



**McDOWELL HOLDINGS LIMITED**

**Date: 23-07-2019**

The Manager  
Dept. of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Tower  
Dalal Street, Mumbai-400001

The Asst. Vice President  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block - G  
Bandra-Kurla Complex, Bandra (East)  
Mumbai-400051

**BSE Scrip Code:532852**

**NSE Symbol: MCDHOLDING**

**Sub; Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir,

In compliance to the provisions of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 necessary disclosures are enclosed herewith.

Request you to acknowledge receipt.

Yours Faithfully

**McDOWELL HOLDINGS LIMITED**

**MANOJ KUMAR**  
**[DGM-Legal & Company Secretary]**



*Encl: as above*

**CC:**

The Company Secretary  
Mangalore Chemicals & Fertilizers Limited  
UB Tower, Level- 11, UB City  
24 Vittal Mallya Road  
Bangalore-560001



## reAnnexure-2

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

1	Name of the Target Company (TC)	Mangalore Chemicals & Fertilizers Limited		
2	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	McDowell Holdings Limited		
		ZUARI AGRO CHEMICALS LIMITED		
		MCDOWELL HOLDINGS LIMITED		
		UNITED BREWERIES HOLDINGS LIMITED		
		KINGFISHER FINVEST INDIA LTD		
		ADVENTZ FINANCE PRIVATE LIMITED		
		GAURAV AGARWALA		
		AKSHAY PODDAR		
3	Whether the acquirer/seller belongs to Promoter/Promoter group	Yes		
4	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and The National Stock Exchange of India Limited		
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(*)
<b>Before the acquisition/disposal under consideration, holding of:</b>				
	a) Shares carrying voting rights	24,42,337	2.061	N.A.
	b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	0	0	N.A.
	c) Voting rights (VR) otherwise than by shares	0	0	N.A.
	d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	0	0	N.A.
	<b>(e) Total (a+b+c+d)</b>	<b>24,42,337</b>	<b>2.061</b>	<b>NA</b>
<b>Details of acquisition/sale</b>				
	a) Shares carrying voting rights acquired/sold	11,85,151	1.00	N.A.
	b) VRs acquired /sold otherwise than by shares	0	0	N.A.
	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	0	0	N.A.
	d) Shares encumbered / invoked/released by the acquirer	0	0	N.A.
	<b>(e) Total (a+b+c+d)</b>	<b>11,85,151</b>	<b>1.00</b>	<b>N.A.</b>





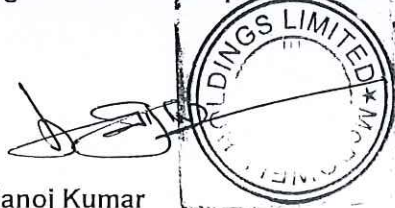
	<b>After the acquisition/sale, holding of:</b>			
	a) Shares carrying voting rights	12,57,186	1.061	N.A.
	b) Shares encumbered with the acquirer	0	0	N.A.
	c) VRs otherwise than by shares	0	0	N.A.
	d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	0	0	N.A.
	<b>(e) Total (a+b+c+d)</b>	<b>12,57,186</b>	<b>1.061</b>	<b>N.A.</b>
6	Mode of acquisition / sale (e.g. open market / off-market/ public issue / rights issue / preferential allotment / inter-se transfer etc).	Off Market Transfer		
7	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	22-02-2019		
8	Equity share capital / total voting capital of the TC before the said acquisition / sale	11,85,15,150 shares of Rs.10/- each		
9	Equity share capital/ total voting capital of the TC after the said acquisition / sale	11,85,15,150 shares of Rs.10/- each		
10	Total diluted share/voting capital of the TC after the said acquisition/sale.	N.A.		

(\* ) 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:**

McDowell Holdings Limited has transferred 11,85,151 shares of Mangalore Chemicals and Fertilizers Limited to Zuari Agro Chemicals Limited pursuant to a settlement agreement dated 17.06.2019 entered into between the parties to settle the disputes and pending legal proceedings. Pursuant thereto, the Hon'ble Supreme Court has permitted withdrawal of SLP (C) No. 4973 of 2019 vide order dated 17.07.2019 and Hon'ble National Company Law Tribunal has permitted withdrawal of C.P. (IB) No. 57/BB/2019 on 23.07.2019 in terms of the said settlement agreement.

**Signature of the acquirer / seller / Authorised Signatory**



**Manoj Kumar**  
DGM-Legal & Company Secretary

Date: 23-07-2019

Place: Bangalore