

Melisma Finance and Trading Pvt. Ltd.  
Regd. Off.: Plot No. 3, Kanjur Village Marg, Kanjur Road, Mumbai -400042  
CIN: U65990MH1994PTC077278; TEL: 022 67302500; EMAIL: [secretarialcompliance1@gmail.com](mailto:secretarialcompliance1@gmail.com)

Date: 18<sup>th</sup> August 2023

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
**NSE Scrip Code: NITCO**

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
**BSE Scrip Code: 532722**

Dear Sirs,

**Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations')**

**Target Company: Nitco Limited**

Pursuant to the Scheme of Merger by Absorption of Aurella Estates and Investments Private Limited ('Aurella') with Melisma Finance and Trading Private Limited ('Melisma') ('Scheme'), approved by the Regional Director, Western Region ('RD') vide its order dated 24<sup>th</sup> July 2023, the equity shares held by Aurella in the Target Company stands vested in Melisma. The effective date of the said Scheme is 18<sup>th</sup> August 2023. The said acquisition is exempt pursuant to Regulation 10(1)(d)(iii) of Takeover Regulations.

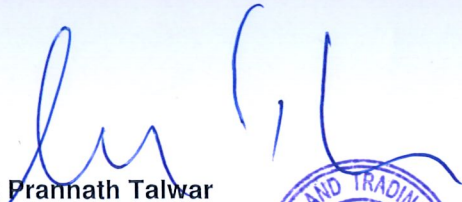
Chapter V - Regulation 28(1) of the Takeover Regulations requires that disclosures under the said Chapter shall be of the aggregated shareholding and voting rights of the acquirer or promoter of the target company or every person acting in concert with him. The transfer of shares of the Target Company pursuant to the Scheme has not resulted in any change in the aggregated shareholding and voting rights of the promoter group of the Target Company. However, out of abundant precaution, the disclosure as prescribed under Regulation 29(2) of the Takeover Regulations in relation to the aforesaid transfer of shares is enclosed.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

**For Melisma Finance and Trading Private Limited**

  
**Vivek Prannath Talwar**  
Director  
DIN: 00043180  
Date: 18<sup>th</sup> August 2023  
Place: Mumbai



**Cc: Company Secretary**  
**Nitco Limited**  
**NITCO House, Sheth Govindram Jolly Marg,**  
**Kanjur Marg (East), Mumbai- 400 042**

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Nitco Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Melisma Finance and Trading Private Limited PAC: Refer Table 1		
Whether the acquirer belongs to Promoter / Promoter group	Yes, the Acquirer forms part of the Promoter/ Promoter Group/ PAC		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange (BSE) and National Stock Exchange (NSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition/sale under consideration, holding of (Please see Table 1):</b>			
a) Shares carrying voting rights	3,80,97,176	53.02	53.02
b) Shares in the nature of encumbrance (pledge/ lien/ non- disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>3,80,97,176</b>	<b>53.02</b>	<b>53.02</b>

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<b>After the acquisition /sale, holding of (Please see Table 1):</b>			
a) Shares carrying voting rights acquired	3,80,97,176	53.02	53.02
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>3,80,97,176</b>	<b>53.02</b>	<b>53.02</b>
Mode of acquisition /sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Pursuant to Scheme of Merger by Absorption of Aurella Estates and Investments Private Limited with Melisma Finance and Trading Private Limited		
Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is Applicable	18 <sup>th</sup> August 2023		
Equity share / total voting capital of the TC before the said acquisition /Sale	INR 71,85,89,550/- (7,18,58,955 equity shares of INR 10 each)		
Equity share capital/ total voting capital of the TC after the said acquisition /sale	INR 71,85,89,550/- (7,18,58,955 equity shares of INR 10 each)		
Total diluted share/voting capital of the TC after the said acquisition/sale	INR 71,85,89,550/- (7,18,58,955 equity shares of INR 10 each)		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For Melisma Finance and Trading Private Limited**

Vivek Prannath Talwar  
 Director  
 DIN: 00043180  
 Date: 18<sup>th</sup> August 2023  
 Place: Mumbai



**TABLE 1**

**Shareholding of acquirer(s), PACs and seller individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC) before and after the acquisition:**

Sr. No	Name of the Shareholders	Shares held before the acquisition/ sale		Shares held after the acquisition/ sale	
		No. of equity shares	% w.r.t total share capital / voting rights of TC	No. of equity shares	% w.r.t total share capital / voting rights of TC
	<b>Acquirer(s) and PACs (other than Seller(s))</b>				
	<b>Acquirer</b>				
1	Melisma Finance and Trading Private Limited	-	-	2,56,76,949	35.73
	<b>Sub-total</b>	-	-	<b>2,56,76,949</b>	<b>35.73</b>
	<b>PACs [other than seller]</b>				
1	Vivek Prannath Talwar	63,23,669	8.80	63,23,669	8.80
2	Rajeshwari Prannath Talwar	8,25,988	1.15	8,25,988	1.15
3	Anjali Vivek Talwar	5,43,146	0.76	5,43,146	0.76
4	Poonam Wasan	1,19,432	0.17	1,19,432	0.17
5	Lovraj Talwar	87,301	0.12	87,301	0.12
6	Sanjnaa Talwar	85,517	0.12	85,517	0.12
7	Vivek Talwar (HUF)	27,264	0.04	27,264	0.04
8	A N Talwar (HUF)	2,001	0.00	2,001	0.00
9	Watco Engineering Co. Pvt. Ltd	16,16,712	2.25	16,16,712	2.25
10	Nitco Paints Pvt. Ltd.	15,98,299	2.22	15,98,299	2.22
11	Rang Mandir Builders Pvt. Ltd.	2,80,269	0.39	2,80,269	0.39
12	Ushakiran Builders Pvt. Ltd.	2,09,417	0.29	2,09,417	0.29
13	Lavender Properties Pvt. Ltd.	2,08,072	0.29	2,08,072	0.29
14	Prakalp Properties Pvt. Ltd.	1,75,785	0.24	1,75,785	0.24
15	Eden Garden Builders Pvt. Ltd.	1,56,951	0.22	1,56,951	0.22
16	Nitco Tiles And Marble Industries Andhra Pvt. Ltd.	85,517	0.12	85,517	0.12
17	Enjoy Builders Pvt. Ltd.	72,646	0.10	72,646	0.10
18	Northern India Tiles Corporation	2,240	0.00	2,240	0.00
19	Northern India Tiles (Sales) Corporation	1	0.00	1	0.00
	<b>Sub-total</b>	<b>1,24,20,227</b>	<b>17.29</b>	<b>1,24,20,227</b>	<b>17.29</b>
	<b>Seller</b>				
1	Aurella Estates and Investments Private Limited	2,56,76,949	35.73	-	-
	<b>Sub-total</b>	<b>2,56,76,949</b>	<b>35.73</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>3,80,97,176</b>	<b>53.02</b>	<b>3,80,97,176</b>	<b>53.02</b>