adventz

18th August, 2014

To,

The Secretary
BSE Limited
Floor 25, P.J. Towers,
Dalal Street, Mumbai – 400001

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai - 40005

Sub: Disclosure under Regulation 10(5) of SEBI (SAST), 2011

We are enclosing herewith format under Regulations 10(5) of SEBI (SAST), 2011 duly filled in and signed in connection of acquisitions of shares of Gobind Sugar Mills Limited which in turn holds Shares of Chambal Fertilisers and Chemicals Limited as an Indirect Acquisition.

This is for your information and record.

Thanking You

Yours Faithfully,
For Zuari Investments Limited

K Khattar

Komal Khattar
Company Secretary

Zuari Investments Limited

ZUARI INVESTMENTS LIMITED
Plot No. 2, Zamrudpur Community Centre, Kailash Colony Extension, New Delhi - 110048 Tel.. +91-11-46474000 Fax: +91-11-41608276
Email: zil@adventz.zuarimoney.com www.zuarimoney.com CIN : U65993GA1995PLC001942
Registered Office : Jaikisaan Bhawan, Zuarinagar, Goa - 403726 INDIA
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Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Chambal Fertilisers and Chemicals Limited ("CFCL") [The shares of Gobind Sugar Mills Limited ("GSML") will be acquired and GSML in turn holds *inter alia* 1947 shares of CFCL].
2.	Name of the acquirer(s)	M/s. Zuari Investments Limited ("ZIL") (Please note that there is no direct acquisition of shares or voting rights in CFCL by ZIL. Please refer to note 3 below.)
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Please refer to note 3 below
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Please refer to note 3 below.
	b. Proposed date of acquisition	August 25, 2014
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Please refer to note 3 below.
	d. Total shares to be acquired as % of share capital of TC	Please refer to note 3 below.
	e. Price at which shares are proposed to be acquired	The shares of CFCL will be acquired at Rs. 56.25 per share. Please refer note 3 below.
	f. Rationale, if any, for the proposed transfer	Inter se transfer
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10 (1) (a) (ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 56.92 approx per share
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8	Not Applicable



8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Please note that there is no direct acquisition of shares of CFCL. It is hereby declared that the price of acquisition of shares of CFCL is not higher by more than 25% of the price computed as per point 6 above.			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	It is hereby declared that acquirer and seller have complied/will comply with applicable disclosure requirement in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	It is hereby declared that all the conditions specified under Regulation 10 (1) (a) with respect to exemption has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting Rights	% w.r.t total share capital of TC	No. of shares /voting Rights	% w.r.t total share capital of TC
	a) Each Acquirer/ Transferee(*) - Zuari Investments Limited	402950	0.10	402950	0.10
	b) Each Seller/ Transferor - Gobind Sugar Mills Limited (Complete List of PAC along with Acquirer and Seller is attached herewith)	1947	0.00	1947	0.00

Note:

1. (*) Shareholding of each entity may be shown separately and then collectively in a group.

2. The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

3. ZIL is a promoter of GSML and currently holds 8,00,000 Shares of GSML representing 25% of share capital therein. ZIL proposes to acquire 8,40,632 (Eight Lac Forty Thousand Six Hundred and Thirty Two) shares of GSML as inter se transfer from other promoters aggregating to 26.27% of the share capital of GSML. After the proposed acquisition of shares by ZIL, GSML shall become a subsidiary of

Zuari Investments Limited

ZIL. GSML acquired 1947 shares of CFCL and by virtue of acquisition of shares of GSML as aforesaid ZIL will indirectly acquire 1947 shares of CFCL. Therefore, CFCL is considered as the 'target company" for the proposed indirect acquisition and for the purpose of this disclosure.

4. Adventz Investments and Holdings Limited has been merged with Adventz Finance Private Limited vide court order dated 2nd June, 2014 and accordingly all the shares held by Adventz Investments and Holdings Limited are now vested with Adventz Finance Private Limited.

for **Zuari Investments Limited**

KKhattar

Komal Khattar
Company Secretary



Date: 18th August, 2014
Place: Delhi

1. **The National Stock Exchange of India Limited**
   Exchange Plaza,
   Plot No. C/1, G Block
   Bandra Kurla Complex
   Bandra (E)
   Mumbai- 400 051

2. **BSE Limited**
   Phiroze Jeejeebhoy Towers
   Dalal Street
   Mumbai- 400 001

S.No.	Particulars	Before the proposed acquistion		After the proposed acquistion	
		No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting rights	% w.r.t total share capital of TC
1	Gobind Sugar Mills Limited	1947	0.00	1947	0.00
2	Zuari Global Limited	59015360	14.18	59015360	14.18
3	Akshyay Poddar	110000	0.03	110000	0.03
4	Duke Commerce Limited	550200	0.13	550200	0.13
5	Master Exchange & Finance Ltd.	1701600	0.41	1701600	0.41
6	Adventz Securities Enterprises Limited	20022	0.00	20022	0.00
7	Adventz Investments and Holdings Limited	265407	0.06	265407	0.06
8	Premium Exchange & Finance Ltd.	2986500	0.72	2986500	0.72
9	Ricon Commerce Limited	150200	0.04	150200	0.04
10	Simon India Limited	2030000	0.49	2030000	0.49
11	Texmaco Rail & Engineering Limited	1000000	0.24	1000000	0.24
12	Texmaco Infrastructure and Holdings Limited	106864	0.03	106864	0.03
13	Jyotsana Poddar	3166666	0.76	3166666	0.76
14	Saroj Kumar Poddar	256128	0.06	256128	0.06
15	Shradha Agarwal	325900	0.08	325900	0.08
16	Champaran Marketing Co. Ltd.	302500	0.07	302500	0.07
17	Deepshikha Trading Co. Pvt. Ltd.	200	0.00	200	0.00
18	La Monde Trading & Investments Pvt. Ltd.	15000	0.00	15000	0.00
19	Manavta Holdings Ltd.	3425000	0.82	3425000	0.82
20	Manbhawani Investment Ltd.	5300000	1.27	5300000	1.27
21	New India Retailing and Investment Limited	581163	0.14	581163	0.14
22	Nilgiri Plantations Limited	4056740	0.97	4056740	0.97
23	Pavapuri Trading & Investment Co. Ltd.	100000	0.02	100000	0.02
24	Ronson Traders Ltd.	6004000	1.44	6004000	1.44
25	RTM Investments & Trading Co. Ltd.	1946200	0.47	1946200	0.47
26	RTM Properties Ltd.	125000	0.03	125000	0.03
27	SCM Investments & Trading Co. Ltd.	561200	0.13	561200	0.13
28	Shital Commercial Limited	138318	0.03	138318	0.03
29	SIL Investments Limited	31813455	7.64	31813455	7.64
30	Shree Vihar Properties Ltd.	700000	0.17	700000	0.17
31	Sidh Enterprises Ltd.	153500	0.04	153500	0.04
32	SIL Properties Ltd.	100000	0.02	100000	0.02
33	Sonali Commercial Limited	379350	0.09	379350	0.09
34	Upper Ganges Sugar and Industries Ltd.	704160	0.17	704160	0.17
35	Uttam Commercial Limited	6777100	1.63	6777100	1.63
36	Uttar Pradesh Trading Co. Ltd	1262635	0.30	1262635	0.30
37	Yashovardhan Investments & Trading Co. Ltd.	7364500	1.77	7364500	1.77
38	Arhant Nopany (Minor)	13500	0.00	13500	0.00
39	C S Nopany (HUF)	240100	0.06	240100	0.06
40	Chandra Sekhar Nopany	323775	0.08	323775	0.08
41	Nandini Nopany	15809667	3.80	15809667	3.80
42	Shalini Nopany	5000	0.00	5000	0.00
43	Shruti Vora	410000	0.10	410000	0.10
44	Urvi Nopany	73500	0.02	73500	0.02
45	Earthstone Investment and Finance Limited	8424515	2.02	8424515	2.02
46	The Hindustan Times Limited	51074209	12.27	51074209	12.27
47	Earthstone Holding (Two) Private Limited	13656476	3.28	13656476	3.28
48	Shobhana Bhartia	2726686	0.66	2726686	0.66
49	Shyam Sunder Bhartia	110	0.00	110	0.00
50	Zuari Investments Limited	402950	0.10	402950	0.10
	Total	**236657303**	**56.86**	**236657303**	**56.86**

