

CNPCL/SE/2018/09/01

Date: 3rd September, 2018

To,
BSE Limited
Compliance Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
Maharashtra
Ref: Security Code: 533407

To,
The Manager,
National Stock Exchange India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051
Maharashtra
Ref. : Symbol: CNOVAPETRO

Sub: Notice of 14th Annual General Meeting of the Company.

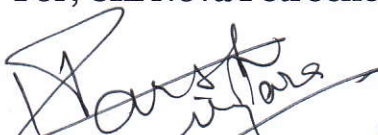
Sir/Madam,

This is in with reference to the above captioned subject line and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 14th Annual General Meeting of the Members of the Company scheduled to be held on Saturday, 29th September, 2018 at 11:30 a.m. at Registered office of the Company situated at Survey No. 396 (P) 395 (4) (P) Moraiya Village, Sarkhej Bavla Highway, Tal. Sanand, Ahmedabad – 382210.

Kindly take the same on your record.

Thanking You,

For, CIL Nova Petrochemicals Limited


Harsh R. Hirpara
Company Secretary



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **14th (Fourteenth) Annual General Meeting** (AGM/Meeting) of CIL Nova Petrochemicals Limited will be held on **29th September, 2018 at 11:30 A.M.** at the registered office of the Company situated at Survey No. 396 (P), 395/4 (P), Moraiya Village, Sarkhej - Bavla Highway, Tal.: Sanand, Ahmedabad - 382201, Gujarat, India to transact following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon.
- To re-appoint Mr. Jyotiprasad Chiripal (DIN: 00155695) who is liable to retire by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of M/s. Samir M. Shah & Associates, Chartered Accountants, Ahmedabad (Firm Reg. No. 122377W) as approved by Members at the 13th Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 18th Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2019 and to pass, with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT, pursuant to provisions of section 139, 142 of the Companies Act 2013 and all other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force) the appointment of M/s. Samir M. Shah & Associates, Chartered Accountants, Ahmedabad (Firm Reg. No. 122377W) be and is hereby ratified to hold the office as auditors till the conclusion of 15th Annual General Meeting to conduct audit for the financial year 2018-19 with such remuneration as may be mutually decided between board of directors and auditors."

SPECIAL BUSINESS:

- To Consider and if thought fit to pass with or without modification(s) or re-enactment(s) the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT, pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 if any, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Consent of the Company be and is hereby accorded to the remuneration payable to M/s. A. G. Tulsian & Co., Cost Accountants (Firm Registration No. 100629) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 as set out in the Statement annexed to the Notice convening this Annual General Meeting."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized as to do all such acts, deeds and things incidental thereto to give effect to the aforesaid resolution."

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188, all other applicable provisions of the Companies Act, 2013, read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the consent of the Company be and is hereby accorded to the Company to carry out transactions with related parties and for the maximum amounts as mentioned herein below for the year 2018 – 2019.

Sr. No.	Nature of the transactions as per section 188 of the Companies Act, 2013.	Name of the Director/KMP who is related and nature of their relationship	Name of the related party	Receipts (₹ in Crore)	Payment (₹ in Crore)
1.	Purchase and Sale of Goods	Mr. Jyotiprasad Chiripal and his relative are Common Director(s) or Relatives are shareholders	Chiripal Poly Films Limited	250.00	250.00
2.	Purchase and Sale of Goods	Mr. Jyotiprasad Chiripal and his relative are Common Director (s) or Relatives are shareholders	Chiripal Industries Limited	250.00	250.00

"RESOLVED FURTHER THAT the transactions may be entered into subject to the compliance of criteria mentioned under Companies Act, 2013 and rules made there under, SEBI (LODR) Regulations, 2015 as amended from time to time and in compliance with all other applicable provisions thereto."

"RESOLVED FURTHER THAT any Director(s), be and is/are hereby, authorized to do all such acts, deeds, things incidental thereto and sign/execute such agreements, documents and papers to give effect to the above mentioned resolution."

- To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors

of the Company (herein after referred to as the "Board", which terms shall include a duly authorised committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (the "FIIs") / Foreign Portfolio Investors (the "FPIs") registered with the SEBI to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares up to an aggregate limit of 49% of the paid up capital of the Company for the time being provided, however, that the equity shareholding of each FII / FPI shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations".

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorised to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for the matter connected therewith or incidental thereto including delegating all or any of the powers conferred hereinto any committee of Directors or any Director(s) or officer(s) of the Company."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (herein after referred to as the "Board", which terms shall include a duly authorised committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded for acquiring the shares of the Company by Non Resident Indians (NRIs) by purchase or acquisition on the recognized stock exchange or in any other manner, subject to the conditions that the aggregate holding of the NRIs shall not exceed 24% of the paid up equity share capital of the Company or such other limit as may be stipulated by the Government of India, Foreign Investment Promotion Board and the Reserve Bank of India, from time to time.

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorised to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for the matter connected therewith or incidental thereto including delegating all or any of the powers conferred hereinto any committee of Directors or any Director(s) or officer(s) of the Company."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of section 197, 198 read with Schedule V of the Companies Act 2013 ("the Act"), all other applicable provisions, if any, of the Act and read with rules made thereunder (including any modifications/amendments from time to time), in partial modification of the resolution passed at the 12th Annual General Meeting of the Company held on 26th September, 2016 for appointment and remuneration payable to Mr. Pooransingh Mathuria, Whole-time Director (DIN: 07430356), consent of the members of the Company be and is hereby accorded to pay remuneration to Mr. Pooransingh Mathuria, Whole time Director (DIN: 07430356) of the Company amount to Rs. 40 Lakhs p.a. including all the allowances and perquisites, in excess of the limits prescribed under Section 197 of the Companies Act, 2013 in view of the inadequate profits for financial year 2017-18.

"RESOLVED FURTHER THAT the remuneration including the monetary value thereof as specified be varied, increased, expanded, enhanced, enlarged, widened or altered in accordance with the provisions relating to the payment of remuneration under the Act and rules made thereunder or any amendments or re-enactments thereof and as may be mutually decided between the Company and Mr. Pooransingh Mathuria be suitably amended to give effect to the same in such manner as may be agreed to by and between the Board and Mr. Pooransingh Mathuria from time to time not exceeding Rs. 40 Lakhs p.a., as detailed set out in Explanatory Statement be paid to Mr. Pooransingh Mathuria."

"RESOLVED FURTHER THAT any Director(s) of the Company be and is / are hereby authorized to do all such acts, deeds and things incidental thereto to give effect to the above mentioned resolution."

By Order of the Board
For, CIL Nova Petrochemicals Limited

Place: Ahmedabad
Date: 14th August, 2018

Sd/-
Harsh R. Hirpara
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.** Pursuant to provision of Section 105 of Companies Act, 2013 a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signatures of their authorized representatives to attend and vote on their behalf at the Meeting.
3. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business setting out material facts is annexed hereto.**
4. Information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and the Memberships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure to the explanatory statement attached to this Notice.
5. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. Further, in line with circular issued by the Securities and Exchange Board of India (SEBI) and consequent changes in the Rule 11 of the Companies (Accounts) Rules, 2014 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose.

In view of the above, the Company would communicate the important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective Member. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:

The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their e-mail address at the earliest. To enable the Company to use the same for serving documents to them electronically Shareholders holding shares in physical form may provide their e-mail address by sending an e-mail at investorgrievances.cilnova@chiripalgroup.com along with their Full Name and Folio Number.

Electronic copy of the Annual Report including Notice of the 14th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same to Company or RTA. For members who have not registered their email IDs, physical copies of the Annual Report are being sent in the permitted mode. The Annual Report of the Company would also be made available on the Company's website <http://cnpcl.com/annual-reports/>.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain close from **27th September, 2018 to 29th September, 2018 (both days inclusive)** in connection with the Meeting.
7. The Company or its Registrars and Transfer Agents, Link Intime India Private Limited ("Link Intime") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to Link Intime India Private Limited.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. **MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.** Members are requested to bring their Attendance Slip along with copies of their Annual Report at the meeting.

11. Member / proxy holder shall hand over the attendance slip, duly filled in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR Card or driving license.
12. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
13. Route-map to the venue of the Meeting is provided at the end of this Notice.
14. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m., on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
16. Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least seven days in advance to the Company at its registered office address to enable the Company to collect the relevant information and answer them in the Meeting.
17. **Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.**
18. **Voting through Electronic means** In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and SEBI (LODR) Regulations, 2015, the Company is pleased to provide its Shareholders with the facility of "remote e-voting" (e-voting from a place other than venue of the AGM), to enable them to cast their votes at the business at the 14th AGM may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically. The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting.

The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Jatin Kapadia, Practicing Company Secretaries, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, during the remote e-voting and voting at the AGM, not later than three days of conclusion of the meeting, to the Chairman or a person, authorized by him in writing. The Chairman or a person, authorized by him in writing, shall declare the results of the AGM forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL and shall be communicated to the Stock Exchanges.
19. In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed **22nd September, 2018 as the "cut-off date"** to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.

THE INSTRUCTIONS TO SHAREHOLDERS OF THE COMPANY FOR E-VOTING ARE AS FOLLOWS:

- (i) The Remote E-voting period begins on 26th September, 2018 at 9.00 a.m. and ends on 28th September, 2018 at 5.00 p.m. During this period the eligible shareholders of the Company, holding shares either in physical form or in Demat form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Sequence Number in the PAN field. The Sequence Number is printed on Annual Report.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in DD/MM/YYYY format.
Dividend Bank Details	Enter the Dividend Bank Details (Account Number) as recorded in your demat account or in the Company records for the said demat account or folio. • Please enter the DOB in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 7.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for "CIL Nova Petrochemicals Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolutions you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast your vote again.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e. 22nd September, 2018 shall view the Notice of the 14th AGM on the Company's website or on the website of CDSL. Such

Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

	Contact Details
Company	CIL Nova Petrochemicals Limited CIN : L17111GJ2003PLC043354 Survey No. 396(P), 395/4(P) Moraiya Village, Sarkhej - Bavla Highway, Tal. Sanand, Ahmedabad – 382210. E-mail : investorgrievances.cilnova@chiripalgroup.com website : www.cncpl.com Phone : +91-9825800060, Fax : +91-250556, 251612
Registrar and Transfer Agent	Link Intime India Private Limited 5th floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner Off C G Road, Navarangpura, Ahmedabad -380009 E-mail : ahmedabad@linkintime.co.in website : www.linkintime.co.in Phone : 079-26465179, Fax : 079-26465179
E-voting Agency	Name: Mr. Rakesh Dalvi Designation: Manager Address: 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400 013. Email id: helpdesk.evoting@cdslindia.com Telephone No.: 18002005533
Scrutinizer	CS Jatin Kapadia E-mail : csjatin@hotmail.com

By Order of the Board
For, CIL Nova Petrochemicals Limited
Sd/-
Harsh R. Hirpara
Company Secretary

Place: Ahmedabad
Date: 14th August, 2018

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. A.G. Tulsian & Co., Cost Accountants as a cost auditor of the Company to conduct the audit of the cost records of the company for the financial year ending 31st March, 2019, for a remuneration of Rs. 25,000/- (Rupees Twenty Five only) plus tax at applicable rate and out-of-pocket expenses incurred by them for conducting the audit of cost accounts of the company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019. The Board recommends the resolution at Item No. 4 for your ratification.

None of the Directors or any key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution at out at Item No. 4.

Item No. 5

As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter "Listing Regulations") except with the approval of the Shareholders by way of resolution, a company shall not enter into any transactions with any Related Party for availing or rendering of any service exceeding 10% of the consolidated turnover of the company or Rs. 100.00 Crores, whichever is lower.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, the and Listing

Regulations, requires that for entering into any contract or arrangement with the related party, the Company must obtain the prior approval of the Audit Committee and the Board of Directors and, if required, prior approval of the shareholders by way of an Ordinary Resolution must be obtained for material transactions.

There is no exemption thereunder even if such transaction is in the ordinary course of business of the entity and on arm's length basis. A transaction with a related party shall be considered material if the transaction/ transactions in a contract to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013) the name of the related parties, name of the Director or Key Managerial Personnel who is related, if any and nature of relationship is mentioned in the resolution. The amount involved in the related party transactions entered into by the Company are within the limits prescribed and the condition specified by the Act and the Listing Regulations in addition to being in the ordinary course of business and at arms' length, but as a good corporate governance practice, the Company desires to pass an Special Resolution for the same. Therefore, approval for the below mentioned transactions is being taken:

1. Sale, purchase or supply of any goods or materials or stock-in-trade;
2. Selling or otherwise disposing of or buying, property of any kind or any capital asset;
3. Giving on rent or leasing of property of any kind;
4. Availing or rendering of any services including job work.

The support and services extended by the Company to its Group Companies in relation to business enhancement and for building up robust practices and processes are towards the benefit of all the Companies. The respective transactions have been carried out on arm's length basis and all factors relevant to the respective transactions have been considered by the Board.

Item No. 6

Considering the continuous increase in the holding of FIIs / FPIs, it is anticipated that FIIs / FPIs may further buy the shares of the Company which may result into exceeding the general limit of 24% provided under the FDI policy. FIIs / FPIs play a crucial role to unfold the Company's value to further levels by attracting new investments into the Company. In view of this and considering various advantages in attracting institutional investors which would be beneficial to the Company in the long run it is proposed to increase the aggregate limit for holding shares by the FIIs / FPIs to 49% from 24%.

As per the FDI policy, the Company shall obtain the approval of its shareholders by way of special resolution to increase the said limits with a prior intimation to Reserve Bank of India. The members are, therefore, requested to accord their approval, for the purpose of increasing the aggregate limits as set out in the resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding, if any, in the Company.

Item No. 7

Considering the continuous increase in the holding of Non Resident Indian ("the NRI"), it is anticipated that NRI may further buy the shares of the Company which may result into exceeding the general limit of 10% provided under the FDI policy. NRI play a crucial role to unfold the Company's value to further levels by attracting new investments into the Company. In view of this and considering various advantages in attracting institutional investors which would be beneficial to the Company in the long run it is proposed to increase the aggregate limit for holding shares by the NRI to 24% from 10%.

As per the FDI policy, the Company shall obtain the approval of its shareholders by way of special resolution to increase the said limits with a prior intimation to Reserve Bank of India. The members are, therefore, requested to accord their approval, for the purpose of increasing the aggregate limits as set out in the resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding, if any, in the Company.

Item No. 8

The details of the proposed remuneration payable to Mr. Pooransingh Mahilalsingh Mathuria, as Whole Time Director and as contained in the resolution, are set out below:

- a) **Salary:** Basic Salary of 1.57 Lacs per month with suitable increment on 1st June each year at the discretion of the Board of Directors but within the limit of Schedule V and other applicable provisions of the Companies Act, 2013 So, long as he functions as such, he shall not be paid any sitting fees for attending meeting of the Board of Directors or committees thereof.
- b) **Perquisites:** NIL

The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Whole Time Directors in accordance with Schedule V to the Act or any amendments made hereafter in this regard. In the event of loss or inadequacy of profits in any financial year during the

aforesaid period, the Company may pay to Mr. Pooransingh Mahilalsingh Mathuria remuneration by way of Salary, allowances as per section II of part II of Schedule V of the Companies Act, 2013.

I	GENERAL INFORMATION																
	1	Nature of Industry	Manufacturing of Textile.														
	2	Date or expected date of commencement commercial production.	Existing Company and hence not applicable.														
	3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Existing Company and hence not applicable.														
	4	Financial Performance based on given indicators(As at 31st March 2018)	<table><tr><td>Particulars</td><td>Rs. In Lacs</td></tr><tr><td>Turnover (Net Sales)</td><td>25053.24</td></tr><tr><td>Gross Profit</td><td>1400.42</td></tr><tr><td>Net profit before tax</td><td>163.68</td></tr><tr><td>Debt Equity Ratio</td><td>0.21</td></tr><tr><td>Current Ratio</td><td>0.96</td></tr><tr><td>Net Worth</td><td>4319.56</td></tr></table>	Particulars	Rs. In Lacs	Turnover (Net Sales)	25053.24	Gross Profit	1400.42	Net profit before tax	163.68	Debt Equity Ratio	0.21	Current Ratio	0.96	Net Worth	4319.56
Particulars	Rs. In Lacs																
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Net profit before tax	163.68																
Debt Equity Ratio	0.21																
Current Ratio	0.96																
Net Worth	4319.56																
	5	Export Performance	The Company has achieved export Turnover FOB value of 45.55 Lacs for the financial year ended on 31st March, 2018														
	6	Foreign Investments or collaborators, if any.	None														
II	INFORMATION ABOUT THE APPOINTEE:																
	1	Background Details	Mr. Pooransingh Mahilalsingh Mathuria has done BSC in Physics, Chemistry and Mathematics and Diploma in Industrial Electronics & Electrical Engineering. He has experience of 28 years in the field of steering plant engineering, erection and commissioning, operation and maintenance of Plant.														
	2	Past Remuneration	Remuneration paid for the financial year 2016-17 is Rs. 13.27 Lacs														
	3	Recognition or Awards	None														
	4	Job Profile and his suitability	Mr. Pooransingh Mahilalsingh Mathuria is handling proper functioning of Plant and mobilizing and managing of machine.														
	5	Remuneration Proposed	As mentioned in the abstract of remuneration given in the preceding paras.														
	6	Comparative remuneration profile with respect to industry size of the company, profile of the position and person	The proposed remuneration is commensurate with level skills, experience of the appointee. Mr. Pooransingh Mahilalsingh Mathuria has been appointed Whole Time Director having superintendence and control of the Board of Directors of the Company to carry out such duties on day to day basis as entrusted to him. The remuneration proposed is in line with and prevailing in similar industry and having regard to the size of the Company.														
	7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Not related to any managerial personnel.														

III	OTHER INFORMATION:	
	1 Reasons of loss or inadequate profits.	Due to increase in competition in the Textile industry the profit margin were low in order to survive in the market. So, profit for the financial year ended on 31st March, 2018 was inadequate to for payment of such remuneration.
	2 Steps taken or proposed to be taken for improvement	Efforts are made for cost cutting for improving margins. Further other administrative and other expenses will be controlled
	3 Expected increase in productivity and profits in measurable terms	Strict steps will be taken to control fixed costs and inventory costs, which will enable Company to improve its turnover and profits in years to come with normative numbers calculated with reference to good returns from the Textile Industry.
IV	DISCLOSURES:	
	1 The remuneration package of Mr. Pooransingh Mahilalsingh Mathuria has been enumerated above. Resolution for the same include all the details.	
	2 The required disclosure to the shareholders of the Company about remuneration package of the managerial person and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable has been made in the Annual Report of the Company for the Financial Year 2017-18, wherever applicable	

By Order of the Board
For, CIL Nova Petrochemicals Limited
Sd/-
Harsh R. Hirpara
Company Secretary

Place: Ahmedabad
Date: 14th August, 2018

ANNEXURE TO THE EXPLANATORY STATEMENT

Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting

1. Mr. Jyotiprasad Chiripal (DIN: 00155695) – Director

He has been associated with Chiripal Group of Companies since 1972. He has completed Bachelor of Commerce from Gujarat University and has more than 40 years of experience in the textiles and yarn business and marketing of knitted apparels. He holds Directorship in various companies of Chiripal Group. As the Chairman and Executive Director of the Company, he is responsible for the overall growth and development of the Company. He joined the Board on December 17, 2003 as the first director of the Company.

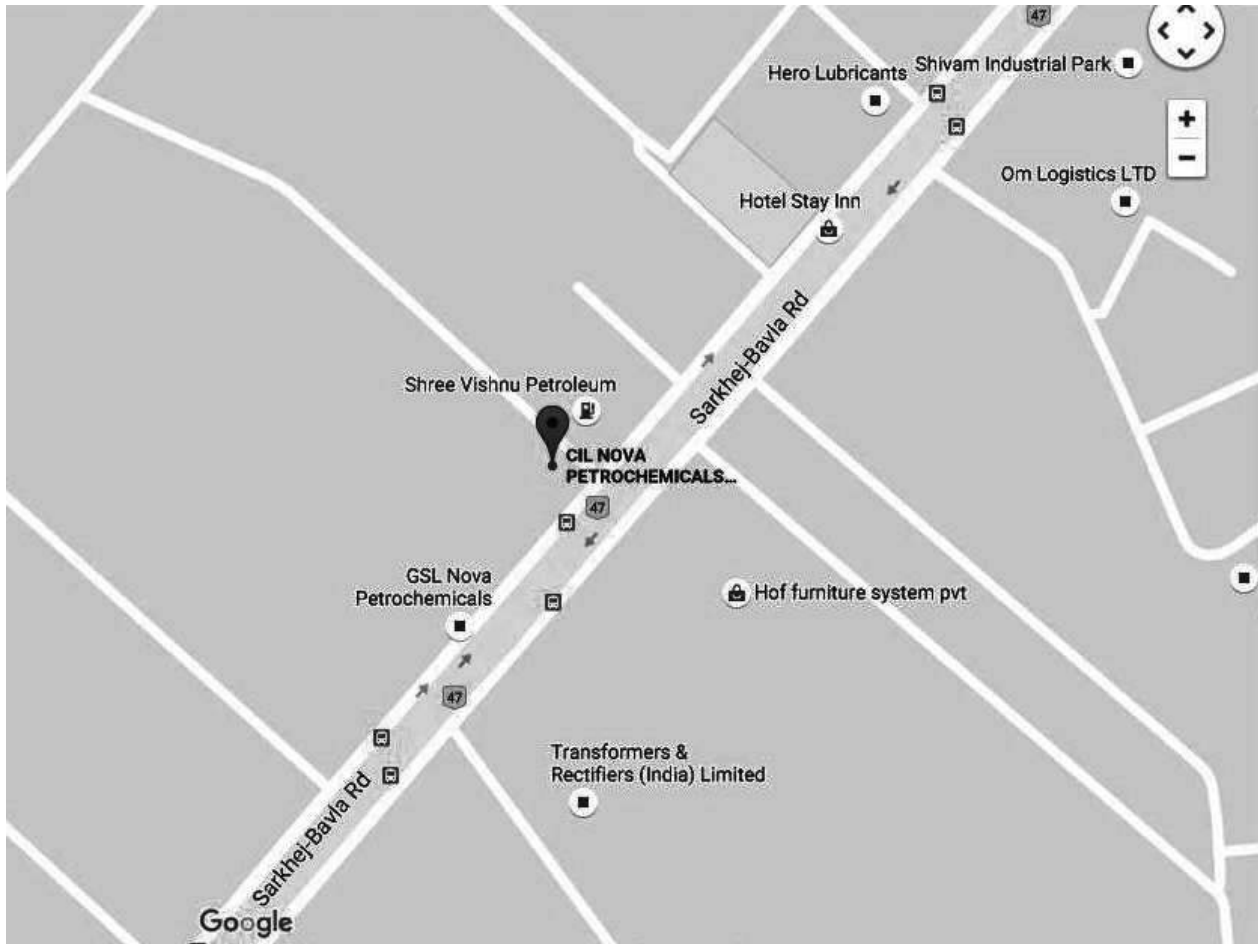
Below mentioned is the List of Other Listed Companies in which Mr. Jyotiprasad Chiripal is Director and Chairman/Member in Board Committees of Other Limited Companies;

Sr. No.	Name of Listed Company	Chairmanship / Membership of Committees of the Board of other Companies
1	Nandan Denims Limited	Managing Director
2	CIL Nova Petrochemicals Limited	Executive Director
		Audit Committee - Member
		Stakeholders Relationship Committee - Member

Shareholding – 7,39,969 equity shares

None of Directors of the Company is related to Mr. Jyotiprasad Chiripal

ROUTE MAP OF ANNUAL GENERAL MEETING



LANDMARK: SARKHEJ - BAVLA ROAD, VISHNU PETOLPUMP AND OPP. HOF FURNITURE SYSTEM

CIL NOVA PETROCHEMICALS LIMITED

Survey No. 396 (P), 395/4 (P), Moraiya Village, Sarkhej - Bavla Highway, Tal.: Sanand, Ahmedabad – 382201 Gujarat

CIN: L17111GJ2003PLC043354

Contact No. +919825800060, 9825104042 Fax: 91 25055, 251612

Email: investorgrievances.cilnova@chiripalgroup.com, website: www.cnpcl.com

PROXY FORM

[Pursuant to section 105(6) of Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)		No. of Shares	
Registered address & Email Id		Folio No.	
		DP ID	
		Client ID	

I / We, being the Member(s) of the Company holding _____ shares, hereby appoint below at sr. no. 1 or failing him sr. no. 2 or failing him sr. no. 3

Sr. No.	Name of Proxy	Address	Email Id	Signature
1				
2				
3				

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Saturday, 29th September, 2018 at 11:30 A.M. at registered office of the Company at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

CIL NOVA PETROCHEMICALS LIMITED

Survey No. 396 (P), 395/4 (P), Moraiya Village, Sarkhej - Bavla Highway, Tal.: Sanand, Ahmedabad – 382201 Gujarat

CIN: L17111GJ2003PLC043354

Contact No. +919825800060, 9825104042 Fax: 91 25055, 251612

Email: investorgrievances.cilnova@chiripalgroup.com, website: www.cnpcl.com

ATTENDANCE SLIP

Registered Folio No. / DP ID / Client ID:	
Name and Address of Shareholder(s)	
Joint Holder 1	
Joint Holder 2	
Joint Holder 2	

- as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Saturday, 29th September, 2018 at 11:30 A.M. at registered office of the Company at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:
- Signature of the Shareholder/Proxy
- Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Sr. No.	Resolution
Ordinary Business	
1	To receive, consider & adopt Audited Financial Statements of the Company for financial year ended 31st March, 2018, the Reports of Board of Directors & Auditors
2	To re-appoint Mr. Jyotiprasad Chiripal (DIN: 00155695) who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3	To ratify the appointment of M/s. Samir M. Shah & Associates, Chartered Accountants, (FRN: 122377W) as Statutory Auditors.
Special Business	
4	To Consider and ratify remuneration of Cost Auditor for Financial Year 2018-19
5	To Consider and approve material related party Transaction
6	To increase the limit of Foreign Institutional Investors / Foreign Portfolio Investors for acquiring and holding equity shares up to an aggregate limit of 49% of the paid up capital of the Company.
7	To increase the limit of Foreign Individual Investors for acquiring and holding equity shares up to an aggregate limit of 24% of the paid up capital of the Company.
8	To consider and approve payment of remuneration to Mr Pooransingh Mahilalsingh Mathuria, Whole Time Director, as per Schedule V of Companies Act, 2013.

Signed on _____ Day of _____ 2018.

Affix
Re.1
Revenue
Stamp

Signature of Proxy Holder

Signature of Member

Notes: The form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not later than 48 hours before the commencement of the Meeting.

EVOTING PARTICULARS

E Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions provided in Notice dated 14th August, 2018 of the 14th Annual General Meeting. The Voting period starts from 9.00 a.m. on Wednesday, 26th September, 2018 and ends at 5.00 p.m. on Friday, 28th September, 2018. The voting module shall be disabled by CDSL for voting thereafter.