



**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 No. L99999MH1961PLC012003  
Email: investorcare@nocil.com



**ARVIND MAFATLAL GROUP**  
The ethics of excellence

29<sup>th</sup> May, 2023

The Secretary  
**The Bombay Stock Exchange Limited**  
"P.J. Towers"  
Dalal Street  
Mumbai-400 001  
BSE Code: 500730

**The National Stock Exchange of India  
Ltd.**  
Exchange Plaza  
Bandra Kurla Complex,  
Bandra (East)  
Mumbai-400 051  
Symbol: NOCIL

Dear Sirs,

**Sub: Annual Secretarial Compliance Report for the Financial year ended March 31<sup>st</sup> ,  
2023**

Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Annual Secretarial Compliance Report for the financial year ended March 31<sup>st</sup>, 2023 issued by M/s. Parikh & Associates, Practicing Company Secretaries, is enclosed herewith.

We request you to take the above on your records and acknowledge receipt.

Thanking you,

Yours faithfully,

**For NOCIL Limited**

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

Encl.: as above



**Responsible Care®**  
OUR COMMITMENT TO SUSTAINABILITY

Secretarial Compliance Report of NOCIL Limited for the year ended March 31, 2023

To,  
NOCIL Limited  
3<sup>RD</sup> Floor, Mafatlal House, H.T. Parekh Marg,  
Backbay Reclamation, Churchgate,  
Mumbai 400020

We Parikh & Associates have examined:

- a) all the documents and records to the extent made available to us and explanations and representations provided by **NOCIL Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations , circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements ) Regulations, 2015 and amendments from time to time;
- b) 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)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and amendments from time to time;(Not applicable to the company during the review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments from time to time;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments from time to time; ;(Not applicable to the company during the review period)

**Continuation Sheet**

- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and amendments from time to time; (Not applicable to the company during the review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
- i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 and amendments from time to time;

and circulars/ guidelines issued thereunder;

and based on the above examination, 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, during the Review Period:

- a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action  | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|--------------------------|------------|-----------------|---|----------------------|-------------|---|---------------------|---------|
|         |   |                          |            |                 | Advisory/ Clarification/ Fine /Show Cause Notice/ Warning, etc. |                      |             |   |                     |         |
| NIL     |   |                          |            |                 |   |                      |             |   |                     |         |

**Continuation Sheet**

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action  | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|--------------------------|------------|-----------------|---|----------------------|-------------|---|---------------------|---------|
|         |   |                          |            |                 | Advisory/ Clarification/ Fine /Show Cause Notice/ Warning, etc. |                      |             |   |                     |         |
| NIL     |   |                          |            |                 |   |                      |             |   |                     |         |

Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR):

| Sr. No. | Particulars  | Compliance status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|--|-------------------------------|-------------------------------|
| 1.      | <u>Secretarial Standard</u><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)   | Yes                           |                               |
| 2.      | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul> | Yes                           |                               |

|     |  |     |  |
|-----|--|-----|--|
| 3.  | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul> | Yes |  |
| 4.  | <p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013</p>  | Yes |  |
| 5.  | <p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies<br/>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>  | Yes |  |
| 6.  | <p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>   | Yes |  |
| 7.  | <p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations</p>   | Yes |  |
| 8.  | <p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions<br/>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>  | Yes |  |
| 9.  | <p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>  | Yes |  |
| 10. | <p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>   | Yes |  |

|     |   |     |  |
|-----|---|-----|--|
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u><br><br>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | Yes |  |
| 12. | <u>Additional Non-compliances, if any:</u><br><br>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.   | Yes |  |

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Place: Mumbai  
Date: May 16, 2023

**For Parikh & Associates**  
Company Secretaries

Signature: **Mitesh Dilip Dhabliwala**  
Digitally signed by  
Mitesh Dilip Dhabliwala  
Date: 2023.05.16  
15:06:48 +05'30'  
Mitesh Dhabliwala  
Partner  
FCS No: 8331 CP No: 9511  
UDIN: F008331E000315561  
PR No.: 1129/2021