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Our ref: NTS 0482308 CLM

23 May 2013

Manager of Company Announcements
ASX Limited
Level 6
20 Bridge Street
SYDNEY NSW 2000

By fax 1300 135 638

Dear Sir/Madam

NOVOGEN LTD - FORM 603

Please find attached a Form 603 (Notice of Initial Substantial Holder) in relation to Novogen Ltd on behalf of Southern Company System Master Retirement Trust and certain of its subsidiaries and associated companies.

Please do not hesitate to contact me if you have any questions.

Yours sincerely

A handwritten signature in black ink, appearing to read 'N Sloggett'.

Nicole Sloggett
Senior Associate
Direct +61 2 9286 8528
nicole.sloggett@dlapiper.com
Encl

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Novogen Limited

ACN/ARSN ACN 063 259 754

1. Details of substantial holder (1)

Name Southern Company System Master Retirement Trust and certain of its subsidiaries and associated companies listed in Annexure A to this form (MassMutual Group)

ACN/ARSN (if applicable) Not Applicable

The holder became a substantial holder on 17/05/2013

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	10,441,892	10,441,892	7.921%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Each member of the MassMutual Group	Previous notice filed with respect to the MassMutual Group's substantial holding in Novogen Limited. Current notice being filed to reflect the additional of a new fund in the MassMutual Group, Southern Company System Master Retirement Trust	10,441,892

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Each member of the MassMutual Group	OFI Global: International Growth Fund, LP	OFI Global: International Growth Fund, LP	Ordinary Shares 55,888
	Oppenheimer International Growth Fund	Oppenheimer International Growth Fund	Ordinary Shares 8,330,223
	Oppenheimer International Growth Fund/VA	Oppenheimer International Growth Fund/VA	Ordinary Shares 686,171
	MML Premier International Equity Fund	MML Premier International Equity Fund	Ordinary Shares 1,019,755
	OFIGTC International Growth Fund	OFIGTC International Growth Fund	Ordinary Shares 131,052
	Southern Company System Master Retirement Trust	Southern Company System Master Retirement Trust	Ordinary Shares 219,003

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
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Each member of the MassMutual Group	See Annexure B	See Annexure B	See Annexure B
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6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

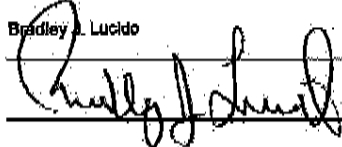
Name and ACN/ARSN (if applicable)	Nature of association
Southern Company System Master Retirement Trust	Southern Company System Master Retirement Trust is a new fund which is part of the MassMutual Group

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A to this Form	See Annexure A to this Form

Signature

print name Bradley J. Lucido
 sign here 
 Chief Compliance Officer
 Date May 22, 2013

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisition, even if they are not paid directly to the person from whom the relevant interest was acquired.

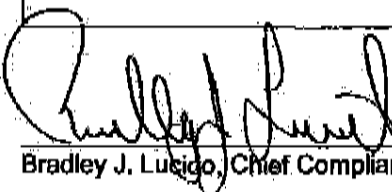
Annexure A

To Company Name/Scheme: **NOVOGEN LTD**ACN/ARSN: **063 259 754**

This is annexure Form A of 4 pages in Form 603 Notice of Initial Substantial Holder

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY GROUP

Company	Address
Massachusetts Mutual Life Insurance Company	1295 State Street Springfield, Massachusetts USA 01111 - 0001
MassMutual Holding LLC	1295 State Street Springfield, Massachusetts USA 01111 - 0001
MM Asset Management Holding LLC	1295 State Street Springfield, Massachusetts USA 01111 - 0001
Oppenheimer Acquisition Corp.	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OppenheimerFunds, Inc.	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OFI Global Institutional, Inc. (formerly OFI Institutional Asset Management, Inc.)	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OFI Global: International Growth Fund, LP (formerly OFI Institutional International Equity Fund, LP)	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
Oppenheimer International Growth Fund	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
Oppenheimer International Growth Fund/VA	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
MML Premier International Equity Fund	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OFITC International Growth Fund (formerly OFITC International Growth Fund)	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
Southern Company System Master Retirement Trust	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008



Bradley J. Lucido, Chief Compliance Officer

May 22, 2013
Date

<Detail>

Account : 5598
 Entry Name : STANTERN CO MASTER NET TRUST
 Entry Type : F00T
 Acctg BU : F00H
 acct currency : USD
 Report Start Date : 05/15/2013
 Report End Date : 05/17/2013
 Transaction Type : UPDATED

Accounting Date	Transaction Type	Security	Primary Issue Asset ID Name	Long Asset Short	Trade Currency	Trade Date	Settle Date	Accounting Date	Quantity	Position	Trade Price	TW FX Rate	Principal Local	Net Amount Local	Balance	Event ID
24/10/27	BUY	EQ	68-2684 NOVOCEN LTD/NOVY L	BUY	USD	5/16/2013	5/17/2013	5/17/2013	219,000.00000	219,000.00000	0.17069000	1.03451043186	37,280.51	36,894.39	36,894.39	5120000000000000
									219,000.00000		0.17069000	1.03451043186	37,280.51	36,894.39	36,894.39	
									219,000.00000		0.17069000	1.03451043186	37,280.51	36,894.39	36,894.39	

Bradley J. Lusk
 Date: May 22, 2013
 Chief Compliance Officer

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