

3<sup>rd</sup> March, 2023

Mangalore Chemicals and Fertilizers Limited  
Level 11, UB Tower, UB City 24,  
Vittal Mallya Road,  
Bengaluru, Karnataka-560001

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

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

**Sub: Disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations 2011**

Dear Sir,

Please find enclosed herewith disclosure under Regulations 31(1) read with 31(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is in compliance of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to kindly take the same on record.

Thanking You,

Yours Faithfully,  
**For Zuari Agro Chemicals Limited**

  
**Manoj Dere**  
**Company Secretary**



Encl: As above.

**ZUARI AGRO CHEMICALS LIMITED**

CIN No.: L65910GA2009PLC006177

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403 726, India.

Tel: +0832 2592180, 2592181, 6752399

www.zuari.in

**Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company(TC)					MANGALORE CHEMICALS AND FERTILIZERS LIMITED (MCFL)								
Names of the Stock Exchanges where the shares of the target company are listed					1. BSE LIMITED 2. NATIONAL STOCK EXCHANGE OF INDIA LIMITED								
Date of reporting					03-03-2023								
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked					ZUARI AGRO CHEMICALS LIMITED ("ZACL") ("the Company")								
Details of the creation/release of encumbrance:													
Name of the promoter (s) or PACs with him(*)	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation / invocation / release of encumbrance	Type of encumbrance (pledge / lien / non disposal undertaking/ others)	Reasons for encumbrance*	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital
<b>PROMOTERS</b>													
Zuari Agro Chemicals Limited PAN:AAACZ3 924H	6,40,28,362	54.03	4,56,09,336 <b>Note 1</b>	38.48	Creation of pledge	28-02-2023	Pledge	Zuari Agro Chemicals Limited (ZACL) has created additional pledge on the equity shares held in MCFL in favour of	19,07,881	1.61	Vistra ITCL (India) Limited (Debenture Trustee) acting	4,75,17,217	40.09

*Mangal*



									Vistra ITCL (India) Limited (Debenture Trustee) to secure the Non Convertible Debentures (NCD)s of aggregate value of Rs. 125 crores which were issued by the Company to Debenture Holders i.e Centrum Credit Opportunities Trust & other investors brought in by Centrum due to shortfall in the price of security provided against NCDs issued by ZACL.			on behalf of the Debenture Holders i.e. Centrum Credit Opportunities Trust & other investors brought in by Centrum		
Mcdowell Holdings Limited PAN: AAECM1162E	12,57,186	1.06	-	-	-	-	-	-			-	-	-	-
Akshay Poddar PAN:AFUPPO 096C	14,02,431	1.18	-	-	-	-	-	-			-	-	-	-
Zuari Industries Limited PAN AAACZ0306P	3,06,194	0.26	-	-	-	-	-	-			-	-	-	-
United Breweries Holdings Limited PAN: AAACU2307D	-	-	-	-	-	-	-	-			-	-	-	-

Kingfisher Finvest India Limited PAN: AABCV9224B	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>PROMOTER GROUP</b>													
Adventz Finance Private Limited PAN:AABCB3 016H	43,50,361	3.67	-	-	-	-	-	-	-	-	-	-	-
Gaurav Agarwala PAN:AEHPA6 396L	1,50,000	0.13	-	-	-	-	-	-	-	-	-	-	-
Jyotsna Poddar PAN: AFGPP2539E	157,152	0.13	-	-	-	-	-	-	-	-	-	-	-
Shradha Agarwala PAN ACTPA8806F	2,00,000	0.17	-	-	-	-	-	-	-	-	-	-	-

Thanking You,  
Yours Faithfully,

**For Zuari Agro Chemicals Limited**

  
**Manoj Dere**

**Company Secretary**



Date: 03-03-2023

Place: Zuarinagar, Goa

\* The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\*For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

\*\*\* This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender

**Note 1**

- The Company has provided Non Disposable Undertaking (NDU) dated 24-08-2021 on the 6,40,28,362 equity shares held by the Company in MCFL to State Bank of India for the Term Loan availed by MCFL for an aggregate amount not exceeding Rs. 75 crores from State Bank of India to raise funds for its energy improvement project.
- The Company has provided Negative Lien letter dated 24-08-2021 to State Bank of India not to create further charge, lien, pledge, encumbrance over and above the MCFL shares already pledged by the Company for the Term Loan availed by MCFL for an aggregate amount not exceeding Rs. 75 crores from State Bank of India to raise funds for its energy improvement project.

