

May 13, 2022

To,

Department of Corporate Services, BSE Limited 14 th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Email : corp.relations@bseindia.com	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
---	--

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 & Security 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)	4,04,09,336	34.10%	-----
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)	4,04,09,336	34.10%	-----
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.	9,00,000 (45,00,000)	0.76% (3.80%)	-----
Total (a+b+c+d)	(36,00,000)	(3.04%)	-----

Registered office:

The IL&FS Financial Centre,
 Plot C- 22, G Block, 7th Floor
 Bandra Kurla Complex, Bandra (East),
 Mumbai 400051

Tel +91 22 2659 3535
 Fax: +912226533297
 Email: mumbai@vistra.com
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	3,68,09,336	31.06%	-----
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)	3,68,09,336	31.06%	-----
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge and Release of equity shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Pledged Date: March 08, 2022 Release Date: May 11, 2022		
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 March 31, 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 March 31, 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:

1. 9,00,000 Equity Shares of the Company have been Pledged with Vistra on the above-mentioned date in capacity as a Debenture Trustee for the debentures issued by Zuari Agro Chemicals Limited.
2. 45,00,000 Equity Shares of the Company have been released on the above-mentioned date, which were pledged with Vistra, in capacity as a Security Trustee to secure the term loan facility availed by Zuari Agro Chemicals Limited

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

Registered office:

The IL&FS Financial Centre,
Plot C- 22, G Block, 7th Floor
Bandra Kurla Complex, Bandra (East),
Mumbai 400051

Tel +91 22 2659 3535
Fax: +912226533297
Email: mumbai@vistra.com
www.vistraitcl.com

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507