

Aarti Manish Chadha

B-501, Shraddha Society, B and C Type, Asha Nagar, Kandivali East,
Mumbai - 400101

Date: 28 March, 2019

To,
The Manager,

BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 500730	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Symbol: NOCIL
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Sub: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to the transfer of 23.15% of paid up equity shares of Sushripada Investments Private Limited (Sushripada), which holds 5.42% of the equity share capital of NOCIL Limited

The aforesaid transaction is undertaken as a part of re-organization/ realignment of shareholding within the promoters and promoter group. The said transaction is an inter-se transfer amongst immediate relatives by way of gift and as a result there is a change in the shareholding of Sushripada Investments Private Limited (Sushripada), which holds 5.42% of the equity share capital of NOCIL Limited, the Target Company. Since, the transfer of shares of Sushripada is inter-se amongst immediate relatives (being part of the promoters and promoter group of NOCIL Limited), there is no change in the voting rights or control of the promoters and promoter group, directly or indirectly over the Target Company. Further, there is no change in the shareholding pattern of the Target Company

You are requested to kindly take note of the above.


Aarti Manish Chadha

CC: NOCIL Limited
Mafatlal House, 3rd Floor,
H. T. Parekh Marg,
Backbay Reclamation,
Churchgate, Mumbai, Maharashtra, 400020

DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 2011

Name of the Target Company (TC)	NOCIL Limited		
Name(s) of the transferor and Persons acting in Concert (PAC) with the transferor	Ms. Aarti Manish Chadha		
Whether the transferor belongs to promoter / promoter group	The transferor is a part of the promoter group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. The National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
Details of the transfer as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the transfer under consideration, holding of the transferor in Sushripada Investments Private Limited (Sushripada), a company which holds 5.42% in of the total equity capital of the Target Company (Refer Annexure A for Shareholding of the Target Company):			
a) Shares carrying voting rights	6,944	23.15%	23.15%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	6,944	23.15%	23.15%
Details of transfer of shares by transferor in Sushripada, which holds 5.42% of the total equity			

share capital of the Target Company:			
a) Shares carrying voting rights transferred	6,944	23.15%	23.15%
b) VRs transferred/ sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) transferred/ sold	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	6,944	23.15%	23.15%
After the transfer, holding of transferor in Sushripada which holds 5.42% of the total equity share capital of the Target Company:			
a) Shares carrying voting rights	NIL	NIL	NIL
b) Shares encumbered with the transferor	NIL	NIL	NIL
c) VRs otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) after transfer	NIL	NIL	NIL
e) Total (a+b+c+d)	NIL	NIL	NIL
Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer amongst 'Qualifying Persons' i.e immediate relatives, for re-organization/ realignment of shareholding (within the promoters and promoter group)		
Date of transfer of/ date of receipt of intimation of allotment of shares/ VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the TC.	28 March, 2019		

Equity share capital / total voting capital of Sushripada before the said transfer	Rs.30,00,000 (30,000 Equity Shares of Re. 100 each) of Sushripada, which holds 5.42% of the total equity share capital of the Target Company
Equity share capital/ total voting capital of Sushripada after the said transfer	Rs.30,00,000 (30,000 Equity Shares of Re. 100 each) of Sushripada, which holds 5.42% of the total equity share capital of the Target Company
Total diluted share/voting capital of the Sushripada after the said transfer	Rs.30,00,000 (30,000 Equity Shares of Re. 100 each) of Sushripada, which holds 5.42% of the total equity share capital of the Target Company

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 35 of the listing Agreement).

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into Equity Shares of the TC.

Date: 28 March, 2019



Ms. Arti Manish Chadha

Note:

The aforesaid transaction is undertaken as a part of re-organization/ realignment of shareholding within the promoters and promoter group. The said transaction is an inter-se transfer amongst immediate relatives by way of gift and as a result there is a change in the shareholding of Sushripada Investments Private Limited (Sushripada), which holds 5.42% of the equity share capital of NOCIL Limited, the Target Company. Since, the transfer of shares of Sushripada is inter-se amongst immediate relatives (being part of the promoters and promoter group of NOCIL Limited), there is no change in the voting rights or control of the promoters and promoter group, directly or indirectly over the Target Company. Further, there is no change in the shareholding pattern of the Target Company

Annexure A

Name of the Target Company - NOCIL Limited

Shareholding Details		Before acquisition/ disposal shareholding			Details of shares acquired/ disposed			after acquisition/ disposal shareholding		
		Number of shares/ voting rights	% w.r.t total share capital/ wherever applicable	% w.r.t total diluted share / voting capital of the TC	Number of shares/ voting rights	% w.r.t total share capital/ wherever applicable	% w.r.t total diluted share / voting capital of the TC	Number of shares/ voting rights	% w.r.t total share capital of TC	% w.r.t total diluted share / voting capital of the TC
a.	Acquirer(s) and PACs (other than sellers)(*):									
	Acquirer(s)/ Transferee(s):									
1	HRISHIKESH A MAFATLAL	1,77,900	0.11%	0.11%	-	-	-	1,77,900	0.11%	0.11%
b.	Seller(s)/ Transferor(s):									
1	AARTI MANISH CHADHA	-	-	-	-	-	-	-	-	-
c.	PACs (other than sellers/ transferors)									
1	PRIYAVRATA H. MAFATLAL	5,17,000	0.31%	0.31%	-	-	-	5,17,000	0.31%	0.31%
	HRISHIKESH A MAFATLAL (as a trustee of the Hrishikesh A. Mafatlal family trust)	10,260	0.01%	0.01%	-	-	-	10,260	0.01%	0.01%
2	REKHA HRISHIKESH MAFATLAL	1,54,500	0.09%	0.09%	-	-	-	1,54,500	0.09%	0.09%
3	KRISHNADEEP ENGG PVT LTD	4,02,720	0.24%	0.24%	-	-	-	4,02,720	0.24%	0.24%
4	MAFATLAL INDUSTRIES LTD	2,52,59,059	15.28%	15.28%	-	-	-	2,52,59,059	15.28%	15.28%
5	SUREMI TRADING PVT LTD	2,03,69,204	12.32%	12.32%	-	-	-	2,03,69,204	12.32%	12.32%
6	SUMIL HOLDINGS PVT LTD	220	0.00%	0.00%	-	-	-	220	0.00%	0.00%
7	SHAMIR TEXCHEM PVT LTD	220	0.00%	0.00%	-	-	-	220	0.00%	0.00%
8	SUSHRIPADA INVESTMENTS PVT LTD	89,60,880	5.42%	5.42%	-	-	-	89,60,880	5.42%	5.42%
9	ARVI ASSOCIATES PVT LTD	26	0.00%	0.00%	-	-	-	26	0.00%	0.00%
10										

Date: March 23, 2019

Place: Mumbai



MS. AARTI MANISH CHADHA