

Hrishikesh Arvind Mafatlal
Mafatlal Bunglow,10, Altamount Road, Cumballa Hill, Mumbai - 400026

Date: 28 March, 2019

To,
The Manager,

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalai 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 for your records with respect to acquisition of 49.39% of the paid-up equity shares of Suremi Trading Private Limited (Suremi), which holds 12.32% of the equity share capital of NOCIL Limited.

The aforesaid transaction is 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 Suremi, which holds 12.32% of the equity share capital of NOCIL Limited, the Target Company. Since, the transfer of shares of Suremi 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.



Hrishikesh Arvind Mafatlal

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) REGULATIONS, 2011

Name of the Target Company (TC)	NOCIL Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	Mr. Hrishikesh Arvind Mafatlal		
Whether the acquirer belongs to promoter / promoter group	The acquirer 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 acquisition 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 acquirer in Suremi Trading Private Limited (Suremi), a company which holds 12.32% of the total equity capital of the Target Company (Refer Annexure A for Shareholding of the Target Company):			
a) Shares carrying voting rights	6550	49.92%	49.92%
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 acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	6,550	49.92%	49.92%
Details of acquisition of shares by acquirer in Suremi, which holds 12.32% of total equity share capital of the Target Company:			
a) Shares carrying voting rights acquired	6,480	49.39%	49.39%
b) VRs acquired otherwise than by shares	NIL	NIL	NIL

c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	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)	6,480	49.39%	49.39%
After the acquisition, holding of acquirer in Suremi, which holds 12.32% of total equity share capital of the Target Company:			
a) Shares carrying voting rights	13,030	99.31%	99.31%
b) VRs otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	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)	13,030	99.31%	99.31%
Mode of acquisition (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 acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	28 th March, 2019		
Equity share capital / total voting capital of Suremi before the said transfer	Rs.1,31,200 (13,120 Equity Shares of Re. 10 each) of Suremi, which holds 12.32% of the total equity share capital of the Target Company		
Equity share capital/ total voting capital of Suremi after the said transfer	Rs.1,31,200 (13,120 Equity Shares of Re. 10 each) of Suremi, which holds 12.32% of the total equity share capital of the Target Company		
Total diluted share/voting capital of the Suremi after the said transfer	Rs.1,31,200 (13,120 Equity Shares of Re. 10 each) of Suremi, which holds 12.32% 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: 29 March, 2019



Hrishikesh Arvind Mafatlal

Note:

The aforesaid transaction is 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 Suremi Trading Private Limited (Suremi), which holds 12.32% of the equity share capital of NOCIL Limited, the Target Company. Since, the transfer of shares of Suremi 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.