



**NOCIL LIMITED**

Regd. Office : 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 No. L99999MH1961PLC012003  
Email: investorcare@nocil.com

**Annexure 17**



ARVIND MAFATLAL GROUP  
The ethics of excellence

24<sup>th</sup> February 2020

**Annexure 17**

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001.

Dear Sir/Madam,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Suremi Trading Private Limited ('Suremi' or 'the Transferor Company 1') and Sushripada Investments Private Limited ('Sushripada' or 'the Transferor Company 2') with NOCIL Limited ('NOCIL' or 'the Transferee Company' or 'the Company') and their respective Shareholders ("the Scheme")**

In connection with the above application, we hereby confirm that:

- The proposed scheme of amalgamation to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, securities contract (Regulations) Rules, 1957, RBI Act, The Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited and National Stock Exchange of India Limited.
- In the explanatory statement to be forwarded by the Company to the shareholders under sections 230 to 232 of the Companies Act, and other applicable provisions, if any, of the Companies Act, 2013, as may be applicable it shall disclose:



**For NOCIL LIMITED**

**AMIT K. VYAS**  
Company Secretary



- i) the pre and post amalgamation (expected) capital structure and shareholding pattern and
  - ii) the “fairness opinion” obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
  - iii) Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, if applicable:
  - iv) The Complaint report as per Annexure III.
  - v) The observation letter issued by the stock exchanges.
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on company’s website as per Website link given hereunder:  
[www.nocil.com](http://www.nocil.com)
- d) The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The Company shall obtain shareholders’ approval by way of special resolution passed through Postal Ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor companies from the one given in the draft scheme of amalgamation/ arrangement.
- h) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.

For **NOCIL Limited**

A handwritten signature in blue ink, appearing to read "Amit K. Vyas".

**Amit K. Vyas**  
**Assistant Vice President (Legal)**  
**& Company Secretary**

