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Our ref: NTS 0482308 CLM

17 April 2014

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 605

Please find attached a Form 605 (Notice of Ceasing to be a Substantial Holder) in relation to Novogen Ltd on behalf of Massachusetts Mutual Life Insurance Company group and certain of its subsidiaries.

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

Yours sincerely

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

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

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Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme NOVOGEN LTD

ACN/ARSN 063 259 754

1. Details of substantial holder (1)

Name Massachusetts Mutual Life Insurance Company Group and certain of its subsidiaries (see Annexure A for details (MassMutual Group))

ACN/ARSN (if applicable) Not Applicable

The holder ceased to be a substantial holder on

14 April 2014

The previous notice was given to the company on

24 March 2014

The previous notice was dated

21 March 2014

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
14 April 2014	Each member of the MassMutual Group	Sale of shares held in Novogen Ltd	See Annexure B	See Annexure B	8085%

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not Applicable	

4. Addresses

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

Name	Address
See Annexure A	See Annexure A

Signature

print name Donald Griffith

capacity Vice President & Compliance Counsel

sign here



date April 16, 2014

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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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (5) 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 acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

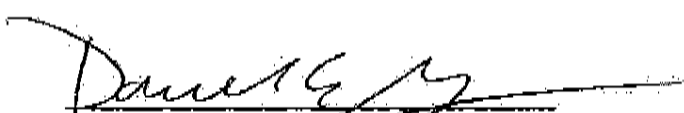
Annexure A

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

This is annexure Form A of 4 pages in Form 605 Notice of Ceasing to be a 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


 Donald Griffith, Vice President & Compliance Counsel

 April 16, 2014
 Date

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