NOCIL LIMITED

Mafatlal House, 3rd Floor, H. T. Parekh Marg, Backbay Reclamation,
Churchgate, Mumbai - 400 020, India.
Tel.: +91 22 6657 6100, 6636 4062 Fax +91 22 6636 4060 Website: www.nocil.com
CIN- L99999MH1961PLC012003 Email: investorcare@nocil.com

6th May 2017

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

Dear Sirs,

SUB: Reclassification of shareholding held by Navin Fluorine International Limited- one of the Promoter group company as Public / Non –Promoter Category.

Ref: Regulation 31A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received a communication dated 5th May 2017 along with the Undertaking in the prescribed format from Navin Fluorine International Limited (NFIL), a Promoter Group Company seeking reclassification of its shareholding of 38,78,550 Equity Shares held in the Company under 'Public / Non –Promoter Category'.

A copy of the said Communication is annexed herewith.

The said Communication will be placed for approval at the Board Meeting scheduled to be held on 8th May 2017.

In the meantime, we request you to take the aforementioned Communication on your records and acknowledge receipt.

Thanking you,

Yours faithfully,
For NOCIL Limited

V. K. Gupte
Company Secretary

Encl: as above

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5th May, 2017

To:

NOCIL Ltd.,
Mafatlal House,
H.T. Parekh Marg,
Backbay Reclamation,
Mumbai 400020.

Dear Sirs,

Re: **Re-classification of our shareholding in NOCIL Ltd. (NOCIL)**

As you are aware, we have been holding equity shares in your company as promoters and our shareholding in your company has been disclosed as such from time to time in the regulatory filings made by the Company/Promoters.

In the month of August, 2016, pursuant to an arrangement arrived at amongst the Promoters, their family members, family trusts and companies including the three listed entities viz. MIL, ourselves and NOCIL Ltd. , the shareholding in the said three listed entities were inter alia restructured and accordingly our company sold shares in NOCIL leaving balance shareholding as under:

No of shares held	No. of shares sold in August, 2016	Balance shares left with us
68,50,000	29,71,450	38,78,550

In respect of the said shares which were sold by us in NOCIL in August, 2016, all the necessary forms were filed by the concerned entities with the regulatory authorities and your company.

On 19th August, 2016, Mr. Hrishikesh A Mafatlal stepped aside as the Executive Chairman and Director of our Company. Thereupon, Mr. Vishad P Mafatlal who was then a non-executive Promoter Director of our Company was appointed as the Executive Chairman of our Company. Simultaneously therewith the said Mr. Vishad P Mafatlal who was a Non-Executive Promoter Director of NOCIL resigned as a Director of NOCIL. In respect of the said equity shares continued to be held by us in NOCIL, we have no special rights nor is there any voting arrangement (formal or informal) with any other party.

Navin Fluorine International Limited 2nd Floor, Sunteck Centre, 37/40, Subhash Road, Vile Parle East, Mumbai 400 057 India.
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In respect of the balance shares which are continued to be held by our Company in NOCIL, we desire to be re-classified as non-promoters/public. Accordingly the Board of Directors of our Company at its meeting held on 28th April, 2017 has authorized filing of this application for reclassification of our said shareholding of 38,78,550 equity shares in NOCIL as non-promoter/public shareholding . Neither we nor our promoter Chairman Mr. Vishad P Mafatlal directly or indirectly exercise control over the affairs of NOCIL. In respect of the said equity shares continued to be held by us in NOCIL, we have no special rights nor is there any voting arrangement (formal or informal) with any other party.

We may mention that sub-regulation (5) and (6) of Regulation 31A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are not applicable to the present case as this is neither a case of a New Promoter replacing the Previous Promoter envisaged under Regulation 31A(5), nor a case of the listed company becoming professionally managed without identifiable promoter. However, we enclose herewith the requisite undertakings addressed to BSE Ltd. and National Stock Exchange of India Ltd.

In view of the above we have to request you to re-classify our status as non-promoter/public shareholder in respect of our shareholding of 38,78,550 fully paid up equity shares of Rs.10/- each in NOCIL (which constitute about 2.37% of the total paid up share capital of NOCIL).

Yours faithfully,
For Navin Fluorine International Ltd.

(Niraj Mankad)
Vice-President Legal & Company Secretary

Encl:

Navin Fluorine International Limited 2nd Floor, Sunteck Centre, 37/40, Subhash Road, Vile Parle East, Mumbai 400 057 India.
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5th May, 2017

National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai 400051.
Scrip Code NAVINFLUOR EQ

Dear Sirs / Madam,

Sub: Application w.r.t. Reclassification under Regulation 31A(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In connection with our aforesaid application dated 5th May, 2017, we hereby confirm and certify that:

1. Outgoing promoters along with the promoter group and the persons acting in concert are not holding more than ten percent of the paid-up equity capital of the entity.

2. Outgoing promoters are not having any special rights through formal and informal arrangements including through Shareholder Agreement.

3. Post reclassification there will be no direct or indirect exercise of control, over the affairs of the company by outgoing promoters.

4. The event of reclassification will be disclosed to the Exchange as a material event in accordance with provisions of Listing Regulations, 2015.

5. There is no pending regulatory action against outgoing promoter/promoters.

Yours faithfully,
For Navin Fluorine International Limited,

Niraj B. Mankad
Vice-President Legal & Company Secretary
E-mail ID: niraj.mankad@nfil.in
Tel. No.: 022-67713815