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20th May, 2015

BSE Limited,
Floor 25, P.J. Towers,
Dalal Street,
MUMBAI-400 001.

The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E)
MUMBAI-400 001

Sub: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir,

Zuari Fertilisers and Chemicals Limited ("**Acquirer**"), along with Zuari Agro Chemicals Limited ("**PAC**"), had made an open offer for acquisition of upto 4,33,29,000 (Four Crore Thirty Three Lacs Twenty Nine Thousand) equity shares of Mangalore Chemicals & Fertilisers Limited ("**Target Company**"), constituting 36.56% of the post acquisition fully diluted equity share capital of the Target Company at a price of Rs. 91.92/- (Rupees Ninety One and Paise Ninety Two only) per equity share ("**Open Offer**") plus interest @ 10% per annum per equity share for any delay in payment beyond the Scheduled Payment Date (as defined in the Letter of Offer dated April 8, 2015 issued by the Acquirer and the PAC) amounting to Rs. 2.1 per equity share, payable in cash. The said Open Offer was completed on 18th May, 2015.

Further, pursuant to the Open Offer made by the Acquirer and the PAC to the public shareholders of the Target Company under the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirer has acquired 4,33,29,000 (Four Crore Thirty Three Lacs Twenty Nine Thousand) (36.56 %) equity shares from the public shareholders of the Target Company.

Accordingly, please find annexed herewith, the disclosure in prescribed format as required under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Yours Sincerely,

For and on behalf of Zuari Fertilisers and Chemicals Limited,

Swati Hegde
Company Secretary

Zuari Fertilisers & Chemicals Limited

ZUARI FERTILISERS AND CHEMICALS LIMITED
Registered Office : Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726, India.
Telephone : (0832) 2592180, 2592181, Fax : (0832) 2555279, CIN-24120GA2009PLC006158
Website : www.zuari.in
Works Office : K-2/5 & K-2/6, Additional MIDC, Mahad, Dist. Raigad - 402 302, Maharashtra

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Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Mangalore Chemicals & Fertilisers Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Zuari Fertilisers and Chemicals Limited **(Acquirer)** along with Zuari Agro Chemicals Limited **(PAC)**		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1) The National Stock Exchange of India Limited (NSE) 2) BSE Limited (BSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	1,95,14,211	16.47	16.47
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	--	--	--
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 T C (specify holding in each category)	--	--	--
e) Total (a+b+c+d)	1,95,14,211	16.47	16.47
Details of acquisition/sale			
a) Shares carrying voting rights acquired~~/sold~~	4,33,29,000	36.56	36.56
b) VRs acquired/ sold otherwise	--	--	--

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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/released by the acquirer	--	--	--
e) Total (a+b+c+/-d)	4,33,29,000	36.56	36.56
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	6,28,43,211	53.03	53.03
b) Shares encumbered with the acquirer	--	--	--
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	--	--	--
e) Total (a+b+c+d)	6,28,43,211	53.03	53.03
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open offer by Zuari Fertilisers and Chemicals limited (Acquirer) together with Zuari Agro Chemicals Limited (PAC) for acquisition of up to 4,33,29,000 equity shares of TC (representing 36.56% of paid up capital of TC) of face value of Rs. 10 each under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended. The consideration was Rs.91.92 per share plus interest @ 10% per annum per Equity Share for any delay in payment beyond the Scheduled Payment Date (as defined in the Letter of Offer dated April 8, 2015 issued by the Acquirer and the PAC) amounting to Rs. 2.1 per Equity Share, payable in cash.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	May 18, 2015		

Equity share capital / total voting capital of the TC before the said acquisition / sale	11,85,15,150 Equity Shares (Equity Share capital- Rs. 1,18,51,51,500)
Equity share capital/ total voting capital of the TC after the said acquisition / sale	118,515,150 Equity Shares (Equity Share capital- Rs. 1,18,51,51,500)
Total diluted share/voting capital of the TC after the said acquisition	118,515,150 Equity Shares (Equity Share capital- Rs. 1,18,51,51,500)

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For and on behalf of Zuari Fertilisers and Chemicals Limited,

Swati Hegde
Company Secretary

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