

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 ARVIND MAFATLAL GROUP

Email: investorcare@nocil.com



Date: 13th August, 2020

The Bombay Stock Exchange Limited

"P.J. Towers" Dalal Street, Mumbai-400 001 Scrip Code: 500730 The National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex. Bandra (East), Mumbai-400 051

Symbol: NOCIL

Dear Sir.

Sub: Disclosure under Regulation 30, 44 and 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Newspaper Advertisement of Notice of National Company Law Tribunal ('NCLT') convened Meeting.

Pursuant to Regulation 30 read with Para A of Schedule III, Regulation 44 and Regulation 47 of the SEBI Listing Regulations and in compliance with Section 230 of the Companies Act. 2013 and Ministry of Corporate Affairs ('MCA') Circulars dated 05th May, 2020, 08th April, 2020 and 13th April, 2020, and Securities and Exchange Board of India ('SEBI') Circular dated 12th May, 2020, we have enclosed herewith the copies of the following newspaper advertisements published for giving Notice of the NCLT convened meeting of the Equity Shareholders of NOCIL LIMITED to be held through video conferencing on Tuesday, the 15th day of September, 2020 at 11:00 a.m. (IST), to consider the 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").

1. Business Standard (English) Edition dated 13th August, 2020; and

2. Navshakti (Marathi) Edition dated 13<sup>th</sup> August, 2020.

Further, the Company has also disseminated the above published information on the Company's website viz., www.nodil.com.

We request you to take the same on your records.

For NOCIL Limited

Assistant Vice President (Legal) and Company Secretary

Place: Mumbai

Encl: as above





NOCIL LIMITED
CIN: L99999MH1961PLC012003
Regd. Office: Mafattal House, H.T. Parekh Marg, Backbay
Reformation, Churchyate, Mumbai-400 020
Tel. Chamadion, Churchyate, Mumbai-400 020
Tel. Chamadion, Churchyate, Mumbai-400 020
Website: www.nocil.com; Email: investorare@nocil.com
Form NO, CAA. 2
[Pursuent to Settion 230(3) and Turks America Tuttle, Com

[Pursuant to Section 230(3) and rule 6 and rule 7 of the Companier (Compromises, Arrangements and Amalgamations) Rules, 2016] COMPANY SCHEME APPLICATION NO. 1011/MB/2020

Compranises, Arrangements and Ambilgamactions, Rules, 2016]
COMPANY SCHEME APPLICATION NO. 1011/MB/2020
NOCIL LIMITED ....the Applicant Company, the Transferse Company
Notice and Advertisement of the meeting of the Equity Shareholders
Notice is hereby given that by a norder dated the 7th day of July, 2020, the
Mumbail Bench of the National Company: Law Tribunal ("NCLT") as
directed meeting of the Equity Shareholders of the Applicant Company be
held for the purpose of considering, and if thought fit, approving with or
without modification, the Scheme of Amalgamation of Suremi Trading
Private Limited ("Suremi" or "the Transfer or Company 1") and Sushripada
Investments Private Limited ("Sushripada" or "the Transferor Company
2) with NoCIL Limited ("NoCIL" or "the Transferee Company") and their
respective Shareholders ("Scheme").
In pursuance of the said order, and as directed therein, notice of the
meeting along with corresponding annexures has been sent to equity
shareholders at their registered email addresses and the dispatch of
notice has been completed by Wednesday, 12th August, 2020. Further, in
pursuance of the said order, notice is hereby given that the meeting of the
equity shareholders of the Applicant Company will be held through Video
Conferencing ("VC") or Other Audio-Visual Means ("OAJM") mode on
Tuesday, 15th September, 2020 at 11:00 a.m. (IST), as a physical meeting
would not be possible in view of the ongoing COVID-19 pandemic and related
social distancing norms. For the purpose of the meeting, the Company
has entered into an agreement with National Securities Depository Limited
("NSDL") for facilitating voting through electronic means, as the authorized
agency. The facility of casting votes by a member using remote e-voting
system as well as venue voting on the date of the meeting will be provided
by NSDL.

agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the meeting will be provided by NSDL.

The voting rights of the equity shareholders shall be in proportion to their shareholding in the Applicant Company as on the close of the business hours of Tuesday, 08° September 2020 ("cut-off date"). In case of remote e-voting, the voting will commence from Thursday, 10° September 2020 at 09:00 a.m. (IST) and end on Monday, 14° September 2020 at 05:00 p.m. (IST) votes should be cast in the manner described in the instructions to the notice. Responses received after the said time will be treated a invalid. All existing equity shareholders whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the meeting. Aperson who is not a member as on the cut-off date should treat this notice of meeting for information purpose only.

Any person, who acquires shares of the Applicant Company and becomes member of the Applicant Company after dispatch of the notice, shall be entitled to avail the facility of remote e-voting as well as e-voting at the meeting only if his name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date is. Tuesday, 08° September, 2020. Such a person may obtain the login ID and password for e-voting by sending a request at evoting@msl.co.in or may contact on toll free number 1800-222-990, as provided by NSDL. A Member who has cast hisher vote by remote e-voting prof to the meeting shall also be eligible to participate in the meeting through VC/OAVM Facility but shall not be entitled to cast higher votes and can also available on the website of BSE Limited ("BSE") and National Stock Exchange of India Limited ("BSE") at NSDL at the Applicant Company, the may follow the procedure mentioned in the notes to the notice for casting their votes and can also avail

at Investorcare@nocil.com.

In case of any queries / grievances connected with remote e-Voting, you may refer to the Frequently Asked Questions and e-Voting user manual for members available at the 'Downloads' Section of www.evoting.nsdl.com. Members can also contact the below persons for such queries/ grievances or for technical assistance required before / during the Meeting to access and participate in the NCLT convened meeting:

a. Send a request to evoting@nsdl.co.in or may contact on toll free number 1800-222-990; or

a. Send a request to evoting@nsdi.co.in or may contact on toll free number 1800-222-990; or
b. Contact Mr. Amit Vshal, Senior Manager, NSDL at the designated email address: amitv@nsdi.co.in or at call on +912224994360; or
c. or Ms. Pallavi Mhatre, Manager, NSDL at the designated email address: pallavid@nsdi.co.in or at call on +91222499456;
d. Members may also write to the Company Secretary at the Applicant Company's email address investorcare@nocil.com.
Since this meeting of the equity shareholders of the Applicant Company is being held as per the directions of the NCLT through VC/OAVM facility, the physical attendance of equity shareholders of the Applicant Company has been dispensed with. Hence, please note that the facility of appointing proxy(ies) by equity shareholders will not be available. However, in pursuance of Section 112 and 113 of the Act, persons / body corporates entitled to vote may appoint an authorized representative for the purpose of voting through remote e-voting, or for participation in the meeting through VC/OAVM facility and e-voting during the meeting provided that an authorized for yellow and evoting by the Board of Directors or other governing body authorizing such representative to attend and vote at the meeting through VC/OAVM for its behalf along with the attendand vote at the meeting through VC/OAVM on its behalf along with the attendand vote at the meeting through vC/OAVM on its behalf along with the attendand vote at the meeting through vC/OAVM on its behalf along with the attended specimen signature of the duly authorized signatory(ies) who are authorized to vote is emailed to the scrutinizer attendant (orthough variety). The NCLT has appointed Mr. Hrishikesh A. Mafatlal, Executive Chairman and falling him, Mr. D.N. Mungale, Director and falling him, Mr. Priyavrata H. Mafatlal, Director as the Chairperson of the said meeting of the equity shareholders of the Applicant Company. The abovementioned Scheme, if approved at the meeting will be subject to the subsequent approval of t

NCLT.
The NCLT has appointed Mr. Makarand Joshi, Practicing Company Secretary (CP No. 3662 / Membership No. FCS 5533), partner of Makarand Joshi & Co., Company Secretaries as scrutinizer (the "Scrutinizer") to scrutinize the e-voting at the meeting and remote e-voting in a fair and transparent manner. The results of the meeting shall be announced by the Chairperson on or before Thursday, 17" September, 2020 upon receipt of Scrutinizer's report and the same shall be displayed on the website of the Applicant Company (www.nocil.com) and on the website of NSDL (www.evoting.nsdl.com), being the agency appointed by the Applicant Company to provide the voting facility to the equity shareholders, as aforesaid.

For NOCIL Limited

Date: 13<sup>th</sup> August, 2020 Place: Mumbai

Mr. Hrishikesh A. Mafatlal
Chairperson appointed for the meeting of Applicant Company



## नोसिल लिमिटेड

सीआपएन. L99999MH1961PLC012003 नो. कार्यातच : मफतताल हाऊस, एच. टी. धारेख मान, बँकवे रेक्सेमेशन, चर्चगेट, मुंबई ४०० ०२०, दुर. क्र.: ९१- २२- ६६३६४०६० वेबसाइट : www.nocil.com देनेल: investorcare@nocil.com

प्रपन्न कः सीएए २ (कंपन्या (तडजोड, व्यवस्था आणि एकजीकरण) नियमावली, २०१६ चे नियम ६ आणि नियम ७ कलान २३०(३) च्या अनुषंगाने) कंपनी योजना अर्ज क्वः, १०११/एम बी/२०२०

...अर्जदार कंपनी / हस्तांतरित कंपनी

समन्याय भागधारकांच्या सभेची सूचना आणि जाहिरात

नोसिल लिमिटेड

समन्याप भागधारकांच्या सभेची सुचना आणि जाहिरात

याद्रारे सुचना देण्यात येते की, दिनांक ७ जुतै, २०२० रीजीच्या आदेशानव्ये, राष्ट्रीय कंपनी

विधी न्यायाधिकरणाच्या (एनसीएलटी) मुंबई न्यायपीठाने अर्जदार कंपनीच्या समन्याप
भागधारकांची सभा सुंसी ट्रेडिंग प्रायवेट लिमिटेड (सुंसी किंवा इस्तांतरक कंपनी १)

आणि सुअंपदा इनेस्द्रोन्स्य प्रमायवेट लिमिटेड (सुंसी किंवा इस्तांतरक कंपनी १)

आणि सुअंपदा इनेस्द्रोन्स्य प्रमायवेट लिमिटेड (सुंसी किंवा इस्तांतरक कंपनी १)

आणि सुअंपदा इनेस्द्रोन्स्य प्रमायवेट लिमिटेड (सुंसी कांवा इस्तांतरक कंपनी १)

आणि तांवे आपआपते भागधारक यांवे नीसिल लिमिटेड (नोसिल किंवा इस्तांतरीत कंपनी) मध्ये वितीनीकरण करण्याची योजना (पीजना) विवाराये घेण्यासाठी आणि जार कंपनी) मध्ये वितीनीकरण करण्याची योजना (पीजना) विवाराये पुंचा कंपनी भागधारकांची अर्था जार वितानीकरण करणाची निर्देशा दिलेते आहेत.

अर्था आर्था कांवा अर्था प्रमायों आणि वातील निर्देशानुसार, सभेची सुचना तसेच तस्सम् परिष्येष्ट समन्याच भागधारकांचा तथाच्या नीदणील करण्याची विदेशा दिलेते आहेत.

सदर अर्थिशाच्या अर्था मोत्रायों कांवा हुंबिल इनेस्त परसावर पाठविष्णायां अर्थाली आहेते आणि स्वर सुचना पाठविष्णायों कांवा हुंबिल इनेस परसावर पाठविष्णायां केपनील आणील करण्याची कंपनील अर्था हुंबिल इनेस परसावर पाठविष्णायां केपनील अर्था कंपनीच्या समन्याय भागधारकांची सभा सच्या चातु अस्तंत्यों कोचित १९ आणि स्वर्धा केपनीच्या समन्याय भागधारकांची सभा सच्या चातु अस्तंत्या कोचित १९ काचित हुंबिल अर्थन कर्या केपनील करणाची किंवा करणाची स्वर्धा स्वर्धा करणाची सुचन पाळणाचा अर्था किंवा करणाची सुचन पर्वारोक्ष सम्पायीची किंवा किंवा वितार करणाची सुचन पर्वारोक्ष सम्पायीची किंवा करणाची सुचन पर्वरोक्ष सम्पायीची किंवा करणाची सुचन पर्वरोक्ष सम्पायीची करणाचीचित करणाची वित्रेत्र अर्थन राव्यरोक्ष करणाची सुचन पर्वरोक्ष सम्पायीचित करणाची सुचन वित्रेत्र वित्रेत्र पर्वरोक्ष वित्रेत्र अर्थन सुचन करणाची सुचन वित्रेत्र करणाचीच सुचन पर्वरोक्ष सुचन करणाची सुचन पर्वराचित्र करणाचीच सुचन करणाची सुचन वित्रेत्र सुचन करणाची सुचन वित्रेत्र सुचन करणाची सुचन वित्रेत्र सुचन करणाचीच सुचन करणाच्या सुचन

हुकक राहतील. जी व्यक्ती अतिम तारखेनुसार सभासद झालेली असेंस अशा व्यक्तीने सभेची हि सुचना केवळ माहितीसत वरण्याज आत्याचे सम्माजी.

एखाद्या व्यक्तीने अर्जदार कंपनीचे रोअर्स घेतलेले असतील आणि सभेची सूचना पाठवित्यानंतर अर्जदार कंपनीचे ते सभासद झालेले असतील तर कंवळ त्यांचे नाव अतिम तारखेनुसार हुणजेच माळवात. दिनांक ०,८ स्प्रेट्ट, २०,२०, अनुसार सभासदानां तारखेनुसार हुणजेच माळवात. दिनांक ०,८ स्प्रेट्ट, २०,२०,अनुसार सभासदानां तारखेनुसार हुणजेच माळवात. दिनांक ०,८ स्प्रेट्ट, २०,४ अनुसार सभासदानां तारखेनुसार हुणजेच माळवात दिनांक ए.४ स्प्रेट, २०, स्प्रेट, २०,४ अनुसार सभासदानां तारखेन सभास व्यक्ती सभायों दिनों देश स्प्रेट मतदान सुविधेचा तसेच ई-मतदानांचा लाभ घेण्यास इक्काचर राहतील अशा व्यक्तीने evoting@msdl.co.in वर विनंती करूलन लागिन आप अंति आणि पात्रखंड प्राप्त करावा किंचा एगएसडीएल कडून पुरविध्यात आलेल्या लेल हुण सभास्य अस्प्रेट स्प्रेट स्थात आपले तथा सेक तथा स्प्रेट स्प्रेट स्प्रेट स्प्रेट स्प्रेट स्थात आपलेले आहेत. तसेच विपर स्थात स्प्रेट स्थात स्याच स्पर्य स्पर्य स्पर्य स्थात स्पर्य स्पर्य स्याच स्पर्य स्थात स्पर्य स्थात स्थात स्पर्य स्पर्य स्थात स्थात स्थात स्थात स्थात स्पर्य स्थात स्थात स्थात स्थात स्थात स्पर्य स्थात स्

कंपनीच्या- investorcare@nocil.com वर इमेल करून मोफ्ट प्राप्त वर जन्म विवरण अजदार कोणत्याही चौकचीच्या बाबतीत/रिमोट ई-मतदानाची संबंधित छोणताही तकार करावयाची अस्त्यास अपाण www.evoing.ad.com च्या डाकनांचे इस्कान्य उपान्त्य उपान्त्य अस्त्रात्व अपाणताही वार्यवार विचारले जाणारे प्रश्न पहार्व आणि सभासदांसाठी असलेले ई-मतदान पुजर मॅचुअल अस्त्रिम कमाने संदर्भित करावे

राधानत कराव. समाभदाना अथा प्रकारच्या चौकशीसाठी/ रिमोट ई-मतदानाशी संबंधित कोणाताहूँ तक्रारीसाठी किंवा एनसीएवटी आयोजित सभेमधे भाग घेण्यासाठी आणि सहभाग होण्यासाठी सभेपूर्वी / सभेदरम्यान आवस्यक असलेले तांत्रिक सहाय्य प्राप्त करण्यासाठ सालील व्यवतीना देखिल संधर्क शायता घेईल.

संचालक मंडळाच्या आदेशानुसा नोसिल लिमिटेर

स्थळ : मुंबई दिनांक : १३ ऑगस्ट, २०२०

श्री. ह्वीकेश ए. मफतलाल अर्जदार कंपनीच्या सभेसाठी नेमलेले अध्यक्ष