

23rd July, 2019

To,

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

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

BSE scrip Code: 534742

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

NSE Symbol: ZUARI

Dear Sirs,

Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeover) Regulation, 2011.

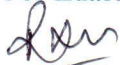
Please find enclosed herewith disclosure under Regulation 29(2) of SEBI (SAST), Regulations, 2011 in the prescribed format, with respect of the shares acquired by the Company.

You are requested to take the same on record.

Thanking You,

Yours Faithfully,

For Zuari Agro Chemicals Limited



R.Y.Patil

Vice President & 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

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Mangalore Chemicals and Fertilizers Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Zuari Agro Chemicals Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
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/disposal under consideration, holding of :			
a) Shares carrying voting rights	62,843,211	53.03%	53.03%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	62,843,211	53.03%	53.03%
Details of acquisition/Sale			
a) Shares carrying voting rights acquired/sold	11,85,151	1.00%	1.00%
b) VRs acquired /sold otherwise than by equity 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	-	-	-
e) Total (a+b+c+/-d)	11,85,151	1.00%	1.00%
After the acquisition/sale, holding:			
a) Shares carrying voting rights	64,028,362	54.03%	54.03%
b) Shares encumbered with the acquirer(pledge)	-	-	-
c) VRs otherwise than by equity 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	-	-	-
e) Total (a+b+c+d)	64,028,362	54.03%	54.03%
Mode of acquisition/sale (e.g. open market /off-market/ public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off- Market – McDowell Holdings Limited (MHL) has transferred the shares to Zuari Agro Chemicals Limited pursuant to a settlement agreement dated 17.06.2019 entered into between the parties to settle disputes/pending legal proceedings in relation to outstanding dues owed by McDowell Holdings Limited to Zuari Agro Chemicals Limited. Pursuant thereto, the Hon'ble Supreme Court has permitted withdrawal of SLP (C) No. 4973 of 2019 <i>vide</i> 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.		
Date of acquisition of shares/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	22.07.2019 (Date of acquisition of shares)		
Equity share capital / total voting capital of the TC before the said acquisition/sale	11,85,15,150 equity shares (Equity share Capital Rs. 11,85,15,1500)		
Equity share capital/ total voting capital of the TC after the said acquisition/sale.	11,85,15,150 equity shares (Equity share Capital Rs11,85,15,1500)		
Total diluted share/voting capital of the TC after the said acquisition	11,85,15,150 equity shares (Equity share Capital Rs. 11,85,15,1500)		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Reg 31 of SEBI Listing Regulations, 2015.

(**) 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.

For Zuari Agro Chemicals Limited



R.Y.Patil
Vice President & Company Secretary

Place: Zuarinagar, Goa

Date: 23/07/2019