



March 4, 2022

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**

Dear Sir,

**Sub: Disclosure under Regulations 31 (1) & (2) of SEBI (SAST), Regulations 2011**

Please find enclosed herewith disclosure under Regulations 31(1) & (2) read with 31(3) of SEBI (SAST), 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**

A handwritten signature in blue ink, appearing to read "Vijayamahantesh Khannur".

**Vijayamahantesh Khannur**  
**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					04-03-2022									
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked					<b>ZUARI AGRO CHEMICALS LIMITED ("ZACL") ("the Company")</b> <b>PAC:</b> 1. Mr. AKSHAY PODDAR 2. ADVENTZ FINANCE PRIVATE LIMITED 3. MR. GAURAV AGARWALA 4. MRS. JYOTSNA PODDAR 5. MRS. SHRADHA AGARWALA & 6. ZUARI GLOBAL LIMITED									
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	
Zuari Agro Chemicals Limited PAN:AAACZ3924H	6,40,28,362	54.03	4,54,36,382 <b>Note 1</b>	38.34	Creation of Pledge	03-03-2022	Pledge	Zuari Agro Chemicals Limited (ZACL) has created pledge on the equity shares held in MCFL in	70,00,000	5.91	Vistra ITCL (India) Limited (Debenture Trustee)	5,24,36,382	44.24	

								favour of Vistra ITCL (India) Limited (Debenture Trustee) to secure the Non Convertible Debentures issued by the Company to Debenture Holders (including Centrum Credit Opportunities Trust and Centrum Capital Advisors Limited) of Rs. 75 crores and 15 crores resp. for the purpose of (a) repayment of existing identified debt (b) long term working capital purposes (c) for transaction related costs and expenses.			acting on behalf of the Debenture Holders including Centrum Credit Opportunities Trust and Centrum Capital Advisors Limited.		
Zuari Agro Chemicals Limited PAN:AAACZ3924H	6,40,28,362	54.03	5,24,36,382 <b>Note 1</b>	44.24	Release of Pledge	03-03-2022	Pledge	The Pledge created by Zuari Agro Chemicals Limited (ZACL) on the equity shares held in MCFL has been released by InfoSoft Global Pvt Ltd. on account of repayment of loan availed by ZACL from InfoSoft Global Pvt Ltd.	15,40,000	1.30	InfoSoft Global Pvt Ltd.	5,08,96,382	42.95



Thanking You,  
Yours Faithfully,  
For Zuari Agro Chemicals Limited



Vijayamahantesh Khannur  
Company Secretary

Date: 04-03-2022  
Place: Bengaluru

\* 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.