

GLOBALWARE TRADING AND HOLDINGS LIMITED

Dated : December 15, 2016

National Stock Exchange of India Limited

Exchange Plaza, Plot No C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

✓ BSE Ltd

Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Dear Sirs,

Sub : Intimation to Stock Exchanges in respect of acquisition to be made under regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

Please find attached herewith the disclosure under Regulation 10(5) towards intimation under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, regarding inter-se transfer of equity shares of Zuari Agro Chemicals Limited between Globalware Trading and Holdings Limited (Acquirer) and Coltrane Corporation Limited (Seller) belonging to promoter group.

For Globalware Trading and Holdings Limited



(Devendra Khemka)
Authorised Signatory

encl : as above

Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

1.	Name of the Target Company (TC)	Zuari Agro Chemicals Limited
2.	Name of the acquirer(s)	Globalware Trading And Holdings Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, the acquirer is a part of the Promoter group of the Target Company
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Coltrane Corporation Limited
	b. Proposed date of acquisition	On or after December 22, 2016
	c. Number of shares to be acquired from each person mentioned in 4(a) above	479,750 equity shares
	d. Total shares to be acquired as % of share capital of TC	1.14%
	e. Price at which shares are proposed to be acquired	At or around the ruling market price / previous day closing price on the proposed date of acquisition, subject to the price limit set out in point no. 8.
	f. Rationale, if any, for the proposed transfer	Inter-se transfer of shares amongst the promoter group of the Target Company
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10 (1) (a) (ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 226.95
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	NA
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	We, Globalware Trading And Holdings Limited, declare that the acquisition price would not be higher by more than 25% of the price computed in point 6.
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)	We, Globalware Trading And Holdings Limited, declare that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)
	ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	We, Globalware Trading And Holdings Limited, declare that the disclosures made during previous 3 years prior to the date of proposed acquisition shall be furnished along with the report under Regulation 10(7) to be filed within the stipulated time.
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	We, Globalware Trading And Holdings Limited, declare that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly

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		complied with.			
11.	Shareholding details	Before the Proposed Transaction		After the Proposed Transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	A. Acquirer(s) and PACs (other than sellers) (*) (Separate list attached for PACs with Sellers)				
	Globalware Trading And Holdings Limited	7,012,000	16.67%	7,491,750	17.81%
	B. Seller (s)				
	Coltrane Corporation Limited	479,750	1.14%	-	-

Note:

(*) Shareholding of each entity may 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 person duly authorized to do so on behalf of all the acquirers.

We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

For **Globalware Trading And Holdings Limited**



(Devendra Khemka)
Authorised Signatory

Date: December 15, 2016

Place: Kolkata

Annexure as per point 11 of Disclosure under Regulation 10(5)

As per the latest SHP filed by Zuari Agro Chemicals Limited (Target Company)

Shareholding of Acquirer and PAC's

Name of Shareholder	As on September 30, 2016	
	No. of Shares Held	Percentage as to paid up capital
Basant Kumar Birla	30,000	0.07
Jyotsna Poddar	71,621	0.17
Saroj Kumar Poddar	129,406	0.31
Ricon Commerce Ltd.	8,100	0.02
Adventz Investment Company Private Limited	15,000	0.04
SCM Investment & Trading Co. Ltd.	35,000	0.08
Ronson Traders Limited	63,200	0.15
Adventz Securities Enterprises Limited	98,804	0.23
RTM Investment And Trading Co. Ltd.	110,768	0.26
Duke Commerce Limited	111,000	0.26
Jeewan Jyoti Medical Society	138,550	0.33
Pilani Investment And Industries Corporation Ltd.	434,000	1.03
New Eros Tradecom Limited	1,196,767	2.85
Adventz Finance Private Limited	1,424,201	3.39
Texmaco Infrastructure & Holdings Limited	3,000,125	7.13
SIL Investments Limited *	3,208,000	7.63
Zuari Management Services Limited	5,078,909	12.08
Zuari Global Limited	8,411,601	20.00
Coltrane Corporation Limited	479,750	1.14
Globalware Trading And Holdings Limited	7,012,000	16.67
Total	31,056,802	73.84

* SIL Investments Limited have pledged 16,90,000 shares as per filing of SHP by the Target company with stock exchanges.

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