



NOCIL LIMITED

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Annexure 11



ARVIND MAFATLAL GROUP
The ethics of excellence

ANNEXURE 11

24th February 2020

To
Listing Department
Department of Corporate Services
BSE Limited
P.J. Towers Dalal Street
Mumbai – 400001
BSE scrip code: 500730

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")

Dear Sir/Madam,

It is hereby certified that the draft 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") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("Circular"), including the following:

SN	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied



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SN	Reference	Particulars	Compliance
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of the Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied. The documents have been submitted vide our application dated 25 th February 2020 with BSE and NSE.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied The Transferee company will be complying with conditions mentioned at point (a) and (b) of Para (I)(A)(3) of the Circular. The transferee company is listed on BSE and NSE having nationwide terminals.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. The share entitlement report is attached as Annexure 3.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. The Auditors Certificate is attached as Annexure 10
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Complied Provided in the Scheme

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

S. R. Deo
Managing Director
DIN: 001122338





Certified that the transactions / accounting treatment provided in the draft 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") are in compliance with all the Accounting Standards applicable to a listed entity.

A handwritten signature in black ink, appearing to read "P. Srinivasan".

P. Srinivasan
President- Finance & CFO

A handwritten signature in black ink, appearing to read "S. R. Deo".

S. R. Deo
Managing Director
DIN: 001122338

