



July 25, 2014

~~BSE Limited
Floor 25 P.J. Towers
Dalal Street
Mumbai 400 001~~

National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 05

Dear Sirs,

Sub: Open Offer by Zuari Fertilisers & Chemicals Limited ("Acquirer") alongwith Zuari Agro Chemicals Limited, United Breweries (Holdings) Limited, Kingfisher Finvest India Limited and MCDowell Holdings Limited as the Persons acting in concert (Collectively, "PAC"), to the Public Shareholders of Mangalore Chemicals & Fertilisers Limited ("Target Company"), (The "Offer")

Please find enclosed herewith letter received from SEBI in connection with the captioned offer with respect to the timing of the commencement and closure of the Offer.

Should you require any further information, we shall be pleased to furnish the same.

Thanking you,

Yours faithfully,
For ZUARI AGRO CHEMICALS LIMITED

A handwritten signature in black ink, appearing to be 'R.Y. Patil'.

R.Y. Patil
Chief General Manager
& Company Secretary

Encl : as above

ZUARI AGRO CHEMICALS LIMITED

CIN : L65910GA2009PLC006177

Tower - A, 5th Floor, Global Business Park, M.G. Road, Sector 26, Gurgaon - 122 002, Haryana

Tel: +91 124 482 7800 Fax: +91 124 421 2046 Email: zuaridelhi@adventz.com



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Securities and Exchange
Board of India

ASSITANT GENERAL MANAGER
CORPORATION FINANCE DEPARTMENT
DIVISION OF CORPORATE RESTRUCTURING
Tel. 022- 26449302
E-mail- sksingh@sebi.gov.in

CFD/DCR/TO/SKS/21857/2014
July 24, 2014

JM Financial Institutional Securities Pvt. Ltd. 141, Maker Chamber III, Nariman Point, Mumbai - 400 021	ICICI Securities Ltd ICICI Center, HT Parekh Marg, Churchgate Mumbai - 400 020	Ambit Corporate Financial Pvt Ltd Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
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Dear Sir,

Sub: Acquisition of 30,813,939 equity shares representing 26% of the equity share capital of Mangalore Chemicals & Fertilizers Ltd ('Target Company') by

- a. **SCM Solifert Ltd ('Acquirer') along with Deepak Fertilizers and Petrochemicals Corporation Ltd (PAC) at a price of Rs. 63/- per share in terms of SEBI (SAST) Regulations, 2011. and**
- b. **Zuari Fertilizers and Chemicals Ltd (Competing Acquirer) along with Zuari Agro Chemicals Ltd (PAC1), United Breweries (Holdings) Ltd (PAC2), Kingfisher Finvest India Ltd (PAC3) and McDowell Holdings Ltd (PAC4) at a price of Rs. 68.55/ per share in terms of SEBI (SAST) Regulations, 2011.**

1. This is with reference to letter dated July 17, 2013 received from JM Financial Institutional Securities Pvt. Ltd ("JM Financial") *inter alia* requesting for extension of commencement of tendering period pending receipt of CCI approvals and subsequent discussions held with your representatives on the same.
2. JM Financial, in its aforesaid letter, has *inter alia* submitted the following:-
 - a) As disclosed in the draft letter of offers, both the Open Offers are subject to receipt of approval from the Competition Commission of India ("CCI") under Section 6(2) of the Competition Act, 2002.
 - b) In terms of regulation 18(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011{"SAST"} and the SEBI Observations Letter, the

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel : 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in



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- final letter of offer has to be dispatched to all shareholders of the Target Company within 7 working days of the receipt of the SEBI Observation Letter.
- c) The regulations also provide for the timelines within which the tendering period should start and close and the time for completing the payment of consideration to the shareholders who have accepted the Open Offer.
 - d) In terms of regulation 18(11), the Acquirer has the responsibility to pursue all the statutory approvals required for the completion of the open offer. The proviso to regulation 18(11) provides that where the Acquirer is unable to make the payment of consideration to the shareholders within the prescribed time period due to non-receipt of statutory approvals, SEBI has the discretion of granting an extension of time for making such payments, subject to the Acquirer agreeing to pay interest to the shareholders for such delay.
 - e) Further, in case of competing offers, the offer timelines of the original offer and the competing offer need to be coordinated by the managers to the respective offers.
3. Further, JM Financial has submitted that since the Acquirer has the right to withdraw the Open Offer under regulation 23(1) in the event that the CCI approval is not received, receipt of CCI approval is a prerequisite to the completion of the Open Offer and the Competing Offer, and is therefore a 'statutory approval' under regulation 18(11) of the SAST Regulations. In the event the tendering period commences in accordance with the time period stipulated under regulation 18(8), the public shareholders of the target company will be required to deposit the shares tendered in escrow till such time as the Acquirer can make the payment to the relevant shareholders. Various concerns, including CCI rejecting only one of the applications, shareholders not having complete information on the status of CCI approval, shareholders losing their ability to trade on their shares during the interim period, etc have been raised.
4. In order to address the above issues, a meeting was held with the representatives of JM Financial, ICICI Securities Ltd and Ambit Corporate Financial Pvt Ltd on July 21, 2014, wherein it was proposed that the following methodology may be adopted:-
- a) the tendering period for the Open Offer may commence not later than twelve working days from the receipt of CCI approvals, whichever is received later (ie., of the CCI approvals granted to the two Acquirers, whichever is later) and
 - b) the payment to all successful Public Shareholders who tender their Equity Shares in the Open Offers, thereafter, may be made within the specified timeframe of ten working days from the last date of the tendering period subject to both the Acquirers paying interest for the said delay @ 10% p.a.

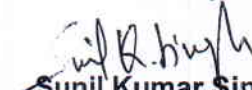


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5. As the methodology proposed above would address the concerns stated at para 3 above and also facilitate achievement of uniform timelines in both the offers and protect the interests of investors. SEBI does not have any objection in this regard.
6. You are advised to disclose the above to the Stock Exchanges in accordance with clause 36 of the Listing Agreement, immediately.
7. Further, pursuant to the discussions held on July 21, 2014 on the last day to revise the offer price, it is clarified that any upward revision of offer price shall be made at any time prior to last three working days before the commencement of the tendering period.
8. You are advised to ensure compliance of the above and make necessary disclosures.

Yours faithfully,


Sunil Kumar Singh