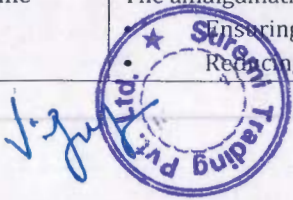
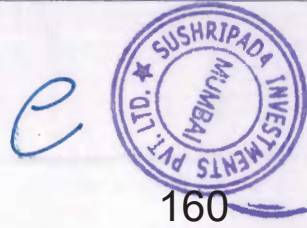


## Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company	Transferor/ Demerged Company
Name of the company	NOCIL Limited (‘NOCIL’ or ‘Transferee Company’)	Suremi Trading Private Limited (‘Suremi’ or ‘Transferor Company 1’)	Sushripada Investments Private Limited (‘Sushripada’ or ‘Transferor Company 2’)
Date of Incorporation & details of name changes, if any	11 <sup>th</sup> May, 1961  National Organic Chemicals Industries Limited changed to NOCIL w.e.f. 14th September 2007	10 <sup>th</sup> May, 1978  Suremi Investment Private Limited Changed to Suremi Trading Private Limited on 09.01.2007	13 <sup>th</sup> March, 1974  NA
Registered Office	Mafatlal House, H.T Parekh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020;	D1 Sindhu House, Nanabhat Lane, Mumbai – 400023;	Mafatlal House, Backbay Reclamation, Mumbai - 400020
Brief particulars of the scheme	<ul style="list-style-type: none"> <li>• The Scheme provides for amalgamation of Suremi and Sushripada with NOCIL</li> <li>• The Appointed Date shall be October 01, 2020.</li> <li>• Suremi and Sushripada forms part of the Promoter Group of NOCIL. Suremi presently holds 2,07,72,170 equity shares in NOCIL constituting 12.54% of NOCIL’s paid up share capital and Sushripada holds 89,60,880 equity shares in NOCIL constituting 5.41% of NOCIL’s paid up share capital.</li> <li>• Pursuant to the amalgamation shareholders of Suremi and Sushripada viz. the promoters of Suremi and Sushripada (who are also promoters of NOCIL), would be issued the same number of shares held by Suremi and Sushripada in NOCIL.</li> <li>• Pursuant to the amalgamation, there would be no change in the promoter and public shareholding of NOCIL. The promoters and public shareholders would continue to hold the same percentage of shares in NOCIL, pre and post amalgamation of Suremi and Sushripada with NOCIL.</li> <li>• The existing shares of the NOCIL held by Suremi and Sushripada shall stand cancelled.</li> <li>• The inter-company deposits/ inter-company loans and advances, if any, in the books of accounts of the NOCIL, Suremi and Sushripada shall stand cancelled.</li> <li>• Other assets and liabilities of the Suremi and Sushripada transferred to and vested in NOCIL shall be recorded at their respective fair values as appearing in the books of accounts of the Transferor Company and in accordance with requirements of Ind AS.</li> <li>• The difference, if any, being excess or deficit arising pursuant to the Scheme, after giving effect to the above adjustments, shall be accounted based on generally accepted accounting principles under Ind AS.</li> </ul> <p>Scheme of Amalgamation also provides for various other matters consequential or otherwise integrally connected herewith</p>		
Rationale for the scheme	<p>The amalgamation of the Transferor Company 1 and the Transferor Company 2 with the Transferee Company would include the following benefits:</p> <ul style="list-style-type: none"> <li>• Ensuring a streamlined group structure by reducing the number of legal entities in the group structure;</li> <li>• Reducing the multiplicity of legal and regulatory compliances required at present;</li> </ul>		

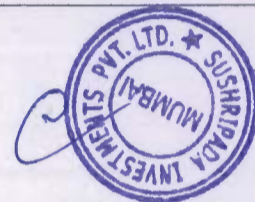



	<ul style="list-style-type: none"> <li>Eliminating duplicative communication and coordination efforts across multiple entities;</li> <li>Rationalizing costs by eliminating multiple record keeping and administrative functions</li> </ul>		
Date of resolution passed by the Board of Director of the company approving the scheme	30 <sup>th</sup> January, 2020	30 <sup>th</sup> January, 2020	30 <sup>th</sup> January , 2020
Date of meeting of the Audit Committee in which the draft scheme has been approved	30 <sup>th</sup> January, 2020	Not Applicable	Not Applicable
Appointed Date	01 <sup>st</sup> October, 2020	01 <sup>st</sup> October, 2020	01 <sup>st</sup> October, 2020
Name of Exchanges where securities of the company are listed	BSE Limited and The National Stock Exchange of India Limited	Not Applicable	Not Applicable
Nature of Business	Manufacturers of Rubber Chemicals	Trading of Fabrics and holds investments in securities	Trading of Fabrics and holds investments in securities
Capital before the scheme (No. of equity shares as well as capital in rupees)	<p><b>Authorized Capital:</b> Rs. 1200,00,00,000 divided in 120,00,00,000 Equity Shares of Rs. 10/- each</p> <p><b>Issued, subscribed and paid-up*:</b> Rs. 165,60,59,550/- divided into 16,56,05,955 Equity Shares of Rs. 10/- each fully paid up.</p> <p>* As on 19th February 2020</p>	<p><b>Authorized Capital:</b> Rs. 4,89,07,200 divided into</p> <ol style="list-style-type: none"> <li>10,00,000 Equity Shares of Rs. 10/- each</li> <li>1,87,200 Preference Shares of Rs. 100/- each</li> <li>1,87,200 Preference Shares of Rs. 1/- each</li> <li>20,00,000 Preference Shares of Rs. 10/- each</li> </ol> <p><b>Issued, subscribed and paid-up:</b> Rs. 1,03,71,790 divided into:</p> <ol style="list-style-type: none"> <li>53,179 Equity Shares of Rs. 10/- each fully paid up</li> <li>9,84,000 0.01% Non-Cumulative Compulsory Convertible Preference Shares of Rs. 10/- each fully paid up</li> </ol>	<p><b>Authorized Capital:</b> Rs. 21,36,00,000 divided into;</p> <ol style="list-style-type: none"> <li>35,000 Equity Shares of Rs. 100/- each</li> <li>21,01,000 Preference Shares of Rs. 100/- each</li> </ol> <p><b>Issued, subscribed and paid-up:</b> Rs. 7,30,64,200 divided into;</p> <ol style="list-style-type: none"> <li>30,644 Equity Shares of Rs. 100/- each fully paid up</li> <li>6,99,998 0.01% Non-Cumulative Compulsory Convertible Preference Shares of Rs. 100/- each fully paid up</li> </ol>





Capital after the scheme (No. of equity shares as well as capital in rupees)	<b>Authorized Capital:</b> Rs. 1200,00,00,000 divided in 120,00,00,000 Equity Shares of Rs. 10/- each  <b>Issued, subscribed and paid-up:</b> Rs. 165,60,59,550/- divided into 16,56,05,955 Equity Shares of Rs. 10/- each fully paid up.	Not Applicable	Not Applicable
Net Worth	Pre Rs. 1237.18 Crores Post Rs. 1237.18 Crores	Rs. 42.99 Crores Not Applicable	Rs. 19.47 Crores Not Applicable
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Name : M/s SSPA & Co., Chartered Accountants Registration Number - 128851W		
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	As provided in Valuation Report issued by M/s. SSPA & Co., Chartered Accountants, dated January 30, 2020		
Fair value per shares	Not Applicable	Not Applicable	Not Applicable
Exchange ratio	2,07,72,170 equity shares of the face value of Rs. 10 each fully paid-up of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company 1 and compulsorily convertible preference shareholders of the Transferor Company 1 in the proportion of their holding in the Transferor Company 1.  89,60,880 equity shares of the face value of Rs. 10 each fully paid-up of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the	Not Applicable	Not Applicable



No. of shares to be issued	<p>2,07,72,170 equity shares of the face value of Rs. 10 each fully paid-up of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company 1 and compulsorily convertible preference shareholders of the Transferor Company 1 in the proportion of their holding in the Transferor Company 1.</p> <p>89,60,880 equity shares of the face value of Rs. 10 each fully paid-up of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company 2 and compulsorily convertible preference shareholders of the Transferor Company 2 in the proportion of their holding in the Transferor Company 2</p> <p>In case Suremi and Sushripada acquire additional equity shares of NOCIL before the Appointed Date without incurring any additional liability, such additional number of equity shares of NOCIL shall also be issued and allotted to the shareholders of Suremi and Sushripada in proportion of their holdings in Suremi and Sushripada respectively.</p>	NIL	NIL
Cancellation of shares on account of cross holding, if any	<p>2,97,33,050 equity shares the face value of Rs. 10 each fully paid-up, held by the Transferor Company 1 and the Transferor Company 2 in the Transferee Company.</p> <p>Further, if any shares of the Transferee Company are acquired by the Transferor Company 1 and the Transferor Company 2 during the pendency of Scheme, it shall stand cancelled upon the Scheme becoming effective.</p>	NIL	NIL

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	<p>Transferor Company 2 and compulsorily convertible preference shareholders of the Transferor Company 2 in the proportion of their holding in the Transferor Company 2</p> <p>In case Suremi and Sushripada acquire additional equity shares of NOCIL before the Appointed Date without incurring any additional liability, such additional number of equity shares of NOCIL shall also be issued and allotted to the shareholders of Suremi and Sushripada in proportion of their holdings in Suremi and Sushripada respectively.</p>		
Name of Merchant Banker giving fairness opinion	M/s. Keynote Corporate Services Limited, a Category I Merchant Banker		
Shareholding pattern		Refer Annexure 7	
No. of shareholders		Refer Annexure 8	
Names of the Promoters (with PAN nos.)		Refer Annexure 15	
Names of the Board of Directors (with DIN and PAN nos.)		Refer Annexure 15	
Please specify relation among the companies involved in the scheme, if any	Suremi Trading Private Limited and Sushripada Investments Private Limited are the promoter group companies of NOCIL Limited		
Details regarding change in management control in listed or resulting company seeking listing if any	Not Applicable, since there is no change in the Management Control of NOCIL Limited pursuant to merger		

