

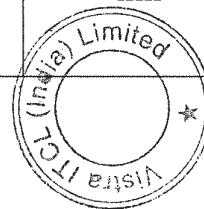
December 10, 2018

To,

General Manager, Department of Corporate Services, 14 <sup>th</sup> Floor, BSE Limited, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai - 400 001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051.	Mr. Vijayamahantesh Khannur Company Secretary & Compliance Officer, Mangalore Chemicals & Fertilizers Ltd Level 11, UB Tower, UB City, No. 24, Vittal Mallya Road, Bengaluru, Karnataka, 560001
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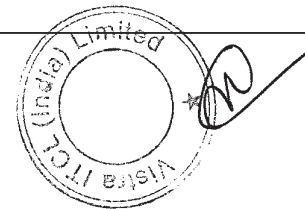
## DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Mangalore Chemicals & Fertilizers Ltd.		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ('Vistra ITCL') (In our capacity as Security Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited(BSE) National Stock Exchange of India Limited (NSE)		
5. Details of the acquisition / disposal as follows	<b>Number</b>	<b>% w.r.t.total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights	----	----	----
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	4,02,43,487	33.96%	----
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)	----	----	----



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<b>Total (a+b+c+d)</b>	<b>4,02,43,487</b>	<b>33.96%</b>	----
<b>Details of acquisition/-Sale</b>			
a) Shares carrying voting rights acquired (pledge) / sold	----	----	----
b) VRs acquired/sold otherwise than by 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/ <del>released</del> by the acquirer.	90,00,000	7.59%	----
<b>Total (a+b+c+d)</b>	<b>90,00,000</b>	<b>7.59%</b>	----
<b>After the acquisition/-saleholding of:</b>			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	4,92,43,487	41.55%	----
c) VRs 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) after acquisition	----	----	----
<b>Total (a+b+c+d)</b>	<b>4,92,43,487</b>	<b>41.55%</b>	----
Mode of acquisition/-sale (e.g.open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge of shares		
Date of acquisition / sale-of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	December 07, 2018.		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	11,85,15,150 Shares		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	11,85,15,150 Shares		
Total diluted share/voting capital of the TC after the said acquisition	11,85,15,150 Shares		



**Note:**

90,00,000 Equity Shares of Mangalore Chemicals & Fertilizers Ltd. have been pledged with Vistra ITCL (India) Limited on December 07, 2018 in capacity as a Security Trustee for Term loan facility availed by Zuari Agro Chemicals Limited.

As per the Securities Exchange Board of India letter dated August 08, 2014 (enclosed for your reference), the primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra ITCL in its capacity as security trustee is disclosing and filing this disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Vistra ITCL (India) Limited

  
**Jatinder Chohanani**

**Compliance Officer**

Place: Mumbai

Encl.: As above

