

Dated; 14th November, 2017

Mangalore Chemicals and Fertilisers Limited
Level 11, UB Tower, UB City 24,
Vittal Mallya Road,
Bangalore, Karnataka-560001.

BSE Limited,
Floor 25, P.J. Towers,
Dalal Street,
Mumbai-400001

BSE scrip Code: 534742

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East,
Mumbai-400051.

NSE Symbol: ZUARI

Dear Sirs,

Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeover) Regulation, 2011.

Please note that the Hon'ble National Company Law Tribunal bench at Mumbai, has vide its order dated 14th September, 2017 sanctioned the scheme of amalgamation of Zuari Fertilisers and Chemicals Limited (ZFCL), Zuari Agri Sciences Limited (ZASL) and Zuari Speciality Fertilisers Limited (ZSFL) with the Company (Scheme), and the Scheme has become effective on 13 November 2017. In terms of the Scheme, 6, 28,43,211 Equity Shares of Rs. 10/- each of Mangalore Chemicals and Fertilisers Limited (MCFL) which were held by ZFCL have been acquired by the Company as of the effective date i.e 13 November 2017 as per Reg 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares & Takeover) Regulation, 2011.

Please find enclosed herewith the disclosure as required under Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeover) Regulation, 2011.

Thanking You,

Yours Faithfully,

For Zuari Agro Chemicals Limited



R.Y.Patil

Vice President & Company Secretary

Encl: As above.

ZUARI AGRO CHEMICALS LIMITED

(Formerly known as Zuari Holding Limited)

CIN No.: L65910GA2009PLC006177

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403726, India

Tel: +0832 259 2180, 259 2181 Fax: +0832 255 5279

www.zuari.in

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

Name of the Target Company (TC)	Mangalore Chemicals and Fertilisers Limited		
Name(s) of the seller and Persons Acting in Concert (PAC) with the acquirer	Zuari Fertilisers and Chemicals Limited		
Whether the seller belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange Limited		
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 (**)
Before the acquisition/disposal under consideration, holding of seller:			
a) Shares carrying voting rights	6,28,43,211	53.03%	53.03%
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)	-	-	-
e) Total (a+b+c+d)	6,28,43,211	53.03%	53.03%
Details of acquisition/Sale by the Seller			
a) Shares carrying voting rights acquired/sold	6,28,43,211	53.03%	53.03%
b) VRs acquired /sold otherwise than by equity shares	NA	NA	NA
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/sold	NA	NA	NA
d) Shares encumbered / invoked/released by the acquirer	NA	NA	NA
e) Total (a+b+c+/-d)	6,28,43,211	53.03%	53.03%
After the acquisition/sale, Sellers holding:			
a) Shares carrying voting rights	-	-	-
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the	-	-	-

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acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
e) Total (a+b+c+d)	-	-	-
Mode of acquisition (e.g. open market /off-market/ public issue / rights issue / preferential allotment / inter-se transfer etc.)	Please Refer Note 1		
Date of acquisition of shares/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Please refer Note 1		
Equity share capital / total voting capital of the TC before the said acquisition/sale	11,85,15,150 equity shares (Equity share Capital Rs. 11,85,15,1500)		
Equity share capital/ total voting capital of the TC after the said acquisition/sale.	11,85,15,150 equity shares (Equity share Capital Rs11,85,15,1500)		
Total diluted share/voting capital of the TC after the said acquisition	11,85,15,150 equity shares (Equity share Capital Rs. 11,85,15,1500)		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Reg 31 of SEBI Listing Regulations, 2015.

(**) 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.

Note 1

National Company Law Tribunal (NCLT) bench at Mumbai had vide its order dated 14 September, 2017, sanctioned scheme of amalgamation of Zuari Fertilisers and Chemicals Limited (Transferor Company No. 1), Zuari Speciality Fertilisers Limited (Transferor Company No. 2), Zuari Agri Sciences Limited (Transferor Company No. 3), with Zuari Agro Chemicals Limited(Transferee Company) under section 391 to 394 and other applicable provisions of Companies Act, 1956 and section 230 to 232 of the Companies Act, 2013. Zuari Fertilisers and Chemicals ceased to exist with effect from 13/11/2017, the Effective Date of the said Amalgamation and accordingly, Zuari Agro Chemicals Limited shall now be the holder of and be in possession of the shares held by Zuari Fertilisers and Chemicals Limited in the Target Company without any further action.

**For Zuari Agro Chemicals Limited
(As a successor of Zuari Fertilisers and Chemicals Limited)**



**R.Y.Patil
Vice President & Company Secretary**

Place:Zuarinagar, Goa

Date: 14/11/2017