NOCIL LIMITED

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CIN No. L99999MH1961PLC012003 Email.: investorcare@nocilindia.com

SEC/122N

15th May, 2015

The Secretary
The National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (East)
Mumbai-400 051

Dear Sir,

Sub: **Securities and Exchange Board of India -**
(Prohibition of Insider Trading) Regulations, 2015

In compliance with the above Regulations, we confirm as under:

1. The Board of Directors of the Company have approved:

   i) Code of Conduct to regulate, monitor and report trading by insiders and

   ii) Code of Practices and Procedures for fair disclosure of unpublished price sensitive information.

2. The above Codes will be effective from 15th May, 2015.

3. Code of Practices and Procedures for fair disclosure of unpublished price sensitive information has been uploaded on the website of the Company and a copy of the same is attached herewith for your kind information.

Kindly take the above on record.

Thanking you,

Yours truly,
For NOCIL LIMITED

(V.K. Gupte)
Company Secretary

Encl: as above

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CODE OF FAIR DISCLOSURE AND CONDUCT

The Company shall follow the following Code of practices and procedures for fair disclosure of unpublished price sensitive information in order to adhere to each of the principles set out in Schedule A to SEBI (Prevention of Insider Trading) Regulations, 2015 without diluting the provisions of those Regulations.

1. The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2. The Company shall ensure that uniform and universal dissemination of unpublished price sensitive information is made to avoid selective disclosure.

3. For the purpose of this Code, the Chief Financial Officer and in his absence, the Company Secretary of the Company is designated as the Chief Investor Relations Officer to deal with the dissemination of information and disclosure of unpublished price sensitive information.

4. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. The Company shall provide appropriate and fair response to queries on news reports and request for verification of market rumours by regulatory authorities.

6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

7. The Company shall make transcripts or records of proceedings of meetings with Analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

8. All the employees /directors of the Company who are handling in any way, the unpublished price sensitive information shall handle such information on a need-to-know basis and shall ensure that such price sensitive information once finally approved by the Board is disclosed promptly to the stock exchanges at which shares of the Company are listed. Further all price sensitive information of the Company shall be required to be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.