

MANGALORE CHEMICALS & FERTILIZERS LIMITED

Registered Office: UB Tower, Level - 11, UB City, No. 24, Vittal Mallya Road, Bangalore - 560 001
Tel: +91-80-3985 6000; Fax: +91-80-3985 5588

OPEN OFFER FOR ACQUISITION OF UP TO 3,08,13,939 (THREE CRORE EIGHT LAKH THIRTEEN THOUSAND NINE HUNDRED AND THIRTY NINE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 10 (RUPEES TEN) EACH ("EQUITY SHARES") OF MANGALORE CHEMICALS & FERTILIZERS LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY ZUARI FERTILISERS AND CHEMICALS LIMITED ("ACQUIRER") TOGETHER WITH ZUARI AGRO CHEMICALS LIMITED ("PAC 1"), UNITED BREWERIES (HOLDINGS) LIMITED ("PAC 2"), KINGFISHER FINVEST INDIA LIMITED ("PAC 3") AND MCDOWELL HOLDINGS LIMITED ("PAC 4") AS THE PERSONS ACTING IN CONCERT (COLLECTIVELY, "PAC") WITH THE ACQUIRER (THE "OFFER" / "OPEN OFFER").

This Post Offer Advertisement is being issued by Ambit Corporate Finance Private Limited and ICICI Securities Limited, on behalf of the Acquirer together with the PAC, in connection with the Offer made by the Acquirer along with the PAC, in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"). The detailed public statement ("DPS") dated May 19, 2014 with respect to the Offer was published on May 20, 2014 in the following newspapers:

Newspaper	Language	Editions
Business Standard	English	All
Business Standard	Hindi	All
Mumbai Lakshadeep	Marathi	Mumbai
Hosa Digantha	Kannada	Bengaluru

- Name of the Target Company: Mangalore Chemicals & Fertilizers Limited
- Name of the Acquirer and PAC:
 - Acquirer: Zuari Fertilisers And Chemicals Limited
 - PACs: Zuari Agro Chemicals Limited, United Breweries (Holdings) Limited, Kingfisher Finvest India Limited and McDowell Holdings Limited
- Name of the Managers to the Offer: Ambit Corporate Finance Private Limited and ICICI Securities Limited
- Name of the Registrar to the Offer : Karvy Computershare Private Limited
- Offer Details:
 - Date of opening of the Offer: Wednesday, October 01, 2014
 - Date of closure of the Offer: Monday, October 20, 2014
- Date of payment of consideration and communication of rejection/acceptance: Friday, October 31, 2014
- Details of Acquisition:

Sl. No.	Particulars	Proposed in the Letter of Offer		Actuals	
7.1	Offer Price per Equity Share (₹) [#]	68.55		81.60	
7.2	Aggregate number of Equity Shares tendered	Not Applicable		56,820	
7.3	Aggregate number of Equity Shares accepted	3,08,13,939		42,424	
7.4	Size of the Offer (₹) (Number of Equity Shares multiplied by Offer Price per Equity Share)	211,22,95,518.45		35,16,949.60 [@]	
7.5	Shareholding of the Acquirer and PAC before agreements/Public Announcement (No. & % of Equity Capital)	4,55,14,683 38.40%		4,55,14,683 38.40%	
7.6	Equity Shares acquired or to be acquired by way of agreements				
	• Number	Nil		Nil	
	• % of Fully Diluted Equity Share Capital	0.00%		0.00%	
7.7	Equity Shares acquired by way of Open Offer				
	• Number	3,08,13,939		42,424	
	• % of Fully Diluted Equity Share Capital	26.00%		0.04%	
7.8	Equity Shares acquired after Detailed Public Statement				
	• Number of shares acquired	Nil		Nil	
	• Price of the shares acquired	Nil		Nil	
	• % of the shares acquired	0.00%		0.00%	
7.9	Post Offer shareholding of Acquirer and PAC				
	• Number	7,63,28,622		45,557,107	
	• % of Fully Diluted Equity Share Capital	64.40%		38.44%	
7.10	Pre & Post Offer shareholding of the Public				
	• Number	Pre Offer	Post Offer	Pre Offer	Post Offer
	• % of Fully Diluted Equity Share Capital	7,30,00,467	4,21,86,528	7,30,00,467	72,958,043
		61.60%	35.60%	61.60%	61.56%

[#]As per the Public Announcement, Detailed Public Statement and the Letter of Offer, the Acquirer and the PAC had offered a price of ₹68.55 per Equity Share for acquisition of the Equity Shares pursuant to the Offer. Subsequently, pursuant to a corrigendum dated September 25, 2014, the Acquirer and the PAC revised the offer price to ₹81.60 per Equity Share, payable in cash.

[@]Includes interest of ₹1.30 per Equity Share calculated at 10% per annum payable to successful Shareholders for accepted shares for delay in payment beyond the Scheduled Payment Date.

- The Acquirer along with its directors and the PAC severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under the SEBI (SAST) Regulations.
- A copy of this Post Offer Advertisement is expected to be available on the websites of SEBI, Stock Exchanges and at the registered office of the Target Company.
- Capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the Letter of Offer dated September 19, 2014 issued by the Acquirer and the PAC.

ISSUED FOR AND ON BEHALF OF THE ACQUIRER AND THE PAC BY THE MANAGERS TO THE OFFER



AMBIT CORPORATE FINANCE PRIVATE LIMITED
Ambit House, 449, Senapati Bapat Marg
Lower Parel, Mumbai - 400 013
Tel: (+91 22) 3982 1819; Fax: (+91 22) 3982 3020
Email: mclopenoffer@ambitpte.com
Website: www.ambitholdings.com
Contact Person: Mr. Praveen Kumar Sangal
SEBI Registration Number: INM000010585



ICICI SECURITIES LIMITED
ICICI Centre, H. T. Parekh Marg, Churchgate
Mumbai - 400 020, India
Tel: (+91 22) 2288 2460; Fax: (+91 22) 2282 6580
Email: project.ather@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Mr. Ayush Jain/Mr. Vishal Kanjani
SEBI Registration Number: INM000011179

Date : November 10, 2014
Place : Mumbai

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