



NOCIL LIMITED

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Website: www.nocil.com CIN No. L99999MH1961PLC012003
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Annexure 13



ARVIND MAFATLAL GROUP
The ethics of excellence

To,
The Manager
Listing Department
BSE Limited,
P J Towers,
Dalal Street, Fort,
Mumbai 400 001

Annexure 13

Dear Sir/Madam,

BSE Scrip Code: 500730

This is with reference to compliance with provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR Regulations') for allotment of shares only to a select group of shareholders or shareholders of unlisted companies pursuant to scheme as prescribed vide SEBI circular No. SEBI/LAD/NRO/GN/2016-17/030 dated 15th February, 2017. In connection with the same, we state as under:

- Suremi Trading Private Limited ("Suremi" or "Transferor Company 1") holds 2,07,72,170 Equity Shares in NOCIL Limited ("NOCIL" or "Transferee Company").
- Sushripada Investments Private Limited ("Sushripada" or "Transferor Company 2") holds holds 89,60,880 Equity Shares in NOCIL Limited.
- Upon merger, the existing equity shares held by Suremi and Sushripada (i.e. 2,97,33,050 equity shares of the face value of Rs. 10 each fully paid-up) in the paid up share capital of the Company shall stand cancelled and the shareholders of Suremi and Sushripada would be entitled to the same number of Equity Shares of NOCIL (i.e. 2,97,33,050 equity shares of the face value of Rs. 10 each fully paid-up) which they own indirectly through their holding in Suremi and Sushripada.
- Pursuant to the merger, the pre and post scheme shareholding of the Promoter group and Public Shareholders would remain same.
- All the shareholders of Suremi and Sushripada are, and will, upon merger remain ultimate beneficial owners in NOCIL in the same ratio as they hold prior to the merger, and the interest of public shareholders in NOCIL would remain unaffected.



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For NOCIL LIMITED

AMIT K. VYAS
Company Secretary



- In this regard, the company has undertaken valuation from an independent valuer, namely M/s SSPA & Co., Chartered Accountants, dated 30th January, 2020 which is also submitted along with the application filed with stock exchange as Annexure 3. The management wishes to rely on the same.

Thanking you,

Yours Faithfully,
For NOCIL Limited

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

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



Date: 24/02/2020
Place: Mumbai