



भारत सरकार
GOVERNMENT OF INDIA
रसायन और उर्वरक मंत्रालय
MINISTRY OF CHEMICALS & FERTILIZERS
उर्वरक विभाग
DEPARTMENT OF FERTILIZERS
नई दिल्ली - ११०००१
NEW DELHI-110001

Date: July 31, 2017

To:

National Fertilizers Limited
SCOPE Complex,
Core 3, Lodhi Road,
New Delhi 110 003

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal
Street
Mumbai, India 400 001

The Managing Director
The National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai, India 400 051

Sub: Disclosure of change in shareholding under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations")

Dear Sirs,

This is with reference to the Offer for Sale announced by the President of India, acting through the Ministry of Chemicals and Fertilizers, Government of India on July 25, 2017 for sale of 7,35,86,760 equity shares of face value of Rs. 10 each representing 15% of the total paid up equity share capital of National Fertilizers Limited ("**Target Company**") (which took place on July 26, 2017 and July 27, 2017). In this regard, we wish to inform you that the President of India, acting through the Ministry of Chemicals and Fertilizers, Government of India, has sold 1,47,17,352 equity shares of the Company to Retail bidders on the basis of valid bids received on T+1 day (i.e., July 27, 2017) and non-Retail bidders who carry forwarded their bids from T day.

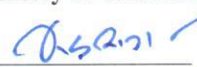
The above sale of shares took place on a separate, designated window of BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**" and together with BSE, the "**Stock Exchanges**"), and was undertaken in accordance with the "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism" issued by the Securities and Exchange Board of India (the "**SEBI**") through its Circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 (as amended up to June 27, 2017 pursuant to subsequent circulars issued by SEBI), and Section 21 of Chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI through its Circular no. SEBI/HO/MRD/DP/CIR/P/2016/135 dated December 16, 2016.

As required under regulation 29(2) of the SEBI Takeover Regulations, we enclose with this letter, a disclosure of the change in our shareholding in the Target Company, pursuant to the above sale of shares. The enclosed disclosure is in the relevant format notified by SEBI in respect of Regulation 29(2) of the SEBI Takeover Regulations. Please read this disclosure along with our disclosure dated July 31, 2017, for T day (i.e., July 26, 2017) since they form a part of the complete offer for sale transaction of 7,35,86,760 equity shares by the President of India, acting through the Ministry of Chemicals and Fertilizers, Government of India (which resulted in a total dilution of 15% of the Government of India).

This letter is intended for the information and records of the Target Company and the Stock Exchanges.

Sincerely,

For and on behalf of the President of India:
Ministry of Chemicals and Fertilizers, Government of India


Shri. K.S. Rana
Under Secretary, Department of Fertilizers
Encl: a/a

कुलवन्त सिंह राणा / K.S. RANA
अवर सचिव / Under Secretary
रसायन एवं उर्वरक मंत्रालय
Department of Chemicals & Fertilizers
उर्वरक विभाग / Dept. of Fertilizers
नई दिल्ली / New Delhi

DISCLOSURES UNDER REGULATION 29(2) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (or TC)	National Fertilizers Limited (the “ Company ”)		
Name(s) of the acquirer/ seller and persons acting in concert (PACs) with the acquirer/ seller	The President of India, acting through the Ministry of Chemicals and Fertilizers, Government of India (the “ Seller ”)		
Whether the acquirer/ seller belongs to the promoter/ promoter group	Yes, the Seller is the promoter of the Company		
Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE and NSE		
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/ disposal under consideration, holding of:			
a) Shares carrying voting rights	38,12,46,884	77.71	77.71
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/ seller to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	38,12,46,884	77.71	77.71
Details of acquisition/ sale			


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a) Shares carrying voting rights acquired / sold	1,47,17,352 equity shares	3 ¹	3
b) VRs acquired / sold otherwise than by shares	-	-	-
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer / seller to receive shares carrying voting rights in the TC (specify holding in each category) acquired / sold	-	-	-
d) Shares encumbered/ invoked/ released by the acquirer / seller	-	-	-
e) Total (a+b+c+d)	1,47,17,352 equity shares	3	3
After the acquisition / sale, holding of:			
a) Shares carrying voting rights	36,65,29,532	74.71	74.71
b) Shares encumbered with the acquirer / seller	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer/ seller to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	36,65,29,532	74.71	74.71
Mode of acquisition / sale (e.g. open market/ off-market/ public issue/ rights	The Seller sold shares of the Company on a separate,		

¹ The Offer for Sale that was conducted on July 26, 2017 and July 27, 2017 was announced on July 25, 2017 for sale of 7,35,86,760 equity shares of face value of INR 10 each representing 15% of the total paid up equity share capital of the Company. This is the remaining disclosure of the shares allotted on the basis of the valid bids received from Retail bidders on T+1 day (i.e., July 27, 2017) and non-Retail bidders who carry forwarded their bids from T day (as defined in the Notice given to the Stock Exchanges on July 25, 2017). Please read both disclosures dated July 31, 2017 together, since they form a part of the complete offer for sale transaction of 2,75,84,405 equity shares by the President of India, acting through the Ministry of Chemicals and Fertilizers, Government of India (which resulted in a total dilution of 15% of the Government of India).


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issue/ preferential allotment/ inter-se transfer, etc.)	designated window of the Stock Exchanges. This sale was undertaken in accordance with the “Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism” issued by the Securities and Exchange Board of India (“SEBI”) through its Circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 (as amended up to June 27, 2017, pursuant to subsequent circulars issued by SEBI), and Section 21 of Chapter 1 of the “Master Circular for Stock Exchange and Clearing Corporation” issued by SEBI through its Circular no. SEBI/HO/MRD/DP/CIR/P/2016/135 dated December 16, 2016.
Date of acquisition / sale of shares/ VR , or date of receipt of intimation of allotment of shares, whichever is applicable	July 27, 2017*
Equity share capital/ total voting capital of the TC before the said acquisition / sale	INR 4,90,57,84,000 (comprising 49,05,78,400 shares having a face value of INR 10 each)*
Equity share capital/ total voting capital of the TC after the said acquisition / sale	INR 4,90,57,84,000 (comprising 49,05,78,400 shares having a face value of INR 10 each)*
Total diluted share/ voting capital of the TC after the said acquisition / sale	INR 4,90,57,84,000 (comprising 49,05,78,400 shares having a face value of INR 10 each)*


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* The OFS took place on a separate window of the Stock Exchanges on July 26, 2017 and July 27, 2017: Unallotted bidders who carry forwarded their bids from T day (i.e. July 26, 2017) and Retail bidders who participated in the OFS on T+1 day (i.e. July 27, 2017).

**There is no change in the paid up share capital of the Target Company on account of sale of shares by the Promoter (i.e. the President of India acting through the Ministry of Chemicals and Fertilizers) through the OFS mechanism as per SEBI Guidelines and Circulars, as the said sale is secondary in nature.

For and on behalf of the President of India:

Ministry of Chemicals and Fertilizers, Government of India



Shri K.S. Rana
Under Secretary, Department of Fertilizers

Date: July 31, 2017

Place: New Delhi

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