered as a % of total workers	100	100	100
	Deducted and deposited with the authority (Y/N/N.A.)	Y	NA	Y
2021-22	No. of employees covered as a % of total employees	100	100	100
	No. of workers covered as a % of total workers	100	100	100
	Deducted and deposited with the Authority (Y/N/N.A.)	Y	NA	Y

3. **Accessibility of workplaces**

Are the premises/ offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company premises/ offices are accessible to differently abled employees and workers. The Company ensures compliance with the **Rights of Persons with Disabilities Act, 2016.**

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

The Company is committed to provide Equal Employment opportunities without any discrimination on any ground. We have a **Diversity, Equity and Inclusion (D, E & I) Policy** in place, which is a strong instrument for us to ensure economic growth, sustainable competitive advantage & societal progress. We believe that discrimination of any sort imposes a strong negative implication and unnecessarily challenges the person's will and merit. We strictly adhere to the policy and abide to its norms, any non-compliance around the same would lead to punishments under applicable laws. (Reference URL: https://www.nocil.com/images/fckeditor/file/Policy%20on%20diversity,%20equity%20and%20inclusion.pdf)

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent Employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	0	0	0	0
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

	Yes/ No (If yes, then give details of the mechanism in brief)
Permanent Workers	The Company has a mechanism of receiving and redressing the grievances of the employees and workers. However pursuant to the ESG requirements a structured mechanism is in the process of being formulated.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. **Membership of employees and worker in association(s) or Unions recognized by the listed entity:**

Category	2022-23			2021-22		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union. (B)	% (B / A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union. (D)	% (D / C)
Total Permanent Employees	**587**	**0**	**0**	**544**	**0**	**0**
Male	564	0	0	524	0	0
Female	23	0	0	20	0	0
Total Permanent Worker	**83**	**83**	**100.00**	**97**	**97**	**100.00**
Male	83	83	100.00	97	97	100.00
Female	Not Applicable, as the Company does not have any female workers					

8. **Details of training given to employees and workers:**

	2022-23					2021-22				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and Safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	608	399	65.62	282	46.38	569	256	44.99	340	59.75
Female	26	3	11.50	4	15.38	22	3	13.60	12	54.54
Total	**634**	**402**	**63.40**	**286**	**45.11**	**591**	**259**	**43.82**	**352**	**59.56**
Workers										
Male	648	648	100.00	0	0	600	600	100.00	0	0
Female	Not Applicable, as the Company does not have any female workers									
Total	**648**	**648**	**100.00**	**0**	**0**	**600**	**600**	**100.00**	**0**	**0**

9. **Details of performance and career development reviews of employees and worker.**

	2022-23			2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	608	406	66.77	569	357	62.74
Female	26	17	65.38	22	14	63.63
Total	**634**	**423**	**66.71**	**591**	**371**	**62.77**
Workers						
Male	648	0	0	600	0	0
Female	Not Applicable, as the Company does not have any female workers					
Total	**648**	**0**	**0**	**600**	**0**	**0**

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes. The Company has an Occupational health and safety management in place. The Company is committed to provide a safe and healthy workplace by minimizing the risk of accidents, injury and exposure to health concerning issues, taken its industry type.

The Company is also certified with **ISO 45001:2018 (Occupational Health Safety Management System)**. This certification covers activities at the Navi Mumbai & Dahej Plants. The Company's undertakings are manufacturing, marketing and sales of rubber chemicals along with their intermediates, and allied chemicals for rubber processing industries, for which the Company has acquired ***'Responsible Care'*** certification by Indian Chemical Council (ICC). We believe that a safe and sound workplace helps the environment in and around the organization and economical assurance as well.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has HIRA & HAZOP processes which are structured methodologies to identify all possible deviations of the process parameters namely temperature, pressure, composition, direction of flow etc., and all the consequences associated with each deviation. The above assessments help us to identify work-related hazards and assess the risk in need-basis.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes. The Company conducts the required departmental and central safety Committee meetings wherein all the workers participate. Queries and issues are raised for work-related hazards in the meetings itself. The Company considers all the issues raised and endeavours to resolve them issue as soon as possible. The Company regularly conducts fire safety drills for its employees at the Plants as well as at the Head office.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. Non-occupational medical & health services are offered to the employees and workers. The Company ensures medical allowances to them, following the required eligibility criteria.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	2022-23	2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)		0	0
		0	13.34
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)		0	0
		0	2
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)		0	0
		0	0
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)		0	0
		0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company continues to conduct employee induction and refresher trainings across several functions on health and safety of workmen and environment. HAZOP studies, Risk assessments, prestart up safety reviews are performed wherever applicable for plant/process modifications. Safe attitude encouragement rounds are conducted to inculcate behaviour-based safety into the nerves of the organisation. Periodic inspections/ audits are conducted to ensure health of the safety systems. Safe and healthy workplace is ensured through workplace monitoring of noise, illumination, and ventilation. All non-routine maintenance activities are undertaken through permit to work system. Preventive maintenance of emergency equipment is carried out as per the schedule. Emergency preparedness is practiced through weekly drills for mock emergency scenarios to ensure swift mitigation of emergency if any.

13. Number of Complaints on the following made by employees and workers:

	2022-23 Current Financial Year			2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	NIL			NIL		
Health & Safety	NIL			NIL		

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Working Conditions	100%
Health & Safety Practices	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

Due to effective safety and health related monitoring mechanism in the Company, no complaints or concerns were raised.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes. The Company provides 'Personal Accident Policy' to all its employees and workers.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company has proofs of payment in the form of Challans that ensures that statutory dues have been deducted and deposited by our value-chain partners. The Internal Auditors of the Company verify the status on a quarterly basis and a detailed report in this regard is presented to the Audit Committee Meetings.

3. Provide the number of employees/ workers having suffered high consequence work-related injury/ ill-health/ fatalities (as reported in Q11 of Essential Indicators above), who have been, are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/ workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	2022-23 Current Financial Year	2021-22 Previous Financial Year	2022-23 Current Financial Year	2021-22 Previous Financial Year
Employees	NIL			
Workers				

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

No. The Company does not facilitate any assistance program as of now.

5. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Working Conditions	100%
Health and safety practices	100%

6. **Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

No corrective actions taken as no concerns were identified in the assessment.

[3]SDGs mapped with Principle 3:

3 GOOD HEALTH AND WELL-BEING

SDG 3: GOOD HEALTH AND WELL-BEING

- The Company has contributed funds to prominent NGOs like **The Cancer Patients Aid Association** which facilitate less expensive and, in many cases, free treatment of poor and needy patients suffering from serious disorders like Cancer and equipment for early detection of breast cancer in poor women.
- The Company has supported **B.Y.L Nair Charitable Hospital** for purchase of ventilators during the Covid-19 pandemic and helped to set up a diabetic foot clinic for the poor patients.
- The Company has extended substantial support to all initiatives of the Central and State Govts of Maharashtra and Gujarat for the detection and treatment of the Covid-19 patients during the pandemic.
- The Company has also supported NGOs like the **Sri Chaitanya Seva Trust, Shushrusha Citizens Coop Hospital** etc. has helped many poor patients staying in rural and tribal areas.

[3] The Ministry of Corporate Affairs (2018). National Guidelines on responsible business conduct. pg. 48 Available at: https://www.mca.gov.in/Ministry/pdf/NationalGuildeline_15032019.pdf.

4 QUALITY EDUCATION

SDG 4: QUALITY EDUCATION:

Guided by its motto "Be Great by Your Sadhana, Service & Sacrifice" Adruta' Home's mission is to raise parentless abandoned children suffering from extreme poverty, destitution and negligence with love and care providing them with not only food and shelter but also a quality education to enable them to emerge as self-dependent respectable citizens of the society. Adruta Home strives to become a center of excellence in providing holistic nurture (physical, educational, and spiritual) to such children by way of 'Rehabilitation' and Restoration' Adoption and Alternative Care Life-skill Training Infant Care Education Healthcare Vocational Training.

5 GENDER EQUALITY

SDG 5: GENDER EQUALITY:

- The Company has adopted Policy on Diversity Equity and Inclusion. (The web link of policy is https://www.nocil.com/images/fckeditor/file/Policy%20on%20diversity,%20equity%20and%20inclusion.pdf).
- The Company formulated a Policy on Prevention of Sexual Harassment of Women at Workplace an appropriate Committee has been formed in accordance with section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to attend to the complaints of the sexual harassment at workplace, if any, made by female employees.

Cancer Patients Aid Association

We have contributed funds to prominent NGOs like The Cancer Patients Aid Association (CPAA) which facilitates less expensive and in many cases even free treatment for the poor and needy patients suffering from serious disorders like Cancer. CPAA also provides equipment for early detection of breast cancer in poor women.

Our regular support to NGOs like the Sri Chaitanya Seva Trust, Shushrusha Citizens Coop Hospital etc. has helped many poor patients staying in rural and tribal areas to get a new lease of life.

Sri Chaitanya Seva Trust

SHUSHRUSHA
citizens' co-operative hospital ltd.

4 PRINCIPLE

Businesses should respect the interests of and be responsive to all its stakeholders.

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
11 SUSTAINABLE CITIES AND COMMUNITIES

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

There has been significant effort put towards identifying stakeholders. This involves prioritizing stakeholders according to their interests in the activities as well as their overall impact and influence on organization business. The process of identifying stakeholders involves:

- Reviewing the Political, Economic, Sociological, Technological, Legal and Environmental factors, and
- Brainstorming amongst teams.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Meetings, Notice Board	Annually/ Half yearly/ Quarterly	QEHS&R Policy, IMS objectives, Policies, Procedures
Customers	No	Email, Meetings	As and when required	Product Specification, Customer Specifications, Production planning
Suppliers	No	Emails, Meetings	As and when required	Services and Product Requirements
Investors	No	Meetings, Website, Advertisement, Newspaper	Annually	Company Performance

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Analysts	No	Email, Meetings	As and when required	Company Performance
Shareholders	No	Meetings, Website, Newspaper Advertisement	Annually	Company Performance
Regulatory Bodies	No	Email, Meetings	As and when required	Regulatory Performance
Community	No	Meetings, Notice Board	Annually/ Half yearly	Emergency Preparedness

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The **Risk Management Committee**, the **Core Committee on Sustainability** and the **CSR Committee** of the Company review the progress on topics where economic, environmental, and social interactions with stakeholders are conducted.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes. Based on inputs received from stakeholders on environmental, and social factors are reviewed to identify associated risks. Risk analysis and prioritization of the same is done to mitigate risks.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

[4]SDGs mapped with Principle 4:

The Company identifies the vulnerable and marginalized stakeholders and through its CSR activities / programs always strives to assist them financially in fulfilling their needs. The areas touched upon by the Company include Health care, Education, Livelihood enhancement project, Rehabilitation of deserted, parentless, and Abandoned children, Empowerment of tribal communities etc.

SDG 9: INDUSTRY, INNOVATION AND INFRASTRUCTURE:

- Please refer to SDG 9 (Point 2) – that is mentioned above in Principle 2.

SDG 11: SUSTAINABLE CITIES AND COMMUNITIES:

- The Company has supported an NGO called **'Vayam'** which has helped empower 250 tribal communities in the northern Western Ghats over the past decade, across the Tehsils of Jawhar, Mokhada, and Vikramgad, District of Palghar and Tehsil Trimbakeshwar, district of Nashik.
- The Company provides financial support to Promotion of Sports and Games Foundation (i.e. **Olympic Gold Quest**), [an NGO created by icons Geet Sethi and Prakash Padukone] which aims to bridge the gap between India's greatest athletes and the World's top athletes, with the goal of assisting Indian sportsmen in obtaining Olympic gold medals.

[4]The Ministry of Corporate Affairs (2018). National Guidelines on responsible business conduct. Pg 48 available at: https://www.mca.gov.in/Ministry/pdf/NationalGuildeline_15032019.pdf.

5 PRINCIPLE

Businesses should respect and promote human rights.

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy (ies) of the entity, in the following format:**

Category	2022-23			2021-22		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	587	259	44.12	544	208	38.24
Other than permanent	47	18	38.30	47	13	27.70
Total Employees	**634**	**277**	**43.70**	**591**	**221**	**37.40**
Workers						
Permanent	83	83	100.00	97	97	100.00
Other than permanent	565	565	100.00	503	503	100.00
Total Workers	**648**	**648**	**100.00**	**600**	**600**	**100.00**

Note: We have circulated policies to the concerned stakeholders. They have been sensitized on the requirements and compliances under the policies.

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	2022-23					2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	587	0	0	587	100.00	544	0	0	544	100.00
Male	564	0	0	564	100.00	524	0	0	524	100.00
Female	23	0	0	23	100.00	20	0	0	20	100.00
Other than Permanent	47	0	0	47	100.00	47	0	0	47	100.00
Male	44	0	0	44	100.00	45	0	0	45	100.00
Female	3	0	0	3	100.00	2	0	0	2	100.00
Workers										
Permanent	83	0	0	83	100.00	97	0	0	97	100.00
Male	83	0	0	83	100.00	97	0	0	97	100.00
Female	0	0	0	0	0	0	0	0	0	0
Other than Permanent	503	503	100.00	0	0	600	600	100.00	0	0
Male	503	503	100.00	0	0	600	600	100.00	0	0
Female	0	0	0	0	0	0	0	0	0	0

3. **Details of remuneration/ salary/ wages, in the following format:**

	Male		Female	
	Number	Median remuneration*/ Salary/ Wages of respective category	Number	Median remuneration/ Salary/ Wages of respective category
Board of Directors (BOD)**	8	20 Lakhs	1	20 Lakhs
Key Managerial Personnel (KMPs)***	5	252 Lakhs	-	-
Employees other than BOD and KMPs	387	4 Lakhs	19	16 Lakhs
Workers	81	10 Lakhs	-	-

** Median remuneration as been provided under explanation to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*

*** BOD excludes Executive Chairman, Managing Director and Deputy Managing Director. Remuneration excludes directors' sitting fees.*

**** KMPs includes Executive Chairman, Managing Director, Deputy Managing Director and Cheif Finacial Officer (CFO) and the Company Secretary (CS).*

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

The Company has adopted the **Vigil Mechanism policy** which enables escalation of Human rights impacts or issues caused by the business.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has adopted and implemented Policies relating to Grievances Redressal and Human Rights and has established setup for conducting training programmes and awareness campaigns for the benefit of all the employees.

6. Number of Complaints on the following made by employees and workers:

<table>
<tr><th rowspan="2"></th><th colspan="3">2022-23</th><th colspan="3">2021-22</th></tr>
<tr><th>Filed during the year</th><th>Pending resolution at the end of the year</th><th>Remarks</th><th>Filed during the year</th><th>Pending resolution at the end of the year</th><th>Remarks</th></tr>
<tr><td>Sexual harassment</td><td colspan="6" rowspan="6">NIL</td></tr>
<tr><td>Discrimination at workplace</td></tr>
<tr><td>Child Labour</td></tr>
<tr><td>Forced Labour/ Involuntary Labour</td></tr>
<tr><td>Wages</td></tr>
<tr><td>Other Human Rights related issues</td></tr>
</table>

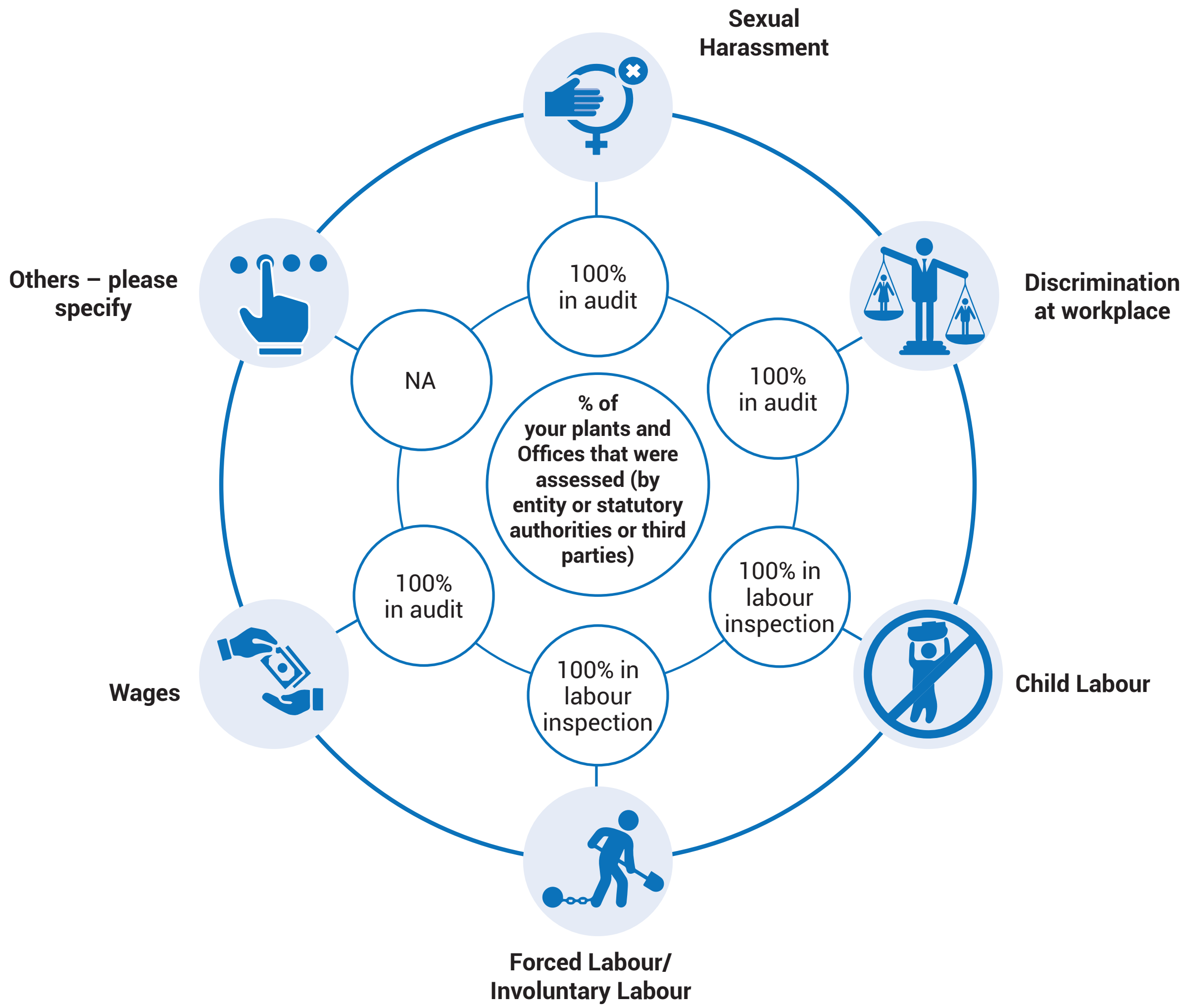
7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Under the applicable policy no unfair treatment is given to a Complainant / Whistle Blower by virtue of his/her having made a Reported disclosure under this Policy. The Company ensures that any kind of discrimination, harassment, victimization, or any other unfair employment practice is not adopted against Whistle Blowers. The identity of the Complainant / Whistle Blower is be kept confidential to the extent permissible under law.

8. Do human rights requirements form part of your business agreements and contracts?

Yes. Human Rights requirement clause is present in our **Supplier Code of Conduct.** This clause is included in our agreements with our suppliers, to ensure a smooth business operation with them and to avoid further concerns that might arise in the supply chain with respect to the Human Rights matters.

9. Assessments for the year.



10. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 9 above.

No significant risks/concerns identified in the assessment.

Leadership Indicators

1. Details of a business process being modified/ introduced as a result of addressing human rights grievances/ complaints.

Yes, we have an informal process and the same is being formalized.

2. Details of the scope and coverage of any Human rights due diligence conducted.

The Company has adopted and implemented a robust **HUMAN RIGHTS POLICY** and has also sensitized various group heads / HoDs about the compliance requirements under the said policy.

3. Is the premise/ office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

The Company is in process of making all the required premises accessible for the differently abled visitors.

4. Details on assessment of value chain partners:

Sexual Harassment

Discrimination at workplace

Child Labour

Forced Labour/ Involuntary Labour

Wages

100%

% of value chain partners (by value of business done with such partners) that were assessed

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

No significant risks or concerns have been identified in the assessment .

[5]SDGs mapped with Principle 5:

SDG 5: GENDER EQUALITY:

- Please refer to SDG 5 – that is mentioned above in Principle 3.

SDG 8: DECENT WORK AND ECONOMIC GROWTH:

- Please refer to SDG 8– that is mentioned above in Principle 2.

SDG 10: REDUCED INEQUALITIES:

- The Company has adopted **Policy on Diversity Equity and Inclusion**. (The web link of policy is https://www.nocil.com/images/fckeditor/file/Policy%20on%20diversity,%20equity%20and%20inclusion.pdf)
- The Company has a **Policy on Prevention of Sexual Harassment of Women at Workplace** (POSH) and an Internal Complaints Committee has been constituted to attend to the Complaints from female employees 5.

[1] The Ministry of Corporate Affairs (2018). National Guidelines on responsible business conduct. pg. 48 Available at: https://www.mca.gov.in/Ministry/pdf/NationalGuildeline_15032019.pdf.

6 PRINCIPLE

Businesses should respect and make efforts to protect and restore the environment

6 CLEAN WATER AND SANITATION | 7 AFFORDABLE AND CLEAN ENERGY | 13 CLIMATE ACTION

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

2022-23	Parameter	2021-22
179895.44 GJ	Total electricity consumption (A)	193167.45 GJ
1313819.6 GJ	Total fuel consumption (B)	1340014.91 GJ
1816.71 GJ	Energy consumption through other sources (C)	1436.70
1495531.75 GJ	Total energy consumption (A+B+C)	1534619.06 GJ
0.00009289 GJ per Rupee turnover	Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.00009766 GJ per Rupee turnover.

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, **Bureau Veritas India**..

2. **Does the entity have any sites/ facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any**

Not Applicable, as the Company is not identified as a Designated Consumer under the PAT Scheme. (According to the official gazette of Ministry of Power- National Mission for Enhanced Energy Efficiency- NMEEE)

3. **Provide details of the following disclosures related to water, in the following format:**

2022-23	Parameter	2021-22
	Water withdrawal by source (in kilolitres)	
0	(i) Surface water	0
0	(ii) Groundwater	0
1182755 KL	(iii) Third party water	1247045 KL
0	(iv) Seawater/ desalinated water	0
0	(v) Others	0
1182755 KL	Total volume of water withdrawal (In kilolitres) (i + ii + iii + iv + v)	1247045 KL
1182755 KL	Total volume of water consumption (In kilolitres)	1247045 KL
0.00007316 KL per Rupee turnover.	Water intensity per rupee of turnover (Water consumed / turnover)	0.00007936 KL per Rupee turnover.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, **Bureau Veritas India.**

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

The Company has not implemented Zero Liquid Discharge as of yet. However, the Company is working on the required steps in this regard.

5. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	2022-23 Current Financial Year	2021-22 Previous Financial Year
NOx	Kg. /Day	291.05	309.08
SOx	Kg. /Day	718.71	893.69
Particulate matter (PM)	Kg. /Day	422.85	449.01
Persistent organic pollutants (POP)		N / A	N / A
Volatile organic compounds (VOC)	1. Acetone 2. Ammonia 3. n- Butanol 4. Chlorine 5. HCl 6. H2S 7. Sulphur Dioxide 8. Toluene 9. MIBK 10. Aniline 11. Carbon Disulphide 12. Sodium Hydroxide 13. Sulphuric Acid	VOC monitored at workplace with self-detection tubes. Not Detectable	VOC monitored at workplace with self-detection tubes. Not Detectable
Hazardous air pollutants (HAP)	1. Chlorine 2. Hydrochloric Acid 3. Hydrogen Sulphide	0.0490Kg. /Day 0.0016 Kg. /Day 0.0020 Kg. / Day	0.058 Kg. /Day 0.0016 Kg. /Day 0.0034 Kg. / Day
Others – please specify	Nil	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, **Bureau Veritas India.**

6. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	2022-23 Current Financial Year	2021-22 Previous Financial Year
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Net Direct Carbon Emission = 136210.72	Net Direct Carbon Emission = 137673.69
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Indirect Carbon Emission = 39976.76	Indirect Carbon Emission = 42926.10

Parameter	Unit	2022-23 Current Financial Year	2021-22 Previous Financial Year
Total Scope 1 and Scope 2 emissions per rupee of turnover		Total Emission = 176187.48 0.000010943 MTCO2e Per INR	Total Emission = 180599.79 0.000011493 MTCO2e Per rupee turnover
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		2.93 MtCO2e per MT of production	2.69 MtCO2e per MT of production

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, **Bureau Veritas India.**

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

The Company anticipates and endeavours to reduce carbon emissions by adopting innovative approaches. The Company is initiating measures that are commercially and economically viable to reduce reliance on carbo-intensive energy sources.

8. Provide details related to waste management by the entity, in the following format:

Parameter	2022-23 Current Financial Year	2021-22 Previous Financial Year
Total Waste generated (in metric tonnes)		
Plastic waste (A)	11.281	23.3088
E-waste (B)	0.335	0.07815
Bio-medical waste (C)	0.016851	0.00144
Construction and demolition waste (D)	444.5	1660.62
Battery waste (E)	0.478	1.16
Radioactive waste (F)	N / A	N / A
Other Hazardous waste. Please Specify, if any. (G)	2756.18	6096.35
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	Metal –179.057 Wood – 67.31 Glass-2.960 Coal Boiler Ash –1806.85 Garbage Waste-87.84 Total: 2144.014	Metal – 135.3453 Wood – 99.35 Glass-2.19 Coal Boiler Ash – 1806.824 Garbage Waste - 80.84 MT Total: 2124.67
Total (A+B + C + D + E + F + G + H)	**5356.49**	**9906.18**
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste	3965.32	3563.6
(i) Recycled	Nil	NIL

Parameter	2022-23 Current Financial Year	2021-22 Previous Financial Year
(ii) Re-used	NIL	NIL
(iii) Other recovery operations	NIL	NIL
Total	**3965.32**	**3563.6**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	512.05	568.11
(ii) Landfilling	1482.00	1449.71
(iii) Other disposal operations	20.57	14.85
Total	**2014.62**	**2032.67**

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, **Bureau Veritas India.**

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company is the largest Rubber chemicals manufacturer in India. All the Environmental controls with respect to Liquid, Gaseous and solid streams are exercised.

The Company has a full-fledged Effluent Treatment Plant and has adopted the following innovative technologies :

- Soil Biotechnology
- Hydrodynamic Cavitation
- Multiple Effect Evaporator

Effluent after treatment meeting prescribed norms is discharged into underground MIDC/GIDC drainage pipeline. Online pH, Flow, COD, BOD and Suspended Solids measurement system is in place. Hazardous waste is stored at designated area and periodically disposed of to TTCWMA, BEIL authorized TSDF. ETP sludge is disposed by secured landfill at CHWTSDF – TTCWMA, BEIL Process stacks are equipped with scrubber systems and drains are connected to chemical sewer leading to ETP for onward treatment. An Electrostatics Precipitator (ESP) has been provided for the control of particulate matter emissions from Coal fired boiler. The stack is under constant surveillance by the Camera mounted at the top exit of the stack. As a part of pollution reduction, we have started PNG eco – friendly fuel in our boilers. Liquid fuel replaced with Natural Gas (PNG) in steam boilers and Thermic Fluid Heater. Replaced LPG with PNG as fuel for canteen, laboratory use. All Process and boiler stacks are regularly monitored through MOEF approved lab, and the parameters are well within prescribed norms. The Company is certified for ISO - 9001(Quality Management System), ISO-14001 (Environmental Management System). OHSMS -45001 (Occupational Health and Safety Assessment system), IATF– 16949 (Quality – Automotive Supply Chain) Standards, EnMS-50001-Energy Management Systems.

Maintaining very high HSE Standards is the minimum and basic requirement of our business and Organizational Philosophy.

As a part of the Company's culture, we have always focused our efforts in continuously improving our standards in terms of environment, safety and energy.

10. **If the entity has operations/ offices in/ around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/ clearances are required, please specify details in the following format:**

Location of operations/ offices	Types of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
None of our offices and operations are on ecologically sensitive area.		

11. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/ No)	Results communicated in public domain (Yes/ No)	Relevant Web link
Not Applicable					

12. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Serial Number	Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines/ penalties/ action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Yes*				

*The Company has installed a dedicated **Compliance Software Tool** to oversee control and monitor the status of compliance by the Company with all applicable laws including Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection Act and rules. The software not only monitors but also guides the employees responsible for the Compliance about the specific requirements and updates them on any amendments.

Leadership Indicators

1. **Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:**

Parameter	2022-23	2021-22
From renewable sources		
Total electricity consumption (A)	Nil	Nil
Total fuel consumption (B)	Nil	Nil
Energy consumption through other sources (C)	1816.71	1436.70
Total energy consumed from renewable sources (A+B+C)	**1816.71**	**1436.70**
From non-renewable sources		
Total electricity consumption (D)	179895.44 GJ	193167.45 GJ
Total fuel consumption (E)	1313819.60 GJ	1340014.91 GJ
Energy consumption through other sources (F)	Nil	Nil
Total energy consumed from non-renewable sources (D+E+F)	**1493715.04 GJ**	**1533182.36 GJ**

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, **Bureau Veritas India.**

2. **Provide the following details related to water discharged:**

Parameter	2022-23	2021-22
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	NIL	NIL
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third parties		
- No treatment		

Parameter	2022-23	2021-22
- With treatment – please specify level of treatment	595557 KL (Trade Effluent Primary, Secondary Aerobic biodegradation followed by Tertiary treatment.) 12870 KL Sewage effluent treatment by SBT.	614625 KL (Trade Effluent Primary, Secondary Aerobic biodegradation followed by Tertiary treatment.) 13860 KL Sewage effluent treatment by SBT.
(v) Others	NIL	NIL
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	**608427**	**628485**

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, **Bureau Veritas India.**

3. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres).

Not Applicable

For each facility/ plant located in areas of water stress, provide the following information:

(i) Name of the area

(ii) Nature of operations

(iii) Water withdrawal, consumption, and discharge in the following format:

Parameter	2022-23 Current Financial Year	2021-22 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	Not Applicable to our entity	
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater/ desalinated water		
(v) Others		
Total volume of water withdrawal (In kilolitres)		
Total volume of water consumption (In kilolitres)		
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		

Parameter	2022-23 Current Financial Year	2021-22 Previous Financial Year
Water discharge by destination and level of treatment (in kilolitres)		
(i) **Into Surface water**	Not Applicable to our entity	
- No treatment		
- With treatment – please specify level of treatment		
(ii) **Into Groundwater**		
- No treatment		
- With treatment – please specify level of treatment		
(iii) **Into Seawater**		
- No treatment		
- With treatment – please specify level of treatment		
(iv) **Sent to third parties**		
- No treatment		
- With treatment – please specify level of treatment		
(v) **Others**		
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, **Bureau Veritas India.**

4. with respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable, as none of our projects are being done in ecologically sensitive areas.

5. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/ effluent discharge/ waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
Company continuously optimizes parameters for reduction in raw material consumption and improvement in yields. Company uses innovative technologies like liquid- liquid extraction and carbon column to recover raw materials in waste stream which minimizes waste generation.		

6. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

The Company believes that all the risks associated with operational activities requires effective engineering controls. We conduct such risk mappings, and we have an on-site emergency plan at place, for which viz-a-viz are few plans that helps us mitigate the associated risks:

The plan is implemented for the following:

- To prevent an Emergency developing into a major emergency, leading to a disaster.
- To define resources and procedures for effective control of emergency.
- To assign specific activities and responsibilities for key personnel and agencies in order to eliminate delays in mitigation / control of emergency.
- To minimize damage to people, property and environment.
- Effective rescue operations and treatment of casualties.
- Identification of casualties and informing relatives.
- Alerting relevant outside agencies and providing relevant information on the incident.
- Rehabilitation and restoration of normalcy.

7. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

No such adverse impact to the environment is identified from the value-chain partners of the entity.

8. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

About 40% value-chain partners were assessed for environmental impacts, through supplier audit.

7 PRINCIPLE

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

17 PARTNERSHIPS FOR THE GOALS

Essential Indicators

1. a) **Number of affiliations with trade and industry chambers/ associations.**

   The Company is associated with 7 Industries/Chambers

   b) **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sr. No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Indian Chemical Council	National
2	All India Rubber Industry Association	National
3	Indian Rubber Institute	National
4	Bombay Chamber of Commerce and Industry	National
5	Indian Merchants Chamber	National
6	Thane-Belapur Industries Association	State
7	Dahej Industry Association	State

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective active taken
The Company has adopted and implemented a *Fair Competition Policy* which has been circulated to the concerned senior managers.		

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

Public policy advocated.	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, If available
Not Applicable				

8 PRINCIPLE

Businesses should promote inclusive growth and equitable development.

4 QUALITY EDUCATION
8 DECENT WORK AND ECONOMIC GROWTH
11 SUSTAINABLE CITIES AND COMMUNITIES
17 PARTNERSHIPS FOR THE GOALS

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and Brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
NIL					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	5 of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)
Not Applicable					

3. **Describe the mechanisms to receive and redress grievances of the Community.**

The Company has been at the forefront of implementing a variety of CSR activities in areas such as promoting health care, including preventive health care, rendering Community Health Programmes for the underprivileged spectrum of society living in rural and tribal areas, developing, and expanding the rural community and empowering women to ensure equitable and sustainable development and overall poverty reduction. We have contributed funds to prominent NGOs like **The Cancer Patients Aid Association** which facilitate less expensive and in many cases free treatment of economically deprived patients suffering from serious disorders like Cancer and equipment for early detection of breast cancer in poor women. The Company has supported **B.Y.L Nair Charitable Hospital** for purchase of ventilators during the pandemic and helped to set up a diabetic foot clinic for the poor patients. We attend to the grievances, if any raised, in this regard, on an immediate basis.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	2022-23	2021-22
Directly sourced from MSMEs/ small producers	1.59 %	8.67 %
Sourced directly from within the district and neighbouring districts	4.13 %	4.35 %

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable	

2. Provide the following information on CSR projects *undertaken by your entity in designated aspirational districts as identified by government bodies:

State	Aspirational District	Amount spent (In INR)
Maharashtra	Thane District	140.00 Lakhs
Maharashtra	Mumbai	25.00 Lakhs
Maharashtra	Navi Mumbai	15.00 Lakhs
Gujarat	Dahod	50.00 Lakhs
Odisha	Bhubaneswar	10.00 Lakhs
Maharashtra	Mumbai	15.00 Lakhs
Maharashtra	Nashik and Palghar	20.00 Lakhs
Maharashtra	Thane, Raigad and Nandurbar	15.00 Lakhs
Maharashtra	Pune and Nashik	15.00 Lakhs
Maharashtra	Satara	10.00 Lakhs
Maharashtra	Palghar	15.00 Lakhs
Gujarat	Ahmedabad	5.00 Lakhs
Maharashtra	Mumbai	5.00 Lakhs

*These amounts include CSR Contributions through NGOs.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/ vulnerable groups? (Yes/No)

Given our nature of operations and supply demand the Company does not have preferential procurement policy. The Company supports the marginalized/ vulnerable groups via various means, mainly through the part of CSR activities.

(b) From which marginalized/ vulnerable groups do you procure?

Not Applicable, as none procured.

(c) What percentage of total procurement (by value) does it constitute?

Not Applicable, as none procured.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Indian Patents Owned by NOCIL Ltd.	Yes	Intangible Benefit*	Indian Patents: IN 3839262 & IN 366559 US Patents: US 9708243 & US 9102585

* We have been manufacturing 4-ADPA by these patented processes which protects our process from infringing by other players and provides our Company freedom in selling this Antiozonant product across the globe.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the case	Corrective Action taken
	Not Applicable	

6. **Details of beneficiaries of CSR Projects***

Sr. No	CSR Project	No. of persons benefitted from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1.	**Vinayak Dada Navjeevan Fund**	20	100 %
2.	**Foundation for promotion of sports and games (OGQ)**- To assist potential athletes and para athletes to achieve their dreams and win Olympic and Paralympic Gold medals. To scout for potential medal talent, to help identify areas of support, to work with all stakeholders to aid deserving talent.	35	90%
3.	**RAWA Academy** - To become a center of excellence in providing holistic nurture (physical, educational, and spiritual) to the children in deprivation and distress	527 children residing at our Adruta Children Home in different location. 1) Akanshya Dash & Om Padhi from Adruta Bhubaneswar got selected for the **NASA ROVER CHALLENGE-2023" at NASA, USA**. They represented India along with 4 children at Huntsville, Alabama held on April 20, 2023 to April 25, 2023. 2) Amrita, Asima & Basanti 3 girl children from Adruta Bhubaneswar are perusing their Post Graduation after successfully completion of their Graduation. 3) Girls from Adruta Bhubaneswar got trained in classical Dance (Odishi) and performed at a National & International Dance Festivals. 4) Rai Mohan, a child from Adruta Dhenkanal got Gold Medal in National Level Chess Championship for the year 2022-2023, He received many trophies in Chess, Music and Art & Craft. 5) Dukhia, Lipan from Adruta Dhenkanal got Gold and Silver Awards respectively in Tækwondo championship for the year 2022- 2023. 6) Three Children Sakara, Srimatti and Tapaswini from Adruta (Cuttack) were selected to participate In the National Level Table Tennis Competition at New Delhi. 7) Children from Adruta Angul are now getting training on Swimming and are practicing for National championship Competition.	---

Sr. No	CSR Project	No. of persons benefitted from CSR projects	% of beneficiaries from vulnerable and marginalized groups
4(i)	**Seva Sahayog Foundation**--Samutkarsh (Study Centre & Adolescent Girls development) The primary focus of the intervention is through facilitating the students with a conducive environment to learn and address certain infrastructure needs for education. Objectives -Providing a conducive environment for education for the socio-economically challenged students by setting up study centers. -Addressing the needs and challenges faced by the adolescent girls	275	100%
4(ii)	**Seva Sahayog Foundation**- The digital Learning Center caters to the lesser privileged students in the communities based in the region and conducts the sessions consistently to gradually hand hold the students with basic, intermediate and advanced digital skills. Objectives: - To provide exposure to technology and digital literacy through an up-to-date computer laboratory. - To develop computer skills for students through trained and qualified resources. -Conducting skill training of the participant students. - To give students Microsoft-office courses and facilitate Microsoft certification for eligible students.	219	100%
5.	**Shabari Seva Samiti**: - Education - Medical - Irrigation and Farmers Welfare	 - 1050 - 2300 - 840 from 120 families	100%

Sr. No	CSR Project	No. of persons benefitted from CSR projects	% of beneficiaries from vulnerable and marginalized groups
6.	**Shri Chaitanya Seva Trust** – Support to below the poverty line tribal farmers, with healthcare initiatives and rural development including seeds distribution, organic fertilizer distribution, floriculture, horticulture support, exposure visits, market linkages and rural education.	- 1898 cataract surgeries were performed. - 81 dialysis were given to the needy patients. - 551 farmers were benefitted with 5000 Floriculture saplings planted, 620 Horticulture saplings planted, 78 Tons of Kharif Production, 4 Tons of Rabi Production. - 478 students from 22 villages have benefited through the Vidyavan Program.	88% of the beneficiaries were from vulnerable and marginalized groups
7.	**Vayam** - Padopadi Swarajya - Educate Empower Employ - Suposhan -Jalkund - Suposhan - Bhajiwadi	 - 1620 - 3301 - 174 - 303	100% Scheduled tribes and few among them belong to PVTG
8.	**Sri Nityanand Educational Trust** - Upgradation of Infrastructure at the Institute - Conducting Animal Husbandry course under DBRT Curriculum - Conducting Beauty Parlour Course	 - 300 students benefit per year. - 67 students - 10 Students	100% of the beneficiaries are from marginalized group
9.	**N. M. Sadguru Water and Development Foundation**	4920 (covers 820 number of households.)	70%

* These details include CSR Contributions through NGO's .For a complete report on CSR Activities, kindly refer Annexure A.

The Company believes that CSR reflects the Company's culture and business practices. Social responsibility is a broad topic which includes human aspects, such as ethical labour practices both internally and as part of a larger supply chain. The Company has a robust CSR policy that stands to the concept of *"More than an obligation, more than a duty"*.

9 PRINCIPLE

Businesses should engage with and provide value to their consumers in a responsible manner.

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

We receive customer complaints through the Marketing and Regional Sales Managers. We ensure to address the concerns and rectify/resolve it in a time-bound manner. We also conduct CSS (Customer satisfaction survey) in every two years. Based on the valuable comments/suggestions from our customers and subsequently we take corrective actions.

2. Turnover of products and/ services as a percentage of turnover from all products/ service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/ or safe disposal	100%

3. Number of consumer complaints in respect of the following:

	2022-23			2021-22		
	Received during the Year	Pending resolution at end of year	Remarks	Received during the Year	Pending resolution at end of year	Remarks
Data Privacy	NIL					
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other	11	Nil	All complaints resolved satisfactorily	18	Nil	All complaints resolved satisfactorily

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	NIL	
Forced recalls		

5. Does the entity have a framework/ policy on Cyber Security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

We have a **Privacy Policy** in place. It ensures that all our internal online data, sensitive information and customers details that secured and away from any sort of infringements.

URL: https://www.nocil.com/images/fckeditor/file/Privacy%20Policy.pdf

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/ action taken by regulatory authorities on safety of products / services.

No such cases were identified.

Leadership Indicators

1. Channels/ platforms where information on products and services of the entity can be accessed (provide web link, if available).

We have various means where our products and services can be accessed (mainly through our website):

- Products Overview:
  https://www.nocil.com/detail/products/rubber-chemicals-an-overview/83
- Technical Notes:
  https://www.nocil.com/detail/technical/technical-notes/64
- Information on products – safe handling and disposal available in MSDS on product packaging

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/ or services.

Product information available on our company website, that details about product safety to our consumers, some like:

- MSDS (Material safety Data Sheet) are provided along with each delivery.
- Information on products – safe handling and disposal available on product packaging.
- Information on products – safe handling, storage and disposal available in MSDS.
- Awareness is provided to customers through meetings.

3. Mechanisms in place to inform consumers of any risk of disruption/ discontinuation of essential services.

We inform consumers of any risks or disruptions of our products, through communications via mailings and Telephone calls.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/ services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No) Provide the following information relating to data breaches:

Yes. Product information is available on product packaging and the Company website. We have customer-centric initiatives at place like our Customer Satisfaction Survey. This platform is a major means that connects us to the customers and helps resolve any conflict for their betterment.

a) Number of instances of data breaches along-with impact

NIL

b) Percentage of data breaches involving personally identifiable information of customers

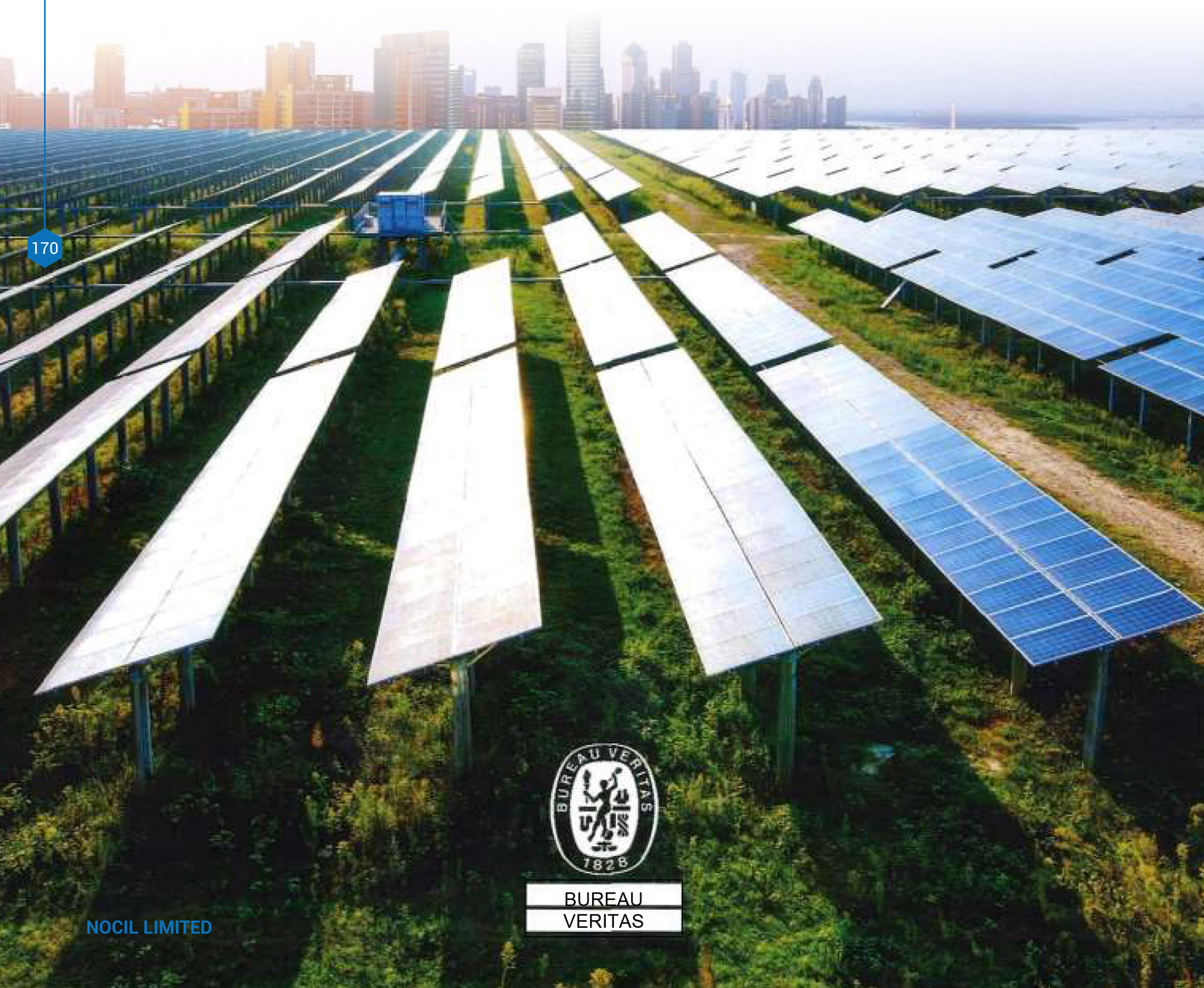
NIL

UNSDGs in brief:

	Goal	Goal statement
	Goal 1 : No Poverty	End poverty in all its forms everywhere
	Goal 2 : Zero Hunger	End hunger, achieve food security and improved nutrition and promote sustainable agriculture
	Goal 3 : Good Health & Well Being	Ensure healthy lives and promote well-being for all at all ages.
	Goal 4 : Quality Education	Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all
	Goal 5 : Gender Equality	Achieve gender equality and empower all women and girls
	Goal 6 : Clean Water & Sanitation	Ensure availability and sustainable management of water and sanitation for all.
	Goal 7 : Affordable & Clean Energy	Ensure access to affordable, reliable, sustainable and modern energy for all.
	Goal 8 : Decent Work & Economic Growth	Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all
	Goal 9 : Industry, Innovation and Infrastructure	Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation
	Goal 10 : Reduced Inequality	Reduce inequality within and among countries.
	Goal 11 : Sustainable Cities & Communities	Make cities and human settlements inclusive, safe, resilient and sustainable.
	Goal 12 : Responsible Consumption & Production	Ensure sustainable consumption and production patterns
	Goal 13 : Climate Action	Take urgent action to combat climate change and its impacts
	Goal 14 : Life below water	Conserve and sustainably use the oceans, seas and marine resources for sustainable development
	Goal 15 : Life on land	Protect, restore and promote sustainable use of terrestrial ecosystems, sustainably manage forests, combat desertification, and halt and reverse land degradation and halt biodiversity loss
	Goal 16 : Peace & Justice Strong Institutions	Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels
	Goal 17 : Partnerships to achieve the Goal	Strengthen the means of implementation and revitalize the global partnership for sustainable development

INDEPENDENT ASSURANCE STATEMENT

Report No. 16985763-1 / 2023



Assurance Statement

1. INTRODUCTION AND OBJECTIVES OF WORK

Bureau Veritas (India) Pvt. Ltd. has been engaged by NOCIL Limited (hereinafter abbreviated as "NOCIL") to conduct an independent assurance of the Non-Financial Parameters of it's Business Responsibility & Sustainability Report (BRSR) for the reporting period from 01.04.2022 to 31.03.2023 (i.e., F.Y. 2022-23). NOCIL has prepared document as per "Annexure-1" of BRSR with stated parameters for the period (F.Y 2022-23), based on which this overall assessment has been carried out. This Assurance Statement applies to the related information included within the scope of work described below.

The selection of reporting criteria, reporting period, reporting boundary, monitoring and measurement of data, selection of datapoints/information, preparation and presentation of information in the BRSR and the supporting documentation for the BRSR is the sole responsibility of the management of "NOCIL". Bureau Veritas was not involved in the drafting or preparation, back- up or presentation of the BRSR. Our sole responsibility was to provide independent assurance on its content.

2. INTENDED USER

The assurance statement is made solely for 'NOCIL' as per the governing contractual terms and conditions of the assurance engagement contract between "NOCIL" and Bureau Veritas. To the extent that the law permits, we owe no responsibility and do not accept any liability to any other party other than "NOCIL" for the work we have performed for this assurance report or for our conclusions stated in the paragraphs below.

3. SCOPE OF WORK

The scope of work for the assurance included;

- Checking that the data and information included in the BRSR for the reporting period from 01.04.2022 to 31.03.2023 was fairly presented without material misrepresentation.
- Appropriateness and robustness of underlying reporting systems and processes, used to collect, analyse and review the information reported;
- Reporting Criteria: National Guidelines for Responsible Business Conduct (NGRBC) of the Ministry of Corporate Affairs, Government of India 2019
- Reporting period: 01/04/2022 to 31/03/2023
- Assurance standard: The assurance process was conducted in line with the requirements of the Accountability 1000 Assurance Standard (AA1OOOAS) version 3, Type 2 assurance.

Level of assurance:

- Moderate (the level of assurance obtained in work performed in a moderate assurance engagement is lower than for a "high" level of assurance engagement, but is higher than no assurance)

Methodology used to conduct the assurance

As part of its independent assurance, Bureau Veritas undertook the following activities:

- Audit was done on site as well as by remote means at both the sites and interviewed relevant management personnel of NOCIL.
- NOCIL initially submitted the "Annexure-1 of BRSR" as prepared, for both the units under the reporting boundary viz; Navi Mumbai unit (including HO at Mafatlal House,Churchgate,Mumbai) and the Dahej unit.
- The data management systems and procedures were assessed on a sampling basis. Data on the various BRSR disclosures were verified.
- The work was planned and carried out to provide a "Moderate" level of assurance and we believe it provides an appropriate basis for our conclusions.

The reporting boundaries considered for this reporting period are as follows:

NOCIL Ltd., C-37, TTC Industrial Area, Off Thane-Belapur Road, Pawne village, Post Turbhe, Navi Mumbai - 400 705	NOCIL Ltd., Plot No. 12-A-1, GIDC Industrial Area, Dahej, Taluka — Vagra, Bharuch, Gujarat — 392 130

and HO at 3'd Floor, Mafatlal House, H. T. Parekh Marg Backbay Reclamation, Churchgate, Mumbai – 400020, INDIA

The assessment team from Bureau Veritas, for this verification, included the following member/s :

- Mr. Goutam Ray — Lead Verifier

Assurance Statement (Contd.)

The personnel with whom the **Bureau Veritas** team **interacted during this assessment** are as follows :

Sr. No.	Name of person	Designation	Location
1.	Dr. N. D. Gangal	VP-QA, TQM & Analytical Research	Navi Mumbai
2.	Mr. Pravin S Bhalekar	Sr. Manager - TQM	Navi Mumbai
3.	Mr. Milind S Jadhav	Senior Executive	Navi Mumbai
4.	Mr. Suresh Shetty	AVP, Operation	Navi Mumbai
5.	Mr. Santosh Hule	Dy. GM, HSE	Navi Mumbai
6.	Ms Bhagyasree Patil	Executive, Project purchase	Navi Mumbai
7.	Mr. Sumeet D Haibat	Manager, Hr & Admin	Navi Mumbai
8.	Mr Amit K Vyas	AVP Legal, Company Secretary	HO, Churchgate
9.	Ms. Priyanka Bang	Senior Executive, CS & Legal	HO, Churchgate
10.	Mr Ankit Parihar	Sr. Manager HSE	Dahej
11.	Mr Ketan Karambelkar	Manager- Utility	Dahej
12.	Mr. Pradip Bhatt	Sr Manager — Personnel & Admin	Dahej
13.	Mr. Sanjay Patel	Senior Manager- Process Support	Dahej
14.	Mr. Vijaykumar Goswami	Executive — Safety	Dahej
15.	Mr. Keyur Patel	Sr Manager — Electrical	Dahej
16.	Mr Kishor Sute	Sr Manager, Instrumentation	Dahej

Bureau Veritas conducted Physical as well as remote assessment of the sites as mentioned in the table below:

Name of Site	Date and mode
Navi Mumbai site	21 Apr & 25 Apr 2023 (Physical)
HO at Mafatlal House, Churchgate, Mumbai	24 Apr 2023 (Physical)
Dahej Site	22 Apr 2023 (Remote)

The assessment was carried out, of the submitted BRSR and the supporting evidences verified during the site visits and remote activities, based on a sampling exercise, to verify the data and computations that were prepared by NOCIL. The assessment was carried out only for the reported parameters that have been considered by NOCIL in the BRSR for FY 2022-23

Some of the parameters verified for the units under the reporting boundary include:

- Employee details
- Participation / Representation of women
- Turnover rate for employees & workers
- CSR details
- Environmental monitoring parameters including water, waste water, air emissions, solid waste, GHG emissions etc.
- Welfare and OHS data
- All other data from Principle 1 to Principle 9 of the NGRBC.

The data values for all reported parameters in Sections A, B & C (consisting of reporting for all the 09 principles) were verified by Bureau Veritas through an auditing process based on sampling of data records. Sampling was conducted by considering the contribution of the individual parameter to the overall organizational sustainability levels. A separate verification checklist was also utilized during

Assurance Statement (Contd.)

the assessment. Gaps indata values or any other error identified during the data assessment was reported in this checklist which was then responded to by the client and subsequently the reported findings were closed.

Bureau Veritas has assessed the quantification methodology used by NOCIL for the monitoring and calculations of the various ESG parameters from its different sources and confirms the same to be in line with accepted practice of standard practice. The materiality threshold of 5% has been considered in this assessment process.

The details of the breakdown of data were verified by Bureau Veritas during the physical site visits conducted to verify the data. Samples of data were verified during the process to confirm the correctness of values considered inthe calculations. The primary activity data values used toreport in the BRSR can be regarded as conservatively considered.

Our work was conducted against the requirements defined in the guidance document of BRSR, with the requirements of Accountability 1000 Assurance Standard (AA1000AS) version 03 Type 2 assurance as well as Bureau Veritas' standard procedures and guidelines for external Assurance of Sustainability Reports, based on current best practice in independent assurance.

The Bureau Veritas assurance process has also involved an Independent Technical Review (ITR) to check forcorrectness and accuracy ofthe assurance conclusions as well asadherence toBureau Veritas internal procedures and/or assurance standard requirements.

4. OUR CONCLUSION

On the basis of our methodology and the activities described above, it is our opinion that the BRSR for FY 2022-23 of "NOCIL", containing its reporting and declaration of the various ESG parameters from the operations within the reporting boundary and the reporting period, as described above, is prepared in all material respects in line with the applicable criteria here before stated. The reviewed statements within the scope of our verification are transparent and the information included therein are fairly stated. A separate report (Management report) have been generated and forwarded to NOCIL regarding internal processes (as in practice) and opportunities for improvement, may be considered for the subsequent reporting period.

5. LIMITATIONS ANDEXCLUSIONS

Excluded from the scope of our work is any assurance of information relating to:

- Activities outside the defined assurance period stated here in above;
- Positional statements, expressions of opinion, belief, aim or future intention by "NOCIL" and statements of future commitment;
- Competitive claims in the report claiming "first in India", "first time in India', ' first of its kind" etc. if any;
- Our assurance does not extend to the activities and operations of "NOCIL" outside of the scope and geographical boundaries mentioned in this report as well as the operations undertaken by any other entity that may be associated with or have a business relationship with "NOCIL"
- Our assurance of the various ESG parameters covers only those parameter and sites, that have been reported in the BRSR for FY 2022-23.
- Our assurance on economic and financial performance data or information of NOCIL is based only on NOCIL's annual audited statement of accounts for the Financial Year 2022-23 and our conclusions rest solely upon that audited report.

This independent statement should not be relied upon to detect all errors, omissions or misstatements that may exist within the BRSR or the supporting documentation.

Assurance Statement (Contd.)

Alignment with the principles of AA1000AS version 03

Inclusivity	NOCIL has processes in place for engaging with its key stakeholders including socially responsible investors, Government officials, local community representatives and has undertaken stakeholder engagement activities. The entity is also involved in many CSR projects for the local community.
Materiality	The BRSR addresses the range of environmental, social and economic issues of concern that NOCIL has identified as being of highest material importance. The material issues were identified by a process of stakeholder engagement and interaction. The identification of material issues has considered both internal assessments of risks and opportunities to the business, as well as stakeholders' views and concerns.
Responsiveness	NOCIL is responding to those issues it has identified as material and demonstrates this in its policies, objectives, indicators and performance targets. The company has taken various initiatives towards delivering environmentally friendly services along with occupational health and safety, appropriate measures for emergency handling, control and risk management in its operations.
Impact	There is no finding from our assessment that NOCIL has not monitored, measured or has not been accountable for its actions related to its material topics.
Uncertainty	The reliability of assurance is subject to uncertainty(ies) that are inherent in the assurance process. Uncertainties stem from limitations in the accounting and quantification models used for various parameters or emission factors used or may be present in the estimation of data used to arrive at conclusions or results. Our conclusions in respect of this assurance are naturally subject to any inherent uncertainty(ies) involved in the assurance process

6. STATEMENT OF INDEPENDENCE, IMPARTIALITY AND COMPETENCE

Bureau Veritas is an independent professional services company that specialises in Quality, Health, Safety, Social and Environmental management with almost 190 years history in providing independent assurance services.

Bureau Veritas has implemented a Code of Ethics across the business to maintain high ethical standards among staff in their day-to-day business activities. We are particularly vigilant in the prevention of conflicts of interest.

No member of the assurance team has a business relationship with "NOCIL", its Directors, Managers or officials beyond that required of this assignment. We have conducted this verification independently and there has been no conflict of interest.

The assurance team has extensive experience in conducting assurance over environmental, social, ethical and health & safety information, systems and processes an excellent understanding of Bureau Veritas standard methodology for the Assurance of Sustainability Reporting.

Date: 16 May, 2023
Place: Mumbai, India

BUREAU VERITAS (INDIA) PVT. LTD.

72 Business Park, 9’h Floor, MIDC Marol
Cross Road ’C’, Opp. SEEPZ Gate #2,
Andheri (East), Mumbai - 400093 India.

Goutam Ray
Lead Verifier

Date: 16 May 2023
Place: Mumbai, India

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A Subsidiaries

(Currency: ₹ In Lakhs)

1.	**Sl. No.:**	1
2.	**Name of the subsidiary:**	PIL Chemicals Limited
3.	**Date since when the subsidiary was acquired**	February 22, 2007
4.	**Reporting period for the subsidiary concerned, if different from the holding company's reporting period:**	Apr 1, 2022 to Mar 31, 2023
5.	**Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries:**	Not Applicable
6.	**Share capital**	835
7.	**Reserves & surplus**	2,885
8.	**Total assets**	4,324
9.	**Total Liabilities**	4,324
10.	**Investments**	1,243
11.	**Turnover**	2,039
12.	**Profit before taxation**	308
13.	**Provision for taxation**	92
14.	**Profit after taxation**	217
15.	**Proposed Dividend**	0%
16.	**% of shareholding**	100%

Notes:

1. Names of subsidiaries which are yet to commence operations: None

2. Names of subsidiaries which have been liquidated or sold during the year: None

Part B Associates and Joint Ventures: None

For and on behalf of the Board of Directors

Hrishikesh A. Mafatlal
Chairman
DIN: 00009872

D N Mungale
Director & Chairman Audit Committee
DIN: 00007563

S R Deo
Managing Director
DIN: 01122338

Anand V.S.
Deputy Managing Director
DIN: 07918665

P. Srinivasan
Chief Financial Officer

Amit K. Vyas
Company Secretary

Place: Mumbai
Date: May 29, 2023

Independent Auditor's Report

TO THE MEMBERS OF NOCIL LIMITED

Report on the Audit of the Standalone Ind-AS Financial Statements

OPINION

We have audited the accompanying standalone Ind-AS financial statements of **NOCIL LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flow for the year then ended and the Notes to the standalone Ind-AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind-AS financial statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (India Accounting Standards) Rules, 2015, as amended, (Ind-AS) and with other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone Ind-AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Ind-AS Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone Ind-AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind-AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind-AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. no.	Key audit matter description	How the scope of our audit addressed the key audit matter
1	**Revenue recognition and measurement** Refer to Note 2 (Accounting policies) for revenue recognition and measurement, Note 26 of the Standalone Ind-AS Financial Statements for aggregate revenue from sale of products recognised as required by the applicable Ind AS. For the year ended March 31, 2023, the Company recognised revenues aggregating to INR 161,077 lakhs.	Our procedures included: **Accounting policies:** Assessing the Company's revenue recognition policies, including those related to discounts, rebates and returns by comparing with the applicable Ind AS. **Tests of controls:** Evaluating the design and testing the operating effectiveness of controls over the accuracy of discounts, incentives and rebates and correct timing of revenue recognition.

Sr. no.	Key audit matter description	How the scope of our audit addressed the key audit matter
	The Company recognises revenue from sale of goods when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and the products have been delivered to the customer. Amounts disclosed as revenue are net of customer returns, trade allowance, rebates, goods and services tax and amount collected on behalf of third parties. **Risk identified:** Revenue is recognised when control of the underlying goods is transferred to the customer. There may be a risk of revenue being overstated due to pressure from Management to achieve performance targets at the reporting period end.	**Tests of details:** - Verified the supporting documentation for determining that the revenue was recognised in the correct accounting period (cut-off testing). - Comparing the discounts, incentives and rebates with the prior year and, where relevant, performed further inquiries and testing. - Verifying the manual journals posted to revenue to identify unusual or irregular items. - To assess the recoverability of trade receivables, our procedures included an assessment of whether the provision against, or write off of, impacted our view as to the initial recognition of the related revenue. **Performing substantive analytical procedures:** Developing an expectation of the current year revenue based on trend analysis and recent market conditions and growth of the Company and compared the same with the actuals, accompanied with further inquiries and testing. We also assessed as to whether the disclosures in respect of revenue were adequate.
2	**System environment and internal controls** **Risk identified:** The IT and business process controls implemented might not be designed, implemented or operating in a manner conducive to the effective processing and reporting of financial information. The fragmented system environment introduces risks related to system access, change management, and we have accordingly designated this as a focus area in the audit. The risk of end user devices which are used to store or process the Company's information are encrypted to prevent breach of the Company's information. The risk of access to Operating system and SAP codes are given to appropriate persons.	Our procedures included: **Tests conducted:** Our response to the risks related to the system environment includes both the test of IT and business process controls. We also performed sufficient tests of details as part of our audit. We tested the Company's controls around access and change management related to key IT systems through our Information Technology specialist.

Independent Auditor's Report (Contd.)

INFORMATION OTHER THAN THE STANDALONE IND-AS FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report and Report on Corporate Governance but does not include the Ind-AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind-AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind-AS financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind-AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITIES FOR THE STANDALONE IND-AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these Ind-AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind-AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind-AS financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE IND-AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone Ind-AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind-AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of the users of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone Ind-AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind-AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2020, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.

As required by section143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss (*including Other Comprehensive Income*), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone Ind-AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rule issued thereunder.

e) On the basis of the written representations received from the Directors of the Company as on March 31, 2023 and taken on record by the Board of Directors, none of the Directors of the Company are disqualified as on March 31, 2023, from being appointed as a Director in terms of section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.

Independent Auditor's Report (Contd.)

g) According to information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind-AS financial statements - Refer Note 37 to the standalone Ind-AS financial statements.

   ii) The Company has made provision, as required under the applicable laws or Accounting Standards for material foreseeable losses, if any, on long term contracts including derivative contracts. Refer Notes 2(g) and Note 42.5.2 to the standalone Ind-AS financial statements.

   iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.

   iv) The Management has represented that:

      a) to the best of its knowledge and belief, other than as disclosed in the standalone Ind-AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      b) to the best of its knowledge and belief, other than as disclosed in the standalone Ind-AS financial statements, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      Based on such audit procedures performed by us which is considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

   v) As per information and explanation represented by Management and based on the records of the Company, the dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

   vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Reg. No.: 104607W / W100166

Daraius Z. Fraser
PARTNER
M. No.: 42454
UDIN: 23042454BGXFQY2543
Mumbai: May 29, 2023.

Annexure A to the Independent Auditor's Report

The Annexure referred to in paragraph 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the standalone Ind-AS financial statements for the year ended March 31, 2023:

STATEMENT ON MATTERS SPECIFIED IN PARAGRAPHS 3 AND 4 OF THE COMPANIES (AUDITOR'S REPORT) ORDER, 2020:

i) Property Plant and Equipment:

a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

b) The Company has a program of physical verification of Property, Plant and Equipment by which the property, plant and equipment are verified by the Management according to a phased programme designed to cover all the items over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with the policy, the Company has physically verified certain property, plant and equipment during the year and no material discrepancies were noticed in respect of assets verified during the year.

c) According to the information and explanations given to us and on the basis of the records of the Company examined by us, the title deeds of immovable properties are held in the name of the Company or in the name of the erstwhile Companies that have merged with the Company.

d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

e) According to the information and explanations given to us, representation obtained from Management and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2022, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.

ii) Inventory:

a) The Management has conducted physical verification of inventories at reasonable intervals. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its operations. The discrepancies noticed on such physical verification of inventories between physical stock and book records is less than 10% in the aggregate for each class of inventories and have been properly dealt with in the books of account.

b) According to the information and explanations given to us by the Management and books and records maintained, the Company has been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at various points of time during the year, from banks on the basis of security of current assets of the Company. In our opinion and according to the information and explanations given to us, the quarterly returns filed by the Company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters. The Company has no borrowings from financial institutions during the year.

iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the provisions of sub-clause (a), (b), (c), (d), (e) and (f) of paragraph 3 (iii) of the Order are not applicable.

iv) According to the information and explanations given to us, the Company has not advanced any loans or given guarantee or provided any security to parties covered under section 185 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us and records examined by us, the provisions of section 186 of the Companies Act, 2013, in respect of investments made have been complied with by the Company.

v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the

Annexure A to the Independent Auditor's Report (Contd.)

meaning of sections 73 to 76, or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder. No order has been passed by the Company Law Board, or National Company Law Tribunal, or Reserve Bank of India, or any Court, or any other Tribunal.

vi) We have broadly reviewed the books of account and records maintained by the Company in respect of the product covered under the Rules prescribed by the Central Government for the maintenance of cost records, under sub section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii) Statutory Dues:

a) According to the information and explanations given to us and on the basis of the records examined by us, the Company is regular in depositing undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material applicable statutory dues during the year. We have been informed that there are no undisputed dues which have remained outstanding as at the last day of the financial year, for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023, on account of disputes are given below:

Name of Statute	**Nature of Dues**	**Amount (Rs. Lakh)**	**Period to which the amount relates**	**Forum where dispute is pending**
The Central Excise Act, 1944	Excise Duty / Service Tax demands relating to disputed classification, assessable values, etc., which the Company has contested and is in appeals.	8.39	1991-1996, 1997-1999	Commissioner
The Customs Tariff Act, 1962	Custom Duty demands relating to classifications, etc. Net of amount paid under protest Rs. 4.69 lakh	Nil	2011-2013	CESTAT
Central Sales Tax Act 1956 and various State Sales Tax Acts	Sales Tax demands. Net of amount paid under protest Rs. 52.17 lakh	358.71	1995-1999, 2003-2004	Appellate Tribunal
		5.65	2001-2002, 2004-2005	Commissioner (Appeals)
		1285.80	2008-09, 2011-16	Commissioner (Appeals)
The Finance Act 1994	Service Tax relating to disputed classification, assessable values, etc., which the Company has contested and is in appeals at various levels. Net of amount paid under protest Rs. 5.99 lakh	190.90	2010-2016	CESTAT
		1.81	2015-2018	Superintendent Customs & CEX
Income-tax Act, 1961	Income-tax demands against which the Company has preferred appeals. Net of amount paid under protest Rs. 237.87 lakh	268.89	2011-12, 2012-13, 2016-17, 2019-20, 2020-21	Commissioner of income tax appeals
Employees Provident Funds & Miscellaneous Provisions Act, 1952	Provident Fund Contribution Case (PPD and PCD)	2.01	2002-2004	Assistant PF Commissioner

viii) According to the information and explanations given to us and on the basis of the records examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix) Borrowings:

a) In our opinion and according to the information and explanations given to us, the Company has not defaulted during the year in repayment of loans or other borrowings or payment of interest thereon to any lender.

b) In our opinion and according to the information and explanations given to us and representation obtained from Management, the Company has not been declared wilful defaulter by any bank or financial institution or Government or any Government authority.

c) In our opinion and according to the information and explanations given to us and representation obtained from Management, the Company has applied the term loans availed during the year for the purpose for which the loans were obtained.

d) In our opinion and according to the information and explanations given to us and representation obtained from Management, on an overall examination of the standalone Ind-AS financial statements of the Company, funds raised on short-term basis have not been used during the year for long-term purposes by the Company.

e) According to the information and explanations given to us, representation obtained from Management, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its y company. The Company does not have joint ventures or associate companies hence the question of reporting on the same does not arise.

f) According to the information and explanations given to us, representation obtained from Management, the Company has not raised loans during the year on the pledge of securities held in its subsidiary company. The Company does not have joint ventures or associate companies hence the question of reporting on the same does not arise.

x) Allotment of Shares

(a) According to the information and explanations given to us, representation obtained from Management, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

xi) Frauds

(a) According to the information and explanations given to us, on the basis of the records examined by us and representation from Management, no fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) According to the information and explanations given to us and representation from Management, no whistle-blower complaints has been received by the Company during the year.

xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company.

xiii) According to the information and explanations given to us and based on our examination of the records

Annexure A to the Independent Auditor's Report (Contd.)

of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act with respect to applicable transactions with the related parties and details of such transactions have been disclosed in the standalone Ind-AS financial statements as required by the applicable accounting standards.

xiv) Internal Audit System

(a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi) In respect of registration u/s 45-IA

(a) In our opinion, according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and has also not conducted any Non-Banking Financial or Housing Finance activities. Hence, reporting under clause 3(xvi)(a) and (b) of the Order are not applicable.

(b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause 3(xvi)(c) and (d) of the Order are not applicable.

xvii) According to the information and explanations given to us and based on our examination of the standalone Ind-AS financial statements of the Company, the Company has not incurred cash losses during the current financial year and the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditor of the Company during the year.

xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone Ind-AS financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and representation from Management. Our report does not give any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) Corporate Social Responsibility

There are no unspent amounts towards Corporate Social Responsibility (CSR) as at March 31, 2023. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable for the year.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Reg. No.: 104607W / W100166

Daraius Z. Fraser
PARTNER
M. No.: 042454
UDIN: 23042454BGXFQY2543
Mumbai: May 29, 2023.

Annexure B to the Independent Auditor's Report

INDEPENDENT AUDITOR'S REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls with reference to financial statements of ***NOCIL LIMITED*** ("the Company") as of March 31, 2023, in conjunction with our audit of the standalone Ind-AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (the "Act" or the "Companies Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to standalone Ind-AS Financial Statements

A Company's internal financial control with reference to standalone Ind-AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Annexure B to the Independent Auditor's Report (Contd.)

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our knowledge and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Reg. No.: 104607W / W100166

Daraius Z. Fraser
PARTNER
M. No.: 042454
UDIN: 23042454BGXFQY2543
Mumbai: May 29, 2023.

Standalone Balance Sheet
as at March 31, 2023

(₹ in Lakhs)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	63,751	65,856
(b) Right of Use Assets	3A	22,200	22,190
(c) Capital Work-In-Progress	3	848	819
(d) Investment Property	4	44	43
(e) Intangible Assets	5	319	355
(f) Investments in Wholly Owned Subsidiary	6	2,504	2,504
(g) Financial Assets			
(i) Other Investments	7	4,173	3,561
(ii) Other Financial Assets	8	913	708
(h) Non - Current Tax Assets (Net)		1,650	1,511
(i) Other Non-Current Assets	9	1,070	930
Total Non - Current Assets		**97,472**	**98,477**
Current Assets			
(a) Inventories	10	28,472	33,259
(b) Financial Assets			
(i) Investments	11	16,420	627
(ii) Trade Receivables	12	34,598	44,984
(iii) Cash and Cash Equivalent	13	2,128	1,155
(iv) Bank Balances other than (iii) above	14	3,383	382
(v) Other Financial Assets	15	508	137
(c) Other Current Assets	16	1,136	2,603
Total Current Assets		**86,645**	**83,147**
Total Assets		**184,117**	**181,624**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	16,664	16,657
(b) Other Equity	18	137,362	126,730
Total Equity		**154,026**	**143,387**
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	19	683	286
(b) Provisions	20	1,561	1,580
(c) Deferred Tax Liabilities (Net)	34	10,685	10,281
Total Non - Current Liabilities		**12,929**	**12,147**
Current Liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	22	296	266
(ii) Trade Payables			
(a) Total outstanding dues of micro and small enterprises	21	174	844
(b) Total outstanding dues to creditors other than micro and small enterprises	21	12,660	20,892
(iii) Other Financial Liabilities	23	2,575	2,527
(b) Other Current Liabilities	24	975	1,067
(c) Provisions	25	482	494
Total Current Liabilities		**17,162**	**26,090**
Total Equity and Liabilities		**184,117**	**181,624**

Significant accounting policies 2

The accompanying notes form an integral part of the Standalone Financial Statements

In terms of our report attached.
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Reg. No. 104607W/W100166

Daraius Z. Fraser
Partner
Membership No.:42454

Place: Mumbai
Date: May 29, 2023

For and on behalf of the Board of Directors

Hrishikesh A. Mafatlal
Chairman
DIN: 00009872

D N Mungale
Director & Chairman Audit Committee
DIN: 00007563

S R Deo
Managing Director
DIN: 01122338

Anand V.S.
Deputy Managing Director
DIN: 07918665

P. Srinivasan
Chief Financial Officer

Amit K. Vyas
Company Secretary

Standalone Statement of Profit and Loss

for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Note	For the year ended March 31, 2023	For the year ended March 31, 2022
I Revenue from Operations	26	161,657	157,131
II Other Income	27	725	484
III Total Income (I + II)		**162,382**	**157,615**
IV EXPENSES			
(a) Cost of materials consumed	28	90,872	94,524
(b) Purchases of Stock-in-trade		321	272
(c) Changes in stock of finished goods, work-in-progress and stock-in-trade	29	(2,431)	(8,894)
(d) Employee benefits expense	30	8,421	7,771
(e) Finance costs	31	119	107
(f) Depreciation and amortisation expense	32	5,439	4,708
(g) Other expenses	33	39,571	35,168
Total Expenses (IV)		**142,312**	**133,656**
V Profit Before Tax (III - IV)		**20,070**	**23,959**
VI Tax Expense			
(a) Current Tax	34	4,827	5,626
(b) Deferred Tax	34	346	530
(c) Short Provision for tax relating to earlier years	34	29	208
Total Tax Expense (VI)		**5,202**	**6,364**
VII Profit After Tax (V -VI)		**14,868**	**17,595**
VIII Other Comprehensive Income			
A (i) Items that may be reclassified to profit or loss		-	-
B (i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit liabilities / (assets)		(39)	(62)
(b) Equity instruments through other comprehensive income		612	1,692
(ii) Income tax relating to items that will not be reclassified to profit or loss			
(a) On Remeasurements of the defined benefit liabilities / (assets)	34	(9)	(2)
(b) On Equity instruments through other comprehensive income	34	(49)	(186)
Total Other Comprehensive Income for the year (VIII)		**515**	**1,442**
IX Total Comprehensive Income for the year (VII+VIII)		**15,383**	**19,037**
X Earnings Per Equity Share (Face Value ₹ 10/- each)	**35**		
(a) Basic		8.92	10.57
(b) Diluted		8.89	10.54

Significant accounting policies 2

The accompanying notes form an integral part of the Standalone Financial Statements

In terms of our report attached.
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Reg. No. 104607W/W100166

Daraius Z. Fraser
Partner
Membership No.:42454

Place: Mumbai
Date: May 29, 2023

For and on behalf of the Board of Directors

Hrishikesh A. Mafatlal
Chairman
DIN: 00009872

D N Mungale
Director & Chairman Audit Committee
DIN: 00007563

S R Deo
Managing Director
DIN: 01122338

Anand V.S.
Deputy Managing Director
DIN: 07918665

P. Srinivasan
Chief Financial Officer

Amit K. Vyas
Company Secretary

Standalone Statement of Cash Flows

for the year ended March 31, 2023

(₹ in Lakhs)

	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A	**Cash flows from operating activities**		
	Profit before tax	20,070	23,959
	Adjustments for:		
	Finance costs	119	107
	Interest income	(407)	(88)
	Dividend income	(173)	(151)
	Miscellaneous Income	(2)	-
	Loss on Property, Plant & Equipment sold / scrapped / written off (Net)	14	157
	Provision for Doubtful Debts	76	-
	Provision for Doubtful Advances	-	8
	Bad Debts written off	2	-
	Advances written off	-	3
	Excess provision for earlier years written back	(142)	(275)
	VAT Set Off refund of previous years	(56)	-
	Fair Value gain on investments	(8)	(26)
	Held-to-maturity gain on Non Convertible Debentures	(27)	-
	Depreciation / amortisation expenses	5,439	4,708
	Unrealised foreign exchange revaluation (Net)	22	(10)
	Expense recognised in respect of equity-settled share-based payments	138	37
	Rent from Investment Property / Others	(41)	(39)
	Income from Redemption of Mutual Fund	(67)	(106)
	Remeasurement of defined benefit liabilities / (assets) through OCI	(39)	(62)
	Operating profit before working capital changes (i)	**24,918**	**28,222**
	Adjustments for:		
	(Increase)/Decrease in Trade Receivables	10,296	(14,081)
	(Increase)/Decrease in Inventories	4,787	(16,734)
	(Increase)/Decrease in Other Assets - Current & Non Current	1,523	(319)
	(Increase)/Decrease in Other Financial Assets - Current & Non Current	(95)	(75)
	Increase/(Decrease) in Trade Payable	(8,765)	4,861
	Increase/(Decrease) in Provisions - Current & Non Current	(31)	(23)
	Increase/(Decrease) in Other Financial Liabilities - Current & Non Current	210	469
	Increase/(Decrease) in Other Liabilities - Current	(92)	414
	Changes in Working Capital (ii)	**7,833**	**(25,488)**
	Cash generated from operations (iii) = (i+ii)	**32,751**	**2,734**
	Income taxes paid (Net) (iv)	(4,995)	(5,910)
	Net cash generated from / (used in) operating activities (v)= (iii)+(iv)	**27,756**	**(3,176)**
B	**Cash flows from investing activities**		
	Payments to acquire financial assets	(30,748)	(17,672)
	Proceeds on redemption of financial assets	11,753	24,203
	Interest received	220	144
	Dividends received	173	151
	Payments for purchase of property, plant and equipment	(2,847)	(3,297)
	Proceeds from disposal of property, plant and equipment	32	2

Standalone Statement of Cash Flows

for the year ended March 31, 2023 (Contd.)

(₹ in Lakhs)

	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	Rent from Investment Property / Others	41	39
	Payments for Intangible assets	(28)	(286)
	Net cash (used in)/generated from investing activities (vi)	**(21,404)**	**3,284**
C	**Cash flows from financing activities**		
	Proceeds from issue of Equity shares on exercise of ESOPs	115	291
	Borrowings from Banks	2,000	4,006
	Repayment of borrowings	(2,000)	(4,006)
	Dividends paid	(4,999)	(3,317)
	Interest paid on Lease liability	(67)	(47)
	Principal payment of Lease Liability	(373)	(227)
	Interest paid	(52)	(60)
	Net cash (used in) financing activities (vii)	**(5,376)**	**(3,360)**
	Net increase / (decrease) in Cash and Cash Equivalents (v+vi+vii)	**976**	**(3,252)**
	Cash and cash equivalents at the beginning of the year	1,155	4,409
	Unrealised foreign exchange restatement in Cash and cash equivalents	(3)	(2)
	Cash and Cash Equivalents at the end of the year	**2,128**	**1,155**
	Reconciliation of Cash and Cash Equivalents with the Balance Sheet:		
	Cash and Cash Equivalents at end of the period (including other Bank Balances)	5,511	1,537
	Less: Unclaimed Dividend Bank Balances and Investment in Term Deposits (maturity greater than 3 months but less than 12 months) not considered as Cash and cash equivalents	(3,383)	(382)
	Cash and Cash Equivalents at end of the year	**2,128**	**1,155**

Note:

The accompanying notes form an integral part of the Standalone Financial Statements

The above Standalone cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (IND AS - 7) "Statement of Cash Flow".

In terms of our report attached.
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Reg. No. 104607W/W100166

Daraius Z. Fraser
Partner
Membership No.:42454

Place: Mumbai
Date: May 29, 2023

For and on behalf of the Board of Directors

Hrishikesh A. Mafatlal
Chairman
DIN: 00009872

D N Mungale
Director & Chairman Audit Committee
DIN: 00007563

S R Deo
Managing Director
DIN: 01122338

Anand V.S.
Deputy Managing Director
DIN: 07918665

P. Srinivasan
Chief Financial Officer

Amit K. Vyas
Company Secretary

Statement of Changes in Equity

for the year ended March 31, 2023

(a) Equity Share Capital (Refer Note 17)

(₹ in Lakhs)

Particulars	Amount
Balance as at March 31, 2021	**16,622**
Changes in equity share capital during the year:	
Issue of equity shares on exercise of employee stock option plan	35
Balance as at March 31, 2022	**16,657**
Changes in equity share capital during the year:	
Issue of equity shares on exercise of employee stock option plan	7
Balance as at March 31, 2023	**16,664**

(b) Other Equity

(₹ in Lakhs)

Particulars	Other Equity					Other Comprehensive Income		Total
	Capital reserve	Securities premium	General reserve	ESOP outstanding reserve	Retained earnings	Equity Instrument through OCI	Other Items of OCI	
Balance as at March 31, 2021	**15**	**2,396**	**4,865**	**546**	**106,258**	**(2,727)**	**(625)**	**110,728**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance as at March 31, 2021	**15**	**2,396**	**4,865**	**546**	**106,258**	**(2,727)**	**(625)**	**110,728**
Profit for the period	-	-	-	-	17,595	-	-	17,595
Other Comprehensive Income for the year, net of income tax	-	-	-	-	-	1,506	-	1,506
Remeasurement of Defined Benefit Obligation, net of income tax	-	-	-	-	-	-	(64)	(64)
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**17,595**	**1,506**	**(64)**	**19,037**
Premium on shares issued	-	360	-	-	-	-	-	360
Payment of dividend (₹ 2 per equity share for 2020-21)	-	-	-	-	(3,328)	-	-	(3,328)
Recognition of share based payments	-	-	-	(67)	-	-	-	(67)
Balance as at March 31, 2022	**15**	**2,756**	**4,865**	**479**	**120,525**	**(1,221)**	**(689)**	**126,730**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance as at March 31, 2022	**15**	**2,756**	**4,865**	**479**	**120,525**	**(1,221)**	**(689)**	**126,730**
Profit for the period	-	-	-	-	14,868	-	-	14,868
Other Comprehensive Income for the year, net of income tax	-	-	-	-	-	564	-	564
Remeasurement of Defined Benefit Obligation, net of income tax	-	-	-	-	-	-	(48)	(48)
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**14,868**	**564**	**(48)**	**15,384**
Premium on shares issued	-	148	-	-	-	-	-	148
Payment of dividend (₹ 3 per equity share for 2021-22)	-	-	-	-	(4,998)	-	-	(4,998)
Recognition of share based payments	-	-	-	98	-	-	-	98
Balance as at March 31, 2023	**15**	**2,904**	**4,865**	**577**	**130,395**	**(657)**	**(737)**	**137,362**

Refer Note 18 for nature and purpose of Reserves. The accompanying notes form an integral part of the Standalone Financial Statements.

In terms of our report attached.
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Reg. No. 104607W/W100166

Daraius Z. Fraser
Partner
Membership No.:42454

Place: Mumbai
Date: May 29, 2023

For and on behalf of the Board of Directors

Hrishikesh A. Mafatlal
Chairman
DIN: 00009872

D N Mungale
Director & Chairman Audit Committee
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S R Deo
Managing Director
DIN: 01122338

Anand V.S.
Deputy Managing Director
DIN: 07918665

P. Srinivasan
Chief Financial Officer

Amit K. Vyas
Company Secretary

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

NOTE 1 GENERAL INFORMATION

a) Corporate information

NOCIL Ltd. ("the Company") having Company Identification No: L99999MH1961PLC012003 is a limited company incorporated on May 11, 1961 and is engaged in manufacture of rubber chemicals domiciled in India. The Company has manufacturing facilities at Navi Mumbai (Maharashtra) and at Dahej (Gujarat). The address of its registered office is Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai 400 020, Maharashtra, India. The products manufactured by the Company are used by the tyre industry and other rubber processing industries.

b) Basis of preparation and presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India under the historical cost convention on accrual basis at the end of each reporting period except for:

- Certain financial Assets and Liabilities that are measured at fair value
- Defined Benefit Plans that are measured at fair value
- Share based payments – calculated using the Black and Scholes option pricing model

The Generally Accepted Accounting principles in India comply in all material aspects with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended thereunder and other relevant provisions of the Companies Act, 2013.

The financial statements have been prepared on going concern basis. The accounting policies are applied consistently to all periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III of the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as not exceeding 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements of the Company for the year ended March 31, 2023, have been approved for issue in accordance with the resolution of the Board of Directors on May 29, 2023.

c) Functional and presentational currency

The financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentational currency. All amounts have been rounded to the nearest lakhs as per the requirement of Schedule III, unless otherwise indicated.

d) Key estimates and assumptions

The preparation of financial statements requires Management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods of the revision if it affects both current and future periods.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are as follows:

- Determination of the estimated useful lives and residual value of tangible assets and the assessment as to which components of the cost may be capitalised (Note 2(a)).

- Determination of the estimated useful lives of intangible assets (Note 2(c)).
- Impairment of Property, Plant and Equipment (Note 2(d)).
- Recognition and measurement of defined benefit obligations (Note 2(l) and Note 40).
- Fair valuation of employee share options (Note 2(m) and Note 39).
- Discounting of long-term financial liabilities.
- Fair value measurement of financial instruments (Note 1(e)).
- Impairment of Financial and Non Financial Assets.
- Recognition and measurement of provisions and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources (Note 2(r)).
- Accruals of Sales incentives, Commission, etc.

e) Measurement of Fair value

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments. The Company has an established control framework with respect to the measurement of fair values. The Management regularly reviews significant inputs and valuation adjustments. If third party information, such as Government approved valuers, broker quotes or pricing services, is used to measure fair values, then the Management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

While measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 inputs for the assets or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

f) Recent Amendments in Ind AS

Amendments to Ind AS applicable effective from April 01, 2022 do not have any impact on the financial statement of the Company.

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 01, 2023, as below:

Ind AS 1 – Preparation of Financial Statements

Companies should now disclose "Material Accounting Policies" rather than their "Significant Accounting Policies". Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

Definition of 'change in account estimate' has been replaced by revised definition of 'accounting estimate'. As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty. A Company develops an accounting estimate to achieve the objective set out by an accounting policy. Accounting estimates include: a) Selection of a measurement technique (estimation or valuation technique) b)

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

Selecting the inputs to be used when applying the chosen measurement technique.

Ind AS 12 – Income Tax

Narrowed the scope of the Initial Recognition Exemption (IRE) (with regard to leases and decommissioning obligations). Now IRE does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision. There are minor changes involving updating the references and terminology etc to Ind AS 101, 102, 103, 109 and 115 that do not lead to change in the principles of Ind AS. The Company does not foresee any material changes due to above mentioned amendments.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

a) Property, Plant and Equipment

Property, Plant and Equipment (PPE) are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use less accumulated depreciation and less accumulated impairment, if any. Cost includes expenses related directly to acquisition and installation of the concerned assets, borrowing cost during the construction period and estimated costs of dismantling and removing the item and restoring the site on which it is located and excludes any duties / taxes recoverable.

Advances paid towards the acquisition of PPE outstanding at each reporting date is classified as Capital Advances under "Other Non-Current Assets" and assets which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital Work in Progress".

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes all costs incurred to bring the assets to their present location and condition. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

The estimated residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the items will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

When significant identifiable parts of PPE are required to be replaced, the Company de-recognises the replaced parts and recognises the new part with its own associated useful life and it is depreciated accordingly. In other cases, expenses are charged off to the Statement of Profit and Loss.

Depreciation is provided, under the Straight-Line method basis so as to write off the original cost of the asset less its estimated residual value over the estimated useful life. The Management's estimate of useful lives is in accordance with Schedule II to the Companies Act, 2013, except for auxiliaries and certain other machineries, where the life considered is 16-18 years instead of 25 years based on the technical evaluation done by the Company. Assets costing ₹ 50,000 or less are fully depreciated in the year of purchase.

b) Investment Property

Land or Building held to earn rentals or for capital appreciation or both rather than for use in the production or supply of goods and services or for administrative purposes; or sale in the ordinary course of business is recognised as Investment Property. Investment Property are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Though, the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in Notes. Fair values are determined based on an annual evaluation performed by a Government approved valuer.

Investment properties are de-recognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

c) Intangible Assets

An Intangible asset is recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. Intangible assets that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Intangible assets are amortised over their estimated useful life. The useful life of intangible assets are assessed as either finite or infinite. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Estimated useful lives of finite intangible assets are as follows:

Patents	10 years
Software	10 years

Changes in the expected useful life are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. Intangible assets with indefinite useful lives are not amortised but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

d) Impairment of Non-Financial Assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of an impairment loss. If any such indication exists, the recoverable amounts are estimated in order to determine the extent of the impairment loss (if any). An impairment loss is recognised whenever the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount. The impairment loss, if any, is recognised in the Statement of Profit and Loss in the period in which impairment takes place.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Where an impairment loss subsequently reverses, the carrying amount of the assets is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior accounting periods.

e) Inventories

Inventories are measured at lower of cost and net realisable value. Cost of inventories comprises of all costs of purchase (net of input credits), costs of

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of stores and spares, raw materials, trading and other products is determined on weighted average basis. Cost of work-in-progress and finished stock is determined by the absorption costing method.

Net realisable value represents estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Provision is made for cost of obsolescence and other anticipated losses, whenever considered necessary by Management based on the best judgement and estimates.

f) Cash and Cash Equivalents

Cash and Cash Equivalents in the Balance Sheet comprises cash on hand, bank balances and short term deposits with banks with an original maturity of three months or less which are readily convertible into cash and which are subject to insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

g) Cash flow statement

Cash Flows are reported using Indirect Method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

h) Investment in Subsidiaries

Investment in Subsidiary entities is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary entity the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

i) Financial instruments

A financial instrument is any contract that gives rise to financial assets of one entity and financial liability or equity of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts.

➤ Financial Assets

Initial recognition:

Financial assets are recognised when a Company becomes a party to the contractual provisions of the instruments. Financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition or issue of financial assets.

Subsequent measurement of financial assets:

Financial assets are subsequently classified and measured at:

- amortised cost
- fair value through Profit and Loss (FVTPL)
- fair value through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

All financial assets are recognised initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset are recorded at amortised cost. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Debt Instruments:

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL') till de-recognition on the basis of

- the Company's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

• Measured at amortised cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any, is recognised in the Statement of Profit and Loss.

• Measured at Fair value through other comprehensive income (FVTOCI):

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income calculated using the Effective Interest Rate method is recognised in the Statement of Profit and Loss. A gain or loss on a financial asset measured at fair value through other comprehensive income shall be recognised in other comprehensive income, except for impairment gains or losses and foreign exchange gains and losses, until the financial asset is derecognised or reclassified. When the financial asset is derecognised the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

• Measured at Fair Value Through profit and Loss (FVTPL):

A financial asset not classified as either amortised cost or FVTOCI, is classified as FVTPL. Such financial assets are measured at fair value and all changes in fair value, including interest income and dividend income, if any, are recognised in the Statement of Profit and Loss.

For investments in mutual fund, the Company has opted to account for the fair value through profit or loss.

Equity Instruments:

• Measured at Fair Value Through profit and Loss (FVTPL):

Investments in equity instruments other than investments in subsidiaries are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

For investments in mutual fund, the Company has opted to account for the fair value through profit or loss.

• Measured at Fair value through other comprehensive income (FVTOCI):

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs.

Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. On de-recognition, amounts presented in

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

other comprehensive income shall not be subsequently transferred to profit or loss, but the cumulative gain or loss shall be transferred within 'Other Equity'.

Impairment of financial assets:

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset.

For trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

De-recognition of financial assets:

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

➢ Financial liabilities

Initial recognition

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss. The interest expenses using the effective interest method is recognised over the relevant period of the financial asset. The same is included under Finance cost in the Statement of profit and Loss unless it is capitalised as part of cost of an item of Property, Plant and Equipment.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of the new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Derivative financial instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

j) **Foreign Exchange Transactions**

In preparing the financial statements of the Company, transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are restated at the rates prevailing at the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated. Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

k) **Revenue recognition**

Revenue from sale of products is recognised when the products are dispatched to customers, all significant contractual obligations have been satisfied and the collection of the resulting receivable is reasonably expected. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Accumulated experience is used to estimate and provide for the discounts and returns. No element of financing is deemed present as the sales are made with normal credit days consistent with market practice.

Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of "Other Operating Revenues".

Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

l) **Employee benefits**

Short-term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

Post-Employment Benefits:

(a) Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund, Family Pension and Superannuation scheme are charged as an expense in the Statement of Profit and Loss as they fall due.

(b) Defined Benefit Plans

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, after discounting the same. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. Re-measurement of the net defined benefit liability, comprises actuarial gains and losses which are recognised immediately in Other Comprehensive Income (OCI). Net interest expense/ (income) on the net defined liability/ (assets) is computed by applying the discount rate used to measure the net defined liability/ (asset). Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(c) Other Long-Term Employee Benefits

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Re-measurements are recognised in Statement of Profit and Loss in the period in which they arise.

m) Equity Share-Based Payments

Employees of the Company also receive remuneration in the form of share based payments in consideration of the services rendered.

Under the equity settled share based payment, the fair value on the grant date of the awards given to employees is recognised as 'employee benefit expenses' with a corresponding increase in equity over the vesting period. The fair value of the options at the grant date is calculated on the basis of the Black Scholes model. At the end of each reporting period, apart from the non-market vesting condition, the expense is reviewed and adjusted to reflect changes to the level of options expected to vest. When the options are exercised, the Company issues fresh equity shares.

When the terms of an equity-settled award are modified, an additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

n) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

As a Lessee

The Company's lease assets classes primarily consist of leases for land, buildings and office equipments. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) The contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. Leasehold land is amortised on a straight-line basis over the period of the lease. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a Lessor

Lease payments under operating leases is generally recognised as an expense on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the underlying asset and recognised as an expense over the lease term on the same basis as the lease income.

o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

p) Taxes on Income

Income tax expense comprises current tax expense and the deferred tax during the year. Current and deferred taxes are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year and any adjustments to the tax payable or receivable in respect of previous years as determined in accordance with the provisions of the Income Tax Act,1961 that have been enacted or subsequently enacted at the end of the reporting period.

Current tax assets and current tax liabilities are offset when there is legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

q) Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received. The Company accounts for its entitlement as income on accrual basis.

r) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

s) Earnings Per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

t) Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

u) Segment Reporting

The Company is considered to be a single segment company – engaged in the manufacture of rubber chemicals. As per Ind AS-108 'Operating Segments', if a financial report contains both the consolidated financial statements of a parent that is within the scope of Ind AS-108 as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS-108 Operating Segments has been given in the consolidated financial statements.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 3 PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

	Particulars	Buildings	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Total
I.	**Gross Carrying Value**						
	Balance as at April 1, 2022	**21,034**	**68,645**	**743**	**443**	**428**	**91,293**
	Additions	338	1,970	103	41	76	2,528
	Disposals / Transfers	(8)	(211)	(14)	-	(32)	(265)
	Balance as at March 31, 2023	**21,364**	**70,404**	**832**	**484**	**472**	**93,556**
II.	**Accumulated depreciation and impairment**						
	Balance as at April 1, 2022	**3,660**	**20,661**	**523**	**339**	**254**	**25,437**
	Depreciation expense for the year	722	3,673	90	51	48	4,584
	Eliminated on disposal / transfer of assets	(5)	(167)	(14)	-	(30)	(216)
	Balance as at March 31, 2023	**4,377**	**24,167**	**599**	**390**	**272**	**29,805**
III.	**Net Carrying value as at March 31, 2023 (I-II)**	**16,987**	**46,237**	**233**	**94**	**200**	**63,751**

(₹ in Lakhs)

	Particulars	Buildings	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Total
I.	**Gross Carrying Value**						
	Balance as at April 1, 2021	**21,025**	**65,556**	**676**	**420**	**369**	**88,046**
	Additions	163	3,310	69	23	67	3,632
	Disposals / Transfers	(154)	(221)	(2)	-	(8)	(385)
	Balance as at March 31, 2022	**21,034**	**68,645**	**743**	**443**	**428**	**91,293**
II.	**Accumulated depreciation and impairment**						
	Balance as at April 1, 2021	**3,012**	**17,687**	**436**	**309**	**225**	**21,669**
	Depreciation expense for the year	720	3,118	89	30	37	3,994
	Eliminated on disposal / transfer of assets	(72)	(144)	(2)	-	(8)	(226)
	Balance as at March 31, 2022	**3,660**	**20,661**	**523**	**339**	**254**	**25,437**
III.	**Net Carrying value as at March 31, 2022 (I-II)**	**17,374**	**47,984**	**220**	**104**	**174**	**65,856**

Notes:

a) Property, Plant & Equipment relating to approved R & D facility included above is as under:

(₹ in Lakhs)

Particulars	Gross Block	Depreciation	Net Block
Balance as at April, 1, 2021	**638**	**387**	**251**
Additions during the year	24	-	24
Depreciation expense for the year	-	47	(47)
Disposals / Deletions	(2)	(1)	(1)
Balance as at March 31, 2022	**660**	**433**	**227**
Additions during the year	81	-	81
Depreciation expense for the year	-	40	(40)
Disposals / Deletions	(22)	(20)	(2)
Balance as at March 31, 2023	**719**	**453**	**266**

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 3 PROPERTY, PLANT AND EQUIPMENT (Contd.)

b) Refer note 37 for disclosure of contractual commitment for acquisition of Property, Plant and Equipment.

c) The Company has not revalued its Property, Plant and Equipment during the year.

d) In line with the accounting policy, the Company had reviewed the useful life of certain plant & equipments and accordingly an amount of ₹ 555 Lakhs was charged off as depreciation during the previous year based on change in estimated useful life of certain assets.

e) Capital Work-in-Progress (CWIP) :

Ageing Schedule of Capital work-in-progress as on March 31, 2023

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	728	120	-	-	**848**
Projects temporarily suspended	-	-	-	-	**-**
Total	**728**	**120**	**-**	**-**	**848**

Ageing Schedule of Capital work-in-progress as on March 31, 2022

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	786	28	5	-	**819**
Projects temporarily suspended	-	-	-	-	**-**
Total	**786**	**28**	**5**	**-**	**819**

Details of Capital Work-in-Progress whose completion is overdue as compared to its original plan as at March 31, 2023

(₹ in Lakhs)

Overdue completion of Projects lying in Capital Work-in-progress	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects more than ₹ 10 Lakhs					
Antioxidants Extended Basic Engineering Package	147	-	-	-	**147**
Concrete Chimney For Boiler	49	-	-	-	**49**
Laboratory Information Management System (LIMS)	44	-	-	-	**44**
Total	**240**	**-**	**-**	**-**	**240**
Other Projects (below ₹ 10 Lakhs)	31				**31**
Total	**271**	**-**	**-**	**-**	**271**

NOTE 3A RIGHT OF USE ASSETS

Note 3A : Right of Use Assets

(₹ in Lakhs)

Particulars		Land	Buildings	Office Equipments	Total
I.	**Gross Carrying Value**				
	Balance as at April 1, 2022	**24,413**	**1,173**	**-**	**25,586**
	Additions	-	768	132	900
	Disposals	-	(110)	-	(110)
	Balance as at March 31, 2023	**24,413**	**1,831**	**132**	**26,376**
II.	**Accumulated depreciation and impairment**				
	Balance as at April 1, 2022	**2,684**	**712**	**-**	**3,396**
	Depreciation expense for the year	447	316	26	789
	Eliminated on disposal of assets	-	(9)	-	(9)
	Balance as at March 31, 2023	**3,131**	**1,019**	**26**	**4,176**
III.	**Net Carrying value as at March 31, 2023 (I-II)**	**21,282**	**812**	**106**	**22,200**

(₹ in Lakhs)

Particulars		Land	Buildings	Office Equipments	Total
I.	**Gross Carrying Value**				
	Balance as at April 1, 2021	**24,413**	**954**	**-**	**25,367**
	Additions	-	228	-	228
	Disposals	-	(9)	-	(9)
	Balance as at March 31, 2022	**24,413**	**1,173**	**-**	**25,586**
II.	**Accumulated depreciation and impairment**				
	Balance as at April 1, 2021	**2,236**	**492**	**-**	**2,728**
	Depreciation expense for the year	448	220	-	668
	Eliminated on disposal of assets	-	-	-	-
	Balance as at March 31, 2022	**2,684**	**712**	**-**	**3,396**
III.	**Net Carrying value as at March 31, 2022 (I-II)**	**21,729**	**461**	**-**	**22,190**

NOTE 4 INVESTMENT PROPERTY

(₹ in Lakhs)

Particulars		Buildings	Total
I.	**Gross Carrying Value**		
	Balance as at April 1, 2022	**83**	**83**
	Additions / Transfers	8	8
	Disposals / Transfers	-	-
	Balance as at March 31, 2023	**91**	**91**
II.	**Accumulated depreciation and impairment**		
	Balance as at April 1, 2022	**40**	**40**
	Depreciation expense for the year	7	7
	Eliminated on disposal / transfer of assets	-	-
	Balance as at March 31, 2023	**47**	**47**
III.	**Net Carrying value as at March 31, 2023 (I-II)**	**44**	**44**

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 4 INVESTMENT PROPERTY (Contd.)

(₹ in Lakhs)

Particulars	Buildings	Total
I. Gross Carrying Value		
Balance as at April 1, 2021	**83**	**83**
Additions / Transfers	-	-
Disposals / Transfers	-	-
Balance as at March 31, 2022	**83**	**83**
II. Accumulated depreciation and impairment		
Balance as at April 1, 2021	**39**	**39**
Depreciation expense for the year	1	1
Eliminated on disposal / transfer of assets	-	-
Balance as at March 31, 2022	**40**	**40**
III. Net Carrying value as at March 31, 2022 (I-II)	**43**	**43**

Note:

a) Fair value disclosures

The fair value of the Company's investment properties as at March 31, 2023 and March 31, 2022 has been arrived at on the basis of a valuation carried out on the respective dates by independent & government certified valuer not related to the Company. The fair value was determined based on the comparable sale and market analysis approach based on recent market prices without any significant adjustments being made to the market observable data. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Details of the Company's investment properties and information about the fair value hierarchy as at March 31, 2023 and March 31, 2022 are as follows:

(₹ in Lakhs)

Particulars	Amount	Fair value hierarchy
As at March 31, 2023		
Fair value of Investment property - Residential Units located in India	1,611	Level 2
As at March 31, 2022		
Fair value of Investment property - Residential Units located in India	1,346	Level 2

b) The Company has no restriction on the releasability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements

c) Information regarding Income and Expenditure of Investment Property

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rental Income derived from Investment Properties	31	25
Less: Direct Operating Expenses	(12)	(19)
Gain arising from Investment properties before depreciation	19	6
Less: Depreciation	(2)	(1)
Net Income arising from Investment properties	**17**	**5**

NOTE 5 INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars		Patents	Software	Total
I.	**Gross Carrying Value**			
	Balance as at April 1, 2022	**762**	**401**	**1,163**
	Additions	-	28	28
	Disposals	-	-	-
	Balance as at March 31, 2023	**762**	**429**	**1,191**
II.	**Accumulated amortisation**			
	Balance as at April 1, 2022	**494**	**314**	**808**
	Amortisation expense for the year	29	35	64
	Eliminated on disposal of assets	-	-	-
	Balance as at March 31, 2023	**523**	**349**	**872**
III.	**Net Carrying value as at March 31, 2023 (I-II)**	**239**	**80**	**319**

(₹ in Lakhs)

Particulars		Patents	Software	Total
I.	**Gross Carrying Value**			
	Balance as at April 1, 2021	**486**	**391**	**877**
	Additions	276	10	286
	Disposals	-	-	-
	Balance as at March 31, 2022	**762**	**401**	**1,163**
II.	**Accumulated amortisation**			
	Balance as at April 1, 2021	**481**	**282**	**763**
	Amortisation expense for the year	13	32	45
	Eliminated on disposal of assets	-	-	-
	Balance as at March 31, 2022	**494**	**314**	**808**
III.	**Net Carrying value as at March 31, 2022 (I-II)**	**268**	**87**	**355**

Note:

a) Intangible Assets relating to approved R & D facility included above is as under:

(₹ in Lakhs)

Particulars	Gross Block	Amortisation	Net Block
Balance as at April, 1, 2021	**30**	**12**	**18**
Additions during the year	-	-	-
Amortisation expense for the year	-	3	(3)
Balance as at March 31, 2022	**30**	**15**	**15**
Additions during the year	-	-	-
Amortisation expense for the year	-	3	(3)
Balance as at March 31, 2023	**30**	**18**	**12**

b) All Intangible assets held by the Company are purchased and not internally generated.

c) The Company has not revalued its Intangible assets during the year.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 6 INVESTMENT IN WHOLLY OWNED SUBSIDIARY

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Unquoted Investments in equity shares				
In Wholly owned Subsidiary (at cost)				
PIL Chemicals Ltd. (₹ 10/- each, fully paid-up)	8,354,833	2,504	8,354,833	2,504
Total	**8,354,833**	**2,504**	**8,354,833**	**2,504**
Aggregate Amount of Unquoted Investments		2,504		2,504

NOTE 7 NON CURRENT OTHER INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Investment in equity instruments				
(i) Quoted Investments (at fair value through other comprehensive income (FVTOCI))				
- Mafatlal Industries Ltd. (₹ 2/- each, fully paid-up) #	9,773,475	4,011	1,954,695	3,413
- HDFC Bank Ltd. (₹ 1/- each, fully paid-up)	10,000	161	10,000	147
Total Quoted Investments (A)		**4,172**		**3,560**
(ii) Unquoted Investments				
(at amortised cost)				
- The Bharat Co-Operative Bank Ltd. (₹ 10/- each, fully paid-up)	10,000	1	10,000	1
- Shree Balaji Sahakari Sakhar Karkhana Ltd. * (₹ 2,000/- each, fully paid-up)	1	0	1	0
- Mafatlal Engineering Industries Ltd. (₹ 100/- each, fully paid-up)	17,101	18	17,101	18
Less: Provision for Impairment		(18)		(18)
		-		-
Total Unquoted Investments (B)		**1**		**1**
Total Investments (A+ B)		**4,173**		**3,561**

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Aggregate Amount of Quoted Investments	4,172	3,560
Market Value of Quoted Investments	4,172	3,560
Aggregate Amount of Unquoted Investments (At Cost)	19	19
Aggregate Amount of Impairment in the Value of Investments	18	18

Face value sub-divided from ₹ 10/- each to ₹ 2/- each wef November 25, 2022

* Amount less than ₹ 0.50 Lakhs

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 8 NON CURRENT - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial Assets		
Security Deposits		
- Unsecured, considered good	912	706
- Unsecured, considered doubtful	300	300
Less : Allowance for doubtful deposits	(300)	(300)
	912	**706**
Earmarked Balances		
- Term Deposit with Bank (remaining maturity of more than 12 months)	1	1
Loans to employees		
- Unsecured, considered good	-	1
Total	**913**	**708**

NOTE 9 OTHER NON CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Government Authorities (other than income taxes)		
- CENVAT Credit Receivable	307	307
- VAT Credit Receivable	817	817
- Service Tax Credit Receivable	6	6
- Others	26	26
	1,156	**1,156**
Less: Provision for doubtful receivables	(302)	(302)
	854	**854**
Capital Advances	171	41
Prepaid Expenses	45	35
Total	**1,070**	**930**

NOTE 10 INVENTORIES (AT LOWER OF COST OR NET REALISABLE VALUE)

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Raw materials (@)	12,007	19,119
Work-in-progress	2,971	2,063
Finished goods (#)	12,199	10,654
Stock-in-trade	49	71
Stores and spares	1,246	1,352
Total	**28,472**	**33,259**
Included above, goods-in-transit:		
(i) Raw materials	701	3,748
(ii) Finished goods	-	423
Total	**701**	**4,171**

(@) Net of write down of ₹ 84 lakhs (Previous year ₹ 109 lakhs)

(#) Net of write down of ₹ 337 lakhs (Previous year ₹ 430 lakhs)

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 11 FINANCIAL ASSETS - CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Investments in Mutual Funds (Unquoted) (at fair value through profit and loss account (FVTPL))	2,007	627
(b) Investments in Non Convertible Debentures (NCDs) (Quoted) (at amortised cost through effective interest method)	14,413	-
Total Investments	**16,420**	**627**

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Aggregate Amount of Quoted Investments	14,413	-
Market Value of Quoted Investments	14,399	-
Aggregate Amount of Unquoted Investments (At Cost)	2,007	627
Aggregate Amount of Impairment in the Value of Investments	-	-

NOTE 12 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Considered good - Secured	-	-
(b) Considered good - Unsecured	34,598	44,984
(c) Which have significant increase in Credit Risk	-	-
(d) Credit Impaired	88	14
Less: Allowance for doubtful debts	(88)	(14)
Total	**34,598**	**44,984**

Trade Receivables Ageing Schedule as at March 31, 2023

(₹ in Lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment		Total
		Less than 6 months	6 months -1 year	
(i) Undisputed Trade receivables – considered good	32,868	1,725	5	34,598
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-
Total	**32,868**	**1,725**	**5**	**34,598**

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 12 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES (Contd.)

Trade Receivables Ageing Schedule as at March 31, 2022

(₹ in Lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment		Total
		Less than 6 months	6 months -1 year	
(i) Undisputed Trade receivables – considered good	42,624	2,359	1	44,984
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-
Total	**42,624**	**2,359**	**1**	**44,984**

NOTE 13 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	7	11
Balances with banks	2,121	1,144
Total	**2,128**	**1,155**
Cash and Cash Equivalents as per Statement of Cash Flows	2,128	1,155

NOTE 14 CURRENT FINANCIAL ASSETS - OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Earmarked balances with banks		
- Unclaimed dividend account	381	382
Investments in term deposits (with original maturity of more than three months but less than twelve months)	3,002	-
Total	**3,383**	**382**

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 15 CURRENT - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial Assets		
Interest free Loans to employees		
- Unsecured, considered good	1	1
Interest accrued on deposits and Non Convertible Debentures	507	26
Financial Assets at FVTPL		
Forward Cover / Options Contract Receivable	-	110
Total	**508**	**137**

NOTE 16 OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advances to Suppliers and Others	123	278
Balances with Government Authorities (other than Income Taxes)		
- VAT Credit Receivable	65	-
- GST Credit Receivable	233	1,433
	298	**1,433**
Prepaid expenses	676	752
Export incentive receivable	38	140
Other Advances *	1	0
Total	**1,136**	**2,603**

* Amount less than ₹ 0.50 Lakhs

NOTE 17 EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Authorised:				
Equity shares of ₹ 10/- each	1,200,000,000	120,000	1,200,000,000	120,000
Issued, Subscribed and Fully Paid:				
Equity shares of ₹ 10/- each	166,642,855	16,664	166,573,855	16,657

(i) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity share having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation, the equity shareholders are eligible to receive the remaining asset of the Company after distribution of all preferential amounts, in proportion to their shareholding.

NOTE 17 EQUITY SHARE CAPITAL (Contd.)

(ii) Reconciliation of the number of shares outstanding at the beginning and at the end of the period.

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Equity Shares Outstanding at the beginning of the year	166,573,855	16,657	166,219,130	16,622
Add: Allotment pursuant to exercise of stock options granted under Company's employee stock option plan (refer Note 39)	69,000	7	354,725	35
Equity Shares Outstanding at the end of the year	**166,642,855**	**16,664**	**166,573,855**	**16,657**

(iii) Details of shareholders holding more than 5% of the aggregate equity shares of the Company

Name of Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% Shareholding	No. of Shares	% Shareholding
Mr Hrishikesh Arvind Mafatlal (as a Trustee of Gurukripa Trust)	30,326,782	18.20%	30,326,782	18.21%
Mafatlal Industries Ltd.	25,259,059	15.16%	25,259,059	15.16%

(iv) Details of shareholding of promoters in the equity shares of the Company

Name of Promoter	As at March 31, 2023		As at March 31, 2022		% Change during the year
	No. of Shares	% Shareholding	No. of Shares	% Shareholding	
Mr Hrishikesh Arvind Mafatlal (as a Trustee of Gurukripa Trust)	30,326,782	18.20%	30,326,782	18.21%	(0.01%)
Mafatlal Industries Ltd.	25,259,059	15.16%	25,259,059	15.16%	-
Mr Hrishikesh Arvind Mafatlal	791,468	0.47%	791,468	0.48%	(0.01%)
Mr Priyavrata Hrishikesh Mafatlal	12,495	0.01%	12,495	0.01%	-
Mrs Rekha Hrishikesh Mafatlal	760	0.00%	760	0.00%	-
Sumil Trading Pvt. Ltd.	220	0.00%	220	0.00%	-
Mr Hrishikesh Arvind Mafatlal (as a Trustee of Karuna Trust)	100	0.00%	100	0.00%	-
Mr Hrishikesh Arvind Mafatlal (as a Trustee of Narsingha Trust)	100	0.00%	100	0.00%	-
Mr Hrishikesh Arvind Mafatlal (as a Trustee of Shreeja Trust)	100	0.00%	100	0.00%	-
Mrs Rekha Hrishikesh Mafatlal (as a Trustee of Radharaman Trust)	100	0.00%	100	0.00%	-

(v) Share options granted under Company's share option plan

Share options granted but not exercised under Company's share option plan carry no rights to dividend and no voting rights. Further details of the employee share option plan are provided in Note 39.

As at March 31, 2023, 1,366,525 equity shares (as at March 31, 2022, 11,28,625 equity shares) of ₹ 10 each were reserved for outstanding employee share option granted.

(vi) During the period of five years immediately preceeding the date as at which the Balance Sheet is prepared :

- No Class of Shares were alloted as fully paid up pursuant to contract without payment being received in cash.
- No Class of Shares were alloted as fully paid up by way of bonus shares for consideration other than cash.
- No Class of Shares were bought back by the company.

(vii) There are no calls unpaid.

(viii) There are no forfeited shares.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 18 OTHER EQUITY

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Reserve	15	15
Securities Premium	2,904	2,756
General Reserve	4,865	4,865
Share options outstanding account	577	479
Retained Earnings	130,395	120,525
Equity Instrument through Other Comprehensive Income	(657)	(1,221)
Other Items of Other Comprehensive Income		
- Remeasurements of Defined Benefit Obligation	(737)	(689)
Total	**137,362**	**126,730**

Note: Refer Statement of Changes in Equity for movement in above elements of Other Equity

Nature and purpose of each reserve within Other equity

Securities Premium Account:

Where company issued shares at a premium, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a "Securities Premium Account" as per the provisions of applicable Companies Act. It can be utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures,write-off equity related expenses like underwriting costs, etc.

General Reserve:

The general reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed/ utilised by the Company in accordance with the Companies Act, 2013.

Share Option Outstanding Account:

This reserve relates to share options granted by the Company to its employees under its employee share option plan. Further information about share based payments to employees is set out in Note 39.

Retained Earnings:

Retained earnings represents the surplus / (deficit) of the statement of profit or loss. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013.

Details of dividends paid / proposed:

A dividend of ₹ 3/- per share has been paid on equity shares for year ended March 31, 2022, amounting to ₹ 4,998/- Lakhs during the current year.

A dividend of ₹ 3/- per share has been recommended on equity shares for year ended March 31, 2023. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares on record date.

Equity instrument through other comprehensive income:

This reserve represents the cumulative gains and losses arising on the fair valuation of equity instruments measured at fair value through other comprehensive income, net of amounts reclassified to retained earnings when those assets have been disposed off.

NOTE 18 OTHER EQUITY (Contd.)

Items of Other Comprehensive Income - Remeasurements of Defined Benefit Obligation

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

NOTE 19 NON CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial Lease Liabilities	683	286
Total	**683**	**286**

NOTE 20 NON CURRENT PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits (Refer Note 40)		
- Gratuity	623	708
- Leave Encashment	893	814
- Others	45	58
Total	**1,561**	**1,580**

NOTE 21 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade payables:		
(a) Payable to Micro and Small enterprises (Refer Note below)	174	844
(b) Payable to Others		
i) Acceptances	2,193	6,478
ii) Other than Acceptances	10,467	14,414
	12,660	**20,892**
Total	**12,834**	**21,736**

Trade Payables Ageing Schedule as at March 31, 2023

(₹ in Lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	174	-	-	-	-	**174**
(ii) Others	12,383	275	-	1	1	**12,660**
(iii) Disputed dues – MSME	-	-	-	-	-	**-**
(iv) Disputed dues - Others	-	-	-	-	-	**-**
Total	**12,557**	**275**	**-**	**1**	**1**	**12,834**

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 21 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES (Contd.)

Trade Payables Ageing Schedule as at March 31, 2022

(₹ in Lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME *	844	0	-	-	-	**844**
(ii) Others	19,305	1,580	2	3	2	**20,892**
(iii) Disputed dues – MSME	-	-	-	-	-	**-**
(iv) Disputed dues - Others	-	-	-	-	-	**-**
Total	**20,149**	**1,580**	**2**	**3**	**2**	**21,736**

(*) Amount less than ₹ 0.50 Lakhs

Note: Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)

The amounts due to Micro and Small Enterprises as defined in the 'The Micro, Small and Medium Enterprises Development Act, 2006' has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
a) The principal amount remaining unpaid to any supplier at the end of the year	174	844
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act,2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act,2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act ,2006	-	-

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 22 CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial Lease Liabilities	296	266
Total	**296**	**266**

NOTE 23 CURRENT FINANCIAL LIABILITIES - OTHERS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial liabilities (at amortised cost except otherwise stated):		
Security Deposits	613	530
Unclaimed dividends (Refer Note (a) below)	381	382
Payables for capital supplies	220	381
Salary,wages and bonus payable	970	871
Contribution payable towards employee benefits	231	198
Mark to Market on outstanding forward contracts (at FVTPL)	-	3
Other payables	160	162
Total	**2,575**	**2,527**

Note:

(a) There are no amounts due for payment to the Investor Education and Protection Fund under section 125 of the Companies Act, 2013 at the end of the current financial year.

NOTE 24 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advances received from customers	216	215
Statutory remittances	757	848
Other liabilities	2	4
Total	**975**	**1,067**

NOTE 25 CURRENT PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits (Refer Note 40)		
- Gratuity	22	29
- Leave Encashment	378	435
- Others	82	30
Total	**482**	**494**

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 26 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of goods (at contracted price)	161,077	156,125
Other operating revenues		
Sale of scrap	124	121
Profit on Sale of Raw Material	5	56
Duty drawback and other export incentives	213	451
Cash Discounts Received	20	17
Excess provision for earlier years written back	142	275
Miscellaneous income	76	86
Total	**161,657**	**157,131**

NOTE 27 OTHER INCOME

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Interest Income on		
- Bank deposits	211	60
- Non Convertible Debentures	158	-
- Income Tax/VAT Refund	9	-
- Intercorporate Deposits	-	10
- Other Deposits	29	18
	407	**88**
b) Dividend income from		
- Equity investments	173	151
	173	**151**
c) Other gains and losses		
- Net gain arising on short term financial investments mandatorily measured at FVTPL	8	26
- Net gain arising on Non Convertible Debentures measured at amortised cost through effective interest method	27	-
- Net foreign exchange gain	-	74
	35	**100**
d) Other non-operating income		
- Rent from investment property / Others	41	39
- Miscellaneous income	2	-
- Income from Redemption of Mutual Fund / Others	67	106
	110	**145**
Total	**725**	**484**

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 28 COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening stock	19,119	11,900
Add: Purchases (Net)	83,760	101,743
	102,879	113,643
Less: Closing stock	12,007	19,119
Total	**90,872**	**94,524**

NOTE 29 CHANGES IN STOCK OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Closing stock		
- Finished goods	12,199	10,654
- Work in progress	2,971	2,063
- Stock-in-trade	49	71
	15,219	**12,788**
Opening stock		
- Finished goods	10,654	2,606
- Work in progress	2,063	1,275
- Stock-in-trade	71	13
	12,788	**3,894**
Net Increase in Inventories	**(2,431)**	**(8,894)**

NOTE 30 EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	7,042	6,529
Contribution to provident and other funds (Refer Note 40)	508	523
Employee Share based payment (Refer Note 39)	138	37
Staff welfare expenses	733	682
Total	**8,421**	**7,771**

NOTE 31 FINANCE COSTS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest cost - on financial liability		
a) Borrowings from banks	14	26
b) Lease Liability	67	47
c) Security deposits and others	38	34
Total	**119**	**107**

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 32 DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on Property, Plant and Equipment (Refer Note 3)	4,584	3,994
Depreciation on Right of Use Assets (Refer Note 3A)	789	668
Depreciation on Investment Properties (Refer Note 4)	2	1
Amortisation on Intangible Assets (Refer Note 5)	64	45
Total	**5,439**	**4,708**

NOTE 33 OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Power & Fuel oil consumed	17,831	14,222
Processing charges	4,183	3,906
Selling and Distribution expenses	5,478	6,288
Consumption of packing materials	2,128	2,134
Stores and spares consumed	1,816	1,519
Rent (including lease rentals)	6	6
Repairs and maintenance:		
- Plant & machinery	1,789	1,575
- Buildings	313	250
Insurance charges	486	476
Rates and taxes	284	159
Auditors remuneration and out-of-pocket expenses (Refer Note (a))	37	37
Loss on Property, Plant & Equipment sold/scrapped/written off	14	157
Expenses on corporate social responsibility (Refer Note (b))	351	373
Net Foreign Exchange Loss	124	-
Provision for Doubtful Debt	76	-
Provision for Doubtful Advances	-	8
Bad Debts written off	2	-
Advance written off	-	3
Sitting Fees and Commission Paid to Directors	227	254
Other General Expenses	4,426	3,801
Total	**39,571**	**35,168**

Note (a)

(₹ in Lakhs)

Auditors remuneration and out-of-pocket expenses (net of GST):	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) As Auditors	37	31
(ii) For other services - Certification work	-	6
(iii) Auditors out-of-pocket expenses*	0	0
Total	**37**	**37**

* Amount Less than ₹. 0.50 Lakhs

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 33 OTHER EXPENSES (Contd.)

Note (b)

Corporate Social Responsibility

The Company has spent ₹ 351 Lakhs during the financial year (Previous Year ₹ 373 Lakhs) towards various schemes of Corporate Social Responsibility as per the provisions of Section 135 of The Companies Act, 2013. The details are:

(a) Gross amount required to be spent during the year ₹ 329 Lakhs (Previous Year ₹ 373 Lakhs)

(b) Shortfall as at March 31, 2023 - Nil

(c) Shortfall as at March 31, 2022 - Nil

(d) Amount spent during the year in cash :

(₹ in Lakhs)

Nature of CSR Activities	For the year ended March 31, 2023	For the year ended March 31, 2022
i) On Construction / acquisition of any asset	-	-
ii) On Education, Health, Poverty alleviation, others	351	373
Total	**351**	**373**

(e) Details of related party transactions (refer note 41)

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
i) Sri Chaitanya Seva Trust	140	140
ii) N. M. Sadguru Water and Development Foundation	50	55
iii) BAIF Institute for Sustainable Livelihood and Development	15	15

NOTE 34 CURRENT TAX AND DEFERRED TAX

(a) Income Tax Expense recognised in Statement of Profit and Loss

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Tax:		
Current Income Tax Charge	4,827	5,626
Adjustments in respect of prior years	29	208
Total	**4,856**	**5,834**
Deferred Tax		
In respect of current year	346	530
Total	**346**	**530**
Total tax expense recognised in Statement of Profit and Loss	**5,202**	**6,364**

(b) Income Tax recognised in other Comprehensive Income

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Deferred Tax (Liabilities)/Assets:		
Remeasurement of Defined Benefit Obligations	(9)	(2)
Net fair value (gain)/loss on investments in equity shares at FVTOCI	(49)	(186)
Total	**(58)**	**(188)**

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 34 CURRENT TAX AND DEFERRED TAX (Contd.)

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax	20,070	23,959
Less: Income taxed at different tax rate	102	106
Profit before tax	**19,968**	**23,853**
Income Tax using the Company's domestic Tax rate #	5,025	6,004
Effect of expenses that are not deductible in determining taxable profit	(212)	278
Effect of income that is not taxable in determining taxable profit	-	(6)
Effect of expenditure eligible for weighted deduction / expenditure not debited to Profit and Loss but allowed as deduction	225	(82)
Effect of reversal of deferred tax liability (Net)	104	(79)
Effect of income taxed at different rate	31	41
Adjustments in respect of prior years	29	208
Income tax expense recognised in Statement of Profit and Loss	**5,202**	**6,364**

The tax rate used for the reconciliations above is the corporate tax rate plus surcharge (as applicable) on corporate tax, education cess and secondary and higher education cess on corporate tax, payable by corporate entities in India on taxable profits under Income Tax Act, 1961.

(d) Movement of Deferred Tax

Deferred tax (assets)/liabilities in relation to the Year Ended March 31, 2023

(₹ in Lakhs)

Particulars	Opening Balance	Recognised in statement of Profit and Loss	Recognised in OCI	Closing Balance
Property, Plant and Equipment, Investment properties and Intangible assets	10,842	357	-	11,199
Financial asset measured at FVTOCI*	(193)	(0)	49	(144)
Defined benefit obligation	(500)	8	9	(483)
Provision for doubtful debts / advances	(81)	-	-	(81)
Other non financial assets	213	(19)	-	194
Net Tax (Assets)/Liabilities	**10,281**	**346**	**58**	**10,685**

NOTE 34 CURRENT TAX AND DEFERRED TAX (Contd.)

Deferred tax (assets)/liabilities in relation to the Year Ended March 31, 2022

(₹ in Lakhs)

Particulars	Opening Balance	Recognised in statement of Profit and Loss	Recognised in OCI	Closing Balance
Property, Plant and Equipment, Investment properties and Intangible assets	10,313	529	-	10,842
Financial asset measured at FVTOCI*	(379)	0	186	(193)
Defined benefit obligation	(505)	3	2	(500)
Provision for doubtful debts / advances	(79)	(2)	-	(81)
Other non financial assets	213	-	-	213
Net Tax (Assets)/Liabilities	**9,563**	**530**	**188**	**10,281**

*Amount less than ₹ 0.50 Lakhs

NOTE 35 EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1. Calculation of weighted average number of equity shares - Basic		
(a) Number of equity shares at the beginning of the year (in units)	166,573,855	166,219,130
(b) Number of equity shares issued during the year (in units)	69,000	354,725
(c) Number of equity shares outstanding at the end of the year (in units)	166,642,855	166,573,855
(d) Weighted number of equity shares outstanding during the year (in units)	166,624,005	166,436,713
2. Calculation of weighted average number of equity shares - Diluted		
(a) Number of potential equity shares at the beginning of the year (in units)	167,702,480	167,702,480
(b) Number of potential equity shares outstanding at the end of the year (in units)	168,009,380	167,702,480
(c) Weighted number of potential equity shares outstanding during the year (in units)	167,125,006	166,987,514
3. Profit for the year (₹ in Lakhs)	**14,868**	**17,595**
(a) Basic Earnings per share of ₹ 10/- each (3/1(d))	8.92	10.57
(b) Diluted Earnings per share of ₹ 10/- each (3/2(c))	8.89	10.54

NOTE 36 LEASES

Operating lease arrangements

Company as lessee

The Company has entered into operating lease arrangements for certain premises (residential, offices, godowns etc.) and plant and machineries. These lease arrangements are ranging between 11 months to 60 months generally or longer and are renewable by mutual consent or mutually agreeable terms.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 36 LEASES (Contd.)

The specified disclosure in respect of these agreements is given below:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Charged to Statement of Profit and Loss	6	6
Future Minimum Lease rentals Payable under non-cancellable operating leases are as follows:		
Within one year	6	6
After one year but not more than five years	-	-
More than five years	-	-

Company as lessor

The company has given certain buildings on operating lease. The lease arrangements for 11 months to 60 months are cancellable and are generally renewable by mutual consent or mutually agreeable terms. The rental income of ₹ 31 Lakhs (Previous year ₹ 25 Lakhs) on such lease is included in Other Income - Rent from Investment Property / Others under Note 27(d).

NOTE 37 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lakhs)

Particulars		As at March 31, 2023	As at March 31, 2022
(a)	**Contingent liabilities :**		
	Claims against the Company not acknowledged as debts (including Direct and Indirect taxes)	4,117	4,039
(b)	**Commitments :**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	663	350
	The Company did not have any long-term contracts including derivative contracts for which any provision was required for foreseeable losses.		

NOTE 38 DETAILS OF EXPENDITURE AND INCOME ON INHOUSE APPROVED RESEARCH AND DEVELOPMENT (R & D) FACILITY

(₹ in Lakhs)

Particulars (as defined and bifurcated by the management of the Company)		For the year ended March 31, 2023	For the year ended March 31, 2022
(i)	**Capital expenditure**		
	(a) Capital equipments	71	24
(ii)	**Revenue expenditure**		
	(a) Salaries / wages	445	402
	(b) Travelling & Conveyance Expenses	21	15
	(c) Repairs & Maintainance	43	40
	(d) Communication Expenses	1	1
	(e) Materials/Consumables	30	23
	(f) Housekeeping	3	2
	(g) Others	28	25
	(h) Depreciation	42	49
Total revenue expenditure (a) to (h)		**613**	**557**
(iii)	**Total R & D expenditure (i+ii)**	**684**	**581**
(iv)	**Amount received by R & D facilities**	**-**	**-**
(v)	**Net amount of R & D expenditure**	**684**	**581**

NOTE 39 SHARE BASED PAYMENTS

39.1 Details of the employee share option plan of the Company

The Company has constituted an Employee Stock Option Plan 2007 (as amended from time to time), as approved by shareholders at a previous Annual General Meeting. The scheme is applicable to all permanent and full-time employees, excluding the employees who are the promoters of the Company. The Nomination and Remuneration Committee, at its sole discretion, shall decide who among those employees shall receive Employee Stock Options in a particular grant.

Each employee share option converts into one equity share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. These option vest 25% every year ('graded vesting'). The options granted can be exercised at any time until completion of ten years from the date of grant, subject to the vesting schedule. Any options remaining unexercised at the end of the exercise period shall lapse.

The number of options granted is calculated in accordance with the performance-based formula approved by the shareholders at a previous Annual General Meeting and is subject to approval by the Nomination and Remuneration Committee.

The share-based payments to employees being equity-settled are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

Share options outstanding at the end of the year after forfeiture have the following expiry dates, exercise prices and fair value:

Grant series and grant year	Expiry Year	Exercise price	Fair value	March 31, 2023	March 31, 2022
		₹	₹	Number of options	Number of options
Grant 5 - 2015-16	2025-26	37.65	16.27	44,750	44,750
Grant 6 - 2016-17	2026-27	52.85	19.44	56,050	56,050
Grant 7 - 2016-17	2026-27	84.05	28.74	422,925	422,925
Grant 8 - 2017-18 *	2027-28	188.35	69.28	259,950	297,000
Grant 9 - 2018-19 *	2028-29	142.45	46.27	275,950	307,900
Grant 10-2022-23	2032-33	231.70	87.35	306,900	-
Total				**1,366,525**	**1,128,625**
Weighted average remaining contractual life of options outstanding at end of year				5.91	5.77

* 9,500 and 15,600 options from Grant 8 and Grant 9 respectively have been forfeited on account of resignation

Fair value of share options granted in the year:

The weighted average fair value of the share options granted during the financial year is ₹ 87.35 (Previous year ₹ Nil). Options were priced using a Black-Scholes option pricing model which takes into account the exercise price, expected volatility, option's life, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 39 SHARE BASED PAYMENTS (Contd.)

Inputs into the model	March 31, 2023	March 31, 2022
Grant date	28-Apr-22	Not Applicable
Exercise price (₹)	231.70	
Expected volatility (%)	45%	
Expected life of the options	10 Years	
Expected dividend (%)	1.95%	
Risk free interest rate (%)	6.69%	
Expiry date	28-Apr-32	

Basis of assumptions:

1. The risk free interest rates are determined based on the zero-coupon sovereign bond yields with maturity equal to the expected term of the option.
2. The expected volatility was determined based on the volatility of the equity share for the period of one year prior to issue of the option. Volatility calculation is based on historical stock prices using standard deviation of daily change in stock price. The historical period is taken into account to match the expected life of the option.
3. Dividend yield has been calculated taking into account expected rate of dividend on equity share price as on grant date.

Movement of Options Granted along with weighted average exercise price (WAEP)

Particulars	Year ended March 31, 2023		Year ended March 31, 2022	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Balance at beginning of period not exercised	1,128,625	124.04	1,483,350	114.02
Granted during the period	306,900	231.70	-	-
Exercised during the period	(69,000)	167.10	(354,725)	82.15
Balance at end of period	**1,366,525**	**146.04**	**1,128,625**	**124.04**
Exercisable at the end of the year	1,059,625		1,043,800	

The weighted average share price at the dates of exercise of options exercised during the year ended March 31, 2023 was ₹ 230.58 (year ended March 31, 2022 : ₹ 242.28)

NOTE 40 EMPLOYEE BENEFIT PLANS

1) Defined contribution plans :

The Company participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Company at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior months contributions that were not due to be paid until after the end of the reporting period.

NOTE 40 EMPLOYEE BENEFIT PLANS (Contd.)

The major defined contribution plans operated by the Company are as below:

a) Provident fund and Pension

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the provident fund administered and managed by Government of India. The Company has no further obligations under the fund managed by the Government of India beyond its monthly contributions which are charged to the Statement of Profit and Loss in the period they are incurred. The benefits are paid to employees on their retirement or resignation from the Company.

b) Superannuation fund

The Company holds two in-house superannuation funds which appropriates funds to Life Insurance Corporation of India (the insurer) at the time of retirement/resignation of employee. The pension annuity is met by the Insurer as required, taking into consideration the contributions made. The Company has no further obligations under the scheme beyond its periodic contributions which are charged to the Statement of Profit and Loss in the period in which they are incurred.

Contribution to Defined Contribution Plans, recognised in the Statement of Profit and Loss for the year under employee benefits expense, are as under :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
i) Employer's Contribution to Provident Fund and Pension	286	262
ii) Employer's Contribution to Superannuation Fund	66	52
Total	**352**	**314**

2) Defined Benefit Plans:

a) Gratuity (Funded)

The Company has an obligation towards gratuity, a funded defined benefit retirement plan covering all employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary, as applicable, payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to gratuity funds established by various in-house funds managed by NOCIL Employees Trust Funds as disclosed in related party transaction (Refer Note 41). The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation using Projected Unit Credit method determined in accordance with the terms of The Payment of Gratuity Act, 1972.

b) Gratuity (Unfunded)

The Company has an obligation towards gratuity, an unfunded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary, as applicable, payable for each completed year of service, without any payment ceiling. Vesting occurs upon completion of five years of service. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 40 EMPLOYEE BENEFIT PLANS (Contd.)

The most recent actuarial valuation of the present value of the defined benefit obligation was carried out at March 31, 2023 by an independent actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost were measured using the projected unit credit method.

A. Principal actuarial assumptions used:

The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	Gratuity	
	As at March 31, 2023	As at March 31, 2022
1. Discount rate	7.47%	7.15%
2. Salary escalation	6.00%	6.00%
3. Rate of Employee Turnover	6.00%	6.00%
4. Mortality rate	Indian Assured Lives Mortality Urban (2012-14)	Indian Assured Lives Mortality Urban (2012-14)

B. Expenses recognised in the Statement of Profit and Loss

(₹ in Lakhs)

Particulars	Gratuity	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Service cost:		
Current service cost	96	104
Net Interest cost	63	53
Components of defined benefit costs recognised in the Statement of Profit and Loss	**159**	**157**

The current service cost and the net interest expenses for the year are included in the 'Employee benefits expenses' line item in the Statement of Profit and Loss.

Net Interest Cost recognised in the Statement of Profit and Loss:

(₹ in Lakhs)

Particulars	Gratuity	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Cost	185	179
Interest Income	(122)	(126)
Net interest cost recognised in the Statement of Profit and Loss	**63**	**53**

NOTE 40 EMPLOYEE BENEFIT PLANS (Contd.)

C. Expenses recognised in the Other Comprehensive Income (OCI)

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Actuarial (Gains)/Losses on Obligation For the Period - Due to changes in financial assumptions	(25)	(23)
Actuarial (Gains)/Losses on Obligation For the Period - Due to experience adjustment	38	60
Actuarial (Gains)/Losses on Obligation For the Period - Due to demographic assumptions*	-	(0)
Return on Plan Assets, excluding Interest Income	26	26
Net (Income)/Expense recognised in OCI	**39**	**63**

*Amount less than ₹ 0.50 Lakhs

D. Amount recognised in the Balance Sheet

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Present Value of Defined Benefit Obligation as at the end of the year	(2,475)	(2,584)
Fair Value of plan assets	1,676	1,708
Net Asset/(Liability) recognised in the Balance Sheet	**(799)**	**(876)**

E. Movements in the present value of defined benefit obligation are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening defined benefit obligation	2,584	2,605
Current Service Cost	96	104
Interest cost	185	179
Actuarial (gains) / losses	13	36
Benefits Paid (From the Fund)	(266)	(195)
Benefits Paid (Directly by the Employer)	(137)	(145)
Closing defined benefit obligation	**2,475**	**2,584**

F. Movements in the fair value of the plan assets are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening fair value of the plan assets	1,708	1,842
Contributions by the Employer	138	(39)
Return on Plan Assets, excluding Interest Income	(26)	(26)
Interest income	122	126
Benefits paid	(266)	(195)
Closing fair value of plan assets	**1,676**	**1,708**

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 40 EMPLOYEE BENEFIT PLANS (Contd.)

G. Maturity profile of defined benefit obligation:

(₹ in Lakhs)

Projected Benefits Payable in Future Years From the Date of Reporting	Estimated for the year ended March 31, 2023	Estimated for the year ended March 31, 2022
1st Following Year	737	875
2nd Following Year	444	242
3rd Following Year	244	459
4th Following Year	371	218
5th Following Year	196	275
Sum of Years 6 To 10	729	784
Sum of Years 11 and above	612	570

H Sensitivity Analysis

The Sensitivity Analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of the Sensitivity Analysis from previous year.

(₹ in Lakhs)

Projected Benefits Payable in Future Years From the Date of Reporting	As at March 31, 2023	As at March 31, 2022
Projected Benefit Obligation on Current Assumptions		
Impact of +0.5% Change in Rate of Discounting	(37)	(39)
Impact of -0.5% Change in Rate of Discounting	39	41
Impact of +0.5% Change in Rate of Salary Increase	39	41
Impact of -0.5% Change in Rate of Salary Increase	(38)	(40)
Impact of +0.5% Change in Rate of Employee Turnover	2	2
Impact of -0.5% Change in Rate of Employee Turnover	(2)	(2)

NOTE 41 RELATED PARTY DISCLOSURES

A. Details of related parties

Description of relationship	Name of the Related Party
Wholly Owned Subsidiary Company	PIL Chemicals Ltd. (PIL)
Key Management Personnel	
- Chairman	Mr. H. A. Mafatlal
- Managing Director	Mr. S R. Deo
- Deputy Managing Director	Mr. V.S. Anand (w.e.f. March 2, 2022)
Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence	Mafatlal Industries Ltd.
	Vrata Tech Pvt. Ltd.
	Sri Chaitanya Seva Trust
	N. M. Sadguru Water and Development Foundation
	BAIF Institute for Sustainable Livelihood and Development
	NOCIL Employee Trust Funds

B. Nature of Transactions/ Names of Related Parties

(₹ in Lakhs)

S. No.	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A	**Subsidiary Company**		
I	**PIL Chemicals Ltd.**		
1	Processing Charges	2,039	1,841
2	Dividend Received	171	150
B	**Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence***		
I	**Mafatlal Industries Ltd.**		
1	Reimbursement of Expenses	10	8
II	**Vrata Tech Pvt. Ltd.**		
1	IT Services	99	1
III	**Sri Chaitanya Seva Trust**		
1	Expenditure on CSR Activities	140	140
IV	**N. M. Sadguru Water and Development Foundation**		
1	Expenditure on CSR Activities	50	55
V	**BAIF Institute for Sustainable Livelihood and Development**		
1	Expenditure on CSR Activities	15	15
VI	**NOCIL Employee Trust Funds**		
1	Contributions paid to funds	198	60
2	Post Employement Benefits paid on behalf of Trust	391	235
C	**Key Management Personnel #**		
1	Short-term employee benefits	940	808
2	Post-employment benefits	100	70
3	Share-based payment	43	8

* The transactions with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. All the Related Party Transactions are reviewed and approved by the Audit Committee.

Based on the recommendation of the Nomination and Remuneration Committee, all decisions relating to the remuneration of the Directors are taken by the Board of Directors of the Company, in accordance with shareholders' approval, wherever necessary.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 41 RELATED PARTY DISCLOSURES (Contd.)

C. Amounts outstanding with related parties

(₹ in Lakhs)

S. No.	Particulars	As at March 31, 2023	As at March 31, 2022
A	**Subsidiary Company**		
I	**PIL Chemicals Ltd.**		
1	Trade Payable	199	322
B	**Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence**		
I	**Mafatlal Industries Ltd.**		
1	Trade Payable	1	3
II	**Vrata Tech Pvt. Ltd.**		
1	Trade Payable	5	-
III	**NOCIL Employee Trust Funds**		
1	Contributions Payable to Funds	231	198
C	**Key Management Personnel**	458	480

Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. No guarantees have been given or received.

NOTE 42 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

42.1 Capital management

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's risk management committee reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

42.2 Categories of financial instruments

The following table provides categorisation of all financial instruments at carrying value.

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial assets		
Measured at FVTPL		
(a) Mutual Fund Investments	2,007	627
(b) Other financial assets (including Derivate Financial Instruments)	-	110
Measured at amortised cost		
(a) Cash and cash equivalent	2,128	1,155
(b) Bank balance other than (a) above	3,383	382
(c) Trade receivables	34,598	44,984
(d) Other financial assets (including Security Deposits)	1,421	735
(e) Investments in Equity Instruments	1	1

NOTE 42 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Measured at amortised cost through effective interest method		
(a) Investments in Non Convertible Debentures	14,413	-
Measured at FVTOCI		
(a) Investments in equity instruments	4,172	3,560
Total Financial Assets	**62,123**	**51,554**
Financial liabilities		
Measured at FVTPL		
(a) Other financial liabilities	-	3
Measured at amortised cost		
(a) Trade payables	12,834	21,736
(b) Financial Lease Liabilities	979	552
(c) Other financial liabilities	2,575	2,524
Total Financial Liabilities	**16,388**	**24,815**

42.3 Financial risk management objectives

The Company's Corporate Treasury function provides services to the business, co-ordinates access to domestic financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk assessment and analyses forex exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Company seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's Risk Management Policy approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, the use of financial derivatives and non-derivative financial instruments. Compliance with policies and exposure limits is reviewed on a continuous basis. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

42.4 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of Currency risk, Interest rate risk and other price risk. The Company enters into a board approved list of derivative financial instruments to manage its exposure to foreign currency risk, including but not limited to foreign currency forwards and currency options.

42.5 Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arises. Exchange rate exposures are managed within approved policy parameters utilising appropriate derivative instruments.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 42 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Contd.)

The carrying amounts of the Company's foreign currency denominated financial assets and financial liabilities at the end of the reporting period are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
A. USD Currency:		
Financial Liabilities		
In USD million	2.87	10.95
Equivalent in ₹ Lakhs	2,353	8,283
Financial Assets		
In USD million	11.72	18.44
Equivalent in ₹ Lakhs	9,611	13,950
B. Euro Currency:		
Financial Liabilities		
In Euro million	0.001	0.002
Equivalent in ₹ Lakhs	1	2
Financial Assets		
In Euro million	0.48	0.24
Equivalent in ₹ Lakhs	431	206

42.5.1 Foreign currency sensitivity analysis in relation to the net foreign exchange exposure as at the balance sheet date

The Company is mainly exposed to the foreign exchange fluctuation in USD.

The following table details the Company's sensitivity to a 5% increase and decrease in the Indian Rupee against USD. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding on receivables and payables in the company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in the profit or equity where the Indian Rupee weakens 5% against the relevant currency due to positive net Financial Assets at the end of the current period . For a 5% strengthening of the Rupee against the relevant currency , there would be a comparable reverse impact on the profit or equity.

(₹ in Lakhs)

Particulars	USD Currency Impact	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Impact on Statement of Profit and Loss for the year		
5% strengthening against US Dollar	(363)	(283)
5% weakening against US Dollar	363	283

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

NOTE 42 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Contd.)

42.5.2 Derivative Financial Instruments

The Company has entered into foreign currency options and forward contracts to manage its exposure to fluctuations in foreign exchange rates on foreign currency receivables and payables. Fair value of derivative financial instruments are determined using valuation techniques based on information derived from observable market data.

Financial assets/ (Financial liabilities)	Particulars	As at March 31, 2023	As at March 31, 2022
Derivative Assets / (Liabilities) measured at FVTPL:			
(i) Forward contracts	Notional value (USD million) - Sell position	-	4.0
	No. of Contracts	-	6
	Fair value (₹ Lakhs)	-	50
	Notional value (USD million) - Buy position	-	1
	No. of Contracts	-	2
	Fair value (₹ Lakhs)	-	3
(ii) Option contracts	Notional value (USD million) - Sell position	-	3.0
	No. of Contracts	-	12
	Fair value (₹ Lakhs)	-	60

Fair Value Hierarchy	Level 2
Valuation technique(s)	Discounted Cash Flow
Key input	Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties.

42.6 Interest rate risk management

The Company does not have interest rate risk exposure as there are no outstanding loans as at the year end.

42.7 Other price risks

The Company is exposed to price risks arising from mutual funds and equity investments other than investments in subsidiary. Equity price risk is related to change in market reference price of investments in equity securities held by the Company. The fair value of quoted investments held by the Company exposes the Company to equity price risks. In general, these investments are not held for trading purposes.

The Company manages the surplus funds majorly through combination of investments in debt based /artibrage / equity oriented mutual fund schemes, non convertible debentures and fixed deposits. The price of investment in these mutual funds is the Net Asset Value (NAV) declared by the Asset Management Company on daily basis as reflected by the movement in the NAV of invested schemes. The Company is exposed to price risk on such Investment schemes.

Mutual fund investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However, due to the very short tenor of the underlying portfolio in the liquid schemes, these do not hold any significant price risks.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 42 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Contd.)

42.7.1 Equity price sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of the reporting period.

If equity prices had been 5% higher / lower, the other comprehensive income for the year ended March 31, 2023 would increase/decrease by ₹ 209 Lakhs (Previous year: increase/decrease by ₹ 178 Lakhs) as a result of the changes in fair value of equity investments measured at FVTOCI.

42.7.2 Mutual fund price sensitivity analysis

The sensitivity analysis below has been determined based on Mutual Fund Investment at the end of the reporting period. If NAV had been 1% higher / lower, the profit for year ended March 31, 2023 would increase / decrease by ₹ 20 Lakhs (Previous year: increase / decrease by ₹ 6 Lakhs) as a result of the changes in fair value of mutual funds.

42.8 Credit risk management

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

For trade and other receivables, credit evaluation is performed on the financial condition of accounts receivable using independent ratings where available or by assessment of the customer's credit quality based on its financial position, past experience and other factors. The maximum exposure to credit risk in respect of the above at the reporting date is the carrying value of financial assets recorded in the financial statements, net of any allowance for losses. Based on the historical data, loss on collection of receivable is not material, hence no additional provision considered.

Trade receivables consist of a large number of customers, spread across the world comprising primarily manufacturers and dealers. The average credit period on sales of goods is ranging between 60 to 90 days. The Company's trade and other receivables consists of a large number of customers, hence the Company is not exposed to concentration risk.

Refer note 12 for ageing analysis of trade receivables.

42.9 Liquidity risk management

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required. The Treasury Risk Management Policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements. The Company manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities. The Company invests its surplus funds mainly in bank fixed deposits, non convertible funds and mutual funds which carry no / negligible mark to market risks.

42.9.1 Liquidity risk table

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include principal cash flows along with interest. The contractual maturity is based on the earliest date on which the Company may be required to pay.

NOTE 42 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Contd.)

(₹ in Lakhs)

Particulars	Upto 1 year	1-5 years	5+years
March 31, 2023			
Trade Payables (including MSME payables)	12,832	2	-
Other Financial Liabilities	2,575	-	-
Total	**15,407**	**2**	**-**
March 31, 2022			
Trade Payables (including MSME payables)	21,729	7	-
Other Financial Liabilities	2,524	-	-
Total	**24,253**	**7**	**-**

NOTE 43 FAIR VALUE MEASUREMENTS

This note provides information about how the Company determines fair values of various financial assets and financial liabilities.

43.1 Fair value of the Company's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Company's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

(₹ in Lakhs)

Financial assets/ (Financial liabilities)	As at Mar 31, 2023	As at Mar 31, 2022	Fair value hierarchy	Valuation technique(s) and key input(s)
a) At FVTPL:				
(i) Investments in Mutual funds	2,007	627	Level 2	Fair value of investments in Mutual Funds is based on Net asset value (NAV) declared by mutual fund houses at the reporting date.
(ii) Other financial assets (including Derivate Financial Instruments)	-	110	Level 2	MTM of derivative instrument is provided by the bankers as at the reporting date
(iii) Other financial liabilities	-	3	Level 2	MTM of derivative instrument is provided by the bankers as at the reporting date
b) At FVTOCI:				
Investments in equity instruments (quoted) (see note below)	4,172	3,560	Level 1	Quoted bid prices in an active market

Note: These investments in equity instruments are not held for trading. Instead, they are held for medium or long-term strategic purpose. Upon the application of Ind AS 109, the Company has chosen to designate these investments in equity instruments as at FVTOCI as the Management believe that this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in the Statement of Profit and Loss.

There were no transfers between Level 1 and 2 in the period.

43.2 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Except as detailed in the following table, the Company considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 43 FAIR VALUE MEASUREMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at Mar 31, 2023		As at Mar 31, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets held at amortised cost:				
Cash and cash equivalent	2,128	2,128	1,155	1,155
Other Bank balance	3,383	3,383	382	382
Trade receivables	34,598	34,598	44,984	44,984
Other financial assets	1,421	1,421	735	735
Investments in equity instruments	1	1	1	1
Financial assets held at amortised cost through effective interest method:				
Investments in Non Convertible Debentures	14,413	14,413	-	-
Financial liabilities held at amortised cost:				
Trade Payables	12,834	12,834	21,736	21,736
Financial Lease Liability	979	979	552	552
Other financial liabilities	2,575	2,575	2,524	2,524

NOTE 44 DISCLOSURE AS PER SECTION 186 OF THE COMPANIES ACT, 2013

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

(i) Details of Investments made by the Company are given in Note 6, 7 and 11 in the financial statement.

(ii) There are no loans, securities and guarantees given / provided during the year.

NOTE 45 RATIO ANALYSIS

Sr. No.	Ratio	Numerator	Denominator	Current year ratio	Previous year ratio	Variance	% Change	Reason for Variance > 25%
1	Current Ratio	Current Assets	Current Liabilities	5.05	3.19	1.86	58%	Deployment of Cash Profits in Short Term Investments
2	Debt - Equity ratio	Total Debt	Shareholder's Equity	NA				
3	Debt Service coverage ratio	Earnings available for debt service (Note a)	Interest + debts as on balance sheet date	NA				
4	Return on Equity Ratio	Profit after tax	Average Shareholder's Equity (Note b)	10%	13%	-3%	-23%	
5	Inventory Turnover Ratio	Cost of goods sold	Average inventory (Note c)	4.28	4.95	-0.66	-13%	
6	Trade Receivable Turnover Ratio	Net Credit Sales	Average Trade Receivables (Note d)	4.05	4.12	-0.07	-2%	
7	Trade Payable Turnover Ratio	Net Credit Purchases of materials	Average Trade payables (Note e)	6.12	6.21	-0.09	-1%	

NOTE 45 RATIO ANALYSIS (Contd.)

Sr. No.	Ratio	Numerator	Denominator	Current year ratio	Previous year ratio	Variance	% Change	Reason for Variance > 25%
8	Net Capital Turnover Ratio	Net Sales	Working Capital (Note f)	2.32	2.74	-0.42	-15%	
9	Net Profit ratio	Profit after tax	Operating Revenue	9%	11%	-2%	-18%	
10	Return on Capital Employed	Earning before Interest and tax	Average Capital Employed (Note g)	13%	17%	-4%	-23%	
11	Return on Investment	Income on investment	Average Invested Funds	10%	23%	-13%	-58%	Deployment of Cash Profits in Short Term Investments yielding relatively lower returns as compared to business.

Note :

(a) Earnings available for debt service : Net Profit after Tax + Depreciation + Interest Cost + Loss on Sale of Property, Plant and Equipments

(b) Average Shareholders Equity : (Opening Shareholders Equity + Closing Shareholders Equity)/ 2

(c) Average Inventory : (Opening Inventory + Closing Inventory)/ 2

(d) Average Trade Receivables : (Opening Trade Receivables + Closing Trade Receivables)/ 2

(e) Average Trade Payables : (Opening Trade Payables + Closing Trade Payables)/ 2

(f) Working Capital : Current Assets - Current Liabilities

(g) Average Capital Employed : {Opening (Networth + Borrowings + Deferred Tax Liabilities)+Closing (Networth + Borrowings + Deferred Tax Liabilities)}/2

NOTE 46 SUBSEQUENT EVENTS:

There are no significant subsequent events that would require adjustments or disclosures in the financial statement between the Balance Sheet date and the date of signing of accounts.

NOTE 47 The Company is primarily engaged in the business of manufacture of rubber chemicals which in the context of Indian Accounting Standard (Ind AS) 108 on Operating Segments constitutes a single reportable segment. The relevant information regarding secondary segment reporting (by geographical segment) is presented in the consolidated financial statements as required as per Ind AS 108 “Operating Segments”.

NOTE 48 The Company has complied with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017 as at March 31, 2023.

Notes to Standalone Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 49 The Company has not advanced any funds or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

The Company has not received any funds from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such Company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

NOTE 50 The Company has not granted Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person during the year.

NOTE 51 The Company has borrowings from banks on the basis of security of current assets during the current year and previous year to whom quarterly statements of current assets were filed by the Company, which are in agreement with the books of accounts.

The Company had no borrowings from financial institutions during the current year and previous year.

NOTE 52 The Company has earned profits in the current financial year, the current assets are more than the current liabilities and there are accumulated profits as on the balance sheet date. Hence, the financial statements have been prepared on going concern basis.

NOTE 53 **No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III :**

(a) As on March 31, 2023, the Company has not been declared wilful defaulter by any bank or financial institution or other lender.

(b) The Company is not engaged in the business of trading or investing in crypto currency or virtual currency.

(c) The Company does not have any charges or satisfaction yet to be registered with the Registrar of Companies (ROC) beyond the statutory period as at March 31, 2023.

(d) No proceedings have been initiated or are pending against the Company as on March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(e) The Company does not have any transaction with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

In terms of our report attached.
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Reg. No. 104607W/W100166

Daraius Z. Fraser
Partner
Membership No.:42454

For and on behalf of the Board of Directors

Hrishikesh A. Mafatlal
Chairman
DIN: 00009872

D N Mungale
Director & Chairman Audit Committee
DIN: 00007563

S R Deo
Managing Director
DIN: 01122338

Anand V.S.
Deputy Managing Director
DIN: 07918665

P. Srinivasan
Chief Financial Officer

Amit K. Vyas
Company Secretary

Place: Mumbai
Date: May 29, 2023

Independent Auditor's Report

TO THE MEMBERS OF NOCIL LIMITED

Report on the Audit of the Consolidated Ind-AS Financial Statements

OPINION

We have audited the accompanying consolidated Ind-AS financial statements of NOCIL LIMITED (hereinafter referred to as "the Parent Company") and its subsidiary (Parent Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flow for the year then ended and Notes to the Consolidated Ind-AS Financial Statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated Ind-AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind-AS financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (India Accounting Standards) Rules, 2015, as amended, (Ind-AS) and with other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2023 of the consolidated profits, consolidated statement of changes in equity and its consolidated cash flows for the year then ended.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind-AS Financial Statements section of our report. We are independent of the Group in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind-AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind-AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. no.	Key audit matter description	How the scope of our audit addressed the key audit matter
1	**Revenue recognition and measurement** Refer to Note 2 (Accounting policies) for revenue recognition and measurement, Note 26 of the consolidated Ind-AS financial statements for aggregate revenue from sale of goods recognised as required by the applicable Ind AS. For the year ended March 31, 2023, the Group recognised revenues from sale of goods aggregating to ₹ 1,61,077 lakhs.	Our procedures included: **Accounting policies:** Assessing the Group's revenue recognition policies, including those related to commission, discounts, rebates and returns by comparing with the applicable Ind AS. **Tests of controls:** Evaluating the design and testing the operating effectiveness of controls over the accuracy of commission, discounts and rebates and correct timing of revenue recognition.

Independent Auditor's Report (Contd.)

Sr. no.	Key audit matter description	How the scope of our audit addressed the key audit matter
	The Group recognises revenue from sale of goods when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and the products have been delivered to the customer. Amounts disclosed as revenue are net of customer returns, trade allowance, rebates, goods and services tax and amount collected on behalf of third parties. **Risk identified:** Revenue is recognised when control of the underlying goods is transferred to the customer. There may be a risk of revenue being overstated due to pressure from Management to achieve performance targets at the reporting period end.	**Tests of details:** - Verifying the supporting documentation for determining that the revenue was recognised in the correct accounting period (cut-off testing). - Comparing the commission, discounts and rebates with the prior year and, where relevant, performed further inquiries and testing. - Verifying the manual journals posted to revenue to identify unusual or irregular items. - To assess the recoverability of trade receivables, our procedures included an assessment of whether the provision against, or write off, impacted our view as to the initial recognition of the related revenue. **Performing substantive analytical procedures:** Developing an expectation of the current year revenue based on trend analysis and recent market conditions and growth of the Group and compared the same with the actuals, accompanied with further inquiries and testing. We also assessed as to whether the disclosures in respect of revenue were adequate.
2	**System environment and internal controls** **Risk identified:** The IT and business process controls implemented might not be designed, implemented or operating in a manner conducive to the effective processing and reporting of financial information. The fragmented system environment introduces risks related to system access, change management, and we have accordingly designated this as a focus area in the audit. The risk of end user devices which are used to store or process the Group's information are encrypted to prevent breach of the Group's information. The risk of access to Operating system and SAP codes are given to appropriate persons.	Our procedures included: **Tests conducted:** Our response to the risks related to the system environment includes both the test of IT and business process controls. We also performed sufficient tests of details as part of our audit. We tested the Group's controls around access and change management related to key IT systems through our Information Technology specialist.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND THE AUDITOR'S REPORT THEREON

The Parent Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report and Report on Corporate Governance but does not include the consolidated Ind-AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind-AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind-AS financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind-AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind-AS financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind-AS financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated Ind-AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED IND-AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated Ind-AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind-AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind-AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to consolidated Ind-AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind-AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind-AS financial statements, including the disclosures, and whether the consolidated Ind-AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind-AS financial statements. We are responsible for the Parent Company included in the consolidated Ind-AS financial statements of which we are the independent auditor, for the other subsidiary company included in the consolidated Ind-AS financial statements, which have been audited by other auditors, such other auditor remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of the users of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated Ind-AS financial statements.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated Ind-AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind-AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

We did not audit the financial statement of a subsidiary company, whose financial statements reflect the total assets of ₹ 4,324 lakhs as at March 31, 2023, total revenue of ₹ 2,039 lakhs and net cash inflows amounting to ₹ 167 lakhs for the year ended on that date, as considered in the consolidated Ind-AS financial statements. These financial statements have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated Ind-AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) and (11) of the Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditor.

Our opinion on the consolidated Ind-AS financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by section143(3) of the Act, we report to the extent applicable that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind-AS financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind-AS financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind-AS financial statements.

   d) In our opinion, the aforesaid consolidated Ind-AS financial statements comply with the Accounting Standards specified under section 133 of the Act.

   e) On the basis of the written representations received from the Directors of the Parent Company as on March 31, 2023, which are taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary company, none of the Directors of the Group Companies are disqualified as on March 31, 2023, from being appointed as a Director in terms of section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to consolidated Ind-AS financial statements of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

   g) According to information and explanations given to us and based on our examination of the reports of the subsidiary company, the Parent Company and the subsidiary company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i) The consolidated Ind-AS financial statements disclosed the impact of pending litigations on its consolidated financial position of the Group. Refer Note 36 to the consolidated Ind-AS financial statements.

      ii) Provisions have been made in the consolidated Ind-AS financial statements, as required under applicable laws or Accounting Standards for material foreseeable losses, if any, on long term contracts, including derivative contracts. Refer Notes 2(g) and Note 42.5.2 to the consolidated Ind-AS financial statements.

      iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent Company and its subsidiary company.

      iv) The respective Management of the Parent Company and its subsidiary whose financial statements have been audited under the Act has represented that:

a) to the best of their knowledge and belief, other than as disclosed in the consolidated Ind-AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company or any of such subsidiary to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or any of such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) to the best of their knowledge and belief, other than as disclosed in the consolidated Ind-AS financial statements, no funds have been received by the Parent Company or any of such subsidiary from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or any of such subsidiary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

Based on such audit procedures performed by us which is considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

v) As per information and explanation represented by Management and based on the records of the Company, the dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023, to the Company and its subsidiary, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order" / "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Parent Company and its subsidiary included in the consolidated financial statements, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Reg. No.: 104607W / W100166

Daraius Z. Fraser
PARTNER
M. No.: 42454
UDIN: 23042454BGXFQZ2655
Mumbai: May 29, 2023.

Annexure A to the Independent Auditor's Report

Referred to in Para (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Parent Company on the consolidated Ind-AS financial statements for the year ended March 31, 2023.

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls with reference to financial statements of NOCIL Limited (hereinafter referred to as "the Parent Company"), and its subsidiary company (Parent Company and its subsidiary together referred to as "the Group"), as of March 31, 2023, in conjunction with our audit of the consolidated Ind-AS financial statements of the Group for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Group are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated Ind-AS financial statements criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Group based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind-AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditor of the subsidiary company in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system with reference to consolidated Ind-AS financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial control with reference to consolidated Ind-AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated Ind-AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated Ind-AS financial statements includes those policies and procedures that:

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group;

Annexure A to the Independent Auditor's Report

2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Group are being made only in accordance with authorizations of management and directors of the Group; and

3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group's assets that could have a material effect on the consolidated Ind-AS financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Parent Company and its Subsidiary Company, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to financial statements criteria established by the Parent Company and its Subsidiary Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to the subsidiary company is based on the corresponding report of the auditor of such company.

Our opinion is not modified in respect of the above matter.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Reg. No.: 104607W / W100166

Daraius Z. Fraser
PARTNER
M. No.: 42454
UDIN: 23042454BGXFQZ2655
Mumbai: May 29, 2023.

Consolidated Balance Sheet

as at March 31, 2023

(₹ in Lakhs)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	65,337	67,445
(b) Right of Use Assets	3A	23,088	23,094
(c) Capital Work-in-Progress	3	857	837
(d) Investment Property	4	44	43
(e) Intangible Assets	5	320	356
(f) Financial Assets			
(i) Other Investments	6	4,205	3,586
(ii) Other Financial Assets	7	961	757
(g) Non - Current Tax Assets (Net)		1,696	1,599
(h) Other Non-Current Assets	8	1,073	938
Total Non - Current Assets		**97,581**	**98,655**
Current Assets			
(a) Inventories	9	28,489	33,274
(b) Financial Assets			
(i) Investments	10	17,632	1,761
(ii) Trade Receivables	11	34,598	44,984
(iii) Cash and Cash Equivalent	12	2,357	1,217
(iv) Bank Balances other than (iii) above	13	3,383	382
(v) Other Financial Assets	14	513	142
(c) Other Current Assets	15	1,156	2,635
Total Current Assets		**88,128**	**84,395**
Total Assets		**185,709**	**183,050**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	16	16,664	16,657
(b) Other Equity	17	138,549	127,864
Total Equity		**155,213**	**144,521**
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	18	683	286
(b) Provisions	19	1,622	1,636
(c) Deferred Tax Liabilities (Net)	33	11,085	10,679
Total Non - Current Liabilities		**13,390**	**12,601**
Current Liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	21	296	266
(ii) Trade Payables			
(a) Total outstanding dues of micro and small enterprises	20	176	856
(b) Total outstanding dues to creditors other than micro and small enterprises	20	12,551	20,656
(iii) Other Financial Liabilities	22	2,575	2,532
(b) Other Current Liabilities	23	1,016	1,113
(c) Provisions	24	492	505
Total Current Liabilities		**17,106**	**25,928**
Total Equity and Liabilities		**185,709**	**183,050**

Significant accounting policies 2

The accompanying notes form an integral part of the Consolidated Financial Statements

In terms of our report attached.
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Reg. No. 104607W/W100166

Daraius Z. Fraser
Partner
Membership No.:42454

Place: Mumbai
Date: May 29, 2023

For and on behalf of the Board of Directors

Hrishikesh A. Mafatlal
Chairman
DIN: 00009872

D N Mungale
Director & Chairman Audit Committee
DIN: 00007563

S R Deo
Managing Director
DIN: 01122338

Anand V.S.
Deputy Managing Director
DIN: 07918665

P. Srinivasan
Chief Financial Officer

Amit K. Vyas
Company Secretary

Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

(₹ in Lakhs)

	Particulars	Note	For the year ended March 31, 2023	For the year ended March 31, 2022
I	Revenue from Operations	25	161,657	157,131
II	Other Income	26	624	388
III	**Total Income (I + II)**		**162,281**	**157,519**
IV	**EXPENSES**			
	(a) Cost of materials consumed	27	90,872	94,524
	(b) Purchases of Stock-in-trade		321	272
	(c) Changes in stock of finished goods, work-in-progress and stock-in-trade	28	(2,425)	(8,865)
	(d) Employee benefits expense	29	8,747	8,081
	(e) Finance costs	30	120	109
	(f) Depreciation and amortisation expense	31	5,568	4,834
	(g) Other expenses	32	38,869	34,502
	Total Expenses (IV)		**142,072**	**133,457**
V	**Profit Before Tax (III - IV)**		**20,209**	**24,062**
VI	**Tax Expense**			
	(a) Current tax	33	4,914	5,706
	(b) Deferred tax	33	349	537
	(c) Short Provision for tax relating to earlier years	33	31	208
	Total Tax Expense (VI)		**5,294**	**6,451**
VII	**Profit After Tax (V -VI)**		**14,915**	**17,611**
VIII	**Other Comprehensive Income**			
	A (i) Items that may be reclassified to profit or loss		-	-
	B (i) Items that will not be reclassified to profit or loss			
	(a) Remeasurements of the defined benefit liabilities / (asset)		(39)	(62)
	(b) Equity instruments through other comprehensive income		619	1,688
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
	(a) On Remeasurements of the defined benefit liabilities / (asset)	33	(9)	(2)
	(b) On Equity instruments through other comprehensive income	33	(49)	(186)
	Total Other Comprehensive Income for the year (VIII)		**522**	**1,438**
IX	Total Comprehensive Income for the year (VII+VIII)		15,437	19,049
X	**Net Profit attributable to :**			
	(a) Owners of the company		14,915	17,611
	(b) Non-Controlling Interests		-	-
XI	**Other Comprehensive Income attributable to :**			
	(a) Owners of the company		522	1,438
	(b) Non-Controlling Interests		-	-
XII	**Total Comprehensive Income attributable to :**			
	(a) Owners of the company		15,437	19,049
	(b) Non-Controlling Interests		-	-
XIII	**Earnings Per Equity Share (Face Value ₹ 10/- each)**	**34**		
	(a) Basic		8.95	10.58
	(b) Diluted		8.92	10.55

Significant accounting policies 2

The accompanying notes form an integral part of the Consolidated Financial Statements

In terms of our report attached.
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Reg. No. 104607W/W100166

For and on behalf of the Board of Directors

Hrishikesh A. Mafatlal
Chairman
DIN: 00009872

D N Mungale
Director & Chairman Audit Committee
DIN: 00007563

S R Deo
Managing Director
DIN: 01122338

Daraius Z. Fraser
Partner
Membership No.:42454

Anand V.S.
Deputy Managing Director
DIN: 07918665

P. Srinivasan
Chief Financial Officer

Amit K. Vyas
Company Secretary

Place: Mumbai
Date: May 29, 2023

Consolidated Statement of Cash Flows

for the year ended March 31, 2023

(₹ in Lakhs)

	Particulars	For year ended March 31, 2023	For year ended March 31, 2022
A	**Cash flows from operating activities**		
	Profit before tax	20,209	24,062
	Adjustments for:		
	Finance costs	120	109
	Interest income	(437)	(111)
	Dividend income	(3)	(1)
	Miscellaneous Income	(2)	-
	Loss on Property, Plant & Equipment sold / scrapped / written off	16	157
	Provision for Doubtful Debts	76	-
	Provision for Doubtful Advances	-	8
	Bad Debts written off	2	-
	Advances written off	-	3
	Excess provision for earlier years written back	(142)	(276)
	VAT Set Off refund of previous years	(56)	-
	Fair Value (gain)/loss on investments	(37)	(54)
	Held-to-maturity gain on Non Convertible Debentures (NCDs)	(27)	-
	Depreciation / amortisation expenses	5,568	4,834
	Unrealised foreign exchange revalution (Net)	22	(10)
	Expense recognised in respect of equity-settled share-based payments	138	37
	Rent from Investment Property / Others	(41)	(39)
	Income from Redemption of Mutual Fund	(77)	(107)
	Remeasurement of defined benefit liabilities / (assets) through OCI	(39)	(62)
	Operating profit before working capital changes (i)	**25,290**	**28,550**
	Adjustments for:		
	(Increase)/Decrease in Trade Receivables	10,618	(13,909)
	(Increase)/Decrease in Inventories	4,785	(16,708)
	(Increase)/Decrease in Other Assets - Current & Non Current	1,540	(323)
	(Increase)/Decrease in Other Financial Assets - Current & Non Current	(94)	(74)
	Increase/(Decrease) in Trade Payable	(8,971)	4,550
	Increase/(Decrease) in Provisions - Current & Non Current	(27)	(27)
	Increase/(Decrease) in Other Financial Liabilities - Current / Non Current	205	469
	Increase/(Decrease) in Other Liabilities - Current	(97)	421
	Changes in Working Capital (ii)	**7,959**	**(25,601)**
	Cash generated from operations (iii) = (i+ii)	**33,249**	**2,949**
	Income taxes paid (Net) (iv)	(5,051)	(5,971)
	Net cash generated from/(used in) operating activities (v)= (iii)+(iv)	**28,198**	**(3,022)**
B	**Cash flows from investing activities**		
	Payments to acquire financial assets	(31,903)	(17,922)
	Proceeds on redemption of financial assets	12,872	24,452
	Interest received	250	166
	Dividends received	3	1
	Payments for purchase of property, plant and equipment	(2,945)	(3,336)
	Proceeds from disposal of property, plant and equipment	32	2

Consolidated Statement of Cash Flows

for the year ended March 31, 2023 (Contd.)

(₹ in Lakhs)

	Particulars	For year ended March 31, 2023	For year ended March 31, 2022
	Rent from Investment Property / Others	41	39
	Payments for intangible assets	(28)	(286)
	Net cash (used in)/generated from investing activities (vi)	**(21,678)**	**3,116**
C	**Cash flows from financing activities**		
	Proceeds from issue of Equity shares on exercise of ESOPs	115	291
	Borrowings from Banks	2,000	4,006
	Repayment of borrowings	(2,000)	(4,006)
	Dividends paid	(4,999)	(3,317)
	Interest paid on lease liability	(67)	(47)
	Principal payment of Lease Liability	(373)	(227)
	Interest paid	(53)	(60)
	Net cash used in financing activities (vii)	**(5,377)**	**(3,360)**
	Net increase/(decrease) in cash and cash equivalents (v+vi+vii)	**1,143**	**(3,266)**
	Cash and cash equivalents at the beginning of the year	1,217	4,485
	Unrealised foreign exchange restatement in Cash and cash equivalents	(3)	(2)
	Cash and cash equivalents at the end of the year	**2,357**	**1,217**
	Reconciliation of Cash and Cash Equivalents with the Balance Sheet:		
	Cash and Cash Equivalents at end of the year (including other Bank Balances)	**5,740**	**1,599**
	Less: Unclaimed Dividend Bank Balances and Investment in Term Deposits (maturity greater than 3 months but less than 12 months) not considered as Cash and cash equivalents	(3,383)	(382)
	Cash and Cash Equivalents at end of the year	**2,357**	**1,217**

Note:

The accompanying notes form an integral part of the Consolidated Financial Statements

The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (IND AS - 7) "Statement of Cash Flow".

In terms of our report attached.
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Reg. No. 104607W/W100166

Daraius Z. Fraser
Partner
Membership No.:42454

Place: Mumbai
Date: May 29, 2023

For and on behalf of the Board of Directors

Hrishikesh A. Mafatlal
Chairman
DIN: 00009872

D N Mungale
Director & Chairman Audit Committee
DIN: 00007563

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Managing Director
DIN: 01122338

Anand V.S.
Deputy Managing Director
DIN: 07918665

P. Srinivasan
Chief Financial Officer

Amit K. Vyas
Company Secretary

Consolidated Statement of Changes in Equity

for the year ended March 31, 2023

(a) Equity Share Capital (Refer Note 16)

(₹ in Lakhs)

Particulars	Amount
Balance as at March 31, 2021	**16,622**
Changes in equity share capital during the year:	
Issue of equity shares on exercise of employee stock option plan	35
Balance as at March 31, 2022	**16,657**
Changes in equity share capital during the year:	
Issue of equity shares on exercise of employee stock option plan	7
Balance as at March 31, 2023	**16,664**

(b) Other Equity

(₹ in Lakhs)

Particulars	Other Equity					Other Comprehensive Income		Total
	Capital reserve	Securities premium	General reserve	ESOP outstanding reserve	Retained earnings	Equity Instrument through OCI	Other Items of OCI	
Balance as at March 31, 2021	**15**	**2,396**	**4,865**	**546**	**1,07,385**	**(2,722)**	**(634)**	**1,11,851**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance as at March 31, 2021	**15**	**2,396**	**4,865**	**546**	**1,07,385**	**(2,722)**	**(634)**	**1,11,851**
Profit for the year	-	-	-	-	17,611	-	-	17,611
Other Comprehensive Income for the year, net of income tax	-	-	-	-	-	1,502	-	1,502
Remeasurement of Defined Benefit Obligation, net of income tax	-	-	-	-	-	-	(64)	(64)
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**17,611**	**1,502**	**(64)**	**19,048**
Premium on shares issued	-	360	-	-	-	-	-	360
Recognition of share based payments	-	-	-	(67)	-	-	-	(67)
Payment of dividend	-	-	-	-	(3,328)	-	-	(3,328)
Balance as at March 31, 2022	**15**	**2,756**	**4,865**	**479**	**1,21,667**	**(1,220)**	**(699)**	**1,27,863**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance as at March 31, 2022	**15**	**2,756**	**4,865**	**479**	**1,21,667**	**(1,220)**	**(699)**	**1,27,863**
Profit for the year	-	-	-	-	14,915	-	-	14,915
Other Comprehensive Income for the year, net of income tax	-	-	-	-	-	570	-	570
Remeasurement of Defined Benefit Obligation, net of income tax	-	-	-	-	-	-	(48)	(48)
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**14,915**	**570**	**(48)**	**15,437**
Premium on shares issued	-	148	-	-	-	-	-	148
Recognition of share based payments	-	-	-	98	-	-	-	98
Payment of dividend	-	-	-	-	(4,998)	-	-	(4,998)
Balance as at March 31, 2023	**15**	**2,904**	**4,865**	**577**	**1,31,585**	**(649)**	**(748)**	**1,38,549**

Refer Note 17 for nature and purpose of Reserves. The accompanying notes form an integral part of the Consolidated Financial Statements.

In terms of our report attached.
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Reg. No. 104607W/W100166

Daraius Z. Fraser
Partner
Membership No.:42454

For and on behalf of the Board of Directors

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DIN: 07918665

P. Srinivasan
Chief Financial Officer

Amit K. Vyas
Company Secretary

Place: Mumbai
Date: May 29, 2023

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

NOTE 1 GENERAL INFORMATION

a) **Corporate information**

NOCIL Ltd. (the Company) having Company Identification No: L99999MH1961PLC012003 is a limited company incorporated on May 11, 1961 and is engaged in manufacture of rubber chemicals domiciled in India. The Company has manufacturing facilities at Navi Mumbai (Maharashtra) and at Dahej (Gujarat). The address of its registered office is Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai 400 020, Maharashtra, India. The products manufactured by the Company are used by the tire industry and other rubber processing industries.

The following wholly owned subsidiary company is included in the consolidation

Name	Country of Incorporation	Nature of business
PIL Chemicals Ltd.	India	Processing of rubber chemical products

Holding company and its subsidiary together referred as "Group."

b) **Basis of preparation and presentation**

The Consolidated financial statements of the Group have been prepared in accordance with generally accepted accounting principles in India under the historical cost convention on accrual basis at the end of each reporting period except for:

- Certain financial Assets and Liabilities that are measured at fair value
- Defined Benefit Plans that are measured at fair value
- Share based payments – calculated using the Black and Scholes option pricing model

The Generally Accepted Accounting principles in India comply in all material aspects with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended thereunder and other relevant provisions of the Companies Act, 2013.

The Consolidated financial statements have been prepared on going concern basis. The accounting policies are applied consistently to all periods presented in the consolidated financial statements. All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III of the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for proceeding and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle not exceeding 12 months for the purpose of current or non-current classification of assets and liabilities.

The Consolidated financial statements of the Group for the year ended March 31, 2023, have been approved for issue in accordance with the resolution of the Board of Directors on May 29, 2023.

c) **Functional and presentational currency**

The Consolidated financial statements are presented in Indian Rupees (₹), which is the Group's functional and presentational currency. All amounts have been rounded to the nearest Lakhs as per the requirement of Schedule III, unless otherwise indicated.

d) **Principles of consolidation**

i. Subsidiaries

Subsidiaries are all entities over which the group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investees).
- Exposure, or rights, to variable returns from its involvement with the investee,
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over and investee, including.

- The Contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements,
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liability, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it de-recognises the related assets (including goodwill), liability, non-controlling interest and other components of equity while any resultant gain or loss is recognised in statement of profit and loss. Any investment retained is recognised at fair value.

Non-controlling interest in the results and equity of subsidiaries as shown separately in the consolidated statement of profit and loss, consolidated statement of change in equity and balance sheet respectively.

ii. The consolidated financial statements relate to NOCIL Ltd., the Holding Company and its subsidiary. The consolidation of accounts of the Company with its subsidiary (collectively known as "Group") has been prepared in accordance with (Ind AS) 110 - Consolidated Financial Statements. The financial statements of the parent and its subsidiary are combined on a line-by-line basis and intra group balances, intra group transactions and unrealised profits or losses are fully eliminated.

iii. The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the parent company's separate financial statements unless stated otherwise.

iv. The Audited financial statements of the subsidiary used in the consolidation are drawn up to the same reporting date as of the Holding Company i.e., up to March 31, 2023.

e) Key estimates and assumptions

The preparation of Consolidated financial statements requires Management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods of the revision if it affects both current and future periods.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

the carrying amounts of assets and liabilities within the next financial year, are as follows:

- Determination of the estimated useful lives and residual value of tangible assets and the assessment as to which components of the cost may be capitalised (Note 2(a)).
- Determination of the estimated useful lives of intangible assets (Note 2(c)).
- Impairment of Property, Plant and Equipment (Note 2(d)).
- Recognition and measurement of defined benefit obligations (Note 2(k) and Note 40).
- Fair valuation of employee share options (Note 2(l) and Note 38).
- Discounting of long-term financial liabilities
- Fair value measurement of financial instruments (Note 1(f)).
- Impairment of Financial and Non Financial Assets.
- Recognition and measurement of provisions and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources; (Note 2(q)).
- Accruals of Sales incentives, Commission, etc.

f) Measurement of Fair value

The Group's Consolidated accounting policies and disclosures require the measurement of fair values for financial instruments. The Group has an established control framework with respect to the measurement of fair values. The Management regularly reviews significant inputs and valuation adjustments. If third party information, such as Government approved valuer, broker quotes or pricing services, is used to measure fair values, then the Management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

While measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3 inputs for the assets or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

g) Recent Amendments in Ind AS

Amendments to Ind AS applicable effective from April 01, 2022 do not have any impact on the financial statement of the Group.

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 01, 2023, as below:

Ind AS 1 – Preparation of Financial Statements

Companies should now disclose "Material Accounting Policies" rather than their "Significant Accounting Policies". Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

Definition of 'change in account estimate' has been replaced by revised definition of 'accounting estimate'. As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty. A Group develops an accounting estimate to achieve the objective set out by an accounting policy. Accounting estimates include: a) Selection of a measurement technique (estimation or valuation technique) b) Selecting the inputs to be used when applying the chosen measurement technique.

Ind AS 12 – Income Tax

Narrowed the scope of the Initial Recognition Exemption (IRE) (with regard to leases and decommissioning obligations). Now IRE does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision. There are minor changes involving updating the references and terminology etc to Ind AS 101, 102, 103, 109 and 115 that do not lead to change in the principles of Ind AS. The Group does not foresee any material changes due to above mentioned amendments.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

a) Property, Plant and Equipment

Property, Plant and Equipment (PPE) are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use less accumulated depreciation and less accumulated impairment, if any. Cost includes expenses related directly to acquisition and installation of the concerned assets, borrowing cost during the construction period and estimated costs of dismantling and removing the item and restoring the site on which it is located and excludes any duties / taxes recoverable.

Advances paid towards the acquisition of PPE outstanding at each reporting date is classified as Capital Advances under Other Non-Current Assets and assets which are not ready for intended use as on the date of balance Sheet are disclosed as "Capital Work in Progress".

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes all costs incurred to bring the assets to their present location and condition. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

The estimated residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the items will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

When significant identifiable parts of PPE are required to be replaced, the Group de-recognises the replaced parts and recognises the new part with its own associated useful life and it is depreciated accordingly. In other cases, expenses are charged off to the Statement of Profit and Loss.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

Depreciation is provided, under the Straight-Line Method basis so as to write off the original cost of the asset less its estimated residual value over the estimated useful life. The Management's estimate of useful lives is in accordance with Schedule II to the Companies Act, 2013, , except for auxiliaries and certain other machineries, where the life considered is 16-18 years instead of 25 years based on the technical evaluation done by the Group. Assets costing ₹ 50,000 or less are fully depreciated in the year of purchase.

b) Investment Property

Land or Building held to earn rentals or for capital appreciation or both rather than for use in the production or supply of goods and services or for administrative purposes; or sale in the ordinary course of business is recognised as Investment Property. Investment Property are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Though, the Group measures investment property using cost-based measurement, the fair value of investment property is disclosed in Notes. Fair values are determined based on an annual evaluation performed by a government approved valuer.

Investment properties are de-recognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal.

The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

c) Intangible Assets

An Intangible asset is recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Intangible assets are amortised over their estimated useful life. The useful life of intangible assets is assessed as either finite or infinite. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted on a prospective basis.

Estimated useful lives of finite intangible assets are as follows:

Patents	10 years
Software	10 years

Changes in the expected useful life are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. Intangible assets with indefinite useful lives are not amortised but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

d) Impairment of Non-Financial Assets

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication of an impairment loss. If any such indication exists, the recoverable amounts are estimated in order to determine the extent of the impairment loss (if any). An impairment loss is recognised whenever the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount. The impairment loss, if any, is recognised in the Statement of Profit and Loss in the period in which impairment takes place.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Where an impairment loss subsequently reverses, the carrying amount of the assets is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior accounting periods.

e) Inventories

Inventories are measured at lower of cost and net realisable value. Cost of inventories comprises all costs of purchase (net of input credits), costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of stores and spares, raw materials, trading and other products is determined on weighted average basis. Cost of work-in-progress and finished stock is determined by the absorption costing method.

Net realisable value represents estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Provision is made for cost of obsolescence and other anticipated losses, whenever considered necessary by Management.

f) Cash and Cash Equivalents

Cash and Cash Equivalents in the Balance Sheet comprises cash on hand, bank balances and short-term deposits with banks with a maturity of three months or less which are readily convertible into cash, and which are subject to insignificant risk of changes in value.

For the purpose of the Consolidated Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

g) Cash flow statement

Cash Flows are reported using Indirect Method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

h) Financial instruments

A financial instrument is any contract that gives rise to financial assets of one entity and financial liability or equity of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts.

i) Financial Asset

Initial recognition:

Financial assets are recognised when a Group becomes a party to the contractual provisions of the instruments. Financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition or issue of financial assets.

Subsequent measurement of financial assets:

Financial assets are subsequently classified and measured at:

- amortised cost
- fair value through Profit and Loss (FVTPL)
- fair value through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Group changes its business model for managing financial assets.

Trade Receivables and Loans:

All financial assets are recognised initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset at amortised cost. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Debt Instruments:

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL') till de-recognition on the basis of

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

(i) the Groups's business model for managing the financial assets and

(ii) the contractual cash flow characteristics of the financial asset.

a) <u>Measured at amortised cost:</u>

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, on the principal amount, outstanding, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

b) <u>Measured at Fair value through other comprehensive income (FVTOCI):</u>

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income calculated using the Effective Interest Rate method is recognised in the Statement of Profit and Loss. A gain or loss on a financial asset measured at fair value through other comprehensive income shall be recognised in other comprehensive income, except for impairment gains or losses and foreign exchange gains and losses, until the financial asset is derecognised or reclassified. When the financial asset is derecognised the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

c) <u>Measured at Fair Value Through Profit and Loss (FVTPL):</u>

A financial asset not classified as either amortised cost or FVTOCI, is classified as FVTPL. Such financial assets are measured at fair value and all changes in fair value, including interest income and dividend income, if any, are recognised in the Statement of Profit and Loss.

For investments in mutual fund, the group has opted to account for the fair value through profit or loss.

<u>Equity Instruments:</u>

<u>Investments in equity instruments at FVTPL</u>:

Investments in equity instruments other than investments in subsidiaries are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

<u>Investments in equity instruments at FVTOCI:</u>

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. On de-recognition, amounts presented in other comprehensive income shall not be subsequently transferred to profit or loss, but the cumulative gain or loss shall be transferred within "Other Equity".

<u>Impairment of financial assets:</u>

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset.

For trade receivables, the Group measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

De-recognition of financial assets:

The Group de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

ii) Financial liabilities

Initial recognition

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognised in the Consolidated Statement of Profit and Loss. The interest expenses using the effective interest method is recognised over the relevant period of the financial asset. The same is included under Finance cost in the Statement of Profit and Loss unless it is capitalised as part of cost of an item of Property, Plant and Equipment.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of the new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Consolidated Statement of Profit and Loss immediately.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

i) Foreign Exchange Transactions

In preparing the Consolidated financial statements of the Group, transactions in currencies other than the Group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are restated at the rates prevailing at the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated. Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

j) Revenue recognition

Revenue from sale of products is recognised when the products are dispatched to customers, all significant contractual obligations have been satisfied and the collection of the resulting receivable is reasonably expected. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

Accumulated experience is used to estimate and provide for the discounts and returns. No element of financing is deemed present as the sales are made with normal credit days consistent with market practice.

Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of "Other Operating Revenues".

Dividend and interest income

Dividend income from investments is recognised when the Group's right to receive payment has been established.

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Consolidated Statement of Profit and Loss.

k) Employee benefits

Short-term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, performance incentives, etc., are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post-Employment Benefits:

(a) Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund, Family Pension and Superannuation scheme are charged as an expense in the Statement of Profit and Loss as they fall due.

(b) Defined Benefit Plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, after discounting the same. The calculation of defined benefit obligations is performed annually by a qualified actuary using the Projected Unit Credit method. Re-measurement of the net defined benefit liability, comprise actuarial gains and losses which are recognised immediately in Other Comprehensive Income (OCI). Net interest expense/ (income) on the net defined liability/ (assets) is computed by applying the discount rate, used to measure the net defined liability / (asset). Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(c) Other Long-Term Employee Benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Re-measurements are recognised in Statement of Profit and Loss in the period in which they arise.

l) Equity Share-Based Payments

Employees of the Group also receive remuneration in the form of share-based payments in consideration of the services rendered.

Under the equity settled share-based payment, the fair value on the grant date of the awards given to employees is recognised as 'employee benefit expenses' with a corresponding increase in equity over the vesting period. The fair value of the options at the grant date is calculated on the basis of the Black Scholes model. At the end of each reporting period, apart from the non-market vesting condition, the expense is reviewed and adjusted to reflect changes to the level of options expected to vest. When the options are exercised, the Group issues fresh equity shares. When the terms of an equity-settled award are modified, an additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification.

m) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

As a Lessee

The Group's lease assets classes primarily consist of leases for land, buildings and office equipments. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) The contract involves the use of an identified asset

(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Notes to the Consolidated Financial Statements
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Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. Leasehold land is amortised on a straight-line basis over the period of the lease. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a Lessor

Lease payments under operating leases is generally recognised as an expense on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the underlying asset and recognised as an expense over the lease term on the same basis as the lease income.

n) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

o) Taxes on Income

Income tax expense comprises current tax expense and the deferred tax during the year. Current and deferred taxes are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year and any adjustments to the tax payable or receivable in respect of previous years as determined in accordance with the provisions of the Income Tax Act, 1961 that have been enacted or subsequently enacted at the end of the reporting period.

Current tax assets and current tax liabilities are offset when there is legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

p) Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. The Group accounts for its entitlement as income on accrual basis.

q) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. The expenses relating to a provision is presented in the Consolidated Statement of Profit and Loss net of any reimbursement. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

r) Earnings Per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

s) Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Group's Board of Directors.

t) Segment Reporting

The Group is considered to be a single segment group – engaged in the manufacture of rubber chemicals. As per Ind AS-108 'Operating Segments', if a financial report contains both the consolidated financial statements of a parent that is within the scope of Ind AS-108 as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS-108 Operating Segments has been given in the consolidated financial statements.

The Group is considered to be a single segment group – engaged in the manufacture of rubber chemicals. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Operating Segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the CODM, in deciding how to allocate resources and assessing performance.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 3 PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars		Buildings	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Total
I.	**Gross Carrying Value**						
	Balance as at April 1, 2022	**21,543**	**71,167**	**749**	**445**	**428**	**94,332**
	Additions	338	2,082	104	41	76	2,641
	Disposals / Transfers	(8)	(220)	(14)	-	(32)	(274)
	Balance as at March 31, 2023	**21,873**	**73,029**	**839**	**486**	**472**	**96,699**
II.	**Accumulated depreciation and impairment**						
	Balance as at April 1, 2022	**3,822**	**21,943**	**527**	**341**	**254**	**26,887**
	Depreciation expense for the year	736	3,771	91	51	48	4,697
	Eliminated on disposal / transfer of assets	(5)	(173)	(14)	-	(30)	(222)
	Balance as at March 31, 2023	**4,553**	**25,541**	**604**	**392**	**272**	**31,362**
III.	**Net Carrying value as at March 31, 2023 (I-II)**	**17,320**	**47,488**	**235**	**94**	**200**	**65,337**

(₹ in Lakhs)

Particulars		Buildings	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Total
I.	**Gross Carrying Value**						
	Balance as at April 1, 2021	**21,531**	**68,048**	**681**	**422**	**369**	**91,051**
	Additions	166	3,340	70	23	67	3,666
	Disposals / Transfers	(154)	(221)	(2)	-	(8)	(385)
	Balance as at March 31, 2022	**21,543**	**71,167**	**749**	**445**	**428**	**94,332**
II.	**Accumulated depreciation and impairment**						
	Balance as at April 1, 2021	**3,160**	**18,874**	**439**	**311**	**225**	**23,009**
	Depreciation expense for the year	734	3,213	90	30	37	4,104
	Eliminated on disposal / transfer of assets	(72)	(144)	(2)	-	(8)	(226)
	Balance as at March 31, 2022	**3,822**	**21,943**	**527**	**341**	**254**	**26,887**
III.	**Net Carrying value as at March 31, 2022 (I-II)**	**17,721**	**49,224**	**222**	**104**	**174**	**67,445**

Notes:

a) Property, Plant & Equipment relating to approved R & D facility included above is as under:

(₹ in Lakhs)

Particulars	Gross Block	Depreciation	Net Block
Balance as at April 1, 2021	**638**	**387**	**251**
Additions during the year	**24**	**-**	**24**
Depreciation expense for the year	-	47	(47)
Disposals / Deletions	(2)	(1)	(1)
Balance as at March 31, 2022	**660**	**433**	**227**
Additions during the year	**81**	**-**	**81**
Depreciation expense for the year	-	40	(40)
Disposals / Deletions	(22)	(20)	(2)
Balance as at March 31, 2023	**719**	**453**	**266**

NOTE 3 PROPERTY, PLANT AND EQUIPMENT (Contd.)

b) Refer Note 36 for disclosure of contractual commitment for acquisition of Property, Plant and Equipment.

c) The group has not revalued its Property, Plant and Equipment during the year.

d) In line with the accounting policy, the Group had reviewed the useful life of certain plant & equipments and accordingly an amount of ₹ 555 Lakhs was charged off as depreciation during the previous year based on change in estimated useful life of certain assets.

e) Capital Work-in-Progress :

Ageing Schedule of Capital Work-in-progress as on March 31, 2023

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	737	120	-	-	**857**
Projects temporarily suspended	-	-	-	-	**-**
Total	**737**	**120**	**-**	**-**	**857**

Ageing Schedule of Capital Work-in-progress as on March 31, 2022

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	804	28	5	-	**837**
Projects temporarily suspended	-	-	-	-	**-**
Total	**804**	**28**	**5**	**-**	**837**

Capital Work-in-Progress completion schedule as at March 31, 2022

(₹ in Lakhs)

Overdue completion of Projects lying in Capital Work-in-progress	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects more than ₹ 10 Lakhs					
Antioxidants Extended Basic Engineering Package	147	-	-	-	**147**
Concrete Chimney For Boiler	49	-	-	-	**49**
Laboratory Information Management System (LIMS)	44	-	-	-	**44**
Total	**240**	**-**	**-**	**-**	**240**
Other Projects (below ₹ 10 Lakhs)	31	-	-	-	**31**
Total	**271**	**-**	**-**	**-**	**271**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 3A RIGHT OF USE ASSETS

Note 3A : Right of Use Assets

(₹ in Lakhs)

Particulars		Land	Buildings	Office Equipments	Total
I.	**Gross Carrying Value**				
	Balance as at April 1, 2022	**25,413**	**1,173**	**-**	**26,586**
	Additions	-	768	132	900
	Disposals	-	(110)	-	(110)
	Balance as at March 31, 2023	**25,413**	**1,831**	**132**	**27,376**
II.	**Accumulated depreciation and impairment**				
	Balance as at April 1, 2022	**2,780**	**712**	**-**	**3,492**
	Depreciation expense for the year	463	316	26	805
	Eliminated on disposal of assets	-	(9)	-	(9)
	Balance as at March 31, 2023	**3,243**	**1,019**	**26**	**4,288**
III.	**Net Carrying value as at March 31, 2023 (I-II)**	**22,170**	**812**	**106**	**23,088**

(₹ in Lakhs)

Particulars		Land	Buildings	Office Equipments	Total
I.	**Gross Carrying Value**				
	Balance as at April 1, 2021	**25,413**	**954**	**-**	**26,367**
	Additions	-	228	-	228
	Disposals	-	(9)	-	(9)
	Balance as at March 31, 2022	**25,413**	**1,173**	**-**	**26,586**
II.	**Accumulated depreciation and impairment**				
	Balance as at April 1, 2021	**2,316**	**492**	**-**	**2,808**
	Depreciation expense for the year	464	220	-	684
	Eliminated on disposal of assets	-	-	-	-
	Balance as at March 31, 2022	**2,780**	**712**	**-**	**3,492**
III.	**Net Carrying value as at March 31, 2022 (I-II)**	**22,633**	**461**	**-**	**23,094**

NOTE 4 INVESTMENT PROPERTY

(₹ in Lakhs)

Particulars		Buildings	Total
I.	**Gross Carrying Value**		
	Balance as at April 1, 2022	**83**	**83**
	Additions	-	-
	Disposals / Transfers	8	8
	Balance as at March 31, 2023	**91**	**91**
II.	**Accumulated depreciation and impairment**		
	Balance as at April 1, 2022	**40**	**40**
	Depreciation expense for the year	2	2
	Eliminated on disposal / transfer of assets	5	5
	Balance as at March 31, 2023	**47**	**47**
III.	**Net Carrying value as at March 31, 2023 (I-II)**	**44**	**44**

NOTE 4 INVESTMENT PROPERTY (Contd.)

(₹ in Lakhs)

Particulars		Buildings	Total
I.	**Gross Carrying Value**		
	Balance as at April 1, 2021	**83**	**83**
	Additions	-	-
	Disposals / Transfers	-	-
	Balance as at March 31, 2022	**83**	**83**
II.	**Accumulated depreciation and impairment**		
	Balance as at April 1, 2021	**39**	**39**
	Depreciation expense for the year	1	1
	Eliminated on disposal / transfer of assets	-	-
	Balance as at March 31, 2022	**40**	**40**
III.	**Net Carrying value as at March 31, 2022 (I-II)**	**43**	**43**

Note:

a) **Fair value disclosures**

The fair value of the Group's investment properties as at March 31, 2023 and March 31, 2022 has been arrived at on the basis of a valuation carried out on the respective dates by independent & government certified valuer not related to the Group. The fair value was determined based on the comparable sale and market analysis approach based on recent market prices without any significant adjustments being made to the market observable data. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Details of the Group's investment properties and information about the fair value hierarchy as at March 31, 2023 and March 31, 2022 are as follows:

(₹ in Lakhs)

Particulars	Amount	Fair value hierarchy
As at March 31, 2023		
Fair Value of Investment Property - Units located in India	1,611	Level 2
As at March 31, 2022		
Fair Value of Investment Property - Units located in India	1,346	Level 2

b) The Group has no restriction on the releasability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

c) Information regarding Income and Expenditure of Investment Property

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rental Income derived from Investment Properties	31	25
Less: Direct Operating Expenses	(12)	(19)
Gain arising from Investment Properties before depreciation	19	6
Less: Depreciation	(2)	(1)
Net Income arising from Investment Properties	**17**	**5**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 5 INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars		Patents	Software	Total
I.	**Gross Carrying Value**			
	Balance as at April 1, 2022	**762**	**405**	**1,167**
	Additions	-	28	28
	Disposals	-	-	-
	Balance as at March 31, 2023	**762**	**433**	**1,195**
II.	**Accumulated amortisation**			
	Balance as at April 1, 2022	**494**	**317**	**811**
	Amortisation expense for the year	29	35	64
	Eliminated on disposal of assets	-	-	-
	Balance as at March 31, 2023	**523**	**352**	**875**
III.	**Net Carrying value as at March 31, 2023 (I-II)**	**239**	**81**	**320**

(₹ in Lakhs)

Particulars		Patents	Software	Total
I.	**Gross Carrying Value**			
	Balance as at April 1, 2021	**486**	**396**	**882**
	Additions	276	10	286
	Disposals	-	(1)	(1)
	Balance as at March 31, 2022	**762**	**405**	**1,167**
II.	**Accumulated amortisation**			
	Balance as at April 1, 2021	**481**	**284**	**765**
	Amortisation expense for the year	13	33	46
	Eliminated on disposal of assets	-	(1)	(1)
	Balance as at March 31, 2022	**494**	**317**	**811**
III.	**Net Carrying value as at March 31, 2022 (I-II)**	**268**	**88**	**356**

Note:

a) Intangible Assets relating to approved R & D facility included above is as under.

(₹ in Lakhs)

Particulars	Gross Block	Amortisation	Net Block
Balance as at April, 1, 2021	**30**	**12**	**18**
Additions during the year	-	-	-
Amortisation expense for the year	-	3	(3)
Balance as at March 31, 2022	**30**	**15**	**15**
Additions during the year	-	-	-
Amortisation expense for the year	-	3	(3)
Balance as at March 31, 2023	**30**	**18**	**12**

b) All Intangible assets held by the group are purchased and not internally generated.

c) The Company has not revalued its Intangible assets during the year.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 6 NON CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
a) Investment in equity instruments				
(i) Quoted Investments (at fair value through other comprehensive income (FVTOCI))				
- Mafatlal Industries Limited (₹ 2/- each, fully paid-up)#	97,73,475	4,011	19,54,695	3,413
- HDFC Bank Limited (₹ 1/- each, fully paid-up)	10,000	161	10,000	147
- Bank of India (₹ 10/- each, fully paid up)	19,900	15	19,900	9
- Union Bank of India (₹ 10/- each, fully paid-up)	3,960	3	3,960	2
Total Quoted Investments (A)		**4,190**		**3,571**
(ii) Unquoted Investments				
(at amortised cost)				
- The Bharat Co-Operative Bank Limited (₹ 10/- each, fully paid-up)"	10,000	1	10,000	1
- Shree Balaji Sahakari Sakhar Karkhana Limited * (₹ 2,000/- each, fully paid-up)"	1	0	1	0
- Mafatlal Engineering Industries Limited (₹ 100/- each, fully paid-up)"	17,101	18	17,101	18
Less: Provision for Impairment	-	(18)	-	(18)
	-	-	-	-
- Mafatlal Services Limited *	22,320	0	22,320	0
Total Unquoted Investments (B)		**1**		**1**
b) Investments in Mutual Funds (at fair value through profit and loss account (FVTPL))	-	14	-	14
Total Investments in Mutual Funds (C)		**14**		**14**
Total Investments (A+ B+C+D)		**4,205**		**3,586**

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Aggregate Amount of Quoted Investments	4,190	3,571
Market Value of Quoted Investments	4,190	3,571
Aggregate Amount of Unquoted Investments (At Cost)	33	33
Aggregate Amount of Impairment in the Value of Investments	18	18

Face value sub-divided from ₹ 10/- each to ₹ 2/- each w.e.f. November 25, 2022

* Amount less than ₹ 0.50 lakhs

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 7 NON CURRENT - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial Assets		
Security Deposits		
- Unsecured, considered good	956	750
- Unsecured, considered doubtful	300	300
Less : Allowance for doubtful deposits	(300)	(300)
	956	**750**
Earmarked Balances		
- Deposit with Bank (on lien)	2	2
Loans to employees		
- Unsecured, considered good	3	4
Total	**961**	**757**

NOTE 8 OTHER NON CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Government Authorities (other than income taxes)		
- CENVAT Credit Receivable	307	307
- VAT Credit Receivable	817	817
- Service Tax Credit Receivable	6	6
- Others	26	26
	1,156	**1,156**
Less: Provision for doubtful receivables	(302)	(302)
	854	**854**
Capital Advances	171	41
Prepaid Expenses	48	43
Total	**1,073**	**938**

NOTE 9 INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE)

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Raw materials (@)	12,007	19,119
Work-in-progress	2,980	2,080
Finished goods (#)	12,170	10,623
Stock-in-trade	49	71
Stores and spares	1,283	1,381
Total	**28,489**	**33,274**
Included above, goods-in-transit:		
(i) Raw materials	701	3,748
(ii) Finished goods	-	423
Total	**701**	**4,171**

(@) Net of write down of ₹ 84 Lakhs (Previous Year: ₹ 109 Lakhs)

(#) Net of write down of ₹ 337 Lakhs (Previous Year: ₹ 430 Lakhs)

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 10 FINANCIAL ASSETS - CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Investments in Mutual Funds (Unquoted) (at fair value through profit and loss account (FVTPL))	2,763	1,361
Total (A)	**2,763**	**1,361**
(b) Other Investments (at amortised cost)		
In Inter Corporate Deposits (ICD)		
Intercorporate deposits with Bajaj Finance Limited	212	400
Total (B)	**212**	**400**
(c) Investments in Non Convertible Debentures (NCDs) (Unquoted)	14,657	-
(through effective interest method)		
Total (C)	**14,657**	**-**
Total Investments (A+B+C)	**17,632**	**1,761**

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Aggregate Amount of Quoted Investments	14,657	-
Market Value of Quoted Investments	14,644	-
Aggregate Amount of Impairment in the Value of Investments	-	-
Aggregate Amount of Unquoted Investments (At Cost)	2,975	1,761

NOTE 11 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables		
(a) Considered good - Secured	-	-
(b) Considered good - Unsecured	34,598	44,984
(c) Which have significant increase in Credit Risk	-	-
(d) Credit Impaired	88	14
Less: Allowance for doubtful debts	(88)	(14)
Total	**34,598**	**44,984**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 11 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES (Contd.)

Trade Receivables Ageing Schedule as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Not due	Less than 6 months	6 months -1 year	
(i) Undisputed Trade receivables – considered good	32,868	1,725	5	34,598
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-
Total	**32,868**	**1,725**	**5**	**34,598**

Trade Receivables Ageing Schedule as at March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Not due	Less than 6 months	6 months -1 year	
(i) Undisputed Trade receivables – considered good	42,624	2,359	1	44,984
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-
Total	**42,624**	**2,359**	**1**	**44,984**

NOTE 12 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	7	11
Balances with banks	2,350	1,206
Total	**2,357**	**1,217**
Cash and cash equivalents as per statement of cash flows	**2,357**	**1,217**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 13 CURRENT FINANCIAL ASSETS - OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Earmarked balances with bank		
- Unclaimed dividend account	381	382
Investments in term deposits (with original maturity of more than three months but less than twelve months)	3,002	-
Total	**3,383**	**382**

NOTE 14 CURRENT - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial Assets		
Interest free Loans to employees		
- Unsecured, considered good	1	1
Interest accrued on deposits and Non Convertible Debentures	512	31
Financial Assets at FVTPL		
Forward Cover / Options Contract Receivable	-	110
Total	**513**	**142**

NOTE 15 OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advances to Suppliers and Others	126	286
Balances with Government Authorities (other than Income Taxes)		
- VAT Credit Receivable	65	-
- GST Credit Receivable	242	1,448
Prepaid expenses	684	760
Export incentive receivable	38	140
Other Advances*	1	0
Total	**1,156**	**2,635**

* Amount less than ₹ 0.50 Lakhs

NOTE 16 EQUITY SHARE CAPITAL

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Authorised:				
Equity shares of ₹ 10/- each	1,20,00,00,000	1,20,000	1,20,00,00,000	1,20,000
Issued, Subscribed and Fully Paid:				
Equity shares of ₹ 10/- each	16,66,42,855	16,664	16,65,73,855	16,657

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 16 EQUITY SHARE CAPITAL (Contd.)

(i) Rights, preferences and restrictions attached to equity shares

The Group has one class of equity share having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation, the equity shareholders are eligible to receive the remaining asset of the Group after distribution of all preferential amounts, in proportion to their shareholding.

(ii) Reconciliation of the number of shares outstanding at the beginning and at the end of the period.

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Equity Shares Outstanding at the beginning of the year	16,65,73,855	16,657	16,62,19,130	16,622
Add: Allotment pursuant to exercise of stock options granted under Group's employee stock option plan (Refer Note 38)	69,000	7	3,54,725	35
Equity Shares Outstanding at the end of the year	**16,66,42,855**	**16,664**	**16,65,73,855**	**16,657**

(iii) Details of shareholders holding more than 5% of the aggregate equity shares of the Group

Name of Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Percentage	No. of shares	Percentage
Mr. Hrishikesh Arvind Mafatlal (as a Trustee of Gurukripa Trust)	3,03,26,782	18.20%	3,03,26,782	18.21%
Mafatlal Industries Ltd.	2,52,59,059	15.16%	2,52,59,059	15.16%

(iv) Details of shareholding of promoters in the equity shares of the Company

Particulars	As at March 31, 2023		As at March 31, 2022		% Change during the year
	No. of shares	Percentage	No. of shares	Percentage	
Mr. Hrishikesh Arvind Mafatlal (as a Trustee of Gurukripa Trust)	3,03,26,782	18.20%	3,03,26,782	18.20%	(0.01%)
Mafatlal Industries Ltd.	2,52,59,059	15.16%	2,52,59,059	15.16%	-
Mr Hrishikesh Arvind Mafatlal	7,91,468	0.47%	7,91,468	0.47%	(0.01%)
Mr Priyavrata Hrishikesh Mafatlal	12,495	0.01%	12,495	0.01%	-
Mrs Rekha Hrishikesh Mafatlal	760	0.00%	760	0.00%	-
Sumil Trading Pvt. Ltd.	220	0.00%	220	0.00%	-
Mr Hrishikesh Arvind Mafatlal (as a Trustee of Karuna Trust)	100	0.00%	100	0.00%	-
Mr Hrishikesh Arvind Mafatlal (as a Trustee of Narsingha Trust)	100	0.00%	100	0.00%	-
Mr Hrishikesh Arvind Mafatlal (as a Trustee of Shreeja Trust)	100	0.00%	100	0.00%	-
Mrs Rekha Hrishikesh Mafatlal (as a Trustee of Radharaman Trust)	100	0.00%	100	0.00%	-

(v) Share options granted under Group's share option plan

Share options granted but not exercised under Group's share option plan carry no rights to dividend and no voting rights. Further details of the employee share option plan are provided in Note 38.

NOTE 16 EQUITY SHARE CAPITAL (Contd.)

As at March 31, 2023, 13,66,525 equity shares (as at March 31, 2022, 11,28,625 equity shares) of ₹ 10 each were reserved for outstanding employee share option granted.

(vi) During the period of five years immediately preceeding the date as at which the Balance Sheet is prepared :

- No Class of Shares were alloted as fully paid up pursuant to contract without payment being received in cash.
- No Class of Shares were alloted as fully paid up by way of bonus shares for consideration other than cash.
- No Class of Shares were bought back by the Group.

(vii) There are no calls unpaid.

(viii) There are no forfeited shares.

NOTE 17 OTHER EQUITY

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital reserve	15	15
Securities premium	2,904	2,756
General reserve	4,865	4,865
Share options outstanding account	577	479
Retained earnings	1,31,585	1,21,668
Equity Instrument Through Other Comprehensive Income	(649)	(1,220)
Other Items of Other Comprehensive Income		
- Remeasurements of Defined Benefit Obligation	(748)	(699)
Total	**1,38,549**	**1,27,864**

Refer Statement of Changes in Equity for movements in above elements of Other Equity.

(i) Nature and purpose of each reserve within Other equity

Securities Premium Account:

Where Group issues shares at a premium, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a "Securities Premium Account" as per the provisions of applicable Companies Act. It can be utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs, etc.

General Reserve:

The General Reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed / utilised by the Group in accordance with the Companies Act, 2013.

Share Option Outstanding Account:

This reserve relates to share options granted by the Group to its employees under its employee share option plan. Further information about share based payments to employees is set out in Note 38.

Retained Earnings:

Retained Earnings represents the surplus / (deficit) of the statement of profit or loss. The amount that can be distributed by the Group as dividends to its equity shareholders is determined based on the financial statements of the Group and also considering the requirements of the Companies Act, 2013.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 17 OTHER EQUITY (Contd.)

Equity instrument through other comprehensive income:

This reserve represents the cumulative gains and losses arising on the fair valuation of equity instruments measured at fair value through other comprehensive income, net of amounts reclassified to retained earnings when those assets have been disposed of.

Items of Other Comprehensive Income - Remeasurements of Defined Benefit Obligation

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the years due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

NOTE 18 NON CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial Lease Liabilities	683	286
Total	**683**	**286**

NOTE 19 NON CURRENT PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits (Refer Note 40)		
- Gratuity	673	753
- Leave Encashment	904	825
- Others	45	58
Total	**1,622**	**1,636**

NOTE 20 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Payables:		
(a) Payable to Micro and Small enterprises (Refer Note below)	176	856
(b) Payable to Others		
i) Acceptances	2,193	6,478
ii) Other than Acceptances	10,358	14,178
	12,551	**20,656**
Total	**12,727**	**21,512**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 20 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES (Contd.)

Trade Payables Ageing Schedule as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	174	2	-	-	-	**176**
(ii) Others	12,274	275	-	1	1	**12,551**
(iii) Disputed dues – MSME	-	-	-	-	-	**-**
(iv) Disputed dues - Others	-	-	-	-	-	**-**
Total	**12,448**	**277**	**-**	**1**	**1**	**12,727**

Trade Payables Ageing Schedule as at March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	853	3	-	-	-	**856**
(ii) Others	19,154	1,495	2	3	2	**20,656**
(iii) Disputed dues – MSME	-	-	-	-	-	**-**
(iv) Disputed dues - Others	-	-	-	-	-	**-**
Total	**20,007**	**1,498**	**2**	**3**	**2**	**21,512**

Note: Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)

The amounts due to Micro and Small Enterprises as defined in the 'The Micro, Small and Medium Enterprises Development Act, 2006' has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors.

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
a) The principal amount remaining unpaid to any supplier at the end of the year	176	856
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act,2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 21 CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial Lease Liabilities	296	266
Total	**296**	**266**

NOTE 22 CURRENT FINANCIAL LIABILITIES - OTHERS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial liabilities (at amortised cost except otherwise stated):		
Security Deposits	613	530
Unclaimed dividends (Refer Note (a) below)	381	382
Payables for capital supplies	220	386
Salary,wages and bonus payable	970	871
Contribution payable towards employee benefits	231	198
Mark to Market on outstanding forward contracts (at FVTPL)	-	3
Other payables	160	162
Total	**2,575**	**2,532**

Note :

a) There are no amounts due for payment to the Investor Education and Protection Fund under section 125 of the Companies Act, 2013 at the end of the current financial year.

NOTE 23 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advances received from customers	216	215
Statutory remittances	781	876
Other liabilities	19	22
Total	**1,016**	**1,113**

NOTE 24 CURRENT PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits (Refer Note 40)		
- Gratuity	28	36
- Leave Encashment	382	439
- Others	82	30
Total	**492**	**505**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 25 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of goods (at contracted price)	1,61,077	1,56,125
Other operating revenues		
Sale of scrap	124	121
Profit on Sale of Raw Material	5	56
Duty drawback and other export incentives	213	451
Cash Discounts Received	20	17
Excess provision for earlier years written back	142	275
Miscellaneous income	76	86
Total	**1,61,657**	**1,57,131**

NOTE 26 OTHER INCOME

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Interest Income on		
- Bank deposits	232	79
- Non Convertible Debentures	165	-
- Income Tax/VAT Refund	9	2
- Intercorporate Deposits	-	10
- Other Deposits	31	20
	437	**111**
b) Dividend income from		
- Equity investments	3	1
	3	**1**
c) Other gains and losses		
- Net gain arising on short term financial investments mandatorily measured at FVTPL	37	54
- Net gain arising on Non Convertible Debentures measured at amortised cost through effective interest method	27	-
- Net foreign exchange gain	-	74
	64	**128**
d) Other non-operating income		
- Rent from investment property	41	39
- Miscellaneous income (Refer Note 45)	2	-
- Excess provision for earlier years written back	0	1
- Income from Redemption of Mutual Fund	77	107
	120	**147**
Total	**624**	**388**

* Amount Less than ₹ 0.50 Lakhs

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 27 COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening stock	19,119	11,900
Add: Purchases (Net)	83,760	1,01,743
	1,02,879	1,13,643
Less: Closing stock	12,007	19,119
Total	**90,872**	**94,524**

NOTE 28 CHANGES IN STOCK OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Closing stock		
- Finished goods	12,170	10,623
- Work in progress	2,980	2,080
- Stock-in-trade	49	71
	15,199	**12,774**
Opening stock		
- Finished goods	10,623	2,606
- Work in progress	2,080	1,290
- Stock-in-trade	71	13
	12,774	**3,909**
Net (Increase) / Decrease in Inventories	**(2,425)**	**(8,865)**

NOTE 29 EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	7,337	6,807
Contribution to provident and other funds (Refer Note 40)	533	551
Employee Share based payment (Refer Note 38)	138	37
Staff welfare expenses	739	686
Total	**8,747**	**8,081**

NOTE 30 FINANCE COST

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest cost - on financial liability		
a) Borrowings from banks	14	26
b) Lease liability	67	47
c) Security deposits and others	39	36
Total	**120**	**109**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 31 DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on Property, Plant and Equipment (Refer Note 3)	4,713	4,120
Depreciation on Right of Use Assets (Refer Note 3A)	789	668
Depreciation on Investment Properties (Refer Note 4)	2	1
Amortisation on Intangible Assets (Refer Note 5)	64	45
Total	**5,568**	**4,834**

NOTE 32 OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Power & Fuel oil consumed	18,768	15,044
Processing charges	2,144	2,065
Selling and Distribution expenses	5,478	6,288
Consumption of packing materials	2,128	2,134
Stores and spares consumed	1,921	1,619
Rent (including lease rentals)	6	6
Repairs and maintenance:		
- Plant & machinery	1,924	1,697
- Buildings	340	259
- Others	40	33
Insurance charges	499	492
Rates and taxes	295	166
Loss on Property, Plant & Equipment sold/scrapped/written off	16	157
Expenses on corporate social responsibility	351	373
Net Foreign Exchange Loss	124	-
Provision for Doubtful Debt	76	8
Bad Debts written off	2	-
Advances written off	-	3
Other General Expenses	4,757	4,158
Total	**38,869**	**34,502**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 33 CURRENT TAX AND DEFERRED TAX

(a) Income Tax Expense recognised in Statement of Profit and Loss

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Tax:		
Current Income Tax Charge	4,914	5,706
Adjustments in respect of prior years	31	208
Total	**4,945**	**5,914**
Deferred Tax		
In respect of current year	349	537
Total	**349**	**537**
Total tax expense recognised in Statement of Profit and Loss	**5,294**	**6,451**

(b) Income Tax recognised in other Comprehensive Income

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Deferred Tax (Liabilities)/Assets:		
Remeasurement of Defined Benefit Obligations	(9)	(2)
Net fair value (gain) / loss on investments in equity shares at FVTOCI	(49)	(186)
Total	**(58)**	**(188)**

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax	20,209	24,062
Less: Income taxed at different tax rate	119	108
Profit before tax	**20,090**	**23,954**
Income Tax using the Company's domestic Tax rate #	5,106	6,082
Effect of expenses that are not deductible in determining taxable profit	(212)	279
Effect of income that is not taxable in determining taxable profit	-	(6)
Effect of expenditure eligible for weighted deduction / expenditure not debited to Profit and Loss but allowed as deduction	225	(82)
Effect of reversal of deferred tax liability (Net)	112	(73)
Effect of income taxed at different rate	32	42
Adjustments in respect of prior years	31	208
Income tax expense recognised in Statement of Profit and Loss	**5,294**	**6,451**

The tax rate used for the reconciliations above is the corporate tax rate plus surcharge (as applicable) on corporate tax, education cess and secondary and higher education cess on corporate tax, payable by corporate entities in India on taxable profits under Income Tax Act, 1961.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 33 CURRENT TAX AND DEFERRED TAX (Contd.)

(d) Movement of Deferred Tax

Deferred tax (assets)/liabilities in relation to the Year Ended March 31, 2023

(₹ in Lakhs)

Particulars	Opening Balance	Recognised in statement of Profit and Loss	Recognised in OCI	Closing Balance
Property, Plant and Equipment, Investment properties and Intangible assets	11,252	353	-	11,605
Financial asset measured at FVTOCI*	(196)	(0)	49	(147)
Financial asset measured at FVTPL	9	8	-	17
Defined benefit obligation	(516)	6	9	(501)
Provision for doubtful debts / advances	(81)	-	-	(81)
Payment for voluntary retirement scheme	(1)	-	-	(1)
Other non financial assets	212	(19)	-	193
Net Tax (Assets)/Liabilities	**10,679**	**348**	**58**	**11,085**

Deferred tax (assets)/liabilities in relation to the Year Ended March 31, 2022

(₹ in Lakhs)

Particulars	Opening Balance	Recognised in statement of Profit and Loss	Recognised in OCI	Closing Balance
Property, Plant and Equipment, Investment properties and Intangible assets	10,722	530	-	11,252
Financial asset measured at FVTOCI*	(382)	0	186	(196)
Financial asset measured at FVTPL	1	8	-	9
Defined benefit obligation	(518)	-	2	(516)
Provision for doubtful debts / advances	(79)	(2)	-	(81)
Payment for voluntary retirement scheme	(1)	-	-	(1)
Other non financial assets	212	-	-	212
Provision for Bonus*	(1)	1	-	(0)
Net Tax (Assets)/Liabilities	**9,954**	**537**	**188**	**10,679**

* Amount less than ₹ 0.50 Lakhs

NOTE 34 EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1. Calculation of weighted average number of equity shares - Basic		
(a) Number of equity shares at the beginning of the year (in units)	16,65,73,855	16,62,19,130
(b) Number of equity shares issued during the year (in units)	69,000	3,54,725
(c) Number of equity shares outstanding at the end of the year (in units)	16,66,42,855	16,65,73,855
(d) Weighted number of equity shares outstanding during the year (in units)	16,66,24,005	16,64,36,713

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 34 EARNINGS PER SHARE (Contd.)

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
2. Calculation of weighted average number of equity shares - Diluted		
(a) Number of potential equity shares at the beginning of the year (in units)	16,77,02,480	16,77,02,480
(b) Number of potential equity shares outstanding at the end of the year (in units)	16,80,09,380	16,77,02,480
(c) Weighted number of potential equity shares outstanding during the year (in units)	16,71,25,006	16,69,87,514
3. Profit for the year (₹ in Lakhs)	**14,915**	**17,611**
(a) Basic Earnings per share of ₹ 10/- each (3/1(d))	8.95	10.58
(b) Diluted Earnings per share of ₹ 10/- each (3/2(c))	8.92	10.55

NOTE 35 LEASES

Operating lease arrangements

<u>Group as lessee</u>

The Group has entered into operating lease arrangements for certain premises (residential, offices, godowns etc.) and plant and machineries. These lease arrangements are ranging between 11 months to 60 months generally or longer and are renewable by mutual consent or mutually agreeable terms.

The specified disclosure in respect of these agreements is given below:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Charged to Statement of Profit and Loss	6	6
Future Minimun Lease rentals Payable under non-cancellable operating leases are as follows:		
Within one year	6	18
After one year but not more than five years	-	-
More than five years	-	-

Group as lessor

The Group has given certain buildings on operating lease. The lease arrangements for 11 months to 60 months are cancellable and are generally renewable by mutual consent or mutually agreeable terms. The rental income of ₹ 31 Lakhs (2021-22 : ₹ 25 Lakhs) on such lease is included in Other Income - Rent from Investment Property under Note 26(d).

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 36 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lakhs)

Particulars		As at March 31, 2023	As at March 31, 2022
(a)	**Contingent liabilities :**		
	Claims against the Group not acknowledged as debts (including Direct and Indirect Taxes)	4,117	4,039
(b)	**Commitments :**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	663	350
	The Group did not have any long-term contracts including derivative contracts for which any provision was required for foreseeable losses.		

NOTE 37 DETAILS OF EXPENDITURE AND INCOME ON INHOUSE APPROVED RESEARCH AND DEVELOPMENT (R & D) FACILITY

(₹ in Lakhs)

Particulars (as defined and bifurcated by the management of the Company)		As at March 31, 2023	As at March 31, 2022
(i)	**Capital expenditure**		
	(a) Capital equipments	71	24
(ii)	**Revenue expenditure**		
	(a) Salaries / wages	445	402
	(b) Travelling & Conveyance Expenses	21	15
	(c) Repairs & Maintainance	43	40
	(d) Communication Expenses	1	1
	(e) Materials/Consumables	30	23
	(f) Housekeeping	3	2
	(g) Others	28	25
	(h) Depreciation	42	49
Total revenue expenditure (a) to (h)		**613**	**557**
(iii)	**Total R & D expenditure (i+ii)**	**684**	**581**
(iv)	**Amount received by R & D facilities**	**-**	**-**
(v)	**Net amount of R & D expenditure**	**684**	**581**

NOTE 38 SHARE BASED PAYMENTS

38.1 Details of the employee share option plan of the Company

The Group has constituted an Employee Stock Option Plan 2007 (as amended from time to time), as approved by shareholders at a previous Annual General Meeting. The scheme is applicable to all permanent and full-time employees, excluding the employees who are the promoters of the Group. The Nomination and Remuneration Committee, at its sole discretion, shall decide who among those employees shall receive Employee Stock Options in a particular grant.

Each employee share option converts into one equity share of the Group company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. These options vest 25% every year ('graded vesting'). The options granted can be exercised at any time until completion of ten years from the date of grant, subject to the vesting schedule. Any options remaining unexercised at the end of the exercise period shall lapse.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 38 SHARE BASED PAYMENTS (Contd.)

The number of options granted is calculated in accordance with the performance-based formula approved by the shareholders at a previous Annual General Meeting and is subject to approval by the Nomination and Remuneration Committee.

The share-based payments to employees being equity-settled are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest with a corresponding increase in equity.

Share options outstanding at the end of the year after forfeiture have the following expiry dates, exercise prices and fair value:

Grant series and grant year	Expiry Year	Exercise price	Fair value	March 31, 2023	March 31, 2022
		₹	₹	Number of options	Number of options
Grant 5 - 2015-16	2025-26	37.65	16.27	44,750	44,750
Grant 6 - 2016-17	2026-27	52.85	19.44	56,050	56,050
Grant 7 - 2016-17	2026-27	84.05	28.74	422,925	422,925
Grant 8 - 2017-18 *	2027-28	188.35	69.28	259,950	297,000
Grant 9 - 2018-19 *	2028-29	142.45	46.27	275,950	307,900
Grant 10 - 2022-23	2032-33	231.70	87.35	306,900	-
Total				**1,366,525**	**1,128,625**
Weighted average remaining contractual life of options outstanding at the end of year				5.91	5.77

* 9,500 and 15,600 options from Grant 8 and Grant 9 respectively have been forfeited on account of resignation

Fair value of share options granted in the year:

The weighted average fair value of the share options granted during the financial year is ₹ 87.35 (Previous year: ₹NIL). Options were priced using a Black-Scholes option pricing model which takes into account the exercise price, expected volatility, option's life, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Inputs into the model	March 31, 2023	March 31, 2022
Grant date	28-Apr-22	
Exercise price (₹)	231.70	
Expected volatility (%)	45%	
Expected life of the options	10 Years	Not Applicable
Expected dividend (%)	1.95%	
Risk free interest rate (%)	6.69%	
Expiry Date	28-Apr-32	

NOTE 38 SHARE BASED PAYMENTS (Contd.)

Basis of assumptions:

1. The risk free interest rates are determined based on the zero-coupon sovereign bond yields with maturity equal to the expected term of the option.
2. The expected volatility was determined based on the volatility of the equity share for the period of one year prior to the issue of the options. Volatility calculation is based on historical stock prices using standard deviation of daily change in stock price. The historical period is taken into account to match the expected life of the option.
3. Dividend yield has been calculated taking into account expected rate of dividend on equity share price as on grant date.

Movement of Options Granted along with weighted average exercise price (WAEP)

Particulars	Year ended March 31, 2023		Year ended March 31, 2022	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Balance at beginning of period not exercised	1,128,625	124.04	1,483,350	114.02
Granted during the period	306,900	231.70	-	-
Exercised during the period	(69,000)	167.10	(354,725)	82.15
Balance at end of period	**1,366,525**	**146.04**	**1,128,625**	**124.04**
Exercisable at the end of the year	1,059,625		1,043,800	

The weighted average share price at the dates of exercise of options exercised during the year ended March 31, 2023 was ₹ 230.58 (year ended March 31, 2022 : ₹ 242.28)

NOTE 39 SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and CFO of the Group. The Group operates only in one Business Segment i.e. rubber chemicals, hence does not have any reportable Segments as per Ind AS 108 "Operating Segments".

Segment information for Secondary segment reporting (by geographical segment).

The Group has two reportable geographical segments based on location of customers.

(i) Revenue from customers within India - Domestic

(ii) Revenue from customers outside India - Foreign

I. Revenue by Geographical Markets

(₹ in Lakhs)

Particulars	Revenue from operations		Non-Current Assets	
	For the year ended March 31, 2023	For the year ended March 31, 2022	As at March 31, 2023	As at March 31, 2022
India	112,527	100,376	97,581	98,655
Outside India	49,130	56,755	-	-
Total	**161,657**	**157,131**	**97,581**	**98,655**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 39 SEGMENT INFORMATION (Contd.)

II. Revenue from Major products:

(₹ in Lakhs)

Particulars	Revenue from operations	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Rubber Chemicals	160,327	155,519
Others	1,330	1,612
Total	**161,657**	**157,131**

NOTE 40 EMPLOYEE BENEFIT PLANS

1) Defined contribution plans :

The Group participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Group at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior months contributions that were not due to be paid until after the end of the reporting period.

The major defined contribution plans operated by the Group are as below:

a) Provident fund and Pension

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Group are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Group make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the provident fund administered and managed by Government of India. The Group has no further obligations under the fund managed by the Government of India beyond its monthly contributions which are charged to the Statement of Profit and Loss in the period in which they are incurred. The benefits are paid to employees on their retirement or resignation from the Group.

b) Superannuation fund

The Group holds two in-house superannuation funds which appropriates funds to Life Insurance Corporation of India (the insurer) at the time of retirement/resignation of employee. The pension annuity is met by the Insurer as required, taking into consideration the contributions made. The Group has no further obligations under the scheme beyond its periodic contributions which are charged to the Statement of Profit and Loss in the period in which they are incurred.

Contribution to Defined Contribution Plans, recognised in the Statement of Profit and Loss for the year under employee benefits expense, are as under :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
i) Employer's Contribution to Provident Fund and Pension	299	275
ii) Employer's Contribution to Superannuation Fund	67	53
Total	**366**	**328**

NOTE 40 EMPLOYEE BENEFIT PLANS (Contd.)

2) Defined Benefit Plans:

a) Gratuity (Funded)

The Group has an obligation towards gratuity, a funded defined benefit retirement plan covering all employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary, as applicable, payable for each completed year of service subject to payment ceiling of ₹ 20 Lakhs. Vesting occurs upon completion of five years of service. The Group makes annual contributions to gratuity funds established by various in-house funds managed by NOCIL Employees Trust Funds as disclosed in related party transaction (Refer Note 41). The Group accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation using Projected Unit Credit method determined in accordance with the terms of The Payment of Gratuity Act, 1972.

b) Gratuity (Unfunded)

The Group has an obligation towards gratuity, an unfunded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary, as applicable, payable for each completed year of service, without any payment ceiling. Vesting occurs upon completion of five years of service. The Group accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

The most recent actuarial valuation of the present value of the defined benefit obligation was carried out on March 31, 2023 by an independent actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost were measured using the projected unit credit method.

A. Principal actuarial assumptions used:

The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	Gratuity	
	As at March 31, 2023	As at March 31, 2022
1. Discount rate	7.47%	7.15%
2. Salary escalation	6.00%	6.00%
3. Rate of Employee Turnover	6.00%	6.00%
4. Mortality rate	Indian Assured Lives Mortality Urban (2012-14)	Indian Assured Lives Mortality Urban (2012-14)

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 40 EMPLOYEE BENEFIT PLANS (Contd.)

B. Expenses recognised in the Statement of Profit and Loss

(₹ in Lakhs)

Particulars	Gratuity	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Service cost:		
Current service cost	100	107
Net Interest cost	66	56
Components of defined benefit costs recognised in the Statement of Profit and Loss	**166**	**163**

The current service cost and the net interest expenses for the year are included in the 'Employee benefits expenses' line item in the Statement of Profit and Loss.

Net Interest Cost recognised in the Statement of Profit and Loss:

(₹ in Lakhs)

Particulars	Gratuity	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Cost	188	182
Interest Income	(122)	(126)
Net interest cost recognised in the Statement of Profit and Loss	**66**	**56**

C. Expenses recognised in the Other Comprehensive Income (OCI)

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Actuarial (Gains)/Losses on Obligation For the Period - Due to changes in demographic assumptions*	-	(0)
Actuarial (Gains)/Losses on Obligation For the Period - Due to changes in financial assumptions	(27)	(25)
Actuarial (Gains)/Losses on Obligation For the Period - Due to experience adjustment	40	62
Return on Plan Assets, excluding Interest Income	26	26
Net Expense / (Income) recognised in OCI	**39**	**63**

* Amounts less than ₹ 0.50 Lakhs

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 40 EMPLOYEE BENEFIT PLANS (Contd.)

D. Amount recognised in the Balance Sheet

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Present Value of Defined Benefit Obligation as at the end of the year	(2,531)	(2,635)
Fair Value of plan assets	1,676	1,708
Net Asset/(Liability) recognised in the Balance Sheet	**(855)**	**(927)**

E. Movements in the present value of defined benefit obligation are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening defined benefit obligation	2,635	2,651
Current Service Cost	100	107
Interest cost	188	182
Actuarial (gains) / losses	14	36
Benefits Paid (From the Fund)	(266)	(195)
Benefits Paid (Directly by the Employer)	(140)	(146)
Closing defined benefit obligation	**2,531**	**2,635**

F. Movements in the fair value of the plan assets are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening fair value of the plan assets	1,708	1,842
Contributions by the Employer	138	(39)
Return on Plan Assets, excluding Interest Income	(26)	(26)
Interest income	122	126
Benefits paid	(266)	(195)
Closing fair value of plan assets	**1,676**	**1,708**

G. Maturity profile of defined benefit obligation:

(₹ in Lakhs)

Projected Benefits Payable in Future Years From the Date of Reporting	Estimated for the year ended March 31, 2023	Estimated for the year ended March 31, 2022
1st Following Year	743	882
2nd Following Year	451	245
3rd Following Year	248	464
4th Following Year	375	221
5th Following Year	201	279
Sum of Years 6 To 10	754	806
Sum of Years 11 and above	670	570

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 40 EMPLOYEE BENEFIT PLANS (Contd.)

H Sensitivity Analysis

The Sensitivity Analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of the Sensitivity Analysis from previous year.

(₹ in Lakhs)

Projected Benefits Payable in Future Years From the Date of Reporting	As at March 31, 2023	As at March 31, 2022
Projected Benefit Obligation on Current Assumptions		
Impact of +0.5% Change in Rate of Discounting	(39)	(41)
Impact of -0.5% Change in Rate of Discounting	41	43
Impact of +0.5% Change in Rate of Salary Increase	41	43
Impact of -0.5% Change in Rate of Salary Increase	(40)	(42)
Impact of +0.5% Change in Rate of Employee Turnover	2	2
Impact of -0.5% Change in Rate of Employee Turnover	(2)	(2)

Expected contribution for the next year by the group is ₹ 175 Lakhs (Previous year - ₹ 167 Lakhs)

NOTE 41 RELATED PARTY DISCLOSURES

A. Details of related parties

Description of relationship	Name of the Related Party
Key Management Personnel	
- Chairman	Mr. H. A. Mafatlal
- Managing Director	Mr. S. R. Deo
- Deputy Managing Director	Mr. V. S. Anand (w.e.f. March 2, 2022)
Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence	Mafatlal Industries Ltd.
	Vrata Tech Pvt. Ltd.
	Sri Chaitanya Seva Trust
	N. M. Sadguru Water and Development Foundation
	BAIF Institute for Sustainable Livelihood and Development
	NOCIL Employee Trust Funds

NOTE 40 RELATED PARTY DISCLOSURES (Contd.)

B. Nature of Transactions/ Names of Related Parties

(₹ in Lakhs)

S. No.	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A	**Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence***		
I	**Mafatlal Industries Ltd.**		
1	Reimbursement of Expenses	10	8
II	**Vrata Tech Pvt. Ltd.**		
1	IT Services	99	1
III	**Sri Chaitanya Seva Trust**		
1	Expenditure on CSR Activities	140	140
IV	**N. M. Sadguru Water and Development Foundation**		
1	Expenditure on CSR Activities	50	55
V	**BAIF Institute for Sustainable Livelihood and Development**		
1	Expenditure on CSR Activities	15	15
VI	**NOCIL Employee Trust Funds**		
1	Contributions paid to funds	198	60
2	Post Employement Benefits paid on behalf of Trust	391	235
B	**Key Management Personnel #**		
1	Short-term employee benefits	940	808
2	Post-employment benefits	100	70
3	Share-based payment	43	8

* The transactions with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. All the Related Party Transactions are reviewed and approved by the Audit Committee.

Based on the recommendation of the Nomination and Remuneration Committee, all decisions relating to the remuneration of the Directors are taken by the Board of Directors of the Company, in accordance with shareholders' approval, wherever necessary.

C. Amounts outstanding with related parties

(₹ in Lakhs)

S. No.	Particulars	As at March 31, 2023	As at March 31, 2022
A	**Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence**		
I	**Mafatlal Industries Ltd.**		
1	Trade Payables	1	3
II	**Vrata Tech Pvt. Ltd.**		
1	Trade Payables	5	-
III	**NOCIL Employee Trust Funds**		
1	Contributions Payable to Funds	231	198
IV	**Key Management Personnel**	458	480

Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

No guarantees have been given or received.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 42 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

42.1 Capital management

The capital structure of the Group consists of net debt and total equity of the Group. The Group manages its capital to ensure that the Group will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Group's risk management committee reviews the capital structure of the Group considering the cost of capital and the risks associated with each class of capital.

42.2 Categories of financial instruments

The following table provides categorisation of all financial instruments at carrying value.

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial assets		
Measured at FVTPL		
(a) Mutual Fund Investments	2,777	1,375
(b) Other financial assets (including Derivate Financial Instruments)	-	110
Measured at amortised cost		
(a) Cash and cash equivalent	2,357	1,217
(b) Bank balance other than (a) above	3,383	382
(c) Trade receivables	34,598	44,984
(d) Other financial assets (including Security Deposits)	1,474	789
(e) Inter Corporate Deposits	212	400
(f) Investments in equity instruments	1	1
Measured at amortised cost through effective interest method		
(a) Non Convertible Debentures	14,657	-
Measured at FVTOCI		
(a) Investments in equity instruments	4,190	3,571
Total Financial Assets	**63,648**	**52,829**
Financial liabilities		
Measured at FVTPL		
(a) Other financial liabilities	-	3
Measured at amortised cost		
(a) Trade payables	12,727	21,512
(b) Financial Lease Liabilities	979	552
(c) Other financial liabilities	2,575	2,529
Total Financial Liabilities	**16,281**	**24,596**

42.3 Financial risk management objectives

The Group's Corporate Treasury function provides services to the business, co-ordinates access to domestic financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk assessment and analyses forex exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

NOTE 42 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Contd.)

The Group seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's Risk Management Policy approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, the use of financial derivatives and non-derivative financial instruments. Compliance with policies and exposure limits is reviewed on a continuous basis. The Group does not enter into or trade in financial instruments, including derivative financial instruments, for speculative purposes.

42.4 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of Currency risk, Interest rate risk and other price risk. The Group enters into a board approved list of derivative financial instruments to manage its exposure to foreign currency risk, including but not limited to foreign currency forwards and currency options.

42.5 Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arises. Exchange rate exposures are managed within approved policy parameters utilising appropriate derivative instruments.

The carrying amounts of the Group's foreign currency denominated financial assets and financial liabilities at the end of the reporting period are as follows:

(₹ in Lakhs)

Particulars		As at March 31, 2023	As at March 31, 2022
A.	**USD Currency:**		
	Financial Liabilities		
	In USD million	2.87	10.95
	Equivalent in ₹ Lakhs	2,353	8,283
	Financial Assets		
	In USD million	11.72	18.44
	Equivalent in ₹ Lakhs	9,611	13,950
B.	**Euro Currency:**		
	Financial Liabilities		
	In Euro million	0.001	0.002
	Equivalent in ₹ Lakhs	1	2
	Financial Assets		
	In Euro million	0.48	0.24
	Equivalent in ₹ Lakhs	431	206

42.5.1 Foreign currency sensitivity analysis in relation to the net foreign exchange exposure as at the balance sheet date

The Company is mainly exposed to the foreign exchange fluctuation in USD.

The following table details the Group's sensitivity to a 5% increase and decrease in the Indian Rupee against USD. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 42 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Contd.)

management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding on receivables and payables in the Group at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in the profit or equity where the Indian Rupee weakens 5% against the relevant currency due to positive net Financial Assets at the end of the current period. For a 5% strengthening of the Rupee against the relevant currency, there would be a comparable reverse impact on the profit or equity.

(₹ in Lakhs)

Particulars	USD Currency Impact	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Impact on Statement of Profit and Loss for the year		
5% strengthening against US Dollar	(363)	(283)
5% weakening against US Dollar	363	283

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

42.5.2 Derivative Financial Instruments

The Group has entered into foreign currency options and forward contracts to manage its exposure to fluctuations in foreign exchange rates on foreign currency receivables and payables. Fair value of derivative financial instruments are determined using valuation techniques based on information derived from observable market data.

Financial assets/ (Financial liabilities)	Particulars	As at March 31, 2023	As at March 31, 2022
Derivative Assets / (Liabilities) measured at FVTPL:			
(i) Forward contracts	Notional value (USD million) - Sell position	-	4
	No. of Contracts	-	6
	Fair value (₹ Lakhs)	-	50
	Notional value (USD million) - Buy position	-	0.5
	No. of Contracts	-	2
	Fair value (₹ Lakhs)	-	3
(ii) Option contracts	Notional value (USD million) - Sell position	-	3
	No. of Contracts	-	12
	Fair value (₹ Lakhs)	-	60

Fair Value Hierarchy	Level 2
Valuation technique(s)	Discounted Cash Flow
Key input	Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties.

NOTE 42 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Contd.)

42.6 Interest rate risk management

The Group does not have interest rate risk exposure as there are no outstanding loans as at the year end.

42.7 Other price risks

The Group is exposed to price risks arising from mutual funds and equity investments other than investments in subsidiary. Equity price risk is related to change in market reference price of investments in equity securities held by the Group. The fair value of quoted investments held by the Group exposes the Group to equity price risks. In general, these investments are not held for trading purposes.

The Group manages the surplus funds majorly through combination of investments in debt based / artibrage / equity oriented mutual fund schemes and fixed deposits. The price of investment in these mutual funds is the Net Asset Value (NAV) declared by the Asset Management Company on daily basis as reflected by the movement in the NAV of invested schemes. The Group is exposed to price risk on such Investment schemes.

Mutual fund investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However, due to the very short tenor of the underlying portfolio in the liquid schemes, these do not hold any significant price risks.

42.7.1 Equity price sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of the reporting period.

If equity prices had been 5% higher / lower, the other comprehensive income for the year ended March 31, 2023 would increase / decrease by ₹ 210 Lakhs (2021-22: increase / decrease by ₹ 179 Lakhs) as a result of the changes in fair value of equity investments measured at FVTOCI.

42.7.2 Mutual fund price sensitivity analysis

The sensitivity analysis below has been determined based on Mutual Fund Investment at the end of the reporting period. If NAV had been 1% higher / lower, the profit for year ended March 31, 2023 would increase / decrease by ₹ 28 Lakhs (2021-22 : increase / decrease by ₹ 14 Lakhs) as a result of the changes in fair value of mutual funds.

42.8 Credit risk management

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

For trade and other receivables, credit evaluation is performed on the financial condition of accounts receivable using independent ratings where available or by assessment of the customer's credit quality based on its financial position, past experience and other factors. The maximum exposure to credit risk in respect of the above at the reporting date is the carrying value of financial assets recorded in the financial statements, net of any allowance for losses. Based on the historical data, since loss on collection of receivable is not material, no additional provision is considered.

Trade receivables consist of a large number of customers, spread across the country comprising primarily dealers and manufacturers.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 42 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Contd.)

The average credit period on sales of goods is ranging between 60 to 90 days. The Group's trade and other receivables consists of a large number of customers, hence the Group is not exposed to concentration risk.

Refer Note 11 for Ageing analysis of Trade Receivables.

42.9 Liquidity risk management

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required. The Treasury Risk Management Policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements. The Group manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Group invests its surplus funds mainly in bank fixed deposits and mutual funds which carry no / negligible mark to market risks.

42.9.1 Liquidity risk table

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include principal cash flows along with interest. The contractual maturity is based on the earliest date on which the Group may be required to pay.

(₹ in Lakhs)

Particulars	Upto 1 year	1-5 years	5+years
March 31, 2023			
Trade Payables (including MSME payables)	12,725	2	-
Other Financial Liabilities	2,575	-	-
Total	**15,300**	**2**	**-**
March 31, 2022			
Trade Payables (including MSME payables)	21,505	7	-
Other Financial Liabilities	2,529	-	-
Total	**24,034**	**7**	**-**

NOTE 43 FAIR VALUE MEASUREMENTS

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

43.1 Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 43 FAIR VALUE MEASUREMENTS (Contd.)

(₹ in Lakhs)

Financial assets/ (Financial liabilities)	As at Mar 31, 2023	As at Mar 31, 2022	Fair value hierarchy	Valuation technique(s) and key input(s)
a) At FVTPL:				
(i) Investments in Mutual funds	2,777	1,375	Level 2	Fair value of investments in Mutual Funds is based on Net asset value (NAV) declared by mutual fund houses at the reporting date.
(ii) Other financial assets (including Derivate Financial Instruments)	-	110	Level 2	MTM of derivative instrument is provided by the bankers as at the reporting date
(iii) Other financial liabilities	-	3	Level 2	MTM of derivative instrument is provided by the bankers as at the reporting date
b) At FVTOCI:				
Investments in equity instruments (quoted) (see note below)	4,190	3,571	Level 1	Quoted bid prices in an active market

Note: These investments in equity instruments are not held for trading. Instead, they are held for medium or long-term strategic purpose. Upon the application of Ind AS 109, the Group has chosen to designate these investments in equity instruments as at FVTOCI as the Management believe that this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in the Statement of Profit and Loss.

There were no transfers between Level 1 and 2 in the period.

43.2 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Except as detailed in the following table, the Group considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

(₹ in Lakhs)

Particulars	As at Mar 31, 2023		As at Mar 31, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets held at amortised cost:				
Cash and Cash Equivalent	2,357	2,357	1,217	1,217
Other Bank Balance	3,383	3,383	382	382
Trade Receivables	34,598	34,598	44,984	44,984
Other Financial Assets	1,474	1,474	789	789
Inter Corporate Deposits	212	212	400	400
Investments in equity instruments	1	1	1	1
Financial assets held at amortised cost through effective interest method:				
Non Convertible Debentures	14,657	14,657	-	-
Financial liabilities held at amortised cost:				
Trade Payables	12,727	12,727	21,512	21,512
Financial Lease Liabilities	979	979	552	552
Other Financial Liabilities	2,575	2,575	2,529	2,529

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 44 DISCLOSURE AS PER SECTION 186 OF THE COMPANIES ACT, 2013

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

(i) Details of Investments made by the Group are given in Note 6 and 10 in the financial statement.

(ii) There are no loans, securities and guarantees given / provided during the year.

NOTE 45 SUBSEQUENT EVENTS:

There are no significant subsequent events that would require adjustments or disclosures in the financial statement between the Balance Sheet date and the date of signing of accounts.

NOTE 46 The Group has complied with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.

NOTE 47 The Group has not advanced any funds or loaned or invested by the Group to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Group (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries. The Group has not received any funds from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such Group shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

NOTE 48 The Group has not granted Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person during the year.

NOTE 49 The Group has borrowings from banks on the basis of security of current assets during the current year to whom quarterly statements of current assets were filed by the Group, which are in agreement with the books of accounts.

The Group had no borrowings from financial institutions during the current and previous year.

NOTE 50 The Group has earned profits in the current financial year, the current assets are more than the current liabilities and there are accumulated profits as on the balance sheet date. Hence, the financial statements have been prepared on going concern basis.

NOTE 51 SHARE OF ENTITIES IN GROUP

Name of the Entity in the Group	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss	
	As a % of consolidated net assets	Amount ₹ in Lakhs	As a % of consolidated profit and loss	Amount ₹ in Lakhs
Parent				
NOCIL Ltd.	100%	154,026	100%	14,868
Subsidiary - Indian				
PIL Chemicals Ltd.	2%	3,720	1%	216
Inter Company Elimination	-2%	(2,533)	-1%	(169)
Total	**100%**	**155,213**	**100%**	**14,915**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023 (Contd.)

NOTE 53 No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III :

(a) As on March 31, 2023, The Group has not been declared wilful defaulter by any bank/ financial institution or other lender.

(b) The Group is not engaged in the business of trading or investing in crypto currency or virtual currency.

(c) The Group does not have any charges or satisfaction yet to be registered with the Registrar of Companies (ROC) beyond the statutory period as at March 31, 2023.

(d) No proceedings have been initiated or are pending against the Group as on 31st March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(e) The Group does not have any transaction with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

In terms of our report attached.
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Reg. No. 104607W/W100166

For and on behalf of the Board of Directors

Hrishikesh A. Mafatlal
Chairman
DIN: 00009872

D N Mungale
Director & Chairman Audit Committee
DIN: 00007563

S R Deo
Managing Director
DIN: 01122338

Daraius Z. Fraser
Partner
Membership No.:42454

Anand V.S.
Deputy Managing Director
DIN: 07918665

P. Srinivasan
Chief Financial Officer

Amit K. Vyas
Company Secretary

Place: Mumbai
Date: May 29, 2023

NOCIL LIMITED

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