MCF
Mangalore Chemicals & Fertilizers Limited

Registered Office: Level 11, UB Tower, UB City,
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Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of Mangalore Chemicals & Fertilizers Limited under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	Date	April 16, 2015
2	Name of the Target Company (TC)	Mangalore Chemicals & Fertilizers Limited
3	Details of the Offer pertaining to TC	Open Offer for acquisition of up to 3,07,00,000 (Three Crore Seven lakhs) fully paid up equity fully paid up equity shares representing 25.90% of the voting share capital, which was subsequently revised to 4,33,29,000 (Four Crore Thirty Three Lakh Twenty Nine Thousand) fully paid up equity shares representing 36.56% of the voting share capital of the target company, to the public shareholders of the target company.
4	Name(s) of the acquirer and PAC with the acquirer	Acquirer Zuari Fertilisers and Chemicals Limited Person Acting in Concert (PAC) Zuari Agro Chemicals Limited
5	Name of the Manager(s) to the offer	ICICI SECURITIES LIMITED ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020, India Tel: (+91 22) 2288 2460; Fax: (+91 22) 2282 6580 Email: project.ather@icicisecurities.com Website: www.icicisecurities.com Contact Person: Mr. Ayush Jain / Mr. Vishal Kanjani SEBI Registration Number: INM000011179
6	Members of the Committee of Independent Directors *(Please indicate the chairperson of the Committee separately)*	Mr. Pratap Narayan, Chairman of the IDC
7	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	The IDC member an Independent Director of the Target Company, does not hold any equity shares in the Target Company and has no contracts/relationship with the Target Company.
8	Trading in the Equity shares/other securities of the TC by IDC Members	The IDC member has not traded in the equity shares/other securities of the Target Company.
9	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any	The IDC member does not hold any shares or other securities of Acquirer or PAC and has no contracts/relationship with Acquirer, PAC or their respective Directors.
10	Trading in the Equity shares/other securities of the acquirer by IDC Members	None
11	Recommendation on the Open offer, as to whether the offer is fair and reasonable	Zuari Fertilisers and Chemicals Limited had made an open offer for acquisition of up to 3,07,00,000 (Three Crore Seven Lakhs) fully paid up equity shares of the Company from the public shareholders (representing 25.90% of the voting share capital) and had filed a detailed public statement on December 10, 2014. On December 30, 2014, the offer size has been revised to 4,33,29,000 (Four Crore Thirty Three Lakh Twenty Nine Thousand) fully paid up equity shares of the Company (representing 36.56% of the voting share capital). The price offered by Zuari Fertilizers and Chemicals Limited at Rs.91.92 per equity share. The current market price of the share is lower than the offer price. The price offered by Zuari Fertilisers and Chemicals Limited is in line with the provisions of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and is fair and reasonable. In terms of its agreement dated May 12, 2014 with UB Group, Zuari Fertilisers and Chemicals Limited is co-promoter of the Company with effect from November 03, 2014.
12	Summary of reasons for recommendation	Accordingly shareholders should independently evaluate the open offer and take an informed decision in the matter.
13	Details of Independent Advisors, if any	None
14	Any other matter(s) to be highlighted	None

Statement by the IDC – "To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the TC under the Takeover Code."

For and on behalf of the Committee of Independent Directors of

Mangalore Chemicals & Fertilizers Limited

Sd/-

Pratap Narayan

Chairman - Committee of Independent Directors

Place : New Delhi
Date : April 16, 2015