



NOCIL LIMITED

Mafatlal House, Backbay Reclamation, Mumbai - 400 020, India
T: 91 22 6636 4062 F: 9122 6636 4060 website : www.natocil.com

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SEC/122B

9th July, 2012

The Secretary
The Bombay Stock Exchange Ltd.
"P.J. Towers"
Dalal Street
Mumbai-400 001

Dear Sirs,

Sub: Compliance with Clause 49 of the Listing Agreement

Pursuant to Clause 49 of the Listing Agreement, we are enclosing herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 30th June, 2012.

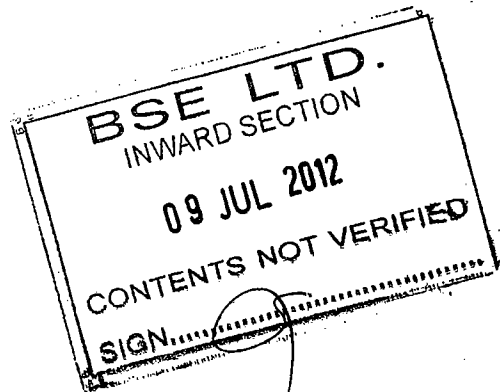
Kindly acknowledge receipt.

Thanking you,

Yours truly,
For NOCIL LIMITED

(V.K. Gupte)
Company Secretary

Encl: as above



ANNEXURE

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **NOCIL Limited**
 Quarter ended on : **30th June, 2012**

Particulars	Clause of Listing	Compliance Status Yes/No	Remarks
I. Board of Directors	49(I)	Yes	
(A) Composition of Board	49(I)(A)	Yes	
(B) Non Executive Directors' Compensation & Disclosures	49(I)(B)	Yes	
(C) Other provisions as to Board and Committees	49(I)(C)	Yes	
(D) Code of Conduct D (i) Posted on website.	49(I)(D)	Yes	
D (ii) Affirmation of Compliance by Board Members & Senior Management Personnel.		Yes	
II. Audit Committee	49(II)		
(A) Qualified and Independent Audit Committee	49(II)(A)	Yes	
(B) Meeting of the Audit Committee	49(II)(B)	Yes	
(C) Powers of Audit Committee	49(II)(C)	Yes	
(D) Role of Audit Committee	49(II)(D)	Yes	
(E) Review of information by Audit Committee.	49(II)(E)	Yes	
III. Subsidiary Companies	49(III)	Yes	
IV. Disclosures	49(IV)		
(A) Basis of related party transactions.	49(IV)(A)	Yes	



Particulars	Clause of Listing	Compliance Status Yes/No	Remarks
(B) Disclosures of Accounting Treatment.	49(IV)(B)	Yes	
(C) Risk Management	49(IV)(C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues, etc.	49(IV)(D)	N.A.	
(E) Remuneration of Directors.	49(IV)(E)	Yes	
(F) Management	49(IV)(F)	Yes	
(G) Shareholders	49(IV)(G)	Yes	
V. CEO/CFO Certification.	49(V)	Yes	
VI. Report on the Corporate Governance.	49(VI)	Yes	
VII. Compliance	49(VII)	Yes	

For NOCIL Limited



(V.K. Gupte)
Company Secretary

Mumbai,
9th July, 2012