

14<sup>th</sup> November, 2017

Mangalore Chemicals and Fertilisers 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 Sir,

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

Please note that the Hon'ble National Company Law Tribunal bench at Mumbai, has vide its order dated 14 September, 2017 sanctioned the scheme of amalgamation of Zuari Fertilisers and Chemicals Limited (ZFCL), Zuari Agri Sciences Limited (ZASL) and Zuari Speciality Fertilisers Limited (ZSFL) with the Company (Scheme), and the Scheme has become effective on 13 November 2017. In terms of the Scheme, 6,28,43,211 Equity Shares of Rs. 10/- each of Mangalore Chemicals and Fertilizers Limited (MCFL) which were held by ZFCL have been acquired by the Company as of the effective date i.e 13 November 2017 as per Reg 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares & Takeover) Regulation, 2011.


In view of above order, 4,27,79,640 Equity Shares earlier pledged by ZFCL will, without any further act or deed, be carried in the name of Zuari Agro Chemicals Limited and also thereby, releasing / nullifying the pledge of shares previously made by ZFCL in MCFL.

Please find enclosed herewith disclosure under Regulations 31(1) read with 31(3) of SEBI (SAST), Regulations, 2011 in the prescribed format.

Thanking You

Yours Faithfully,

**For Zuari Agro Chemicals Limited**



**R.Y.Patil**

**Vice President & Company Secretary**

Encl: As above

**ZUARI AGRO CHEMICALS LIMITED**

(Formerly known as Zuari Holding Limited)

CIN No.: L65910GA2009PLC006177

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403726, India

Tel: +0832 259 2180, 259 2181 Fax: +0832 255 5279

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								
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					14/11/2017								
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked					ZUARI AGRO CHEMICALS LIMITED (“ZACL”)								
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:AAA CZ3924H	6,28,43,211	53.03	4,27,79,640	36.09				Refer Note 1				4,27,79,640	36.09
United Breweries Holdings Limited	1,78,36,068	15.05	47,53,881	4.01	-	-	-					47,53,881	4.01



PAN: AAACU23 07D													
Mcdowell Holdings Limited PAN: AAECM11 62E	58,26,828	4.92	-	-	-	-	-	-	-	-	-	-	-
Kingfisher Finvest India Ltd. PAN: AABCV92 24B	23,80,000	2.01	-	-	-	-	-	-	-	-	-	-	-

**For Zuari Agro Chemicals Limited**



**R.Y.Patil**  
**Vice President & Company Secretary**

Date: 14/11/2017

Place: Zuarinagar, Goa

\* 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

***1) National Company Law Tribunal (NCLT) bench at Mumbai had vide its order dated 14 September, 2017, sanctioned scheme of amalgamation of Zuari Fertilisers and Chemicals Limited (Transferor Company No. 1), Zuari Speciality Fertilisers Limited (Transferor Company No. 2), Zuari Agri Sciences Limited (Transferor Company No. 3), with Zuari Agro Chemicals Limited (Transferee Company) under section 391 to 394 and other applicable provisions of Companies Act, 1956 and section 230 to 232 of the Companies Act, 2013. Zuari Fertilisers and Chemicals ceased to exist with effect from 13/11/2017, the Effective Date of the said Amalgamation and accordingly, Zuari Agro Chemicals Limited shall now be the holder of and be in possession of the shares held by Zuari Fertilisers and Chemicals Limited in the Target Company without any further action.***