

18th May 2021

The Secretary The Bombay Stock Exchange Limited “P.J. Towers” Dalal Street Mumbai-400 001 BSE Code: 500730	The National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex, Bandra (East) Mumbai-400 051 Symbol: NOCIL
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Dear Sir,

Sub.: Disclosure under Regulation 30(1), 30(2) and 31(4) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Ref.: NOCIL Limited – Stock Code: 500730

This is further to the disclosure dated 8th April 2021 made by me namely Hrishikesh A. Mafatlal, along with the members of the Promoter Group and Persons Acting in Concert, under Regulation 30(1), 30(2) and 31(4) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 filed with Stock Exchanges on 8th April 2021 in respect of the equity shares of NOCIL Ltd held on 31st March 2021 by the Promoters and Persons acting in concert.

The said disclosure dated 8th April 2021 made in the above paras referred to/included the holdings of the Promoter and Persons acting in concert in NOCIL Ltd on the basis of the benpos dated 31st March 2021 furnished by M/s K fintech (the RTA). As per the said disclosure the break up of the promoter shareholding furnished as Annex- A was as under :

Sr. No.	Name of Promotor(s), member of the promoter group and Persons Acting in Concert (PAC) with him	No. of Shares	% w.r.t. total share/ voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
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1	Hrishikesh Arvind Mafatlal	900	0.00	0.00
2	Rekha Hrishikesh Mafatlal	760	0.00	0.00
3	Priyavrata Hrishikesh Mafatlal	12,056	0.01	0.01
4	Mafatlal Industries Ltd	2,52,59,059	15.20	15.20
5	Hrishikesh Arvind Mafatlal (as a trustee of the Gurukripa trust)	100	0.00	0.00
6	Hrishikesh Arvind Mafatlal (as a Trustee of Karuna Trust)	100	0.00	0.00
7	Hrishikesh Arvind Mafatlal (as a Trustee of Narsingha Trust)	100	0.00	0.00
8	Hrishikesh Arvind Mafatlal (as a Trustee of Shrija Trust)	100	0.00	0.00
9	Rekha Hrishikesh Mafatlal (as a Trustee of Radha Raman Trust)	100	0.00	0.00
10	Suremi Trading Pvt. Ltd.	2,15,99,859	12.99	12.99
11	Sumil Trading Pvt. Ltd.	220	0.00	0.00
12	Sushripada Investments Pvt. Ltd.	95,17,830	5.73	5.73
Total		5,63,91,184	33.93%	33.93%

However, in this regard we wish to draw your kind attention towards the following sequence of events which would clarify the exact status of the promoter holding in the Company as on 31st March 2021

(1) The Hon'ble National Company Law Tribunal (NCLT) vide its order dated 3rd March 2021 approved the scheme of merger of two promoter entities namely Suremi Trading Pvt Ltd and Sushripada Investments Pvt Ltd (hereinafter referred to as the Transferor companies) with the Company. In terms of the said NCLT approved merger scheme :

- (i) 2,15,99,859 equity shares of Rs 10/- each held by Suremi Trading Pvt Ltd and 95,17,830 equity shares of Rs 10/- each held by Sushripada Investments Pvt Ltd in NOCIL Ltd stood cancelled ; and**
- (ii) 3,11,17,689 equity shares of Rs 10/- each were allotted to the following shareholders of the said transferor companies (hereinafter referred**

to as the Promoter shareholders) by the Amalgamation Committee (constituted by the Board of NOCIL Ltd) on 30th March 2021.

S.No	Name of Promoter shareholder	Number of equity shares of Rs 10/- each allotted (as per NCLT order)
1	Mr. Hrishikesh A Mafatlal	7,90,568
2	Mr. Priyavrata Mafatlal	439
3	Mr. Hrishikesh Arvind Mafatlal (as a trustee of Gurukripa Trust)	3,03,26,682
Total		3,11,17,689

(2) As a consequence of the above developments, the revised promoter shareholdings in the company are disclosed in **ANNEX- A** . Considering the above facts we have also filed revised shareholding pattern with the BSE & NSE and the websites of the Exchanges duly reflect the post -merger promoter shareholding of the company ;

(3) The above referred equity shares of the promoter shareholders were allotted on 30th March 2021 and hence the requisite steps for listing and dematerialization of the said shares have been initiated.

As declared in the said disclosure dated 8th April 2021 we reiterate, reconfirm and re-declare that we have encumbered 64,92,062 Equity Shares as on 31st March 2021 more particularly mentioned in the enclosed Annexure B. Pursuant to Regulation 31(4) of the afore-mentioned Regulations we wish to further reiterate , re-confirm and re-declare that I along with the members of the Promoter Group and Persons Acting in Concert, have not made any encumbrance directly or indirectly, other than those already disclosed during the financial year more particularly mentioned in **Annexure B**.

We therefore request you to take on record the revised Disclosure under Regulation 30(1), 30(2) and 31(4) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,


Hrishikesh A. Mafatlal
(Promoter)

Encl: as above

Part A – Details of Shareholding			
1. Name of the Target Company	NOCIL Limited		
2. Name(s) of the stock exchanges where the shares of the TC are listed	1. BSE Limited 2. National Stock Exchange of India Limited		
3. Particulars of shareholder(s)			
a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25 % of the voting rights of the TC. Or	As per list annexed		
b. Name(s) of promoter(s) member of the promoter group and PAC with him			
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share / voting capital wherever applicable	% of total diluted share / voting capital of TC (*)
As of 31 st March 2021, holding of:			
a. Shares	5,63,91,184	33.93%	33.93
b. Voting rights (otherwise than by shares)	-	-	-
c. Warrants	-	-	-
d. Convertible Securities	-	-	-
e. Any other instrument that would entitle the holder to receive shares in the TC	-	-	-
Total	5,63,91,184	33.93%	33.93%

Note:

- (*) 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.
- In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

Place : Mumbai
Date: 18th May 2021


Hrishikesh A. Mafatlal
(Promoter)

Part B**Name of the Target Company:** NOCIL Limited

Name (s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter / Promoter group	PAN of the person and the PACs
Hrishikesh Arvind Mafatlal	Yes	
Hrishikesh Arvind Mafatlal (as a trustee of the Gurukripa trust)	Yes	
Hrishikesh Arvind Mafatlal (as a Trustee of Karuna Trust)	Yes	
Hrishikesh Arvind Mafatlal (as a Trustee of Narsingha Trust)	Yes	
Hrishikesh Arvind Mafatlal (as a Trustee of Shrija Trust)	Yes	
Rekha Hrishikesh Mafatlal (as a Trustee of Radha Raman Trust)	Yes	
Priyavrata Mafatlal	Yes	
Rekha Hrishikesh Mafatlal	Yes	
Mafatlal Industries Ltd	Yes	
Sumil Trading Private Ltd	Yes	

Place : Mumbai
Date: 18th May 2021


Hrishikesh A. Mafatlal
(Promoter)

Annexure A**NOCIL Limited**

Sr. No.	Name of Promotor(s), member of the promoter group and Persons Acting in Concert (PAC) with him	No. of Shares	% w.r.t. total share/ voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
1	Hrishikesh Arvind Mafatlal	*7,91,468	0.48	0.48
2	Rekha Hrishikesh Mafatlal	760	0.00	0.00
3	Priyavrata Hrishikesh Mafatlal	*12,495	0.01	0.01
4	Mafatlal Industries Ltd	2,52,59,059	15.20	15.20
5	Hrishikesh Arvind Mafatlal (as a trustee of the Gurukripa trust)	*3,03,26,782	18.25	18.25
6	Hrishikesh Arvind Mafatlal (as a Trustee of Karuna Trust)	100	0.00	0.00
7	Hrishikesh Arvind Mafatlal (as a Trustee of Narsingha Trust)	100	0.00	0.00
8	Hrishikesh Arvind Mafatlal (as a Trustee of Shrija Trust)	100	0.00	0.00
9	Rekha Hrishikesh Mafatlal (as a Trustee of Radha Raman Trust)	100	0.00	0.00
10	Sumil Trading Pvt. Ltd.	220	0.00	0.00
Total		5,63,91,184	33.93%	33.93%

*Note- Pursuant to scheme of Amalgamation of Suremi Trading Private Limited (Transferor Company 1) and Sushripada Investment Private Limited (Transferor Company 2) with Nocil Limited (Transferee Company)sanctioned by Hon'ble National Company law Tribunal ,Mumbai Bench .In accordance with the said scheme Amalgamation Committee of the Company on 30th March, 2021 approved the allotment of 3,11,17,689 shares to the shareholder of the Transferor Company 1 and Transferor Company 2 .Further the existing shares held by Transferor Company 1 and Transferor Company 2 in the Share Capital of the Transferee Company have been cancelled pursuant to scheme. While the formalities for change in holding is still on going. Necessary disclosures under SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 regarding allotment of shares pursuant to scheme were filed by Mr. Hrishikesh Mafatlal, Mr. Priyavrata Mafatlal and Mr. Hrishikesh Arvind Mafatlal as a Trustee of Gurukripa Trust on 31st March, 2021 with the Exchanges intimating the transactions on the basis of Scheme of Arrangement.

Place : Mumbai
Date: 18th May 2021



Hrishikesh A. Mafatlal
(Promoter)

Annexure B

Number of shares encumbered by Promoter and Promoter group companies as on 31st March 2021

Sr. No.	Name of Promotor(s), member of the promoter group and Persons Acting in Concert (PAC) with him	No. of Shares	% w.r.t. total share/ voting capital wherever applicable	No. of shares pledged
1	Hrishikesh Arvind Mafatlal	*7,91,468	0.48	0
2	Rekha Hrishikesh Mafatlal	760	0.00	0
3	Priyavrata Hrishikesh Mafatlal	*12,495	0.01	0
4	Mafatlal Industries Ltd	2,52,59,059	15.20	64,92,062
5	Hrishikesh Arvind Mafatlal (as a trustee of the Gurukripa trust)	*3,03,26,782	18.25	0
6	Hrishikesh Arvind Mafatlal (as a Trustee of Karuna Trust)	100	0.00	0
7	Hrishikesh Arvind Mafatlal (as a Trustee of Narsingha Trust)	100	0.00	0
8	Hrishikesh Arvind Mafatlal (as a Trustee of Shrija Trust)	100	0.00	0
9	Rekha Hrishikesh Mafatlal (as a Trustee of Radha Raman Trust)	100	0.00	0
10	Sumil Trading Pvt. Ltd.	220	0.00	0
Total		5,63,91,184	33.93%	64,92,062

Yours faithfully,


Hrishikesh A. Mafatlal

(Promoter)

*Note- Pursuant to scheme of Amalgamation of Suremi Trading Private Limited (Transferor Company 1) and Sushripada Investment Private Limited (Transferor Company 2) with Nocil Limited (Transferee Company)sanctioned by Hon'ble National Company law Tribunal ,Mumbai Bench .In accordance with the said scheme Amalgamation Committee of the Company on 30th March, 2021 approved the allotment of 3,11,17,689 shares to the shareholder of the Transferor Company 1 and Transferor Company 2 .Further the existing shares held by Transferor Company 1 and Transferor Company 2 in the Share Capital of the Transferee Company have been cancelled pursuant to scheme. While the formalities for change in holding is still on going. Necessary disclosures under SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 regarding allotment of shares pursuant to scheme were filed by Mr. Hrishikesh Mafatlal, Mr. Priyavrata Mafatlal and Mr. Hrishikesh Arvind Mafatlal as a Trustee of Gurukripa Trust on 31st March, 2021 with the Exchanges intimating the transactions on the basis of Scheme of Arrangement.