

December 9, 2021

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

Dear Sir,

**Sub: Reply to the Query on the Disclosure under Regulations 31(1) of SEBI (SAST), Regulations 2011 submitted by the Company on 26/08/2021**

Further to our disclosure submitted under Regulation 31(1) of the SEBI(SAST)Regulations, 2011 on 26 August, 2021 and in response to the BSE email dated 7<sup>th</sup> December, 2021 the note 1 to the disclosure dated 26 August, 2021 has been amended which clarifies the post event holding of the encumbered shares held by the Company as on 24<sup>th</sup> August, 2021. Further, we wish to state that, other than changes mentioned above, no other changes are made in the aforesaid disclosure data.

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					26-08-2021								
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked					<b>ZUARI AGRO CHEMICALS LIMITED ("ZACL")</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 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	5,77,16,382 Note 1	48.70	Creation	24-08-2021	Non Disposable Undertaking	Zuari Agro Chemicals Limited (ZACL) has provided Non Disposable Undertaking (NDU) dated 24-	6,40,28,362	54.03	State Bank of India	6,40,28,362	54.03

								08-2021 on the shares held by the Company in MCFL to State Bank of India for the Term Loan to be 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					
Zuari Agro Chemicals Limited PAN:AAACZ3924H	6,40,28,362	54.03	5,77,16,382 Note 1	48.70	Creation	24-08-2021	Negative lien	Zuari Agro Chemicals Limited 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 to be 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.	6,40,28,362	54.03	State Bank of India	6,40,28,362	54.03



PAN AAACZ0306P																				
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Thanking You,  
Yours Faithfully,  
**For Zuari Agro Chemicals Limited**



**Vijayamahantesh Khannur**  
**Company Secretary**

Date: 09-12-2021  
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 given Non Disposal Undertaking (NDU) & Negative Lien on 24<sup>th</sup> August, 2021 for 6,40,28,362 equity shares held by the Company in MCFL. Out of this 6,40,28,362 equity shares, NDU & Negative Lien is given on the existing 5,77,16,382 equity shares which were pledged earlier by the Company and remaining NDU & Negative Lien is given on the 63,11,980 unencumbered equity shares held by the Company in MCFL. Accordingly, the total encumbered shares (including pledge & NDU) as on 24<sup>th</sup> August, 2021 were 6,40,28,362