adventz

November 5th, 2014

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.

Bangalore Stock Exchange
No.51, Stock Exchange Tower,
1st Cross, J.C. Road,
Bangalore- 560027

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

Dear Sir,

Zuari Fertilisers and Chemicals Limited ("**Acquirer**") had entered into an agreement dated May 12, 2014 ("**Agreement**") with Zuari Agro Chemicals Limited ("**PAC 1**") and the promoters of Mangalore Chemicals & Fertilizers Limited ("**Company**") i.e. United Breweries (Holdings) Limited ("**PAC 2**"), Kingfisher Finvest India Limited ("**PAC 3**") and McDowell Holdings Limited ("**PAC 4**") (PAC 1, PAC 2, PAC 3 and PAC 4 to be collectively referred as **"PAC"**), pursuant to the consummation of which, the Acquirer and the PAC shall exercise their respective voting rights in concert towards certain management decisions of the Company. The same has also been disclosed in the Detailed Public Statement dated May 19, 2014 and the Letter of Offer dated September 19, 2014 issued by the Acquirer and the PAC in relation to the open offer launched by the Acquirer and the PAC for acquisition of upto 3,08,13,939 (Three Crore Eight Lakh Thirteen Thousand Nine Hundred and Thirty Nine) equity shares of the Company, constituting 26% of the post acquisition fully diluted equity share capital of the Company at a price of Rs. 81.60 (Rupees Eighty One and Paise Sixty 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 September 19, 2014 issued by the Acquirer and the PAC) amounting to Rs. 1.30 per Equity Share, payable in cash.

Further, pursuant to the Open Offer made by the Acquirer and the PAC to the public shareholders of the Company under the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,

Zuari Fertilisers & Chemicals Limited

ZUARI FERTILISERS AND CHEMICALS LIMITED
Registered Office : Jaikisaan Bhavan, Zuarinagar, Goa - 403 726, India.
Telephone : (0832) 2592180, 2592181
FAX : (0832) 2555279
CIN - 24120GA2009PLC006158, Website : www.zuari.in

2011, the Acquirer has acquired 42,424 (Forty Two Thousand Four Hundred and Twenty Four)(0.04%) equity shares from the public shareholders of the 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,

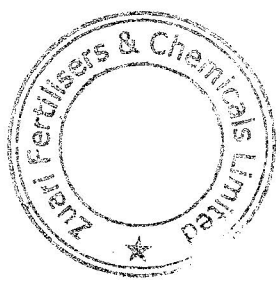
For and on behalf of Zuari Fertilisers and Chemicals Limited,

K.G. Prabhu
Authorised Signatory

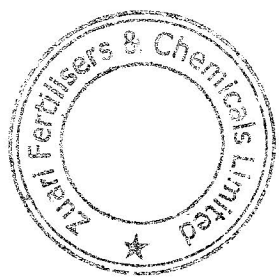
Zuari Fertilisers & Chemicals Limited

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 & Fertilizers Ltd		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Zuari Fertilisers & Chemicals Limited (PAC) Zuari Agro Chemicals Limited (PAC 1), United Breweries(Holdings) Limited(PAC 2), Kingfisher Finvest India Limited(PAC 3) and Mcdowell Holdings Limited (PAC 4)		
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) 3) Bangalore Stock Exchange Limited.		
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	1,94,71,787	16.43	16.43
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)	**1,94,71,787**	**16.43**	**16.43**
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	42,424	0.04	0.04



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/released by the acquirer	--	--	--
e) Total (a+b+c+/-d)	**42,424**	**0.04**	**0.04**
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	1,95,14,211	16.47	16.47
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)	**1,95,14,211**	**16.47**	**16.47**
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 1), United Breweries (Holdings) Limited (PAC 2), Kingfisher Finvest India Limited (PAC 3) and McDowell Holdings Limited (PAC 4) for acquisition of up to 30813939 equity shares of TC (representing 26% 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		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	November 03, 2014		
Equity share capital / total voting capital of the TC before the said	11,85,15,150 Equity Shares (Equity Share capital- Rs. 1,18,51,51,500)		



acquisition / sale	
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,

K.G. Prabhu
Authorised Signatory

Zuari Fertilisers & Chemicals Limited