

Gurukripa Trust  
Mafatlal Bungalow,10, Altamount Road, Cumballa Hill, Mumbai -  
400026

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Date: March 31, 2021

To,  
The Manager,

|   |   |
|---|---|
| <b>BSE Limited</b><br>Corporate Relationship Department,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400001<br>Scrip Code: 500730 | <b>National Stock Exchange of India Limited</b><br>Exchange Plaza, 5th Floor,<br>Plot No.C/1, G Block,<br>Bandra-Kurla Complex, Bandra(E), Mumbai-<br>400051<br>Symbol: NOCIL |
|---|---|

**Sub: Disclosure in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir/ Madam,

Notice is hereby given under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of the shares allotted pursuant to the Scheme of Amalgamation of Suremi Trading Private Limited and Sushripada Investments Private Limited with NOCIL Limited and their respective Shareholders ('the Scheme'), as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order delivered on 3<sup>rd</sup> March, 2021 (which became effective on 19<sup>th</sup> March 2021).

You are requested to kindly take note of the above.



**Hrishikesh A. Mafatlal**  
as a Trustee of Gurukripa Trust

CC: NOCIL Limited

Mafatlal House, H.T. Parekh Marg,  
Backbay Reclamation,  
Churchgate, Mumbai 400 020

**DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

**PART A: Details of the Acquisition**

|  |   |  |  |
|--|---|--|--|
| Name of the Target Company (TC)  | NOCIL Limited   |  |  |
| Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer  | Hrishkesh A. Mafatlal as a Trustee of Gurukripa Trust                         |  |  |
| Whether the acquirer belongs to promoter / promoter group  | The acquirers are a part of the promoter group                                |  |  |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed   | 1. The National Stock Exchange of India Limited (NSE)<br>2. BSE Limited (BSE) |  |  |
| Details of the acquisition as follows  | Number  | % w.r.t. total share/ <del>voting</del> capital wherever applicable(*) | % w.r.t. total diluted share/ <del>voting</del> capital of the TC (**) |
| <b>Before the acquisition under consideration, holding of acquirer along with PACs:</b>  |   |  |  |
| a) Shares carrying voting rights   | 100<br>(Individually)   | 0.00%<br>(Individually)  | 0.00%<br>(Individually)  |
|  | 5,63,91,184<br>(Together with PAC)  | 33.93%<br>(Together with PAC)  | 33.93%<br>(Together with PAC)  |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)  | NIL   | NIL  | NIL  |
| c) Voting rights (VR) otherwise than by shares   | NIL   | NIL  | NIL  |
| 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) | NIL   | NIL  | NIL  |
| e) Total (a+b+c+d)   | <b>5,63,91,184</b>  | <b>33.93%</b>  | <b>33.93%</b>  |
| <b>Details of acquisition:</b>   |   |  |  |
| a) Shares carrying voting rights acquired  | 3,03,26,682   | 18.25%   | 18.25%   |
|  | NIL   | NIL  | NIL  |

|  |  |                                |                                |
|--|--|--------------------------------|--------------------------------|
| b) VRs acquired otherwise than by shares   | NIL  | NIL                            | NIL                            |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired          | NIL  | NIL                            | NIL                            |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)  |  |                                |                                |
| e) Total (a+b+c+d)   | <b>3,03,26,682</b>   | <b>18.25%</b>                  | <b>18.25%</b>                  |
| <b>After the acquisition, holding of acquirer along with PACs:</b>   |  |                                |                                |
| a) Shares carrying voting rights   | 3,03,26,782<br>(Individually)  | 18.25%<br>(Individually)       | 18.25%<br>(Individually)       |
|  | 5,63,91,184#<br>(Together with PAC)  | 33.93%#<br>(Together with PAC) | 33.93%#<br>(Together with PAC) |
| b) VRs otherwise than by shares  | NIL  | NIL                            | NIL                            |
| c) 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 | NIL  | NIL                            | NIL                            |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)  | NIL  | NIL                            | NIL                            |
| e) Total (a+b+c+d)   | <b>5,63,91,184</b>   | <b>33.93%</b>                  | <b>33.93%</b>                  |
| Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).  | Issue of shares pursuant to the Scheme of Amalgamation of Suremi Trading Private Limited and Sushripada Investments Private Limited with NOCIL Limited and their respective Shareholders, as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order delivered on 3rd March, 2021 (which became effective on 19 <sup>th</sup> March 2021) |                                |                                |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into Equity Shares, etc.  | Equity Shares  |                                |                                |
| Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible  | March 30, 2021   |                                |                                |

|   |  |
|---|--|
| securities/any other instrument that entitles the acquirer to receive shares in the TC. |  |
| Equity share capital / total voting capital of the TC before the said acquisition       | Rs. 1,66,21,91,300 (16,62,19,130 Equity Shares of INR 10 each) |
| Equity share capital/ total voting capital of the TC after the said acquisition         | Rs. 1,66,21,91,300 (16,62,19,130 Equity Shares of INR 10 each) |
| Total diluted share/voting capital of the TC after the said acquisition                 | Rs. 1,66,21,91,300 (16,62,19,130 Equity Shares of INR 10 each) |

Note:

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile 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.

(#) Pursuant to the Scheme of Amalgamation of Suremi Trading Private Limited ('Suremi') and Sushripada Investments Private Limited ('Sushripada') with NOCIL Limited ('NOCIL'), 2,15,99,859 equity shares held by Suremi in NOCIL and 95,17,830 equity shares held by Sushripada in NOCIL were cancelled and same number of shares were issued and allotted to the shareholders of Suremi and Sushripada in the proportion of their shareholding in Suremi and Sushripada respectively. Further there is no change in the total promoter shareholding of NOCIL pursuant to the above-mentioned transfer.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated

Date: March 31, 2021

Place: Mumbai



**Hrishikesh A. Mafatlal**  
as a Trustee of Gurukripa Trust