

KEYNOTE

Date: 27th July 2020

The Board of Directors
NOCIL Limited
Mafatlal House,
H.T. Parekh Marg,
Backbay Reclamation,
Churchgate, Mumbai,
Maharashtra – 400020

The Board of Directors
Suremi Trading Private Limited
D1, Sindhu House, Nanabhat Lane
Mumbai, Maharashtra – 400023

Dear Sir/Madam,

Ref: Abridged Prospectus of Suremi Trading Private Limited

Subject: Due Diligence Certificate for the Abridged Prospectus of Suremi Trading Private Limited

Scheme of Amalgamation under Sections 230 to 232 of the Companies Act, 2013 and rules framed thereunder among Suremi Trading Private Limited ('Suremi' or 'Amalgamating Company 1'), Sushripada Investments Private Limited ('Sushripada' or 'Amalgamating Company 2') (Amalgamating Company 1 and Amalgamating Company 2 hereinafter referred to as 'Amalgamating Companies') and NOCIL Limited ('NOCIL' or 'Amalgamated Company') and their respective shareholders ("Scheme") in terms of requirement specified in SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular").

This is with reference to our engagement with Suremi Trading Private Limited for *inter-alia* certifying the accuracy and adequacy of disclosures pertaining to Suremi made in the abridged prospectus dated 21st July 2020, prepared by Suremi to be sent to the shareholders and creditors (both secured as well as unsecured) of NOCIL as per the direction of NCLT, pursuant to the Scheme of Amalgamation.

We, as SEBI registered Merchant Banker(s) state and confirm as follows in respect of above proposed Scheme of Amalgamation:

- (1) We have examined various documents including those relating to outstanding litigation, claims and regulatory actions and other material in connection with the finalization of the Abridged Prospectus as mentioned above;
- (2) On the basis of such examination and the discussions with Suremi, its directors and other officers, other agencies, and independent verification of the statements concerning the objects of the Scheme of Amalgamation and the contents of the documents and other papers furnished by Suremi, we confirm that:
 - (a) the Abridged Prospectus is in conformity with the documents, materials and papers relevant to the Scheme;



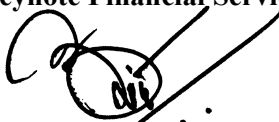
KEYNOTE

- (b) all the legal requirements relating to the Scheme of Amalgamation issued by the SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and
- (c) the disclosures made in the Abridged Prospectus are true, fair and adequate to enable the investors to make a well informed decision as to the proposed Scheme of Amalgamation and such disclosures are in accordance with the requirements of the Companies Act, 2013, SEBI Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions / legal requirements.

The above confirmation is based on the information furnished and explanations provided to us by the management of SUREMI assuming the same is complete and accurate in all material aspects on an as is basis. We have relied upon financials, information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus. This certificate is based on the information as at July 21, 2020. This certificate is a specific purpose certificate issued in terms of the SEBI Circular and hence, it should not be used for any other purpose or transaction. The certificate is not, nor should it be construed to be, a certification of compliance of the Scheme of Amalgamation with the provisions of the applicable Law including company, taxation and securities markets related laws or as regards to any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to Suremi's underlying decision to effect the Scheme or as to how the holders of equity shares are secured or how the equity shareholders of NOCIL should vote at their respective meetings held in connection with the Proposed Scheme of Amalgamation. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the financial performance of Suremi and NOCIL following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/ investors should buy, sell or hold any stake in Suremi or any of its related parties (holding company/ subsidiaries/ associates etc.)

For **Keynote Financial Services Limited**



Name: **Mr. Uday Patil**
Designation: **Director – Investment Banking**
SEBI Registration Number: **INM000003606**

**APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS
(AS PROVIDED IN PART E OF SCHEDULE VI OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE
REQUIREMENT) REGULATIONS, 2018)**

This Document contains information pertaining to unlisted entity involved in the proposed Scheme of Amalgamation among Suremi Trading Private Limited ('Suremi' or 'Amalgamating Company 1'), Sushripada Investments Private Limited ('Sushripada' or 'Amalgamating Company 2') (Amalgamating Company 1 and Amalgamating Company 2 hereinafter referred to as 'Amalgamating Companies') and NOCIL Limited ('NOCIL' or 'Amalgamated Company') and their respective shareholders pursuant to Sections 230-232 of the Companies Act, 2013 and rules framed thereunder ('Scheme'). This Abridged Prospectus has been prepared in terms of the requirements specified in SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular"). Copies of the documents as mentioned under the title "Any Other Important Information of Suremi on page 5 shall be available for inspection at NOCIL's Registered Office situated at Mafatlal House, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai, India - 400020, during working hours on all working days from the date of this Abridged Prospectus till the amalgamation.

THIS ABRIDGED PROSPECTUS CONTAINS 5 PAGES
PLEASE MAKE SURE YOU HAVE RECEIVED ALL THE PAGES

<p>Suremi Trading Private Limited Registered Office: D1, Sindhu House, Nanabhat Lane, Mumbai – 400023, Maharashtra, India. Telephone: 022 6617 3675; Fax: Not Available; Email: vipul.popat@arvindmafatlalgroup.com CIN: U65990MH1978PTC020335 Contact Person: Mr. Vipul Popat</p>
PROMOTERS OF SUREMI TRADING PRIVATE LIMITED
The promoters of Suremi Trading Private Limited are Hrishikesh Arvind Mafatlal, Priyavrata Hrishikesh Mafatlal, Gurukripa Trust and Sushripada Investments Private Limited
SCHEME DETAILS, LISTING AND PROCEDURE
<p>The Scheme of Amalgamation provides for amalgamation of Suremi and Sushripada with NOCIL under the provisions of Sections 230 to 232 of the Companies Act, 2013 and rules framed thereunder. As a consideration for the amalgamation, equity shares would be issued by NOCIL to the shareholders of Suremi and Sushripada in lieu of equal number of shares as held by Suremi and Sushripada in NOCIL being cancelled.</p> <p>Such equity shares (issued by the Amalgamated Company to the relevant equity shareholders of the Amalgamating Companies) will be listed and admitted for trading on the Stock Exchanges.</p> <p style="text-align: center;">PROCEDURE</p> <p>The procedure with respect to public issue/offer would not be applicable as the Scheme does not involve issue of any equity shares to public at large. The issue of equity shares by the Amalgamated Company is only to the shareholders of the Amalgamating Companies, in accordance with the Scheme. Hence, the procedure with respect to GID (General Information Document) is Not Applicable.</p>
STATUTORY AUDITORS OF SUREMI
<p>M.A. Parikh & Co. Chartered Accountants, Firm Registration No. 107556W Address: Yusuf Building, 2nd Floor, 43, M. G. Road, Fort, Mumbai. Phone: 022 22041018</p>
ELIGIBILITY FOR THE ISSUE
Whether the company is compulsorily required to allot at least 75% of the net public offer to public, to qualified institutional buyers – Not Applicable
INDICATIVE TIMELINE
The Abridged Prospectus is issued pursuant to the Scheme and is not an offer to public at large. The time frame cannot be established with absolute certainty, as the Scheme is subject to approvals from regulatory authorities, including the National Company Law Tribunal ('NCLT').
GENERAL RISKS
Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Shareholders are advised to read the

risk factors carefully before taking an investment decision in relation to the Scheme. For taking an investment decision, shareholders must rely on their own examination of the Company and the Scheme including the risks involved. The equity shares being offered in the Scheme have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the Abridged Prospectus. The Scheme does not envisage any issue to the public at large. **Shareholders are advised to refer the title “Internal Risk Factors” on Page 5 of the Abridged Prospectus before making an investment in this Scheme.**

PRICE INFORMATION OF SUREMI

In the present case, the same number of shares of NOCIL are being issued to the shareholders of Suremi and Sushripada, therefore pricing provisions are not applicable. Upon the Scheme becoming effective, pursuant to the approval of NCLT, the only consideration that is being discharged under the Scheme is shares of NOCIL being issued to the shareholders of Suremi and Sushripada in lieu of equal number of shares as held by Suremi and Sushripada in NOCIL being cancelled. Thus, for every fresh issue of share of NOCIL to the shareholder of Suremi and Sushripada, there is a corresponding cancellation of an existing NOCIL share as held by Suremi and Sushripada. Therefore, Promoters cumulatively would continue to hold the same number of shares in NOCIL, pre and post the amalgamation.

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PROMOTERS OF SUREMI

The promoters of Suremi Trading Private Limited are Hrishikesh Arvind Mafatlal, Priyavrata Hrishikesh Mafatlal, Gurukripa Trust and Sushripada Investments Private Limited

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

Suremi Trading Private Limited is engaged in the business of trading of fabrics like jute, wool, silk, flex, hemp, cotton, industrial fabrics, synthetic fabrics, synthetic yarn, nylon, polyester, acrylic, viscose, polypropylene, artificial silk rayon, canvas, and other fibers or textile substances. It also holds investments in securities. Although Company’s main business is as stated above, the said business activities form insignificant part of the Company’s total assets. The Company is a promoter holding company of NOCIL Limited. The business strategy largely depends on the economic environment of the Country and the policy of the Government of India and the Reserve Bank of India. Fiscal and regulatory liberalizations announce by the government may create new opportunities for growth for the Company. The Company is a holding company of NOCIL Limited and holds 12.85% of paid up capital of NOCIL Limited

BOARD OF DIRECTORS OF SUREMI

Board of Directors of Suremi:

Sr. No.	Name and Designation	Qualification	Experience including current / past position held in other firms
1	Vipul B. Popat Director	B.Com., C.A.	Mr. Vipul Popat is the Director of Suremi and is responsible for overseeing Accounting and Financial matters, in relation to the Company. He is CA, B.COM.

	DIN: 05102659		He has got vast experience of 20 years which includes finance, costing, banking, etc. from various prominent organizations like Wahl India Grooming Products Pvt. Ltd, Sojitz India Pvt. Ltd etc.
2	Rajendra R. Likhite Director, DIN: 00047169	BSC, MLW & IR, MAM & LLB	Mr. Rajendra Likhite is working with Suremi since last 3 years. He is a BSC, MLW & IR, MAM & LLB. He is having 40 years rich experience in HR and Admin, Property related matters. His professional knowledge and business development skills will be very helpful for the company to develop its business.
3	Niraj Mankad Director DIN: 00051259	B.COM, LLB, ACS	Mr. Niraj Mankad is working with Suremi since last 22 years. He is a B.COM, LLB, ACS. He is having 26 years' experience in legal and secretarial initiatives. He has specialized in taxation matters as well.

OBJECTS PURSUANT TO THE SCHEME

The Scheme shall achieve the following:

- Amalgamation of Suremi and Sushripada into NOCIL will ensure a streamlined group structure by reducing the number of legal entities in the group structure and rationalize costs by eliminating multiple record keeping and administrative functions.
- The proposed amalgamation will also reduce the multiplicity of legal and regulatory compliances required at present and eliminate duplicative communication and coordination efforts across multiple entities.

SHAREHOLDING PATTERN OF SUREMI (Pre - Merger)

Shareholding pattern of Suremi Pre Merger as on 30th June, 2020:

Equity Shares

Sr. No.	Particular	Number of Equity Shares Held	% of Holding
	Promoter and Promoter Group		
1.	Hrishikesh Arvind Mafatlal	18,860	35.47
2.	Priyavrata Hrishikesh Mafatlal	6	0.01
3.	Gurukripa Trust	34,223	64.35
4.	Sushripada Investments Private Limited	90	0.17
	Public		
5.	Public Shareholders	-	-
	Total	53,179	100

Compulsory Convertible Preference Shares

Sr. No.	Particular	Number of Equity Shares Held	% of Holding
	Promoter and Promoter Group		
1.	Sushripada Investments Private Limited	6,750	0.69
2.	Gurukripa Trust	9,77,250	99.31
	Public		
3.	Public Shareholders	-	-
	Total	9,84,000	100

SHAREHOLDING PATTERN OF NOCIL (Pre and Post Merger)

Shareholding pattern of NOCIL Pre Merger as on 30th June, 2020:

Sr. No.	Particular	Pre - Merger		Post - Merger (Expected)	
		Number of Equity Shares Held	% of Holding	Number of Equity Shares Held	% of Holding
	<i>Promoter and Promoter Group</i>				
1.	Hrishikesh Arvind Mafatlal	1,77,900	0.11	9,39,345	0.57
2.	Priyavrata Hrishikesh Mafatlal	5,17,000	0.31	5,17,418	0.31
3.	Rekha Hrishikesh Mafatlal	1,64,760	0.10	1,64,760	0.10
4.	Hrishikesh Arvind Mafatlal (as a trustee of the Gurukripa trust)	100	0.00	2,94,71,282	17.80
5.	Hrishikesh Arvind Mafatlal (as a Trustee of Karuna Trust)	100	0.00	100	0.00

6.	Hrishikesh Arvind Mafatlal (as a Trustee of Narsingha Trust)	100	0.00	100	0.00
7.	Hrishikesh Arvind Mafatlal (as a Trustee of Shrija Trust)	100	0.00	100	0.00
8.	Rekha Hrishikesh Mafatlal (as a Trustee of Radha Raman Trust)	100	0.00	100	0.00
9.	Sushripada Investments Private Limited	89,60,880	5.41	0	0.00
10.	Suremi Trading Private Limited	2,12,72,165	12.85	0	0.00
11.	Mafatlal Industries Limited	2,52,59,059	15.25	2,52,59,059	15.25
12.	Sumil Holdings Private Limited	220	0.00	220	0.00
	Total Promoter and Promoter Group	5,63,52,484	34.03	5,63,52,484	34.03
	<i>Public</i>				
13.	Public Shareholders	10,92,53,471	65.97	10,92,53,471	65.97
	Total	16,56,05,955	100.00	16,56,05,955	100.00

AUDITED FINANCIALS OF SUREMI

Standalone (Figures in INR Lacs)	FY2019-20	FY2018-19	FY2017-18	FY2016-17	FY2015-16
Total Income from Operations (net)	51.26	675.63	826.05	384.48	420.16
Net Profit/(Loss) before Extraordinary Items and Tax	662.59	297.10	413.53	(48.46)	646.70
Net Profit/(Loss) after Extraordinary Items and Tax	663.33	300.94	359.61	(29.49)	475.75
Equity Share Capital	5.32	1.31	1.31	1.31	1.31
6% Cumulative Redeemable Non-Convertible Preference Share Capital	-	187.20	187.20	187.20	187.20
0.02% Non-Convertible Redeemable Preference Share Capital	-	3,850.00	3,850.00	3,300.00	-
0.01% Non-Cumulative Compulsory Convertible Preference Share Capital	98.40	98.40	-	-	-
0.1% Cumulative Non-Convertible Redeemable Preference Share Capital	-	-	213.62	213.62	213.62
Reserves and Surplus	4,684.41	5,831.48	5,458.74	5,099.12	5,128.63
Net Worth	4,786.26	8,649.61	8,562.16	7,652.54	4,382.18
Basic Earnings per share (Rs.)	1,536.74	2,293.79	2,647.85	(317.11)	3,626
Diluted Earnings per Share (Rs.)	64.58	1,902.80	2,647.85	(317.11)	3,626
Return on Net Worth (%)	13.86%	3.48%	4.20%	(0.38%)	10.86%
Net Asset Value per share	461.47	462.50	32,859.43	30,118.48	30,345.70

Please note:

1. Net worth is computed in accordance with section 2(57) of the Companies Act, 2013.
2. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares outstanding during the year
3. Return on networth (%) is computed by dividing the net profit after tax by the net worth.
4. Net asset value per share has been arrived at by dividing the Net Worth less any Redeemable Preference Share Capital by total number of equity shares and Compulsorily Convertible Preference shares convertible into equity shares at conversion ratio of 1:1

INTERNAL RISK FACTORS

Implementation of the Scheme completely depends on the approval of Regulatory Authorities. Any modification or revision in the Scheme by the competent authorities may delay the completion of the process.

Equity Shares to be issued pursuant to the Scheme by shall be listed on BSE Limited & National Stock Exchange of India Limited, which would be subject to approvals from the said Stock Exchanges.

Company/ Group specific risk: Suremi is mainly a promoter holding company, hence any political instability or change in economic environment or change in liberalization and derogation policies could seriously harm business and economic conditions in India generally and business of the investee company particularly.

Pursuant to the Scheme, all assets and liabilities of Suremi are being transferred to NOCIL. There may be potential risks regarding business, financial, tax and regulatory matters in Suremi which may have an adverse impact on NOCIL. The Promoters of NOCIL have provided an indemnity to NOCIL towards future liabilities, if any.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against and by Suremi and amount involved are as under –

Type of Cases	Number of cases	Amount involved (Rs Lakhs)
Civil and Economic Matters	0	0
Regulatory Action or Criminal/Civil Proceedings	0	0
Labour Claims, Winding up petitions or closure	0	0
Overseas Litigation matters	0	0
SEBI or other regulatory matters	0	0
Security Matters	0	0
Statutory Obligations	0	0
Total	0	0

- B. **Brief details of top 5 material outstanding litigations against Suremi and amount involved** – As on the date of this abridged prospectus, there are no material litigations pending against Suremi.
- C. **Regulatory Action, if any - disciplinary action taken by SEBI or Stock Exchanges against the Promoters / Group Companies in the last 5 financial years including outstanding action** - No regulatory actions or disciplinary action has been taken by SEBI or Stock Exchanges against the Promoters/Group Companies in last five Financial Years.
- D. **Brief details of outstanding criminal/civil proceeding against Promoters:** As on the date of this abridged prospectus, there are no outstanding litigations against the promoters.

ANY OTHER IMPORTANT INFORMATION OF SUREMI

- **Authority for the issue** – The Scheme was approved by the Board of Directors of Suremi and Sushripada in their meeting held on January 30th, 2020 and NOCIL on January 30th, 2020. The Scheme is subject to approvals from the SEBI, Shareholders, Stock Exchanges, National Company Law Tribunal, Official Liquidator, Regional Director & Registrar of Companies.
- **Expert Opinion obtained, if any** – Fairness Opinion and Valuation Report
- **Material Contracts and Documents for Inspection:**
 1. Memorandum & Articles of Association
 2. Financial Statements & latest Shareholding Pattern
 3. Draft Scheme of Amalgamation
 4. Fairness Opinion pursuant for the Scheme
 5. Valuation report dated 30th January 2020 by SSPA & Co., Chartered Accountants
 6. Valuation Report dated 30th January 2020 by R V Shah & Associates

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the rules/ guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in the abridged prospectus are true and correct.

For Suremi Trading Private Limited



Mr. Vipul B. Popat
Director

Place: Mumbai

Date: 27-07-2020