NOCIL LIMITED

Reg. Office: 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

25th April 2019

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

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

Dear Sirs,

Sub: Certificate under Clause 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation No. 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a Compliance Certificate dated 25th April 2019 issued by M/s. Makarand M. Joshi & Co., Company Secretaries for the half year ended 31st March 2019.

Kindly take the same on records.

Thanking you,

Yours truly,
For **NOCIL LIMITED**

GUPTE
VIKAS
KASHINATH

Digitally signed by GUPTE VIKAS KASHINATH
DN: c=IN, o=Personal,
2.5.4.20=a82eb80e7b1e067a287ce674750089f458bc6a99af0e166cf2078337b262f230, postalCode=400101,
st=MAHARASHTRA,
2.5.4.45=034100643432346230356133363930363935666566383033616337323665383231653539616538653962666536643938613962383662316333383039393132383961 37,
serialNumber=781f7a2e291fa674eb6adeb7c19db4c341d405f62a89af3633b7130a70430038, cn=GUPTE VIKAS
KASHINATH
Date: 2019.04.25 15:28:31 +05'30'

(V.K. Gupte)
Company Secretary

Encl: as above

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

CERTIFICATE UNDER REGULATION 40(9) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE HALF YEAR ENDED 31ST MARCH, 2019

On the basis of examination of all relevant books, registers, forms, documents and papers made available to us by **NOCIL Limited** (the "company") having its Registered Office at Mafatlal House, H T Parekh Marg, Backbay Reclamation,Churchgate, Mumbai-400020,for the purpose of issuing certificate under Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and on the basis of the explanation given to us by the Company and its Share Transfer Agent - **M/s. Karvy Fintech Private Limited**, we hereby certify for the half year ended on 31st March, 2019.

A. Share Certificate(s) relating to the Share Transfer form(s) received during the period from 01st October, 2018 to 31st March, 2019 as entered in the Memorandum of Transfers have been issued within 30 days from the respective date of lodgement of each form, except in 112 transfer request, where the certificate has been issued beyond 30 days.

B. All the requests relating to Transmission, Deletion of names and consolidation were issued in one month from the date of lodgement, except in 9 requests for transmission and 16 request of deletion of name, in which the respective requests were processed beyond 30 days. Further, there were no request relating to sub-division, renewal, exchange or endorsement of calls/ allotment monies and Transposition of securities.

C. Further, we have also received a letter, enclosed herewith (Ref No.: KFPL/NCL/AUDIT/CLA) dated 24th April, 2019 from Share Transfer Agent - **Karvy Fintech Private Limited** explaining the reasons for delay in processing the request of transfer, transmission and other correspondence.

Place: Mumbai
Date: 25.04.2019

For Makarand M. Joshi & Co
Practicing Company Secretaries

KumudiniBhalerao
Partner
C P No: 6690

MAKARAND M. JOSHI & CO. COMPANY SECRETARIES MUMBAI

KARVY FINTECH

Ref No : KFPL/NOCL/AUDIT/CLA
24-Apr-2019

To

Mr. V K GUPTE
Company Secretary and Compliance Officer
NOCIL Limited
Mafatlal House , H T Parekh Marg
Backbay Reclamation
MUMBAI - 400020

Dear Sir,

Sub: Spill over of TATs as per LODR in respect of transfer, transmission and other correspondence

This has reference to the auditor observations on the TAT spill overs of the subject transactions.

We could not complete the confirmations within the stipulated time in respect of some of the cases due to the following reasons:

a. There has been unusual volume spike in case of transfers, transmissions, deletion of name, consolidation and demats due to recent SEBI amendment regulation to LODR that the off market physical transfers shall not entertained post 31.03.2019.
b. The correspondence on all counts have gone up due to notice sent to all physical holders three times to comply with the KYC (PAN/BANK Mandate) details as per the SEBI circular dated 20.04.2019.
c. The documents received for the aforesaid transactions are from the dormant holders requiring due diligence and take a comprehensive view before clearing. In some of the cases, the investor is not contactable and had to send our branch personnel to make sure that the claim is genuine before further processing.
d. The clear cases also include very high value and dormant folios where there were no transactions for years.

Volume spike coupled with the complexity of the kind of demat requests received as above have taken time to confirm. We have represented SEBI through RAIN and informed on the volume spike and associated issues leading to spill over in TATs beyond LODR. SEBI have taken cognizance of the same and advised RTAs to ensure complete the process as fast as possible.

Post 31st March, 2019 being the dead line for the entertaining the physical transfers, we have been able to bring down the incidences of delays and going forward shall ensure compliance.

Thanking you,

Yours faithfully,
For Karvy Computershare Pvt Ltd.

M R V SUBRAHMANYAM
Head Operations – Corporate Registry