NOCIL LIMITED

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

SEC/122B

3rd July 2017

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

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

Dear Sir,

Sub: Notice of Annual General Meeting

We wish to inform you that the Fifty Fifth Annual General Meeting (AGM) of the Company will be held on **Thursday, 27th July 2017** at **2.30 P.M.** at the Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020.

Accordingly, pursuant to Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Notice convening the Fifty Fifth AGM is enclosed for the information of the Exchange.

The Notice together with the Annual Report for the Financial Year 2016-17 is being sent to the shareholders in the permitted mode.

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we shall submit the Annual Report to the Stock Exchange within 21 working days of it being approved and adopted in the 55th AGM as per the provisions of the Companies Act, 2013.

We request you to take the same on your records.

Thanking you,

Yours truly,
For NOCIL LIMITED

(V.K. Gupte)
Company Secretary

Encl: as above

NOCIL LIMITED

CIN : L99999MH1961PLC012003
Regd. Office: Mafatlal House, H.T. Parekh Marg, Backbay Reclamation,
Churchgate, Mumbai - 400 020 Tel.No. 91-22-66364062,
Fax No : 91-22-66364060, Website: www.nocil.com
Email: investorcare@nocil.com

NOTICE

NOTICE is hereby given that the FIFTY FIFTH Annual General Meeting of the Members of NOCIL Limited will be held on Thursday, the 27 July 2017 at 2.30 p.m. at Rama & Sundri Watumull Auditorium, K.C. College, Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended 31 March 2017 and the Balance Sheet as at 31 March 2017 and the Reports of the Directors and the Auditors thereon.

2. To declare dividend on equity shares.

3. To appoint a Director in place of Mr. Vilas R. Gupte (holding DIN 00011330), who retires by rotation and being eligible, offers himself for re-appointment.

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

   "**RESOLVED THAT** pursuant to Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Registration No. 104607W/W100166) be and hereby appointed as Statutory Auditors of the Company to hold office for the period of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held during the year 2022 to examine and audit the accounts of the Company for the financial years 2017-18 to 2021-22 and the Board of Directors of the Company be authorized to fix remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of out of pocket expenses and applicable taxes."

   FURTHER RESOLVED THAT the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Registration No. 104607W/W100166) for the period of 5 (five) years made at the ensuing Annual General Meeting shall be subject to ratification at every subsequent Annual General Meetings"

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Priyavrata H. Mafatlal (holding DIN 02433237), who was appointed as an Additional Director of the Company w.e.f. 8th May, 2017 by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to Section 161 (1) of the Companies Act, 2013 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

   "RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 200 read with Schedule V and all other applicable provisions of the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and subject to the approval of the Central Government and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be imposed or prescribed by any other authorities in granting such approvals, permissions and sanctions, approval of the Company be accorded to the appointment of Mr. S.R. Deo (holding DIN 01122338) as Managing Director for a period of 5 (Five) years with effect from 1 August, 2017 and for 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 in any financial year during the currency of the tenure of Mr. S.R. Deo, Managing Director, the Company has no profits or 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 as may be applicable.

   FURTHER RESOLVED THAT the Board of Directors be and are 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."

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

   "RESOLVED THAT pursuant to Section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable

provisions if any, payment of Remuneration of ₹ 5,00,000/- (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 8 May, 2017 for carrying out Cost Audit of the Company for financial year 2017-18, be and is hereby approved and ratified."

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

By Order of the Board
For **NOCIL Limited**

V.K. Gupte
Company Secretary

Date : 8 May, 2017

NOTES:

1. **A member entitled to attend and to vote is entitled to appoint a proxy to attend and to vote instead of himself and a proxy need not be a member.**

   Proxies in order to be effective, must be received by the Company, at its Registered Office not less than 48 hours before the Meeting.

   A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business is annexed hereto.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 21 July 2017 to Thursday, 27 July 2017 (both days inclusive).

4. The dividend for the year ended 31 March 2017 as recommended by the Board, will be paid to those members whose names appear on the Company's Register of Members on 27 July 2017. 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 27 July 2017. The dividend, if approved, at the Annual General Meeting, will be paid at par on or after 2 August 2017.

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

6. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

7. 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 make claim 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
31 March 2010	30 July 2010	5 September 2017
31 March 2011	27 July 2011	2 September 2018
31 March 2012	31 July 2012	6 September 2019
31 March 2013	29 July 2013	4 September 2020
31 March 2014	30 June 2014	6 August 2021
31 March 2015	23 July 2015	29 August 2022
31 March 2016	27 July 2016	2 September 2023

   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 the 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 the FY 2016-17.

8. Details under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment or re-appointment.

9. Electronic copy of the 55th Annual Report for 2016-17 and Notice of the 55th 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 unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the 55th Annual Report and Notice of the 55th 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 in the permitted mode.

10. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Fifty Fifth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited (KARVY).

II. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

III. 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 again***.

IV. The remote e-voting period commences on 24 July 2017 (9:00 am) and ends on 26 July 2017 (5:00 pm). During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 20 July 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KARVY for voting thereafter.

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

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

VII. The process and manner for remote e-voting is as under:

A. Member/s whose email IDs are registered with the Company/DPs will receive an email from KARVY informing them of their User-ID and Password. Once the Members receives the email, he or she will need to go through the following steps to complete the e-voting process:

(i) Launch internet browser by typing the URL: https://evoting.karvy.com

(ii) Enter the login credentials (i.e. User ID and password) which will be sent separately. However, if you are already registered with KARVY for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit https://evoting.karvy.com or contact toll free number 1-800-3454-001 for your existing password.

(iii) After entering these details appropriately, click on "LOGIN".

(iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the E-Voting Event Number for NOCIL Limited.

(vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

(viii) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

(ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(x) You may then cast your vote by selecting an appropriate option and click on "Submit".

(xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

(xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized

representative(s), to the Scrutiniser at e-mail ID: Scrutinisers@mmjc.in or evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "NOCIL_EVENT NO."

B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered or have requested the physical copy]:

a) Initial password is provided in format as below at the bottom of the Attendance Slip for the AGM :

EVENT NO.	USER ID	PASSWORD

b) Please follow all steps from Sr. No. (ii) to (xii) above to cast vote.

VIII. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at KARVY'S website https://evoting.karvy.com.

IX. If the member is already registered with KARVY e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

X. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.

XI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20 July 2017.

XII. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 20 July 2017, may obtain the User ID and password in the manner as mentioned below:

a) If e-mail address or mobile number of the member is registered against Folio No. / DP ID - Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID - Client ID and PAN to generate a password.

b) Member may send an e-mail request to evoting@karvy.com. If the member is already registered with KARVY e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

c) Member may call KARVY's toll free number 1-800-3454-001.

d) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : **MYEPWD** <space> E-Voting Event Number + Folio No. or DP ID - Client ID to **9212993399**

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL : MYEPWD <SPACE> 1402345612345678

Example for Physical : MYEPWD <SPACE> XXXX1234567890

XIII. 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, viz., 20 July 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIV. Mr. Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Company Secretaries (C.P. No. 3662), Mumbai or failing him Ms. Kumudini Paranjape, Partner of M/s Makarand M. Joshi & Co. (C.P. No. 6690), Mumbai has been appointed as the Scrutiniser by the Board of Directors of the Company to scrutinize the e-voting process in a fair and transparent manner.

XV. Voting shall be allowed at the end of discussion on the resolutions on which voting is to be held with the assistance of Scrutiniser, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XVI. The Scrutiniser shall after the conclusion of voting at the AGM, will first count the votes cast at 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 three days of 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 to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

XVII. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.nocil.com and on the website of KARVY immediately after the declaration of result by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

XVIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e. 27 July 2017.

Annexure to the Notice

Explanatory Statement as required under Section 102 of the Companies Act, 2013:

Item No. 4

Pursuant to Section 139 (1) of the Companies Act, 2013, M/s. Deloitte Haskins & Sells LLP., Chartered Accountants, Mumbai (Registration No. 117366W/W-100018) who were appointed as Statutory Auditors of the Company on 27 August 2007 have completed their tenure as Statutory Auditors. Pursuant to Section 139 (2) (b) an Audit firm which has completed its tenure shall not be eligible for re-appointment as auditors in the same company for five years from the completion of such tenure.

The Board of Directors in their meeting held on 8 May 2017, subject to approval of Members appointed M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Registration No. 104607W/ W100166) as Statutory Auditors of the Company to hold the office of Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of its sixth Annual General Meeting i.e. till conclusion of Annual General Meeting to be held during the year 2022 for conducting Statutory Audit for the Financial Years 2017-18 to 2021-22. Further, pursuant to Section 139(1) of the Companies Act, 2013, the Members of the Company are required to ratify their re-appointment as Statutory Auditors of the Company, at every subsequent Annual General Meeting.

The Board recommends the resolution for the approval of the Members.

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

Item No. 5

In view of amicable restructuring and family settlement and succession between Mr. Hrishikesh A. Mafatlal and Mr. Vishad P. Mafatlal, the Board of Directors at its meeting held on 8th May, 2017, had appointed Mr. Priyavrata H. Mafatlal as an Additional Director (Promoter Group) pursuant to Section 161 of the Companies Act, 2013. As per the provisions of said section Mr. Mafatlal holds office as Additional Director up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Director liable to retire by rotation.

The Company has received Notice under Section 160 of the Companies Act, 2013 from a member proposing Mr. Mafatlal as a candidate for office of Director of the Company.

Mr. Priyavrata H. Mafatlal, aged 30 years, has done his Master of Commerce from Mumbai University in 2010 after completing Bachelor in Management Studies (with specialization in Marketing) in 2008 and has attended 3 Tier Management Program at IIM, Ahmedabad.

Mr. Priyavrata has worked as Management Trainee in NOCIL, Navin Fluorine International Limited and Mafatlal Industries Limited during 2008 - 2010 and had gained varied experience and exposure in working with different businesses and divisions.

The Board recommends the resolution for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution except Mr. Priyavrata H. Mafatlal, an appointee and Mr. Hrishikesh A. Mafatlal being related to Mr. Priyavrata H. Mafatlal (Mr. Priyavrata is son of Mr. Hrishikesh A. Mafatlal).

Item No. 6

Mr. S.R. Deo, is associated with Arvind Mafatlal Group (AMG) since last 37 years. Mr. Deo joined AMG after completing his M. Tech in Chemical Engineering from IIT Kanpur. Prior to his appointment as Managing Director, he was Deputy Managing Director of the Company. Mr. Deo has contributed to improve the plant efficiencies, product quality, Health, Safety and Environment (HSE) standards in the company, Human Resources strategy to meet the future business challenges. Mr. Deo has created a strong technical team of Research and Technology for indigenous development of technologies and its implementation.

Mr. Deo was instrumental for setting up greenfield project with in house developed technology at Dahej, in the state of Gujarat which has successfully contributed significantly in terms of volume and value for the Company.

The Board of Directors, on recommendation of Nomination and Remuneration Committee and considering the contribution made by Mr. S.R. Deo, thought it fit in the interest of the Company to appoint Mr. S.R. Deo as Managing Director for a period of 5 (five) years w. e. f. 1 August 2017.

The appointment and payment of remuneration and perquisites of Mr. S.R. Deo as Managing Director are subject to the approval of members of the Company and other statutory approvals as may be required.

The terms of remuneration and perquisites payable to Mr. S.R. Deo are as follows:

A) i) Salary : ₹6,00,000/- (Rupees Six Lakhs only) per month.

ii) Perquisites and Allowances, the aggregate monetary value of which shall not exceed ₹1,13,000/- (Rupees One lakh thirteen thousand only) per month 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, Superannuation Fund or Annuity Fund to the extent they are not taxable under the Income Tax Act, 1961.
- Gratuity at the rate of one month's salary for every completed year or service or part thereof in excess of six months on the basis of the last drawn salary.
- Encashment of leave as per Company's Rules at the end of the tenure of service from the Company.
- Long Service benefit at the rate of one and half month's salary for every completed year of service or part thereof in excess of six months on the basis of last drawn salary.

B) Performance Bonus / Commission as may be fixed by the Board from time to time on the basis of the performance of Mr. S.R. Deo 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) Furnished Residential Accommodation or House Rent Allowance of ₹ 2,50,000/- (Rupees Two lakhs fifty thousand only) per month

ii) Leave as per the rules of the Company.

iii) Reimbursement of Domiciliary Medical Expenses actually and properly incurred by him and his family and Mediclaim Policy for hospitalization.

iv) Expenses actually and properly incurred by him in the course of legitimate business of the company.

v) Club Membership Fees subject to a maximum of two Clubs.

vi) Personal Accident Insurance Policy.

vii) 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.

viii) Life Insurance as per the rules of the Company.

The copy of draft Letter of Appointment is kept open for inspection by any member of the Company under Section 190 (2) of the Companies Act, 2013.

Other particulars pertaining to the Company, which are required to be disclosed as per section II of Part II of the Schedule V of the Companies Act, 2013 and Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are given in Annexure A to this Explanatory Statement.

Except Mr. S.R. Deo, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

Your Directors recommend this resolution for approval of the Members.

Item No. 7

Pursuant to Section 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to ratify the payment of remuneration of ₹5,00,000/- 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 for the Financial Year 2017-18, if and as may be applicable and directives issued by the Central Government.

The Board recommends the resolution for the approval of the Members.

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

Annexure A to the Explanatory Statement

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of appointment of Mr. S.R. Deo as Managing Director.

I. General Information:

a) Nature of Industry:

The Company is engaged in the business of manufacture and sale of Rubber Chemicals. It has manufacturing facilities at TTC Industrial Area in Thane, Maharashtra and Dahej, Gujarat and Regional Sales Offices at Mumbai, Delhi, Chennai and Kolkatta.

b) Date of commencement of Commercial Production:

The Company started its commercial production in the year 1976.

c) Financial Performance:

(₹ in lakhs)

	Current Year 2016-17	Previous Year 2015-16
Gross Turnover	81828	78861
Profit Before Tax	17047	11813
Profit after Tax	12009	7774

d) Export Performance:

(₹ in lakhs)

	Current Year 2016-17	Previous Year 2015-16
FOB Value of Exports	21751	19883
Net Foreign Exchange Earnings	10641	8315

e) Foreign Investments or Collaborators:

The Company does not have any foreign investment or collaborators.

II. Information about the appointee:

a) Background details:

Mr. Deo is M. Tech in Chemical Engineering from IIT Kanpur.

Prior to his appointment as Managing Director, he was Deputy Managing Director of the Company and has contributed to improve the plant efficiencies, product quality, Health, Safety and Environment (HSE) standards in the company, Human Resources strategy to meet the future business challenges, creating strong technical team of Research and Technology for indigenous development of technologies and its implementation

b) Past remuneration:

Particulars	(₹ in lakhs)
- Salary, Allowances/ Perquisites	172.75
- Contribution to Fund	22.56
Total	**195.31**

c) Recognition or award: NIL

d) Job Profile and his suitability:

Mr. Deo has contributed to improve the plant efficiencies, product quality, Health, Safety and Environment (HSE) standards in the company, Human Resources strategy to meet the future business challenges, creating strong technical team of Research and Technology for indigenous development of technologies and its implementation.

Considering the contribution made by Mr. Deo in technical field of the Company, it is in the interest of the Company to appoint him as Managing Director for a period of 5 years w.e.f. 1 August, 2017

e) Proposed Remuneration: As mentioned in Explanatory Statement in respect of item no.6.

f) Comparative Remuneration:

Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by of the appointee, the proposed remuneration payable to Mr. S.R. Deo is commensurate with the remuneration paid to similar appointees in other companies.

g) Pecuniary Relationship:

Except for the proposed remuneration, Mr. S.R. Deo does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the company

III. Other information:

a) Reasons for inadequacy of profits : Not Applicable

b) Steps taken or proposed to be taken for improvement : Not Applicable

c) Expected increase in productivity and profits in measurable terms : Not Applicable

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

Name	Mr. V. R. Gupte	Mr. S.R.Deo	Mr. Priyavrata H. Mafatlal
Age	72 years	62 years	30 years
Qualification	B. Com., Member of the Institute of Chartered Accountants of India.	M.Tech. in Chemical Engineering from IIT Kanpur	M.Com. and B.M.S. (with specialization in Marketing) and has attended 3 Tier Management Program at IIM, Ahmedabad.
Date of Appointment / Re-appointment	27 July, 2016	1 August, 2017	8 May, 2017
Expertise in Specific Functional Areas	Mr. Gupte has more than 40 years of experience at various companies in Finance, Legal and Commercial matters. He retired as Chief Executive Officer of our Company in July, 2005. Presently he is part of a Business Solutions Consultancy.	Mr. Deo has contributed to improve the plant efficiencies, product quality, Health, Safety and Environment (HSE) standards in the company, Human Resources strategy to meet the future business challenges, creating strong technical team of Research and Technology for indigenous development of technologies and its implementation.	Mr. Priyavrata has worked as Management Trainee in NOCIL Limited, Navin Fluorine International Limited and Mafatlal Industries Limited during 2008 - 2010 and had gained varied experience and exposure in working with different businesses and divisions.
Directorship held in other listed entities	Mafatlal Industries Ltd.	NIL	Mafatlal Industries Ltd.
Membership / Chairmanship of Committees	Mafatlal Industries Ltd. Chairman – Audit Committee Member - Nomination and Remuneration Committee	NIL	NIL
Number of shares held in the Company	600 (As Joint holder)	2,87,410	5,17,000
Disclosure of relationship	Mr. Gupte is related to Mr. C.R.Gupte, Managing Director of the Company.	Mr. Deo is not related to any Director.	Mr. Priyavrata H. Mafatlal is related to Mr. Hrishikesh A. Mafatlal.

Registered Office:
Mafatlal House,
H.T. Parekh Marg,
Backbay Reclamation,
Churchgate,
Mumbai 400 020.
Date : 08 May 2017

By Order of the Board
For **NOCIL Limited**

V.K. Gupte
Company Secretary