

March 02, 2023

To,

<p>Department of Corporate Services, BSE Limited 14th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Email : corp.relations@bseindia.com</p>	<p>National Stock Exchange of India Ltd. Digital exchange portal: https://digitalexchange.nseindia.com Email : takeover@nse.co.in ; cc_nse@nse.co.in ; cmlist@nse.co.in</p>	<p>Mr. Vijayamahantesh Khannur Company Secretary & Compliance Officer, Mangalore Chemicals & Fertilizers Limited Level 11, UB Tower, UB City, No. 24, Vittal Mallya Road, Bengaluru, Karnataka, 560001. Email: shares.mcfl@adventz.com vijayamahantesh.khannur@adventz.com</p>
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DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Mangalore Chemicals & Fertilizers Ltd. ('Company')		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ('Vistra') (In our capacity as Debenture Trustee, The IL&FS Financial Centre, Plot C-22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051)		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
5. 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 under consideration, holding of:			
a) Shares carrying voting rights	-----	-----	-----
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	3,90,09,336	32.92%	-----
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)	-----	-----	-----
Total (a+b+c+d)	3,90,09,336	32.92%	-----
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/sold	-----	-----	-----
b) VRs acquired/sold otherwise than by shares	-----	-----	-----
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	-----	-----	-----
d) Shares encumbered/ invoked/ released by the acquirer.	38,07,881	3.21%	-----
Total (a+b+c+d)	38,07,881	3.21%	-----

Registered office:

The IL&FS Financial Centre,
Plot No. C- 22, G Block, 6th Floor
Bandra Kurla Complex, Bandra (East),
Mumbai 400051, India

Corporate office :

The Qube, 6th floor, 602
A wing Hasan pada road ,
Mittal industrial estate Marol ,
Andheri (East) Mumbai 400059

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www.vistraitcl.com

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507

After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	4,28,17,217	36.13%	----
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	----	----	----
Total (a+b+c+d)	4,28,17,217	36.13%	----
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge of equity shares.		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Pledge Date: February 16, 2023 and February 28, 2023		
Equity Share capital / total voting capital of the TC before the said acquisition/ sale	11,85,15,150 equity Shares having face value of Rs. 10/-, capital Rs. 1,18,51,51,500/- (As per shareholding pattern available on BSE website for quarter ended December 2022)		
Equity Share capital/ total voting capital of the TC after the said acquisition/ sale	11,85,15,150 equity Shares having face value of Rs. 10/-, capital Rs. 1,18,51,51,500/- (As per shareholding pattern available on BSE website for quarter ended December 2022)		
Total diluted share/voting capital of the TC after the said acquisition	_____		

(*) 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.

Note:

38,07,881 Equity Shares of the Company have been Pledged with Vistra ITCL (India) Limited on the above-mentioned date to secure a Term loan given in favour of Zuari Agro Chemicals Ltd as a Security Trustee and to secure the issue of NCD amounting Rs. 150,00,00,000/- by Zuari Agro Chemicals Ltd.

The primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Vistra ITCL (India) Limited



**Authorized signatory
Place: Mumbai**