

28th February, 2025

To:

The Listing Department
National Stock Exchange of
India Limited Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E) MUMBAI - 400 051

The Listing Department
BSE Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI - 400 001

Dear Sir/Madam,

Company's Scrip Code in BSE : 530011 MANGCHEM
Company's Symbol in NSE : MANGCHEFER
ISIN : INE558B01017

Sub: Receipt of an Observation Letter dated February 28, 2025 from NSE Limited regarding the composite scheme of arrangement amongst Mangalore Chemicals & Fertilizers Limited (the "Transferor Company"), Paradeep Phosphates Limited (the "Transferee Company" or the "Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme of Arrangement").

References:

- (1) Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations) with respect to the Scheme of Arrangement.**
- (2) Our previous disclosures under Regulation 30 of the Listing Regulations dated February 7, 2024 and November 25, 2024.**

This is with reference to our previous disclosures dated February 7, 2024 and November 25, 2024 informing the decision of the board of directors of the Company approving the Scheme of Arrangement, subject to receipt of the applicable regulatory and other approvals.

In this regard, we would like to inform you that, an observation letter dated February 28, 2025 has been received from National Stock Exchange of India Limited (NSE) regarding the Scheme of Arrangement ("**NSE Observation Letter**"), conveying its "**No objection**" in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with National Company Law Tribunal ("**NCLT**"). The Company proposes to file the Scheme of Arrangement with the NCLT in due course.

A copy of said NSE Observation Letter is enclosed herewith.

This is for your information and records.

Yours faithfully,

For Mangalore Chemicals & Fertilizers Limited

Vighneshwar G Bhat
Company Secretary

Ref: NSE/LIST/45468/45469

February 28, 2025

The Company Secretary
Mangalore Chemicals & Fertilizers Limited

The Company Secretary
Paradeep Phosphates Limited

Kind Attn.: Mr. Vighneshwar G Bhat

Kind Attn.: Mr. Sachin Patil

Dear Sirs,

Sub: Observation Letter for draft composite scheme of arrangement between Mangalore Chemicals & Fertilizers Limited (“Transferor Company”) and Paradeep Phosphates Limited (“Transferee Company”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

We are in receipt for captioned draft composite scheme of arrangement filed by Mangalore Chemicals & Fertilizers Limited and Paradeep Phosphates Limited.

Based on our letter reference no. NSE/LIST/45468/45469 dated January 14, 2025, submitted to SEBI pursuant to SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 for comments on the draft Scheme of Arrangement. SEBI vide its letter dated February 27, 2025, has inter alia given the following comment(s) on the draft scheme of arrangement:

- a) *The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- b) *The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed company and the Stock Exchanges.*
- c) *The Company shall ensure compliance with the SEBI Circular issued from time to time.*
- d) *The Companies involved in the Scheme shall duly comply with various provisions of the SEBI Master Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.*
- e) *The Company shall ensure that information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- f) *The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- g) *The Company shall ensure that the details of proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the shareholders.*

- h) The Companies shall ensure that the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013:
- i. Details of (Pre & Post Scheme) Assets and Liabilities of Paradeep & Mangalore, as applicable.
 - ii. Valuation methods, rationale and assumptions considered for arriving at the share exchange ratio.
 - iii. Rationale & synergies of the scheme and its impact on the public shareholders.
 - iv. Impact, if any, of the liabilities of Mangalore on the business of Paradeep post scheme of arrangement.
 - v. Details of complaints received, if any, along with response of the company for resolution of complaints.
 - vi. The proposal of scheme of arrangement shall be considered as approved only if the vote cast by public shareholders in favour of the proposal is more than the number of votes cast by public shareholders against it.
- i) The Company shall ensure that the proposed equity shares, if any, to be issued in terms of the “Scheme” shall mandatorily be in demat form only.
- j) The Company shall ensure that the “Scheme” shall be acted upon subject to the Company complying with the relevant clauses mentioned in the scheme document.
- k) The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/ tribunals shall be made without specific written consent of SEBI.
- l) The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.
- m) The Company shall ensure to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder, including obtaining the consent from the creditors for the proposed scheme.
- n) It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI /stock exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India Limited (NSE), should not in any way be deemed or construed that

the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Listed entity involved in the proposed Scheme shall disclose the No-Objection Letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from February 28, 2025, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Saili Kamble
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>