

Hrishikesh Arvind Mafatlal

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

Date: March 28, 2019

To,
The Manager,

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalai 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)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

I, the undersigned, am submitting the requisite report under Regulation 10(6) in respect of the acquisition under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, of 30% of the paid-up equity shares of Krishnadeep Engineers Private Limited (KEPL), which holds 0.24% of the equity share capital of NOCIL Limited on 28th, March, 2019.

The aforesaid transaction is undertaken as a part of re-organization/ realignment of shareholding within the promoters and promoter group. The said transaction is an inter-se transfer amongst immediate relatives by way of gift and as a result there is a change in the shareholding of KEPL, which holds 0.24% of the equity share capital of NOCIL Limited, the Target Company. Since, the transfer of shares of KEPL is inter-se amongst immediate relatives (being part of the promoters and promoter group of NOCIL Limited), there is no change in the voting rights or control of the promoters and promoter group, directly or indirectly over the Target Company. Further, there is no change in the shareholding pattern of the Target Company.

This is for your information and records.


Hrishikesh Arvind Mafatlal

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	
3.	Name of the stock exchange where shares of the TC are listed	The National Stock Exchange of India Limited and BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Inter-se transfer amongst 'Qualifying Persons' i.e immediate relatives, for re-organization/ realignment of shareholding (within the promoters and promoter group)	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(i)	
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.	Yes Yes Filed on <u>20th</u> March, 2019	
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: 1. Mr. Priyavrata Hrishikesh Mafatlal	Yes	Yes
	b. Date of acquisition	<u>28th</u> March, 2019	
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	300 equity shares (30%) of Krishnadeep Engineers Private Limited (Krishnadeep) from Mr. Priyavrata Hrishikesh Mafatlal, Krishnadeep holds 0.24% of the share capital of the Target Company	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	300 Equity Shares (30%) of Krishnadeep, which holds 0.24% of the share capital of the Target Company	

	e.	Price at which shares are proposed to be acquired /actually acquired	Not applicable as the transfer is by way of gift.			
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.

Date: 28 March, 2019

Place: Mumbai



Hrishikesh Arvind Mafatlal

Note:

The aforesaid transaction is undertaken as a part of re-organization/ realignment of shareholding within the promoters and promoter group. The said transaction is an inter-se transfer amongst immediate relatives by way of gift and as a result there is a change in the shareholding of KEPL, which holds 0.24% of the equity share capital of NOCIL Limited, the Target Company. Since, the transfer of shares of KEPL is inter-se amongst immediate relatives (being part of the promoters and promoter group of NOCIL Limited), there is no change in the voting rights or control of the promoters and promoter group, directly or indirectly over the Target Company. Further, there is no change in the shareholding pattern of the Target Company.

Annexure A

Shareholding Details		Before the proposed transaction		After the proposed transaction	
		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) and PACs (other than sellers)(*):				
	Acquirer(s)/ Transferee(s):				
1	HRISHIKESH A MAFATLAL	1,77,900	0.11%	1,77,900	0.11%
	PACs (other than sellers/ transferors)				
1	HRISHIKESH A MAFATLAL (as a trustee of the Hrishikesh A. Mafatlal family trust)	10,260	0.01%	10,260	0.01%
2	KRISHNADEEP ENGG PVT LTD	4,02,720	0.24%	4,02,720	0.24%
3	REKHA HRISHIKESH MAFATLAL	1,54,500	0.09%	1,54,500	0.09%
4	MAFATLAL INDUSTRIES LTD	2,52,59,059	15.28%	2,52,59,059	15.28%
5	SUREMI TRADING PVT LTD	2,03,69,204	12.32%	2,03,69,204	12.32%
6	SUMIL HOLDINGS PVT LTD	220	0.00%	220	0.00%
7	SHAMIR TEXCHEM PVT LTD	220	0.00%	220	0.00%
8	SUSHRIPADA INVESTMENTS PVT LTD	89,60,880	5.42%	89,60,880	5.42%
9	ARVI ASSOCIATES PVT LTD	26	0.00%	26	0.00%
b.	Seller(s)/ Transferor(s):				
1	PRIYAVRATA H. MAFATLAL	5,17,000	0.31%	5,17,000	0.31%

Date: March 28, 2019

Place: Mumbai



Mr. Hrishikesh Arvind Mafatlal