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9th December, 2019

Mangalore Chemicals and Fertilizers Limited
Level 11, UB Tower, UB City 24,
Vittal Mallya Road,
Bangalore, Karnataka-560001.

BSE Limited,
Floor 25, P.J. Towers,
Dalal Street,
Mumbai-400001
BSE scrip Code: 534742

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East,
Mumbai-400051,
NSE Symbol: ZUARI

Dear Sir,

Sub: Disclosure under Regulations 31(1) of SEBI (SAST), Regulations 2011 and as per SEBI Circular SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019

Please find enclosed herewith disclosure under Regulations 31(1) read with 31(3) of SEBI (SAST), Regulations, 2011 **as Annexure 1** and Disclosure as per SEBI Circular SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019 with respect of the shares pledged by the Company as **Annexure 2**.

This is in compliance of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)Regulations, 2011.

You are requested to take the same on record.

Thanking You

Yours Faithfully,

For Zuari Agro Chemicals Limited

ZUARI AGRO CHEMICALS LTD. Zuarinagar

R.Y.Patil
Vice President & Company Secretary

Encl: As above

Annexure 1.

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company(TC)	MANGALORE CHEMICALS AND FERTILIZERS LIMITED
Names of the Stock Exchanges where the shares of the target company are listed	1. BSE LIMITED 2. NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Date of reporting	09/12/2019
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	**ZUARI AGRO CHEMICALS LIMITED ("ZACL")**

Details of the creation of encumbrance:

Name of the promoter (s) or PACs with him(*)	**Promoter holding in the target company (1)**		**Promoter holding already encumbered (2)**		**Details of events pertaining to encumbrance (3)**							**Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}**	
	Number	**% of total share capital**	**Number**	**% of total share capital**	**Type of event (creation / release / invocation)**	**Date of creation/ invocation release of encumbrance**	**Type of encumbrance (pledge/ lien/ non disposal undertaking/others)**	**Reasons for encumbrance****	**Number**	**% of share capital**	**Name of the entity in whose favor shares encumbered *****	**Number**	**% of total share capital**
Zuari Agro Chemicals Limited	6,40,28,362	54.03 %	4,93,94,819	41.67%	Creation	06/12/2019	Pledge	Zuari Agro Chemicals Limited has created pledge in favour of Vistra ITCL (India) Limited (Security Trustee) due to shortfall in	1,06,05,181	8.94 %	Vistra ITCL (India) Limited	6,00,00,000	50.62%

								security for the loan availed from HDFC Limited						
United Breweries Holdings Limited PAN: 07D	-	-	-		-	-	-	-		-	-	-	-	
Mcdowell Holdings Limited PAN:	12,57,186	1.06	-	-	-	-	-	-		-	-	-	-	
Kingfisher Finvest India Ltd. PAN:	-	-	-	-	-	-	-	-		-	-	-	-	
Adventz Finance Private Limited	7,50,000	0.63	-	-	-	-	-	-		-	-	-	-	
Akshay Poddar	9,00,644	0.76	-	-	-	-	-	-		-	-	-	-	
Gaurav Agarwala	1,50,000	0.13	-	-	-	-	-	-		-	-	-	-	

For Zuari Agro Chemicals Limited

R.Y.Patil
Vice President& Company Secretary
Date: 09/12/2019
Place: Zuarinagar, Goa

* The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.
**For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.
*** This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender

Annexure – 2

Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Mangalore Chemicals and Fertilizers Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited, National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Zuari Agro Chemicals Limited
Total promoter shareholding in the listed company	No. of shares – 6,40,28,362 % of total share capital - 54.03
Encumbered shares as a % of promoter shareholding	93.70
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1 (Date of creation of encumbrance: 14/05/2015 & 21/05/2015)	**Encumbrance 2 (Date of creation of encumbrance: 20/07/2018)**	**Encumbrance 3 (Date of creation of encumbrance: 27/09/2018)**	**Encumbrance 4 (Date of creation of encumbrance: 07/12/2018)**	**Encumbrance5 (Date of creation of encumbrance: 06/12/2019)**
Type of encumbrance (pledge, lien, negative lien, non-disposal		Pledge	Pledge	Pledge	Pledge	Pledge

ZUARI AGRO CHEMICALS LTD. ★ Zuarinagar ★

undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)						
No. and % of shares encumbered		1,51,332 (please refer Note 1) 0.13	3,32,43,487 28.05	70,00,000 5.90	90,00,000 7.59	1,06,05,181 8.94
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	IL & FS Financial Services Ltd	Vistra ITCL India Ltd	Vistra ITCL India Ltd	Vistra ITCL India Ltd	Vistra ITCL India Ltd
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Yes.	Corporate Trustee, Public Company Vistra ITCL (India) Limited provides non-banking financial services. The Company offers trustee services, such as debentures and bonds, private equity, alternate funds, and bank lending, as well as corporate formation and market entry, due diligence, enforcement, and monitoring services to banks, financial	Corporate Trustee, Public Company. Vistra ITCL (India) Limited provides non-banking financial services. The Company offers trustee services, such as debentures and bonds, private equity, alternate funds, and bank lending, as well as corporate formation and market entry, due diligence, enforcement, and	Corporate Trustee, Public Company. Vistra ITCL (India) Limited provides non-banking financial services. The Company offers trustee services, such as debentures and bonds, private equity, alternate funds, and bank	Corporate Trustee, Public Company. Vistra ITCL (India) Limited provides non-banking financial services. The Company offers trustee services, such as debentures and bonds, private equity, alternate funds, and bank lending, as well

			institutions, corporates, funds, governments, and insurance companies.	monitoring services to banks, financial institutions, corporates, funds, governments, and insurance companies.	lending, as well as corporate formation and market entry, due diligence, enforcement, and monitoring services to banks, financial institutions, corporates, funds, governments, and insurance companies.	as corporate formation and market entry, due diligence, enforcement, and monitoring services to banks, financial institutions, corporates, funds, governments, and insurance companies.
	Names of all other entities in the agreement Listed company and its group companies (if any) – 1. 2. ... Other entities (if any) – 1. 2. ...	Erstwhile subsidiary - Zuari Fertilisers and Chemicals Limited Refer Note 1	-	-	-	-
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of	No	No	No.	No.	No.

	deposit etc.? If yes, provide details about the instrument, including credit rating YES / NO : No If yes, 1. Name of the issuer 2. Details of the debt instrument 3.Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument						
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs. 748857808.75	Rs. 697381264 .25	Rs. 1815094390.2	Rs. 310100000	Rs. 334800000	Rs.291642477.5
	Amount involved (against which shares have been encumbered) (B)	Rs.150,00,00, 000	Rs. 150,00,00, 000	Rs. 185,00,00,000	Rs.185,00,00,000	Rs. 185,00,00,000	Rs. 185,00,00,000
	Ratio of A / B	0.49	0.46	0.98	0.16	0.18	0.15



End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	Pledge was created in favour of IL & FS Financial Services Ltd for securing the Rupee term loan of Rs. 150 crore given by IL & FS Financial Services Ltd. The loan was taken to part finance purchase consideration of upto 4,33,29,000 shares of Mangalore Chemicals & Fertilizers Limited. The loan has been repaid. **Refer Note 1**	Pledge was created in favour of Vistra ITCL (India) Limited, Security Trustees, for securing the Rupee Term Loan of INR 185 crores given by HDFC Limited.	Pledge was created in favour of Vistra ITCL (India) Limited, Security Trustees, due to shortfall in security provided on HDFC Ltd.'s loan of INR 185 Crores	Pledge was created in favour of Vistra ITCL (India) Limited (Security Trustee) due to shortfall in security provided on HDFC Limited loan of INR 185 crores..	Pledge is created in favour of Vistra ITCL (India) Limited (Security Trustee) due to shortfall in security for the loan of INR 185 crores availed from HDFC Limited.

Note 1 :

The National Company Law Tribunal, vide an order dated September 14, 2017, sanctioned the Scheme of Amalgamation amongst Zuari Fertilisers and Chemicals Limited, Zuari Agri Sciences Limited and Zuari Speciality Fertilisers Limited (together the "Erstwhile Subsidiaries") and their respective shareholders and creditors, under Section 391 to 394 of the Companies Act, 1956. Pursuant to the Scheme of Amalgamation, the Erstwhile Subsidiaries were amalgamated with our Company with effect from November 13, 2017. The appointed date for the Scheme of Amalgamation was April 1, 2015.In terms of the scheme, 6,28,43,211 equity shares of Rs. 10 each of MCFL which were held by Zuari Fertilisers and Chemicals Limited were acquired by Zuari Agro Chemicals Limited as of the effective date. i.e. 13, November, 2017 as per Reg 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares & Takeover)Regulation, 2011.

Pledge was created on 14/05/2015 and 21/05/2015 on 9757105 i.e. 8.23% of paid up capital and on 11632715 i.e. 9.82% of paid up capital resp. of Mangalore Chemicals & Fertilizers Limited by erstwhile subsidiary i.e Zuari Fertilisers and Chemicals Limited in favour of IL & FS Financial Services Limited. On 6/03/2018 out of 21389820 pledged shares, 21238488 shares were released by IL & FS Financial Services Limited upon repayment of loan.

For Zuari Agro Chemicals Limited

R.Y.Patil
Vice President & Company Secretary

Place: Zuarinagar, Goa
Date: 09-12-2019