



NOCIL LIMITED

52nd Annual Report 2013 - 14



ARVIND MAFATLAL GROUP
The ethics of excellence



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REGISTRAR AND SHARE TRANSFER AGENTS:

M/s. Sharepro Services (India) Pvt. Ltd.,
Unit: NOCIL Limited
13 A-B, Samhita Warehousing Complex,
Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road, Sakinaka,
Andheri (East)
Mumbai-400072

Tel Nos. 022- 67720300 / 022-67720400
Fax No. 022-2859 1568 / 022-2850 8927

INVESTORS' RELATION CENTRE

Sharepro Services (India) Pvt. Ltd.
912, Raheja Centre
Free Press Journal Road
Nariman Point
Mumbai-400 021
Tel : 022-6613 4700
Fax : 022-2282 5484

FOR MEMBERS' ATTENTION

1. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 23 June 2014 to Monday, 30 June 2014.
2. Those shareholders who have yet not dematted their shareholding from physical to demat mode are requested to do so at the earliest.
3. The members are requested to quote their Folio Number/ Client Id in all correspondence and also to notify immediately, change of address, if any, to the Registrar and Share Transfer Agents viz. Sharepro Services (I) Pvt. Ltd. at the address given on this page.
4. The members having multiple registered folios are requested to contact the Registrar and Share Transfer Agents of the Company for the purpose of consolidation of registered folios.
5. The members are requested to inform the Company their bank account particulars/ ECS mandates for the purpose of payment of dividend, if declared, at the ensuing Annual General Meeting.
6. The members are requested to bring their copy of the Annual Report along with them and their Attendance Slip which may be submitted at the entrance duly signed.
7. The members desirous of getting any information about accounts and operations of the Company are requested to address their queries to the Company Secretary at least 10 days in advance of the meeting so that information required can be made readily available at the meeting.
8. Keeping in view the objective of "Green Initiative", the Annual Reports are being sent through electronic mode to those members who have registered their e-mail addresses with their Depository participants / or with the Company or with the Company's Registrar and Share Transfer Agents. Members who have not yet registered their e-mail addresses for receiving Annual Report, Notices and other documents in electronic mode are requested to register their e-mail address for the purpose.
9. Annual Report for Financial Year 2013-14 is being uploaded on the website of the Company viz. www.nocil.com for reference of the Members of the Company.

52nd Annual General Meeting

Date : 30 June 2014

Day : Monday

Time : 2.30 P.M.

Place : Rama Watumull Auditorium

**K.C. College, Dinshaw Wacha Road,
Churchgate, Mumbai – 400 020.**



CORPORATE INFORMATION

BOARD OF DIRECTORS

Hrishikesh A. Mafatlal Chairman

Rohit Arora

V.R. Gupte

C.L. Jain

Vishad P. Mafatlal

D.N. Mungale

N. Sankar

P.V. Bhide

C.R. Gupte

S.R. Deo

Managing Director

Executive Director &
President-Technical
(w.e.f. - 1 January 2014)

COMPANY SECRETARY

V. K. Gupte

AUDITORS

Deloitte Haskins & Sells LLP

Chartered Accountants

SOLICITORS & ADVOCATES

Vigil Juris

PDS Legal

BANKERS

HDFC Bank Ltd.

Export-Import Bank of India

AXIS Bank Ltd.

IDBI Bank Ltd.

REGISTERED OFFICE

Mafatlal House,
H. T. Parekh Marg,
Backbay Reclamation,
Churchgate,
Mumbai – 400 020.

PLANTS

Navi Mumbai

C-37, Trans Thane Creek Industrial Area,
Off. Thane Belapur Road,
Navi Mumbai 400 705, Maharashtra

Dahej

12/A/1 & 13/B/1, Dahej Indl. Estate,
Village Ambheta,
Tal. Vagra, Dist. Bharuch, Gujarat - 392130

CONTACT DETAILS

Telephone : 022-66364062 / 66576100

Fax : 022-66364060

E-mail : investorcare@nocilindia.com

Website : www.nocil.com

NOCIL LIMITED

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

NOTICE

NOTICE is hereby given that the **FIFTY SECOND** Annual General Meeting of the Members of NOCIL Limited will be held at 2.30 p.m. on Monday, the 30th June, 2014 at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, 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 2014 and the Balance Sheet as at 31 March 2014 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. H.A. Mafatlal (holding DIN 00009872), 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) of the Companies Act, 2013, M/s. Deloitte Haskins and Sells LLP, Chartered Accountants, Mumbai (Registration No. 117366W) be and are hereby appointed as Statutory Auditors of the Company to hold office for the period of 3 (three) years from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held during the year 2017, to examine and audit the accounts of the Company for the financial year 2014-15, 2015-16 and 2016-17 at such 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. Deloitte Haskins and Sells LLP, Chartered Accountants, Mumbai (Registration No. 117366W) for the period of 3 (three) years made at the ensuing Annual General Meeting shall be subject to ratification at every subsequent 3 Annual General Meetings."

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. S.R. Deo (holding DIN 01122338) who was appointed as an Additional Director w.e.f. 1 January 2014 by the Board of Directors of the Company at its meeting held on 18 December 2013 and who holds office up to the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 (corresponding Section 161 (1) of the Companies Act, 2013) and in respect of whom the Company has received under section 160 of the Companies Act, 2013, (erstwhile Section 257 of the Companies Act, 1956) a notice in writing from a member proposing his candidature for the office of Directorship of the Company, be and is hereby appointed a Director of the Company."

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, 200 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (erstwhile Sections 269, 198, 309, 310, 311 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956) 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 Executive Director and President (Technical) for a period of 5 (five) years with effect from 1 January 2014 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, Executive Director and President (Technical), 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 a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. C.L. Jain (holding DIN 00102910), Director of the Company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years.

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

"RESOLVED THAT pursuant to the provision of section 149, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. N. Sankar (holding DIN 00007843), Director of the Company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years

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

"RESOLVED THAT pursuant to the provision of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Rohit Arora (holding DIN 00445753), Director of the Company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years.



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

"RESOLVED THAT pursuant to the provision of section 149, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. D.N. Mungale (holding DIN 00007563), Director of the Company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years.

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

"RESOLVED THAT pursuant to the provision of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. P.V. Bhide (holding DIN 03304262), Director of the Company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years.

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

"RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (erstwhile section 309 and other applicable provisions, if any, of the Companies Act 1956), the Company in the General Meeting do hereby renew the Special Resolution authorizing the payment of commission at the rate of up to 1% of the net profits of the Company computed in the manner as laid down under sections 197 and 198 of the Companies Act, 2013 (erstwhile sections 198, 349 and 350 of the Companies Act, 1956), in each year to the Directors of the Company other than the Managing Director and Executive / Whole Time Directors of the Company (apart from sitting fees and expenses incurred for attending the meeting of the Board or the Committee(s) thereof) for a further period of five years from 1 September 2014 and that such commission as may be divided by the Board of Directors of the Company amongst such Director or Directors and/ or any ex-Director(s) including Alternate Directors and in such manner or proportion and on such basis as they may in their discretion decide".

13. 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 ₹ 3,00,000/- (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 30 April 2014 for carrying out Cost Audit of the Company for financial year 2014-15, be and is hereby approved and ratified".

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

"RESOLVED THAT in supersession of the Ordinary Resolutions passed at Annual General Meeting held on 18 August, 1992 and 30 December 1994 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (erstwhile section 293(1) (d) of the Companies Act, 1956), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time from any one or more of the Company's bankers or from any one or more other persons, firms, bodies corporate or financial institutions, whether by way of cash credit, advances or deposits or loans, secured or unsecured in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, (apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business), shall not exceed of Rs. 1000 crore (Rupees One Thousand crore) over and above the aggregate of the paid up share capital and free reserves of the Company that is to say the reserves not set apart for any specific purpose".

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 : 30 April 2014

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. 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 fifty (50) 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 (erstwhile Section 173 of the Companies Act, 1956), relating to Special Business is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 23 June 2014 to Monday, 30 June 2014 (both days inclusive).
4. The dividend for the year ended 31 March 2014 as recommended by the Board, will be paid to those members whose names appear on the Company's Register of Members on 30 June 2014. 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 for the purpose. The dividend, if approved, at the Annual General Meeting, will be paid at par on 3 July 2014.
5. Members are requested to note that pursuant to the provisions of Section 125 (2) of the Companies Act, 2013 (erstwhile Section 205C of the Companies Act, 1956), 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 2007	27 August 2007	3 October 2014
31 March 2008	22 July 2008	28 August 2015
31 March 2009	29 July 2009	4 September 2016
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

6. Details under clause 49 of the Listing Agreement with the Stock Exchange 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 / re-appointment.
7. Electronic copy of the Annual Report for 2013-14 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 Annual Report for 2013-14 is being sent in the permitted mode.
8. Electronic copy of the Notice of the 52nd 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 Notice of the 52nd 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.
9. In terms of section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company has made arrangement to its members to exercise their right to vote at Annual General Meeting by electronic means.

Procedure for e-Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 52nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):
The instructions for e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz; "e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.co.in>
 - (iii) Click on "Shareholder - Login"
 - (iv) Put User ID and password as initial password noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of NOCIL Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hemanshu@hkacs.com with a copy marked to evoting@nsdl.co.in.

- B. (i) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

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

EVEN (E Voting Event Number) / USER ID and PASSWORD.

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

(ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

(iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

(iv) 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(s).

(v) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 23 May 2014.

(vi) The e-voting period commences on 24 June 2014 at 9:00 a.m. and ends on 26 June 2014 at 6:00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(vii) M/s. Hemanshu Kapadia & Associates, practising Companies Secretaries (C.P. No. 2285) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(viii) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.



- (ix) The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.nocil.com and on the website of NSDL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

10.Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting.
(In pursuance of Clause 49 of the Listing Agreement)

Mr. Hrishikesh A. Mafatlal:

Age & Qualifications:	59 years, holds an Honours Degree in Commerce (1975) from the Sydenham College, Mumbai. In 1993, he attended the Advanced Management Programme (AMP) at the Harvard Business School, United States.
Expertise in Specific Functional Areas	Mr. H.A. Mafatlal is the Chairman and Chief Executive of the Arvind Mafatlal Group of Companies (AMG). AMG has major interests in Textiles (Mafatlal Industries Limited), Rubber Chemicals (NOCIL Ltd.) and Fluorochemicals (Navin Fluorine International Ltd.). He is a past President and now a Managing Committee Member of the Millowners' Association, Mumbai (MOA). He is a Governing Council Member of the N.L. Dalmia Institute of Management Studies & Research. He was a Member on the Board of Governors of IIM Ahmedabad for 12 years (1995-2007), and a Vice-Chairman of The Cotton Textiles Export Promotion Council (TEXPROCIL). He is a Trustee of Shri Sadguru Seva Sangh Trust as well as BAIF Development Research Foundation.
Directorships held in other Public Limited Companies	1. Mafatlal Industries Limited 2. Navin Fluorine International Ltd. 3. Mafatlal Services Ltd 4. Mafatlal Asset Management Co. Ltd 5. Techergo Solutions Ltd. 6. Mafatlal Global Apparel Ltd.

Memberships / Chairmanships of Committees of other Companies	Investor Grievances Committee • Member – Mafatlal Industries Ltd. Share Transfer Committee • Member – Mafatlal Industries Ltd.
Number of shares held in the company	44,930 and out of which 5030 as Trustee of Hrishikesh A. Mafatlal Family Trust No.1
Disclosure of relationship	Mr. H.A. Mafatlal is related to Mr. Vishad P. Mafatlal.

Mr. S.R.Deo:

Age & Qualifications:	59 M. Tech. (Chemical Engineering) I.I.T. Kanpur
Expertise in Specific Functional Areas	Mr. Deo was associated with various functions of businesses like manufacturing, technology, project engineering and execution, business strategy and marketing. Mr. Deo was head of manufacturing and head of marketing for erstwhile Petrochemical Division of the Company. Prior to appointment as Executive Director, Mr. Deo was Sr. Vice President – Technical 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.
Directorships held in other Public Limited Companies	NIL
Memberships / Chairmanships of Committees of other Companies	NIL
Number of shares held in the company	10 out of which 5 are held as Joint holder.
Disclosure of relationship	Mr. S.R. Deo is not related to any of the Director of the Company.

Annexure to the Notice**Explanatory Statement as required under Section 102 of the Companies Act, 2013 (erstwhile section 173 of the Companies Act, 1956):****Item No. 5 and 6**

The Board of Directors of the Company at its meeting held on 18 December 2013, appointed Mr. S.R.Deo as Additional Director pursuant to Section 161 of the Companies Act, 2013 (erstwhile Section 260 of the Companies Act, 1956), designated as Executive Director and President (Technical) on the remuneration and perquisites mentioned herein below. As per the provisions of said section Mr. Deo holds office as Additional Director up to the date of the forthcoming Annual General Meeting.

The Company has received Notice under Section 160 of the Companies Act, 2013 (erstwhile Section 257 of the Companies Act, 1956) from a member of the Company along with requisite deposit signifying his intention to propose Mr. Deo as a Director of the Company.

Mr. Deo is associated with Arvind Mafatlal Group (AMG) since last 35 years. Mr. Deo joined the AMG, after completing his M. Tech in Chemical Engineering from IIT Kanpur, as Management Trainee in erstwhile Polyolefins Industries Limited.

The grassroots new project at Dahej was successfully completed and commissioned under his leadership.

The Remuneration Committee and the Board of Directors at their respective Meetings held on 18 December 2013 approved payment of remuneration and perquisites subject to the approval of members of the Company and the Central Government, if required.

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

A) i) Salary : ₹ 2,50,000/- (Rupees two lakhs fifty thousand only) per month.

ii) Perquisites and Allowances, the aggregate monetary value of which shall not exceed ₹ 48,65,000/- (Rupees Forty Eight Lakhs Sixty Five thousand only) per annum 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 as may be fixed by the Board from time to time on the basis of the performance of Mr. 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 ₹ 1,00,000/- (Rupees one lakh 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 one Club.

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

(Further, the above may be treated as an abstract of the terms of remuneration in compliance with the requirements of erstwhile Section 302 of the Companies Act, 1956)

Except Mr. 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 these two resolutions for approval of the Members.

Item No. 7 to 11

Mr. C.L. Jain is a Non-Executive Independent Director of the Company and joined the Board on 30th October, 2006. Mr. Jain is the Chairman of the Audit Committee of the Company.

Mr. Jain is M.Com., Member of the Institute of Company Secretaries of India, The Institute of Chartered Accountants of India, The Institute of Chartered Secretaries & Administrators, London and the Chartered Management Institute, London. Mr. Jain has more than 40 years of working experience with various organizations including ICI, Hindustan Lever Ltd., Hoechst India Ltd., etc. He was the Finance Director of Hoechst India Ltd. He is a Director and Member of various committees on the Board of following public limited companies:

Directorship	Chairmanship/ Membership of Committees
Chowgule Steamships Ltd.	Chairman – Audit Committee Member – Compensation Committee
RPG Life Sciences Ltd	Chairman – Audit Committee
Pioneer Distilleries Ltd.	Member – Audit Committee
Asit C. Mehta Investment Intermediates Ltd	NIL

He does not hold by himself or for any other person on a beneficial basis any shares in the Company. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Jain being eligible offering himself for appointment is proposed to be appointed as Independent Director for 5(five) consecutive years. A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. Jain as a candidate for office of Independent Director of the Company.

Mr. N. Sankar is an Independent Director of the Company and joined the Board on 29 July 2005. Mr. Sankar is the Member of Audit Committee and Remuneration Committee of the Company.

Mr. Sankar holds a Master Degree in Chemical Engineering from Illinois Institute of Technology, Chicago, U.S.A. Mr. Sankar is the Chairman of the Sanmar Group, Chennai. The Sanmar Group is a global conglomerate with modern manufacturing facilities located in India, Egypt, The U.S. and Mexico and it is engaged in 25 businesses across the Chemicals, Engineering and Shipping Sectors. He is a Chairman of the Sanmar Holdings Ltd., SHL Securities (Alpha) Ltd. and Sanmar Consolidations Ltd.

Mr. Sankar does not hold by himself or for any other person on a beneficial basis any shares in the Company.

In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sankar being eligible offering himself for appointment is proposed to be appointed as Independent Director for five consecutive years.

A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. Sankar as a candidate for office of Independent Director of the Company.

Mr. Rohit Arora is an Independent Director of the Company and joined the Board on 29 July 2007. Mr. Arora is the Chairman of the Remuneration Committee and Member of Audit Committee of the Company.

Mr. Arora is a Fellow Member of the Institute of Chartered Accountants of India. Mr. Arora has more than 25 years of working experience in business process outsourcing, investment banking and management consultancy. He is a Director and Member of various committees on the Board of following public limited companies:

Directorship	Chairmanship/ Membership of Committees
Mahle Filter Systems (India) Ltd.	NIL
Baroda Pioneer Asset Management Co.	Chairman – Audit Committee

Mr. Arora does not hold by himself or for any other person on a beneficial basis any shares in the Company. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Arora being eligible offering himself for appointment is proposed to be appointed as Independent Director for five consecutive years. A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. Arora as a candidate for office of Independent Director of the Company.

Mr. D.N. Mungale is an Independent Director of the Company and joined the Board on 26 March 2007. Mr. Mungale is the Chairman of the Investors' Grievance Committee and Member of Audit Committee and Remuneration Committee of the Company.

Mr. Mungale is B.Com LL.B., and Fellow Member of the Institute of Chartered Accountants of India. Mr. Mungale has spent the major part of his career in Corporate and Investment Banking in India and Europe with Bank of America and DSP Merrill Lynch Ltd. He is presently acting as an advisor to select corporations in India and Europe. He is on the boards of various Public and Private Ltd. companies. He is a Director and Member of various committees on the Board of following public limited companies:

Directorship	Chairmanship/ Membership of Committees
Chowgule Steamships Ltd.	Chairman – Audit Committee
Kalpataru Ltd.	Member – Audit Committee
IL & FS Engineering and Construction Co. Ltd.	Member – Audit Committee
Mahindra & Mahindra Financial Services Ltd.	Chairman – Audit Committee
Mahindra Composites Ltd.	Member – Audit Committee
Mahindra CIE Automotive Ltd. (Mahindra Forgings Ltd.)	Chairman – Shareholders Grievance Committee
Samson Maritime Ltd.	Member – Audit Committee
Sicagen India Ltd	Member – Audit Committee
Tamilnadu Petroproducts Ltd.	NIL

Mr. Mungale does not hold by himself or for any other person on a beneficial basis any shares in the Company. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Mungale being eligible offering himself for appointment is proposed to be appointed as Independent Director for five consecutive years.

A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. Mungale as a candidate for office of Independent Director of the Company.

Mr. P.V. Bhide is an Independent Director of the Company and joined the Board on 26 October 2010.

Mr. Bhide is B.Sc. (Hons), LL.B., M.B.A., and I.A.S. of 1973 Batch – Andhra Pradesh Cadre. Mr. Bhide retired in January 2010 as Revenue Secretary, Ministry of Finance, Govt. of India. Prior to that Mr. Bhide was Secretary, Department of Disinvestment. He has also served as Special Secretary and Additional Secretary of Ministry of Home Affairs, Govt. of India. Mr. Bhide had earlier worked as Director in the Department of Economic Affairs and was deputed to the World Bank during 1988-92 as Technical Advisor. In the State Government, he has served in various capacities including Finance Secretary and Energy Secretary. He was also Managing Director in APCO and Godavari Fertilizers & Chemicals Ltd. He is a Director and Member of various committees on the Board of following public limited companies:

Directorship	Chairmanship/ Membership of Committees
L & T Finance Ltd..	Chairman – Audit Committee
Tube Investments of India Ltd.	Member – Audit Committee
GlaxoSmithkline Pharmaceutical Ltd.	Member – Audit Committee Member – Shareholders/ Investors Grievance Committee
Heidelberg Cement India Ltd.	Member – Audit Committee Member – Shareholders Grievance Committee
L & T Finance Holdings Ltd.	Member – Shareholders/ Investors Grievance Committee
Cholamandalam MS General Insurance Co. Ltd.	-

Mr. Bhide does not hold by himself or for any other person on a beneficial basis any shares in the Company. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Bhide being eligible offering himself for appointment is proposed to be appointed as Independent Director for five consecutive years. A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. Bhide as a candidate for office of Independent Director of the Company.

In the opinion of the Board, the above Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company.

Except concerned Directors, being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

This Explanatory Statement may also be treated as a disclosure under clause 49 of the Listing Agreement.

Copies of draft letters for appointment of above Directors as Independent Directors setting out the terms and conditions would be available for inspection at the Registered Office of the company during normal business hours on any working day, excluding Saturday and Sunday.

The Board recommends the above resolutions for the approval of the Members.

Item No. 12

A commission up to one per cent of the net profits of the Company computed in the manner as laid down under section 198 of the Companies Act, 1956, in each year was sanctioned for payment to the Directors of the Company by a Special Resolution passed at the Annual General Meeting held on 30 November 1964. Under the existing provisions of section 309(7) of the Companies Act, 1956, the aforesaid Special Resolution is effective for a period of five years but the same can be renewed from time to time by a Special Resolution for a further period of not more than five years. The said resolution has been renewed from time to time and it was last renewed for a period of 5 years up to 31 August 2014 at the Annual General Meeting of the Company held on 29 July 2009. It is, therefore, proposed to pass the said Special Resolution pursuant to section 197 (1) of the Companies Act, 2013 (erstwhile Section 309 (7) of the Companies Act, 1956), authorizing the payment of commission up to one per cent of the net profits of the Company as computed in the manner laid down in section 198 of the Companies Act, 2013, in each year to the Directors of the Company including ex-Directors and Alternate Directors, other than the Managing Directors and the whole-time Directors of the Company for a further period of five years from 1 September 2014.

Except Mr. S.R.Deo, all other Directors of the Company, (including Mr. C.R. Gupte, Managing Director, being related to Mr. V.R. Gupte) may be deemed to be concerned or interested in the resolution to the extent of their respective payment of commission.

Item No. 13

Pursuant to section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to approve and ratify the payment of remuneration of ₹ 3,00,000/- (apart from reimbursement of out of pocket expenses and applicable taxes) to the Cost Auditors as approved by the Board of Directors in their meeting held on 30 April 2014 for the Financial Year 2014-15.

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

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

Item No. 14

This resolution is being placed before the members of the Company in view of Section 180 of the Companies Act, 2013 which became effective from 12 September 2013 and further General Circular no. 04 / 2014 dated 25 March 2014 issued by the Ministry of Corporate Affairs, New Delhi which states that the approval for borrowings obtained by the Companies under erstwhile section 293(1)(d) of the Companies Act, 1956 will be sufficient compliance of the requirements of new section 180 of the Companies Act, 2013 for a period of one year from the date of notification i.e. 12 September 2013. The Company had passed resolution under erstwhile section 293(1)(d) of the Companies Act, 1956 for borrowings up to ₹ 5000 crore much earlier on 18 August 1992 and 30 December 1994 and now it is valid only up to 11 September 2014. Earlier resolution passed by the Company was for the purpose of borrowings for expansion and modernization of its erstwhile Petrochemical Division. Your Board felt that the Company presently having sole business of Rubber Chemicals, the need of earlier borrowing limit of ₹ .5000 crore was not warranted and hence recommended revised limit of ₹ 1000 crore. In order to have continuity and validity of resolution passed under erstwhile Section 293(1)(d) of the Companies Act, 1956, members are requested to approve revised borrowings limits of ₹1000 crore under the new provisions of the Companies Act, 2013.

The Board of Directors recommends this resolution as Ordinary Resolution for approval of the members.

None of the Directors of the Company shall be deemed to be concerned or interested in the resolution.

Registered Office:

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

Date : 30 April 2014

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

V.K.Gupte

Company Secretary