



**NOCIL LIMITED**  
To

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

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001, India.

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra ( E )  
Mumbai 400051, India

Dear Sirs,

**Subject: Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”)**

**Re: Inter-se transfer of shares amongst Promoters in NOCIL Limited**

Please find herewith a disclosure Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1) (a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”) as received by the Company from Hrishikesh A Mafatlal for himself and on behalf of all other Acquirers

**FOR NOCIL LIMITED**

**V K GUPTA**  
**COMPANY SECRETARY**  
August 6, 2016  
Mumbai



**ARVIND MAFATLAL GROUP**  
The ethics of excellence

HRISHIKESH A. MAFATLAL

To

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001, India.

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra ( E)  
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**Re: Inter-se transfer of shares amongst Promoters in NOCIL Limited**

Kindly find attached herewith the requisite disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly acknowledge receipt.

Thanking you ,



Hrishikesh A Mafatlal for himself and on behalf of all other Acquirers

August 6, 2016

Mumbai

Copy to : NOCIL LIMITED



ARVIND MAFATLAL GROUP  
The ethics of excellence

**Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”)**

1.	Name of the Target Company (TC)	NOCIL Limited (“NOCIL”).
2.	Name of the acquirer(s)	Please refer to <b><u>Annexure 1</u></b> .
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Please refer to <b><u>Annexure 1</u></b> .
	b. Proposed date of acquisition	Anytime after 4 working days from the date of this intimation, i.e., on or after Friday, August 12, 2016.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Up to the number of shares mentioned in <b><u>Annexure 1</u></b> .
	d. Total shares to be acquired as % of share capital of TC	Up to 2,35,66,990 shares constituting 14.66% of the total share capital of the TC.
	e. Price at which shares are proposed to be acquired	The shares of NOCIL will be acquired at a price not exceeding the limits provided in proviso (i) to Regulation 10(1)(a) of the SEBI SAST Regulations.
	f. Rationale, if any, for the proposed transfer	<p>Inter-se transfers of shares pursuant to an Agreement entered into between the core promoters of the TC, this Company and two other listed companies (Mafatlal Industries Limited and Navin Fluorine International Limited). This is part of a family settlement and succession plan between the core promoters of the TC.</p> <p>Furthermore, as part of the Agreement there will be a change in the shareholding of certain shareholding companies which continue to hold shares in NOCIL, where a majority of the shareholding and control is already held by Mr. Hrishikesh Mafatlal, his family members and entities controlled by them. Please refer to <b><u>Annexure 2</u></b> for further details. As there is no change in control of these shareholding companies, the transfers of minority shares in these shareholding companies as per Annexure 2 will not lead to an indirect acquisition of shares of NOCIL in terms of Regulation 5 of the SEBI SAST Regulations. This information is being made available to ensure adequate disclosure.</p>



5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) of the SEBI SAST Regulations.
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	The shares of the TC are frequently traded in terms of Regulation 2(1)(j) of the SEBI SAST Regulations. The volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period is Rs. 55.14 per share.
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	The acquisition price would not be higher by more than 25% of the price computed in point 6 hereinabove.
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition)/ will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)	The transferors and transferees have complied (during 3 years prior to the date of proposed acquisition)/ will comply with applicable disclosure requirements in Chapter V of the SEBI SAST Regulations.
	ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	Copies of the disclosures made during the previous 3 years prior to the date of proposed acquisition enclosed as <b>Annexure 3</b> .
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	All the conditions specified under Regulation 10(1)(a) of the SEBI SAST Regulations with respect to exemptions has been duly complied with.



11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares / voting rights	% w.r.t total share capital of TC <sup>(1)</sup>	No. of shares/ voting rights	% w.r.t total share capital of TC <sup>(1)</sup>
	<b>a) Acquirers <sup>(2)</sup></b>	<b>3,36,67,043</b>	<b>20.94%</b>	<b>5,72,34,033</b>	<b>35.60%</b>
	– Mafatlal Industries Limited <sup>(3)</sup>	2,30,36,469	14.33%	2,68,19,469	16.68%
	– Hrishikesh A. Mafatlal <sup>(4)</sup>	5,030	0.00%	10,260	0.01%
	– Rekha Hrishikesh Mafatlal	22,000	0.01%	1,54,500	0.10%
	– Priyavrata Mafatlal	5,05,000	0.31%	5,17,000	0.32%
	– Suremi Trading Private Limited <sup>(5)</sup>	97,26,204	6.05%	2,03,69,204	12.67%
	– Sushripada Investments Pvt Ltd	22,340	0.01%	89,60,880	5.57%
	– Krishnadeep Engineers Pvt Ltd	3,50,000	0.22%	4,02,720	0.25%
	<b>b) Sellers <sup>(2)</sup></b>	<b>2,66,34,016</b>	<b>16.56%</b>	<b>30,67,026</b>	<b>1.91%</b>
	– Navin Fluorine International Limited <sup>(6)</sup>	68,50,000	4.26%	30,67,000	1.91%
	– Vishad Padmanabh Mafatlal	200	0.00%	-	-
	– Vishad Padmanabh Mafatlal <sup>(7)</sup>	5,030	0.00%	-	-
	– Rupal Vishad Mafatlal	1,32,500	0.08%	-	-
	– Arvi Associates Pvt Ltd	1,06,43,026	6.62%	26	0.00%
	– Sarvamangala Holdings Private Limited	13,50,000	0.84%	-	-
	– Mafatlal Impex Private Limited	23,920	0.01%	-	-
	– Milap Texchem Private Limited	220	0.00%	-	-
	– Mafatlal Exim Private Limited	75,88,540	4.72%	-	-
	– Pamil Investments Pvt Ltd	28,580	0.02%	-	-
	– Hrishikesh Arvind Mafatlal <sup>(8)</sup>	12,000	0.01%	-	-
	<b>c) PACs other than Acquirers and Sellers <sup>(2)</sup></b>	<b>1,78,340</b>	<b>0.11%</b>	<b>1,78,340</b>	<b>0.11%</b>
	– Hrishikesh A Mafatlal	1,77,900	0.11%	1,77,900	0.11%
	– Shamir Texchem Private Limited	220	0.00%	220	0.00%
	– Sumil Holdings Private Limited	220	0.00%	220	0.00%
	<b>Total (a + b + c)</b>	<b>6,04,79,399</b>	<b>37.61%</b>	<b>6,04,79,399</b>	<b>37.61%</b>

Notes:

- 1) Please note that rounding-off of percentages could result in arithmetic differences.
- 2) Shareholding of each entity may be shown separately and then collectively in a group.



- 3) Shareholding of Mafatlal Industries Limited ("MIL") in NOCIL after the proposed transaction has been calculated assuming that a maximum of 37,83,000 shares of NOCIL (2.35% of the shares outstanding) are sold to MIL by Navin Fluorine International Limited ("NFIL"). Out of the aforementioned maximum of 37,83,000 shares, only such number of shares of NOCIL will be acquired by MIL the aggregate consideration for which does not exceed Rs. 17 crores. Company to review
- 4) As a trustee of Hrishikesh A Mafatlal Mafatlal Family Trust No. 1.
- 5) Includes 68,99,964 shares, 4,41,800 shares and 220 shares of NOCIL held by Shripad Associates Pvt Ltd, Altamount Products and Services Private Limited and Milekha Taxchem Company Private Limited respectively. These companies were merged into Suremi Trading Private Limited pursuant to order of the Hon'ble Bombay High Court.
- 6) Shareholding of NFIL in NOCIL after the proposed transaction has been calculated assuming that a maximum of 37,83,000 shares of NOCIL (2.35% of the shares outstanding) are sold by NFIL to MIL. Out of the aforementioned maximum of 37,83,000 shares, only such number of shares of NOCIL will be sold by NFIL the aggregate consideration for which does not exceed Rs. 17 crores. The remaining shareholding of NFIL in NOCIL is proposed to be reclassified as "public".
- 7) As a trustee of Vishad P Mafatlal Family Trust No. 1.
- 8) As trustee of Sushilaben Trust



**Hrishikesh A Mafatlal for himself and on behalf of all other Acquirers**

Date : August 6, 2016

Place : Mumbai

**Annexure 1**

**Details of Acquisition of Shares of NOCIL**

S.No.	Name of Seller	Name of Acquirer	Maximum No. of shares of MIL to be acquired	Percentage of total shares of MIL (%) <sup>(1)</sup>
1	Navin Fluorine International Limited <sup>(2)</sup>	Mafatlal Industries Limited	37,83,000	2.35%
2	Vishad Padmanabh Mafatlal	Hrishikesh A. Mafatlal <sup>(3)</sup>	200	0.00%
3	Vishad Padmanabh Mafatlal I <sup>(4)</sup>	Hrishikesh A. Mafatlal <sup>(3)</sup>	5,030	0.00%
4	Rupal Vishad Mafatlal	Rekha Hrishikesh Mafatlal	1,32,500	0.08%
5	Arvi Associates Pvt Ltd	Suremi Trading Private Limited	1,06,43,000	6.62%
6	Sarvamangala Holdings Private Limited	Sushripada Investments Pvt Ltd	13,50,000	0.84%
7	Mafatlal Impex Private Limited	Krishnadeep Engineers Pvt Ltd	23,920	0.01%
8	Milap Texchem Private Limited	Krishnadeep Engineers Pvt Ltd	220	0.00%
9	Mafatlal Exim Private Limited	Sushripada Investments Pvt Ltd	75,88,540	4.72%
10	Pamil Investments Pvt Ltd	Krishnadeep Engineers Private Limited	28,580	0.02%
11	Hrishikesh Arvind Mafatlal <sup>(5)</sup>	Priyavrata Mafatlal	12,000	0.01%

Notes:

- 1) Please note that rounding-off of percentages could result in arithmetic differences.
- 2) Out of the aforementioned maximum of 37,83,000 shares, only such number of shares of NOCIL will be sold by NFIL the aggregate consideration for which does not exceed Rs. 17 crores. The remaining shareholding of NFIL in NOCIL is proposed to be reclassified as "public".
- 3) As a trustee of Hrshikesh A Mafatlal Family Trust No. 1
- 4) As a trustee of Vishad P Mafatlal Family Trust No. 1.
- 5) As trustee of Sushilaben Trust



**Annexure 2**

**Details of Change in the shareholding of certain Shareholding Companies which continue to hold shares in NOCIL**

S.No.	Name of Shareholding Company holding shares in NOCIL	Shareholding of Shareholding Company in NOCIL		Name of Seller of shares in Shareholding Company	Name of Acquirer of shares in Shareholding Company	Maximum No. of shares of Shareholding Company to be acquired	Percentage of total equity shares of Shareholding Company (%) (a)	Shareholding of Seller in Shareholding Company		Shareholding of Acquirer Group (b) in Shareholding Company	
		No. of shares	% w.r.t total share capital of TC (c)					Before Proposed Transaction (c)	After Proposed Transaction (c)	Before Proposed Transaction (c)	After Proposed Transaction (c)
1	Suremi Trading Private Limited	2,03,69,204	12.67%	Aspen Impex Private Limited (formerly known as Krishnadeep Housing Development Pvt. Ltd.)	Hrishikesh A. Mafatal	10	0.08%	10 shares (0.08%)	Nil	13,030 shares (99.31%)	13,110 shares (99.92%)
2	Sushripada Investments Pvt Ltd	89,60,880	5.57%	Mafatal Exim Private Limited	Hrishikesh A. Mafatal	70	0.53%	70 shares (0.53%)	Nil	29,999 shares (100.00%)	30,000 shares (100.00%)
3	Krishnadeep Engineers Pvt Ltd	4,02,720	0.25%	Mafatal Exim Private Limited	Priyavrata Mafatal Suremi Trading Private Limited	1 350	0.00%	1 share (0.00%) 350 shares (35.00%)	Nil	650 shares (65.00%)	1,000 shares (100.00%)

Notes:

- 1) The above table provides information on the change in the shareholding of certain shareholding companies which continue to hold shares in NOCIL, where a majority of the shareholding and control is already held by Mr. Hrishikesh Mafatal, his family members and entities controlled by them. As there is no change in control of these shareholding companies, the transfers of minority shares in these shareholding companies as above will not lead to an indirect acquisition of shares of MIL in terms of Regulation 5 of the SEBI SAST Regulations. This information is being made available to ensure adequate disclosure.



- 2) After considering inter-se transfers of shares of NOCIL as per Annexure 1.
- 3) Please note that rounding-off of percentages could result in arithmetic differences.
- 4) Includes Mr. Hrishikesh Mafatalal/ his family members/ entities controlled by them (post transaction).
- 5) Please note that the shareholding companies as mentioned above are disclosed as promoters in the shareholding pattern filed by NOCIL for not less than three years prior to the proposed acquisition. Furthermore, the Sellers and Acquirers mentioned above are shareholders of the relevant shareholding companies for not less than three years prior to the proposed acquisition. In addition, the Sellers and Acquirers as mentioned above/ their controlling shareholders (in case such Sellers and Acquirers are body corporates) are disclosed as promoters in the shareholding pattern filed by NOCIL for not less than three years prior to the proposed acquisition.
- 6) The above transfers are proposed to take place anytime after 4 working days from the date of this intimation, i.e., on or after Friday, August 12, 2016.
- 7) There is no direct acquisition of shares of NOCIL. The shares of the shareholding companies are proposed to be transferred at the net asset value of the shareholding companies.

