



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 5,88,69,408 equity shares of the Company to non-Retail bidders on the basis of valid bids received on T day (i.e. July 26, 2017).

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.

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

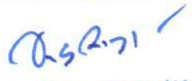
Under Secretary, Department of Fertilizers

Encl: a/a

कुलवन्त सिंह राणा / K.S. RANA
अवर सचिव / Under Secretary
रसायन एवं उर्वरक मंत्रालय
Min. of Chemicals & Fertilizers
उर्वरक विभाग / Deptt. 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	44,01,16,292	89.71	89.71
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)	44,01,16,292	89.71	89.71
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold	5,88,69,408 equity shares	12.00	12.00


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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)	5,88,69,408 equity shares	12.00	12.00
After the acquisition / sale, holding of:			
a) Shares carrying voting rights	38,12,46,884	77.71	77.71
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)	38,12,46,884	77.71	77.71
Mode of acquisition / sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment/ inter-se transfer, etc.)	The Seller sold shares of the Company on a separate, 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.		


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Date of acquisition/ sale of shares/ VR, or date of receipt of intimation of allotment of shares, whichever is applicable	July 26, 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)*

**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

कलवन्त सिंह राणा / K.S. RANA
Under Secretary
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