

Hrishikesh Arvind Mafatlal

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

Date: 20 February, 2020

To,
The Manager,

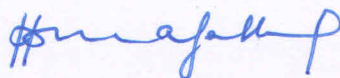
BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 500730	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra(E), Mumbai- 400051 Symbol: NOCIL
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Sub: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

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 for your records.

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) REGULATION, 2011**

Name of the Target Company (TC)	NOCIL Limited		
Name(s) of the transferor and Persons acting in Concert (PAC) with the transferor	Mr. Hrishikesh Arvind Mafatlal		
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 (**)
<u>Before the transfer under consideration, holding of transferor in Sushripada Investments Private Limited (Sushripada), a company which holds 5.41% of the total equity capital of the Target Company:</u>			
a) Shares carrying voting rights	30,643	99.99%	04.19%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	(Equity) NIL	(Equity) NIL	(Diluted) 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 Sushripada the TC (specify holding in each category)	6,99,975	99.99%	95.80%
	(CCPS)	(CCPS)	(Diluted)
e) Total (a+b+c+d)	7,30,618	99.99%	99.99%
<u>Details of transfer of Equity Shares and Compulsorily Convertible Preference Shares (CCPS) by the acquirer in Sushripada, a company which holds 5.41% of the total equity share capital of the Target Company: (Refer Annexure A for Shareholding of Target Company)</u>			
a) Shares carrying voting rights transferred	306	1%	0.04%
	(Equity)	(Equity)	(Diluted)
b) VRs transferred 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 Sushripada the TC (specify holding in each category) transferred	6,99,975	99.99%	95.80%
	(CCPS)	(CCPS)	(Diluted)
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+/-d)	7,00,281	1% / 99.99%	95.84%
		(Equity / CCPS)	
<u>After the transfer, holding of transferor in Sushripada, a company which holds 5.41% of the total equity share capital of Target Company:</u>			
a) Shares carrying voting rights	30337	98.99%	4.15%
	(Equity)	(Equity)	(Diluted)
b) VRs 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 Sushripada 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)	30337	98.99%	4.15%
Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Contribution to trust (Private Family Trust)		
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 Sushripada in the TC.	20 February, 2020		
Equity share capital / total voting capital of Sushripada before the said transfer	Rs. 30,64,400 (30,644 Equity Shares of Rs. 100 each), which holds 5.41% of the total equity share capital of the Target Company.		
Equity share capital/ total voting capital of Sushripada after the said transfer	Rs. 30,64,400 (30,644 Equity Shares of Rs. 100 each), which holds 5.41% of the total equity share capital of the Target Company.		
Total diluted share/voting capital of Sushripada after the said transfer	Rs. 7,30,64,200 (30,644 Equity Shares and 6,99,998 CCPS of Rs. 100 each), which holds 5.41% 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 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.

Note: There is no direct or indirect change in the voting rights or control over the TC. The above disclosures are filed only out of abundant caution.

Date: 20 February, 2020



Hrishikesh Arvind Mafatlal

Annexure A

Name of the Target Company - NOCIL Limited

Shareholding Details		Before acquisition / disposal shareholding			Details of shares acquired / disposed			after acquisition / disposal shareholding		
a.	Acquirer(s) and PACs (other than sellers)(*)	Number of shares / voting rights	% w.r.t total share capital / voting 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 / voting 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 the TC	% w.r.t total diluted share / voting capital of the TC
1	Acquirer(s) / Transferee(s): HRISHIKESH A MAFATLAL as Trustee of Gurukripa Trust	100	0.00%	0.00%	-	-	-	100	0.00%	0.00%
b.	Seller(s) / Transferor(s): HRISHIKESH A MAFATLAL	1,77,900	0.11%	0.11%	-	-	-	1,77,900	0.11%	0.11%
c.	PACs (other than sellers / transferors)									
1	SUREMI TRADING PVT LTD	2,07,72,170	12.54%	12.54%	-	-	-	2,07,72,170	12.54%	12.54%
2	PRIYAVRATA H. MAFATLAL	5,17,000	0.31%	0.31%	-	-	-	5,17,000	0.31%	0.31%
3	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%
4	HRISHIKESH A MAFATLAL as Trustee of Karuna Trust	100	0.00%	0.00%	-	-	-	100	0.00%	0.00%
5	HRISHIKESH A MAFATLAL as Trustee of Narsingha Trust	100	0.00%	0.00%	-	-	-	100	0.00%	0.00%
6	HRISHIKESH A MAFATLAL as Trustee of Shrija Trust	100	0.00%	0.00%	-	-	-	100	0.00%	0.00%
7	HRISHIKESH A MAFATLAL as Trustee of Radha Raman Trust	100	0.00%	0.00%	-	-	-	100	0.00%	0.00%
8	REKHA HRISHIKESH MAFATLAL	1,54,500	0.09%	0.09%	-	-	-	1,54,500	0.09%	0.09%
9	MAFATLAL INDUSTRIES LTD	2,52,59,059	15.25%	15.25%	-	-	-	2,52,59,059	15.25%	15.25%
10	SUMIL HOLDINGS PVT LTD	220	0.00%	0.00%	-	-	-	220	0.00%	0.00%
11	SUSHRIPADA INVESTMENTS PVT LTD	89,60,880	5.41%	5.41%	-	-	-	89,60,880	5.41%	5.41%

Date: 20 February, 2020

Place: Mumbai



Hrishikesh Arvind Mafatlal