

CNPCL/SE/2016/09/001

Date: 1st September, 2016

To,
Bombay Stock Exchange Limited
Compliance Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
Maharashtra
Ref: Security Code: 533407
Security Id: CNOVAPETRO

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

Sub: Notice of 12th Annual General Meeting of the Company.

Sir/Madam,

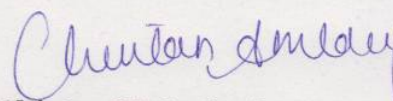
This is in reference with the above captioned subject line and to inform you that 12th Annual General Meeting of the Company is scheduled to be held on **Monday, 26th September, 2016 at 3:00 P.M.** at the registered office of the Company situated at **Survey No. 396 (P), 395/4 (P), Moraiya Village, Sarkhej - Bavla Highway, Tal. Sanand, Ahmedabad – 382201.**

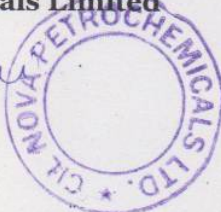
Herewith enclosed is the detailed notice of the same.

Kindly take the same on your record and oblige.

Yours Sincerely,

For, CIL Nova Petrochemicals Limited


Chintan N. Amlani
Company Secretary



Encl.: Notice of 12th Annual General Meeting of the Company.

CIL NOVA PETROCHEMICALS LIMITED

Regd. Office: - Survey No. 396(P), 395/4(P) Moraiya Village, Sarkhej - Bavla Highway, Tal. Sanand, Ahmedabad-382210.

CIN : L17111GJ2003PLC043354,

website : www.cnpcl.com E-mail : investorgrievances.cilnova@chiripalgroup.com, Phone: +91-9825800060, Fax : +91-2717-250556, 251612.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **12th (Twelfth) Annual General Meeting** (AGM/Meeting) of CIL Nova Petrochemicals Limited will be held on **Monday, 26th Day of September, 2016 at 3:00 P.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:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Jyotiprasad Chiripal (DIN: 00155695) as a Director, who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. J. T. Shah & Co., Chartered Accountants, (Firm Reg. No. 109616W) as Statutory Auditors and Authorize Board to fix its remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of Audit Committee M/s. J. T. Shah & Co, Chartered Accountants (FRN No. 109616W), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rules made thereunder be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed between Board of Directors and the M/s. J. T. Shah & Co, Chartered Accountants, plus applicable tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

4. 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. Kiran J. Mehta, Cost Accountants (Firm Registration No.000025) 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, 2017 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."

5. 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 152, 161 and read with other applicable provisions of the Companies Act, 2013, if any, and read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pooransingh Mathuria (DIN: 07329927) who was appointed as an Additional Whole- time Director by the Board of Directors at their meeting, with effect from 13th February, 2016 with such remuneration as mentioned in explanatory statement including the remuneration to be paid in the event of inadequacy of profits in any Financial Year with the authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed to between the Board of Directors and Mr. Pooransingh Mathuria, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and being eligible, has offered himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company and shall be liable to retire by rotation.

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

6. 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 149, 152 and read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any, and read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Chinara Rajkumar Jethwani (DIN: 07141393) who was appointed as an Additional Independent Director by the Board of Directors at their meeting with effect from 13th August, 2016, pursuant to the

provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and being eligible, has offered herself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term from 13th August, 2016 to 12th August, 2021 and she shall not be liable to retire by rotation."

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

By order of the Board
For, CIL Nova Petrochemicals Limited

Date : 13th August, 2016
Place : Ahmedabad

Sd/-
Chintan N. Amlani
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 12th 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 **Thursday, 22nd September, 2016 to Monday, 26th September, 2016 (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.

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.

8. 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.
9. **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.
10. 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.
11. 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.
12. Route-map to the venue of the Meeting is provided at the end of this Notice.
13. 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.
14. 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.
15. 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.
16. **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.**
17. **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 12th Annual General Meeting (AGM) and the business at the 12th 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.

18. In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed **19th September, 2016 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 Friday, 23rd September, 2016 at 9.00 a.m. and ends on Sunday, 25th September, 2016 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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. **19th September, 2016** shall view the Notice of the 12th 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 Survey No. 396(P), 395/4(P) Moraiya Village, Sarkhej - Bavla Highway, Tal. Sanand, Ahmedabad – 382210. CIN : L17111GJ2003PLC043354 E-mail : investorgrievances.cilnova@chiripalgroup.com website : www.cncpl.com Phone : +91-9825800060, Fax : 2717- 251612, 250556.
Registrar and Transfer Agent	Link Intime India Private Limited Unit No. 303, 3 rd Floor, Shoppers Plaza-V, Opp. Municipal Market, B/h. Shoppers Plaza-II, Off. C.G Road, Navrangpura, Ahmedabad – 380009. E-mail : ahmedabad@linkintime.co.in website : www.linkintime.co.in Phone : 079-26465179, Fax : 079-26465179
E-voting Agency	Name: Mr. Mehboob Lakhani Designation: Assistant Manager Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001. 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

Date : 13th August, 2016
Place : Ahmedabad

Sd/-
Chintan N. Amlani
Company Secretary

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. Kiran J. Mehta & 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, 2017, for a remuneration of ₹70,000/- (Rupees Seventy Thousand only) plus service 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, 2017. 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

The Company had at the meeting of Board of Directors of the Company held on 13th February, 2016, appointed Mr. Pooransingh Mathuria (DIN 07329927) was appointed as an Additional Whole-time Director and holds the office up to ensuing Annual General Meeting in terms of Section 152, 161, 196, 197, 198 and 203 and Schedule V of the Companies Act, 2013 (the Act), Rules made thereunder (including any amendment(s) and modification(s) thereto) and Articles of Association of the company.

Pursuant to Section 160 of the Act, the Company has received a notice in writing from a Member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 signifying its intention to propose Mr. Pooransingh Mathuria as candidate for the office of Director of the company.

Mr. Pooransingh Mathuria is not disqualified from being appointed as Director in terms of section 164 (2) of the Companies Act, 2013. The brief profile of Mr. Pooransingh Mathuria, the nature of his expertise, the names of companies in which he holds directorships / memberships of Committees of Board, as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to explanatory statement.

Mr. Pooransingh Mathuria is interested in the resolution set out at Item No. 5 of the Notice with regards to his appointment. The relatives of Mr. Pooransingh Mathuria is deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Further, Basic Salary, Perquisites and other allowance/benefits up to maximum CTC of ₹ 11.54 Lakhs per annum or such higher amount as may be decided by the Board of Directors of the Company from time to time and in conformity of the all the applicable provisions.

Save and except the above, none of the other Directors/Key Managerial Personnel of the company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board recommends the resolution at Item No. 5 for your approval.

Item No. 6

The Company had, pursuant to the provisions of Companies Act, 2013 (the Act) and SEBI (LODR) Regulations, 2015 appointed Ms. Chinar Rajkumar Jethwani (DIN: 07141393) as an Additional Independent Director, Pursuant to the provisions of section 149 of the Act, Further every listed company is required to have atleast one Woman on the Board of the Company. The Nomination and Remuneration Committee has recommended the appointment of Ms. Chinar Rajkumar Jethwani as Independent Director from 13th August, 2016 for a period of 5 Years.

Further, Ms. Chinar Rajkumar Jethwani has given her declaration to the Board that she meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and she is independent of the management.

A notice has been received along with prescribed fees from members proposing candidature of Ms. Chinar Rajkumar Jethwani as Director of the Company. In compliance with the provisions of section 149 read with Schedule IV of the Act, her appointment as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours as mentioned above.

Ms. Chinar Rajkumar Jethwani is not disqualified from being appointed as Director in terms of section 164 (2) of the Companies Act, 2013. The brief profile of Ms. Chinar Rajkumar Jethwani, the nature of her expertise, the names of companies in which he holds directorships/memberships of Committees of Board, as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice.

Ms. Chinar Rajkumar Jethwani is interested in the resolution set out at Item No. 6 of the Notice with regards to his appointment. The relatives of Ms. Chinar Rajkumar Jethwani is deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board recommends the resolution at Item No. 6 for your approval.

**By order of the Board
For, CIL Nova Petrochemicals Limited**

**Date : 13th August, 2016
Place : Ahmedabad**

**Sd/-
Chintan N. Amlani
Company Secretary**

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) – Promoter Executive Director

Mr. Jyotiprasad Chiripal played a vital role in establishing the Company and steered the company to become one of the fastest growing companies in India. He is a graduate in Commerce from Gujarat University. He joined the Board on December 17, 2003 as the first director of the Company. He has around 40 years of experience in the field of manufacturing, trading and export of various textile products.

Relationship between Directors inter-se: Mr. Jyotiprasad Chiripal and Mr. Vedprakash Chiripal are Brothers.

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

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

Shareholding – 6250 Equity Shares

2. Mr. Pooransingh Mathuria (DIN: 07430356) – Whole-time Director

Mr. Pooransingh Mathuria is technically competent electrical and electronics engineer with professional experience of nearly 25 years in steering plant engineering, maintenance and energy management domains with prestigious industrial establishments is serving as Additional Director of the Company and was designated as Whole-time Director. He has done B.SC and Diploma in Industrial Electronics and Electrical Engineering. He has served various companies including Welspun syntax Ltd. and J. K. Synthetic Ltd. by playing different roles during his tenure and has vast experience in erection and commissioning, operation and maintenance, mobilizing and managing machines, cost reduction and value engineering.

Sr. No.	Name of Listed Company	Chairmanship / Membership of Committees of the Board of other Companies
1.	CIL Nova Petrochemicals Limited	Whole-time Director

Shareholding – Nil

None of Directors of the Company is related to Mr. Pooransingh Mathuria

3. Ms. Chinar Rajkumar Jethwani (DIN: 07141393) – Independent Director

Ms. Chinar Jethwani is Company Secretary and is bachelor in law and commerce. She is having wide Professional Experience of around 4 years in Corporate Laws. She has worked with practicing company secretaries and various Companies. She is serving as an Independent Director on board of Companies as mentioned below;

Sr. No.	Name of Listed Company	Chairmanship / Membership of Committees of the Board of other Companies
1.	CIL Nova Petrochemicals Limited	Independent Director
2.	Omkar Overseas Limited	Independent Director Audit Committee – Member Stakeholders Relationship Committee - Member

Shareholding – Nil

None of Directors of the Company is related to Ms. Chinar Rajkumar Jethwani

CIL NOVA PETROCHEMICALS LIMITED**(CIN: L17111GJ2003PLC043354)**

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

Phone : +91-9825800060, Fax : +91-2717-250556,251612.

Email : investorgrievances.cilnova@chiripalgroup.com Website : www.cnpcl.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

DP Id *	Folio No.
Client Id*	No of Shares

Name and Address of Shareholder : _____

I hereby record my presence at the 12th Annual General Meeting of the Company being held on Monday, 26th September, 2016 at 11:30 A.M. at Survey No. 396 (P), 395/4 (P), Moraiya Village, Sarkhej - Bavla Highway, Tal. Sanand, Ahmedabad – 382201.

Signature of the Shareholder or Proxy**CIL NOVA PETROCHEMICALS LIMITED****(CIN: L17111GJ2003PLC043354)**

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

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FORM OF PROXY

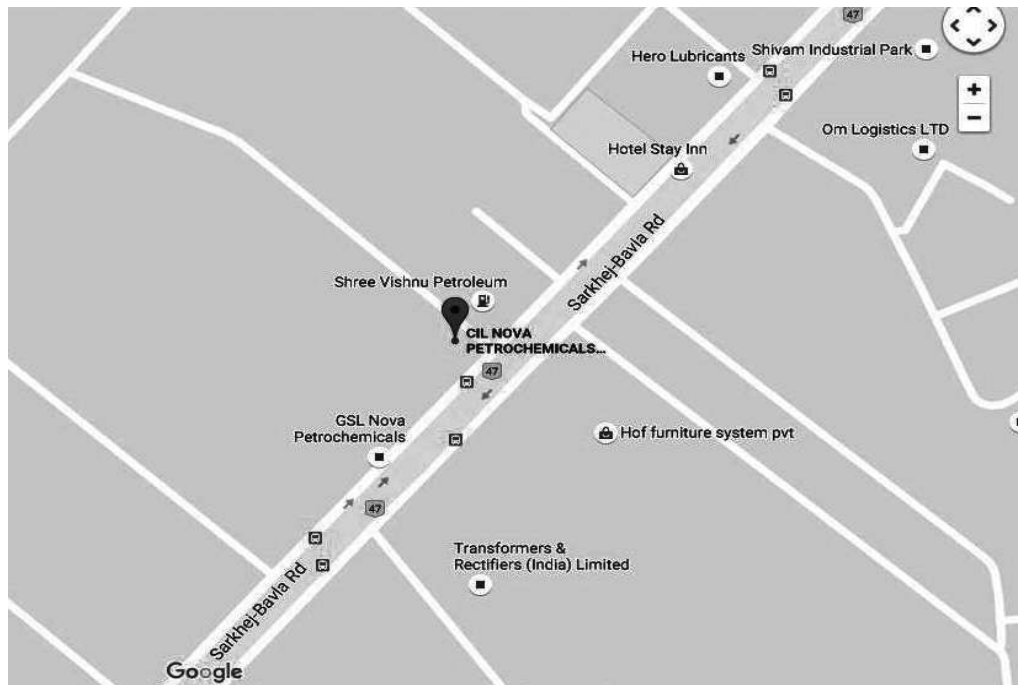
Name of member(s) :	Email Id :
Registered Address :	Folio No/Client Id :
	DP Id :

I/We, being the member(s) of _____ shares of CIL Nova Petrochemicals Limited, hereby appoint :

- Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or falling him
- Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or falling him
- Name : _____ Address : _____
E-mail Id : _____ Signature : _____

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 Monday, 26th September, 2016 at 3:00 P..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:

P.T.O.

ROUTE MAP OF AGM VENUE


Landmark : Sarkhej Bavla Road, Nr. Vishnu Petrol Pump, Opp. HOF Furniture System

Resolutions		Optional	
Ordinary Business			
1.	To receive, consider & adopt Audited Financial Statements of the Company for financial year ended 31 st March, 2016, 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 re-appoint M/s. J. T. Shah & Co., Chartered Accountants, as Statutory Auditors and to Authorize Board to fix its remuneration.		
Special Business			
4.	Ratifying Remuneration of Cost Auditor for the Financial Year 2016-2017		
5.	To appoint Mr. Pooransingh Mathuria (DIN: 07329927) as Director		
6.	To appoint Ms. Chinar Rajkumar Jethwani (DIN: 07141393) as an Independent Director		

Signed this _____ day of _____, 2016

Signature of Shareholder

Affix
One Rupee
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes :

- This form 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. The Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% 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.
** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.