



NOCIL LIMITED

Mafatlal House, 3rd Floor, H. T. Parekh Marg, Backbay Reclamation,
Churchgate, Mumbai - 400 020, India.

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CIN No. L99999MH1961PLC012003 Email: ~~XXXXXXXXXXXXXXXXXXXX~~
investorcare@nocil.com

19th August, 2016

To

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001, India.

**National Stock Exchange of India
Limited**
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E)
Mumbai 400051,

Dear Sirs,

Re: Inter-se transfer of shares amongst Promoters in NOCIL Ltd- Acquisition of shares

SUB: Disclosures under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI SAST Regulations")

We have received requisite disclosure under Regulation 10 (6) of the SEBI SAST Regulations, from Mr. H. A Mafatlal for himself and on behalf of all other Acquirers in respect of acquisition of shares of the Company.

Accordingly, said disclosure is enclosed.

We request you to take the above on your records and acknowledge receipt.

Thanking you ,

Yours faithfully,
For NOCIL Limited

V. K. Gupte
Company Secretary

Encl: as above



To

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001, India.

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E)
Mumbai 400051, India

Dear Sirs,

SUB: Disclosures under Regulation 10(6) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”)

Re: Inter-se transfer of shares amongst Promoters in NOCIL Limited

With reference to the disclosure made by us under Regulation 10(5) of SEBI SAST Regulations dated 6th August, 2016, Kindly find attached herewith the requisite disclosures under Regulation 10(6) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1)(a) of the SEBI SAST Regulations.

Kindly acknowledge receipt.

Thanking you ,



Hrishikesh A Mafatlal for himself and on behalf of all other Acquirers

August 19, 2016

Mumbai

Copy to : NOCIL LIMITED



ARVIND MAFATLAL GROUP
The ethics of excellence

Format for Disclosures under Regulation 10(6) -Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI SAST Regulations")

1.	Name of the Target Company (TC)	NOCIL Limited ("NOCIL").	
2.	Name of the acquirer(s)	Please refer to <u>Annexure 1.</u>	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Inter-se transfers of shares pursuant to an Agreement entered into between the core promoters of the TC, this Company and two other listed companies (Mafatlal Industries Limited and Navin Fluorine International Limited). This is part of a family settlement and succession plan between the core promoters of the TC.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(ii) of the SEBI SAST Regulations.	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes August 6, 2016	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Please refer to <u>Annexure 1.</u>	Yes.
	b. Date of acquisition	Anytime after 4 working days from the date of the intimation dated August 6, 2016, i.e., on or after Friday, August 12, 2016.	Yes disclosures made; Acquisitions made on August 12, 2016.
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Up to the number of shares mentioned in <u>Annexure 1.</u>	Please refer to <u>Annexure 1.</u>
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Up to 2,35,66,990 shares constituting 14.66% of the total share capital of the TC.	2,27,55,440 shares constituting 14.15% of the total share capital of the TC.

	c.	Price at which shares are proposed to be acquired / actually acquired	The shares of NOCIL will be acquired at a price not exceeding the limits provided in proviso (i) to Regulation 10(1)(a) of the SEBI SAST Regulations.		Please refer to Annexure 1.	
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC ⁽¹⁾	No. of Shares held	% w.r.t total share capital of TC ⁽¹⁾
	a	Acquirers⁽²⁾	3,36,67,043	20.94%	5,64,22,483	35.09%
		- Mafatlal Industries Limited	2,30,36,469	14.33%	2,60,07,919	16.18%
		- Hrishikesh A. Mafatlal ⁽³⁾	5,030	0.00%	10,260	0.01%
		- Rekha Hrishikesh Mafatlal	22,000	0.01%	1,54,500	0.10%
		- Priyavrata Mafatlal	5,05,000	0.31%	5,17,000	0.32%
		- Suremi Trading Private Limited ⁽⁴⁾	97,26,204	6.05%	2,03,69,204	12.67%
		- Sushripada Investments Pvt Ltd	22,340	0.01%	89,60,880	5.57%
		- Krishnadeep Engineers Pvt Ltd	3,50,000	0.22%	4,02,720	0.25%
	b	Seller⁽²⁾	2,66,34,016	16.56%	38,78,576	2.41%
		- Navin Fluorine International Limited	68,50,000	4.26%	38,78,550	2.41%
		- Vishad Padmanabh Mafatlal	200	0.00%	-	-
		- Vishad Padmanabh Mafatlal ⁽⁵⁾	5,030	0.00%	-	-
		- Rupal Vishad Mafatlal	1,32,500	0.08%	-	-
		- Arvi Associates Pvt Ltd	1,06,43,026	6.62%	26	0.00%
		- Sarvamangala Holdings Private Limited	13,50,000	0.84%	-	-
		- Mafatlal Impex Private Limited	23,920	0.01%	-	-
		- Milap Texchem Private Limited	220	0.00%	-	-
		- Mafatlal Exim Private Limited	75,88,540	4.72%	-	-
		- Pamil Investments Pvt Ltd	28,580	0.02%	-	-
		- Hrishikesh Arvind Mafatlal ⁽⁶⁾	12,000	0.01%	-	-
		- Total (a + b)	6,03,01,059	37.50%	6,03,01,059	37.50%

- 1) Please note that rounding-off of percentages could result in arithmetic differences.
- 2) Shareholding of each entity may be shown separately and then collectively in a group.
- 3) As a trustee of Hrishikesh A Mafatlal Family Trust No. 1.
- 4) Includes 68,99,964 shares, 4,41,800 shares and 220 shares of NOCIL held by Shripad Associates Pvt Ltd, Altamount Products and Services Private Limited and Milekha Texchem Company Private Limited respectively. These companies were merged into Suremi Trading Private Limited pursuant to order of the Hon'ble Bombay High Court.
- 5) As a trustee of Vishad P Mafatlal Family Trust No. 1.
- 6) As trustee of Sushilaben Trust



Hrishikesh A Mafatlal for himself and on behalf of all other Acquirers

Date: August 19, 2016

Place: Mumbai

Annexure 1

Details of Acquisition of Shares of NOCIL

Sr. No.	Name of Seller	Name of Acquirer	Disclosures made under Regulation 10(5) ⁽¹⁾		Actual Transactions ⁽¹⁾		
			Maximum No. of shares of NOCIL to be acquired	Percentage of total shares of NOCIL (%) ⁽²⁾	No. of shares of NOCIL acquired	Percentage of total shares of NOCIL (%) ⁽²⁾	Price Per Share (Rs.)
1.	Navin Fluorine International Limited	Mafatlal Industries Limited	37,83,000	2.35%	2,971,450	1.85%	55.65
2.	Vishad Padmanabh Mafatlal	Hrishikesh A. Mafatlal ⁽³⁾	200	0.00%	200	0.00%	55.65
3.	Vishad Padmanabh Mafatlal ⁽⁴⁾	Hrishikesh A. Mafatlal ⁽³⁾	5,030	0.00%	5,030	0.00%	55.65
4.	Rupal Vishad Mafatlal	Rekha Hrishikesh Mafatlal	1,32,500	0.08%	1,32,500	0.08%	55.65
5.	Arvi Associates Pvt Ltd	Suremi Trading Private Limited	1,06,43,000	6.62%	1,06,43,000	6.62%	30.76
6.	Sarvamangala Holdings Private Limited	Sushripada Investments Pvt Ltd	13,50,000	0.84%	13,50,000	0.84%	38.11
7.	Mafatlal Impex Private Limited	Krishnadeep Engineers Pvt Ltd	23,920	0.01%	23,920	0.01%	21.94
8.	Milap Texchem Private Limited	Krishnadeep Engineers Pvt Ltd	220	0.00%	220	0.00%	58.19
9.	Mafatlal Exim Private Limited	Sushripada Investments Pvt Ltd	75,88,540	4.72%	75,88,540	4.72%	9.37
10.	Pamil Investments Pvt Ltd	Krishnadeep Engineers Private Limited	28,580	0.02%	28,580	0.02%	5.22
11.	Hrishikesh Arvind Mafatlal ⁽⁵⁾	Priyavrata Mafatlal	12,000	0.01%	12,000	0.01%	55.65

Notes:

- 1) As per disclosures made under Regulation 10(5) of the SEBI SAST Regulations, the proposed date of acquisitions was anytime after 4 working days from the date of the intimation dated August 6, 2016, i.e., on or after Friday, August 12, 2016. The actual acquisitions were made on Friday, August 12, 2016.
- 2) Please note that rounding-off of percentages could result in arithmetic differences.
- 3) As a trustee of Hrishikesh A Mafatlal Family Trust No. 1
- 4) As a trustee of Vishad P Mafatlal Family Trust No. 1.
- 5) As trustee of Sushilaben Trust