

Gurukripa Trust

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

Date: 17 December, 2019

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: Report under Regulation 10(6) in respect of the acquisition under Regulation 10(1)(d)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

Please find attached herewith the requisite report under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of acquisition of 63.35% of the paid-up equity shares of Suremi Trading Private Limited, that holds 12.54% of the equity share capital of NOCIL Limited.

This is for your information and records.

For and on behalf of Gurukripa Trust
Hrishikesh Arvind Mafatlal

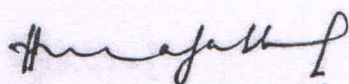


(As Trustee of Gurukripa Trust)

CC: NOCIL Limited
Mafatlal House, 3rd Floor,
H. T. Parekh Marg,
Backbay Reclamation,
Churchgate, Mumbai,
Maharashtra, 400020

Format for Disclosures under Regulation 10(6) Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	NOCIL Limited
2.	Name of the acquirer(s)	Mr. Hrishikesh Arvind Mafatlal and others as Trustees of Gurukripa Trust
3.	Name of the stock exchange where shares of the TC are listed	1) BSE Limited 2) National Stock Exchange of India Limited
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	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 ('Scheme'), provides for merger of Arvi Associates Private Limited, Krishnadeep Engineers Private Limited, Shamir Texchem Private Limited into Suremi Trading Private Limited. Pursuant to the Scheme, Suremi Trading Private Limited has issued shares to the shareholders of Krishnadeep Engineers Private Limited and Shamir Texchem Private Limited. Since, Arvi Associates Private Limited is a wholly owned subsidiary of Suremi Trading Private Limited, no shares are being issued on merger of Arvi Associates Private Limited Accordingly, Gurukripa Trust represented by its trustee Mr. Hrishikesh Arvind Mafatlal has acquired 63.35% of the paid-up equity shares of Suremi Trading Private Limited on 17 December, 2019. Suremi Trading Private Limited holds 12.54% of the equity share capital of NOCIL Limited.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) read with Note 1
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	No



7.	Details of acquisition		Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a.	Name of the transferor/seller:	Not Applicable		Not Applicable	
	b.	Date of acquisition	Not Applicable			
	c.	Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable			
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not Applicable			
	e.	Price at which shares are proposed to be acquired / actually acquired	Not applicable			
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held of TC	% w.r.t total share capital of TC	No. of shares held of TC	% w.r.t total share capital of TC
	a	Each Acquirer/ Transferee(*)	As per Annexure A			
	b	Each Seller/ Transferor				

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Note 1:

Prior to the Scheme, Mr. Hrishikesh Arvind Mafatlal held 99.32% voting rights in Suremi Trading

Private Limited (98.31% directly and 1.01% in representative capacity as a Trustee of Gurukripa Trust).

Post the Scheme, Mr. Hrishikesh Arvind Mafatlal continues to hold 99.82% voting rights in Suremi Trading Private Limited (35.47% directly and 64.35% as Trustee of Gurukripa Trust), so there is no material change in shareholding and control of Suremi Trading Private Limited and hence, provisions of SEBI Takeover Regulations are not triggered. This form is being filed out of abundant caution by the shareholders of Suremi Trading Private Limited.

Date: 17 December 2019

Place: Mumbai

For and on behalf of Gurukripa Trust



Hrishikesh Arvind Mafatlal
(As Trustee of Gurukripa Trust)

Annexure A

Name of the Target Company - NOCIL Limited

Shareholding Details		Before acquisition/ disposal		after acquisition/ disposal	
		Number of shares/ voting rights	% w.r.t total share capital of TC	Number of shares/ voting rights	% w.r.t total share capital of TC
a.	Acquirer(s)/ Transferee(s):				
1	HRISHIKESH A MAFATLAL as Trustee of Gurukripa Trust	100	0.00%	100	0.00%
b.	Seller(s)/ Transferor(s):				
	Not Applicable				
c.	PACs (other than sellers/ transferors)				
1	HRISHIKESH A MAFATLAL	1,77,900	0.11%	1,77,900	0.11%
2	SUREMI TRADING PVT LTD	2,07,72,170	12.54%	2,07,72,170	12.54%
3	PRIVAVRATA H. MAFATLAL	5,17,000	0.31%	5,17,000	0.31%
4	HRISHIKESH A MAFATLAL as a trustee of the Hrishikesh A. Matatal family	10,260	0.01%	10,260	0.01%
5	HRISHIKESH A MAFATLAL as Trustee of Karuna Trust	100	0.00%	100	0.00%
6	HRISHIKESH A MAFATLAL as Trustee of Narsingha Trust	100	0.00%	100	0.00%
7	HRISHIKESH A MAFATLAL as Trustee of Shrija Trust	100	0.00%	100	0.00%
8	HRISHIKESH A MAFATLAL as Trustee of Radha Raman Trust	100	0.00%	100	0.00%
9	REKHA HRISHIKESH MAFATLAL	1,54,500	0.09%	1,54,500	0.09%
10	MAFATLAL INDUSTRIES LTD	2,52,59,059	15.25%	2,52,59,059	15.25%
11	SUMIL HOLDINGS PVT LTD	220	0.00%	220	0.00%
12	SUSHIRIPADA INVESTMENTS PVT LTD	89,60,880	5.41%	89,60,880	5.41%
D.	Public	10,97,44,216	66.27%	10,97,44,216	66.27%

Note:

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 ('Scheme'), provides for merger of Arvi Associates Private limited, Krishnadeep Engineers Private Limited, Shamir Texchem Private Limited into Suremi Trading Private Limited. Pursuant to the Scheme, Suremi Trading Private Limited has issued shares to the shareholders of Krishnadeep Engineers Private Limited and Shamir Texchem Private Limited. Since, Arvi Associates Private Limited is a wholly owned subsidiary of Suremi Trading Private Limited, no shares are being issued on merger of Arvi Associates Private Limited Accordingly, Gurukripa Trust represented by its trustee Mr. Hrishikesh Arvind Matatal has acquired 63.35% of the paid-up equity shares of Suremi Trading Private Limited on 1 December, 2019. Suremi Trading Private Limited holds 12.54% of the equity share capital of NOCIL Limited.



Shareholding Pattern of Suremi Trading Private Limited (Pre and Post Implementation of the Scheme)

Name of the Shareholders	Shareholding before Implementation of the Scheme				Shareholding after Implementation of the Scheme			
	Suremi Trading Private Limited				Suremi Trading Private Limited			
	Number of	Face Value	%		Number of	Face Value	%	
Equity Shares								
Hrishikesh Arvind Mafatal	12,898	10	98.31%		18,860	10	35.46%	
Hrishikesh Arvind Mafatal as Trustee of Gurukripa Trust	132	10	1.01%		34,223	10	64.35%	
Sushrpada Investments Private Limited	90	10	0.69%		90	10	0.17%	
Priyavata Hrishikesh Mafatal	-	-	-		7	10	0.01%	
Reka Hrishikesh Mafatal	-	-	-		-	-	-	
Arvi Associates Private Limited	-	-	-		-	-	-	
Mr. Rajendra Likhite (in joint ownership of Arvi Associates Private Limited)	-	-	-		-	-	-	
Total	13,120		100%		53,180		100%	

Date: 17 December, 2019

Place: Mumbai



Hrishikesh Arvind Mafatal
As Trustee of Gurukripa Trust