15th November, 2017

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 Sirs,

Sub: Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares & Takeover) Regulation, 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 Fertilisers 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.

Please find enclosed herewith the disclosure as required under Regulation 10(6) of SEBI (Substantial Acquisition of Shares & Takeover) Regulation, 2011.

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 Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Mangalore Chemicals and Fertilisers Limited			
2.	Name of the acquirer(s)	Zuari Agro Chemicals Limited			
3.	Name of the stock exchange where shares of the TC are listed	1. BSE Limited 2. National Stock Exchange of India Limited			
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	**Refer Note 1**			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10 (1) (d) (iii)			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	N.A N.A			
7.	Details of acquisition	Disclosures made/required to be made under regulation 10(5)		Whether the disclosure under regulation 10(5)Actually made	
	a. Name of the transferor / seller	Zuari Fertilisers and Chemicals Limited		Zuari Fertilisers and Chemicals Limited	
	b. Date of acquisition	**Refer Note 1**		**Refer Note 1**	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	6,28,43,211		6,28,43,211	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	53.03%		53.03%	
	e. Price at which shares are proposed to be acquired / actually acquired	N.A		N.A	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held	% w.r.t. to total share capital of TC
	– Each Acquirer / Transferee(**) Zuari Agro Chemicals Limited	-	-	6,28,43,211	53.03
	– Each Seller / Transferor Zuari Fertilisers and Chemicals Limited	6,28,43,211	53.03	-	-

Note:

(*) total value including transactions charges, service tax and other charges

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

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 duly authorized to do so on behalf of all the acquirers.

1) ***National Company Law Tribunal (NCLT) bench at Mumbai 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 Limited (Ultimate Holding Company of target Company) ceased to exist with effect from 13/11/2017, the Effective Date of said Amalgamation and the shares held by Zuari Fertilisers and Chemicals Limited in target Company shall be in possession of Zuari Agro Chemicals Limited without any further action.***

For Zuari Agro Chemicals Limited

R.Y.Patil
Vice President & Company Secretary

Date: 15 /11/2017
Place: Zuarinagar, Goa