

# KRISHNADEEP ENGINEERS PVT. LTD.

Registered Office: D-1, Sindhu House, 4th Floor, 3/5, Nanabhai Lane, Fort, Mumbai - 400 001.

Tel.: +91-22-6617 3636

Fax: +91-22-6635 7633

CIN No.: U28990MH1979PTC021751

Date: 29<sup>th</sup> November, 2019

To,  
The Manager,

<b>BSE Limited</b> Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 500730	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Symbol: NOCIL
---	---

**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 transfer of 0.24% of the equity share capital of NOCIL Limited.

You are requested to kindly take note of the above.

For and on behalf of  
Arvi Associates Private Limited  
Krishnadeep Engineers Private Limited  
Shamir Texchem Private Limited

Vipul Popat

Authorised Signatory



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**

**PART A: Details of the Transfer**

Name of the Target Company (TC)	NOCIL Limited		
Name(s) of the transferors and Persons acting in Concert (PAC) with the transferors	1) Arvi Associates Private Limited 2) Krishnadeep Engineers Private Limited 3) Shamir Texchem Private Limited		
Whether the transferors belongs to promoter / promoter group	The transferors 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/ <del>voting</del> capital wherever applicable(*)	% w.r.t. total diluted share/ <del>voting</del> capital of the TC (**)
<b>Before the transfer under consideration, holding of transferors along with PACs:</b>			
a) Shares carrying voting rights	4,02,966 (Individually) 5,58,52,489 (Together with PAC)	0.24% (Individually) 33.73% (Together with PAC)	0.24% (Individually) 33.73% (Together with PAC)
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 transferors to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	<b>5,58,52,489</b>	<b>33.73%</b>	<b>33.73%</b>
<b>Details of transfer:</b>			
a) Shares carrying voting rights acquired	4,02,966	0.24%	0.24%
b) VRs acquired otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that	NIL	NIL	NIL

entitles the transferors to receive shares carrying voting rights in the TC (specify holding in each category) acquired			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	<b>4,02,966</b>	<b>0.24%</b>	<b>0.24%</b>
<b>After the transfer, holding of transferors along with PACs:</b>			
a) Shares carrying voting rights	0 (Individually) 5,58,52,489 (Together with PAC)	0.00% (Individually) 33.73% (Together with PAC)	0.00% (Individually) 33.73% (Together with PAC)
b) VRs otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the transferors to receive shares carrying voting rights in the TC (specify holding in each category) after transfer	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)	<b>5,58,52,489</b>	<b>33.73%</b>	<b>33.73%</b>
Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Acquisition of 4,02,966 Equity Shares of INR 10/- each fully paid up of TC by Suremi Trading Private Limited pursuant to Part II of the Composite Scheme of Arrangement between Arvi Associates Private Limited, Krishnadeep Engineers Private Limited, Shamir Texchem Private Limited, Suremi Trading Private Limited and Sumil Holding Private Limited and their respective shareholders		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferors to receive shares in the TC.	29 <sup>th</sup> November, 2019		
Equity share capital / total voting capital of the TC before the said transfer	Rs. 165,59,67,050 (16,55,96,705 Equity Shares of INR 10 each)		

Equity share capital/ total voting capital of the TC after the said transfer	Rs. 165,59,67,050 (16,55,96,705 Equity Shares of INR 10 each)
Total diluted share/voting capital of the TC after the said transfer	Rs. 165,59,67,050 (16,55,96,705 Equity Shares of INR 10 each)

Note:

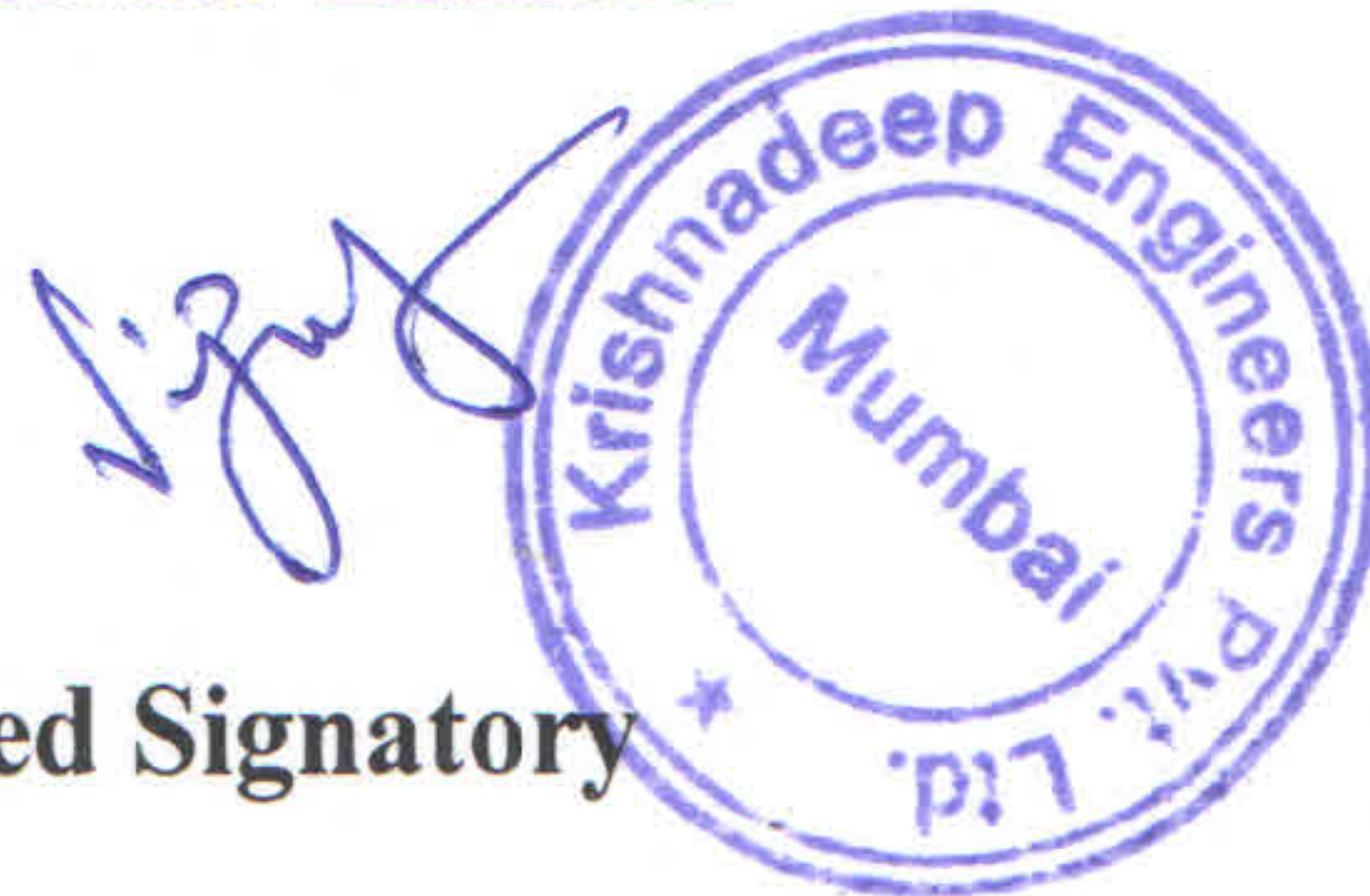
(\* ) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 35 of the listing Agreement).

(\*\*) 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<sup>th</sup> November, 2019

**For and on behalf of**  
**Arvi Associates Private Limited**  
**Krishnadeep Engineers Private Limited**  
**Shamir Texchem Private Limited**

**Vipul Popat**  
**Director / Authorised Signatory**



**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 SUREMI TRADING PVT LTD	2,03,69,204	12.30%	12.30%	-	-	-	2,07,72,170	12.54%	12.54%
b. Seller(s)/ Transferor(s):									
1 KRISHNADEEP ENGG PVT LTD	4,02,720	0.24%	0.24%	4,02,720	0.24%	0.24%			
2 SHAMIR TEXCHEM PVT LTD	220	0.00%	0.00%	220	0.00%	0.00%			
3 ARVI ASSOCIATES PVT LTD	26	0.00%	0.00%	26	0.00%	0.00%			
c. PACs (other than sellers/ transferors)									
1 HRISHIKESH A MAFATLAL	1,77,900	0.11%	0.11%	-	-	-	1,77,900	0.11%	0.11%
Hrshikesh Arvind Mafatlal as Trustee of Gurukripa									
2 Trust	100	0.00%	0.00%	-	-	-	100	0.00%	0.00%
3 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 Hrshikesh A. Mafatlal family trust									
4 Hrshikesh Arvind Mafatlal as Trustee of Karuna	10,260	0.01%	0.01%	-	-	-	10,260	0.01%	0.01%
Hrshikesh Arvind Mafatlal as Trustee of Karuna									
5 Trust	100	0.00%	0.00%	-	-	-	100	0.00%	0.00%
Hrshikesh Arvind Mafatlal as Trustee of Narsingha									
6 Trust	100	0.00%	0.00%	-	-	-	100	0.00%	0.00%
Hrshikesh Arvind Mafatlal as Trustee of Shrija									
7 Trust	100	0.00%	0.00%	-	-	-	100	0.00%	0.00%
Hrshikesh Arvind Mafatlal as Trustee of Radha									
8 Raman Trust	100	0.00%	0.00%	-	-	-	100	0.00%	0.00%
9 REKHA HRISHIKESH MAFATLAL	1,54,500	0.09%	0.09%	-	-	-	1,54,500	0.09%	0.09%
10 MAFATLAL INDUSTRIES LTD	2,52,59,059	15.25%	15.25%	-	-	-	2,52,59,059	15.25%	15.25%
11 SUMIL HOLDINGS PVT LTD	220	0.00%	0.00%	-	-	-	220	0.00%	0.00%
12 SUSHRIPADA INVESTMENTS PVT LTD	89,60,880	5.41%	5.41%	-	-	-	89,60,880	5.41%	5.41%

**Note 1:**

Acquisition of 4,02,966 Equity Shares of INR10/- each fully paid up of TC by Suremi Trading Private Limited pursuant to Part II of the Composite Scheme of Arrangement between Arvi Associates Private Limited, Krishnadeep Engineers Private Limited, Shamir Texchem Private Limited and Sumil Holding Private Limited and their respective shareholders

Date: 29th November, 2019  
Place: Mumbai

**For and on behalf of**  
Arvi Associates Private Limited  
Krishnadeep Engineers Private Limited  
Shamir Texchem Private Limited



Vipul Popat  
Authorized Signatory