PUBLIC ANNOUNCEMENT UNDER REGULATION 6, REGULATION 13(3) AND REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF MANGALORE CHEMICALS & FERTILIZERS LIMITED

VOLUNTARY OPEN OFFER FOR ACQUISITION OF UP TO 3,07,00,000 (THREE CRORE SEVEN LAKH) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 10 (RUPEES TEN) EACH ("EQUITY SHARES") OF MANGALORE CHEMICALS & FERTILIZERS LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY BY ZUARI FERTILISERS AND CHEMICALS LIMITED ("ACQUIRER") TOGETHER WITH ZUARI AGRO CHEMICALS LIMITED, AS THE PERSON ACTING IN CONCERT ("PAC") WITH THE ACQUIRER (THE "OFFER" / "OPEN OFFER").

This public announcement ("**PA**" / "**Public Announcement**") is being issued by ICICI Securities Limited (the "**Manager to the Offer**") for and on behalf of the Acquirer and the PAC, to the Public Shareholders (as defined below) of the Target Company pursuant to and in compliance with Regulation 6, Regulation 13(3), Regulation 15(1) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI Takeover Regulations**").

For the purpose of this Public Announcement, "**Public Shareholders**" shall mean all the public shareholders of the Target Company excluding the person acting in concert or deemed to be acting in concert with such parties including the PAC.

1. Offer Details

1.1 **Offer Size:** The Acquirer and the PAC hereby make this Offer to the Public Shareholders to acquire up to **3,07,00,000** (Three Crore Seven Lakh) Equity Shares constituting **25.90%** (Twenty Five point Nine Per Cent) of the fully diluted voting equity share capital (being the total paid-up share capital of the Target Company as of the 10th (tenth) working day from the date of closure of the tendering period for the Offer, hereinafter referred to as '**Voting Share Capital**'), at a price of **INR 91.92** per Equity Share ("**Offer Price**") aggregating **to INR 282,19,44,000** (Rupees Two Hundred and Eighty Two Crore, Nineteen Lakhs, Forty Four Thousand only), subject to the terms and conditions mentioned in this Public Announcement, the detailed public statement that will be published in connection to the Offer ("**Detailed Public Statement**") and the letter of offer that is proposed to be issued in accordance with the SEBI Takeover Regulations.

1.2 **Offer Price / Consideration:** The Offer Price of **INR 91.92** (Rupees Ninety One and Paise Ninety Two only) payable per Equity Share is calculated in accordance with Regulation 8(1) and 8(2) of the SEBI Takeover Regulations.

1.3 **Mode of Payment:** The Offer Price is payable in cash, in accordance with Regulation 9(1)(a) of the SEBI Takeover Regulations.

1.4 **Type of Offer**: This Offer is a voluntary offer under Regulation 6 of the SEBI Takeover Regulations. This Open Offer is not subject to any minimum level of acceptance.

2. Transaction which has triggered the Open Offer obligations (Underlying Transaction)

Not Applicable since this PA is being issued pursuant to a voluntary offer in terms of Regulation 6 of the SEBI Takeover Regulations.

3. Acquirer / PAC

Details	Acquirer	PAC	Total
Name of Acquirer/ PAC	Zuari Fertilisers and Chemicals Limited	Zuari Agro Chemicals Limited	Not Applicable
Address	Jai Kisaan Bhawan, Zuarinagar, Goa – 403 726	Jai Kisaan Bhawan, Zuarinagar, Goa – 403 726	Not Applicable
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer/ PAC are companies	Acquirer is a wholly-owned subsidiary of PAC (Zuari Agro Chemicals Limited)	Saroj Kumar Poddar, Globalware Trading & Holdings Limited, Texmaco Infrastructure & Holdings Limited, Adventz Investments & Holdings Limited*, Coltrane Corporation Limited, Jeewan Jyoti Medical Society, Adventz Finance Private Limited, Duke Commerce Limited, Adventz Securities Enterprises Limited, Adventz Investment Company Private Limited, Ricon Commerce Limited, Jyotsna Poddar, New Eros Tradecom Limited, SIL Investments Limited, Pilani Investment & Industries Corporation Limited, RTM Investment & Trading Company Limited, SCM Investment & Trading Company Limited, Ronson Traders Limited, Sarla Devi Birla, Zuari Global Limited and Zuari Management Services Limited	Not Applicable
Name of the Group, if any, to which the Acquirer/ PAC belongs to	Adventz Group	Adventz Group	Not Applicable

Details	Acquirer	PAC	Total
Pre Transaction shareholding • Number • % of total Voting Share Capital	1,95,14,211 (One Crore Ninety Five Lakhs Fourteen Thousand Two Hundred and Eleven) Equity Shares representing 16.47% of the Voting Share Capital	NIL	1,95,14,211 (One Crore Ninety Five Lakhs Fourteen Thousand Two Hundred and Eleven) Equity Shares representing 16.47% of the Voting Share Capital
Proposed shareholding after the acquisition of Equity Shares which triggered the Open Offer (not taking into account the Equity Shares validly accepted in the Open Offer, if any)	Not Applicable	Not Applicable	Not Applicable
Any other interest in the Target Company	The Acquirer and the PAC do not have any other interest in the Target Company, except that: • The Acquirer is a promoter of the Target Company. • PAC has executed a contract manufacturing agreement dated March 13, 2014 with the Target Company for manufacturing of Di Ammonium Phosphate and NPK (20:20:0:13). • PAC has executed a Memorandum of Understanding dated April 11, 2014 with the Target Company for sale of Di Ammonium Phosphate and Muriate of potash on high sea sale basis. • PAC has executed a High Sea Sales agreement dated November 7, 2014 with the Target Company for sale of Phosphoric Acid. • PAC has executed a contract for Handling & Transportation of Imported Fertilizers dated November 15, 2014 with the target Company		

** Pursuant to an order dated June 2, 2014 passed by the Honorable High Court of Calcutta, Adventz Investments & Holdings Limited has been merged with Adventz Finance Private Limited.*

4. Details of Selling Shareholders

Not applicable since this PA is being issued pursuant to a voluntary offer in terms of Regulation 6 of SEBI Takeover Regulations

5. Target Company

Name	Mangalore Chemicals & Fertilizers Limited

Corporate Identification Number (CIN)	L24123KA1966PLC002036
Registered Office	UB Tower, Level 11, UB City, 24, Vittal Mallya Road, Bangalore – 560001, India
Exchanges where listed	Equity Shares of the Target Company are listed on BSE Limited (Scrip ID: MANGCHEM, Scrip Code: 530011), National Stock Exchange of India Limited (Symbol: MANGCHEFER, ISIN: INE558B01017) and Bangalore Stock Exchange Limited.

6. Other Details

6.1 In terms of Regulation 13(3) of the SEBI Takeover Regulations, this PA is being made on the same day as the date on which the Acquirer has taken the decision to voluntarily acquire Equity Shares through an Open Offer.

6.2 The detailed public statement pursuant to this Public Announcement to be issued in terms of Regulation 13(4) of the SEBI Takeover Regulations, containing further information pertaining to the Open Offer including, *inter alia*, the background to the Open Offer, detailed information on the Offer Price, the Acquirer & PAC, the Target Company, statutory approvals required for the completion of the Open Offer and other terms and conditions of the Open Offer shall be published in newspapers on or before December 11, 2014 as per the SEBI Takeover Regulations.

6.3 The completion of the Open Offer is subject to receipt of statutory approvals, if any.

6.4 The Acquirer and the PAC jointly and severally undertake that they are aware of and will comply with their obligations under the SEBI Takeover Regulations and the Acquirer undertakes that it has adequate financial resources to meet its obligations under the SEBI Takeover Regulations.

6.5 All the validly tendered Equity Shares under the Open Offer shall be acquired by the Acquirer. The consideration payable for the Equity Shares accepted under the Open Offer shall be paid by the Acquirer and therefore all the financial obligations under the Open Offer shall be met by the Acquirer.

6.6 The Open Offer is not conditional upon any minimum level of acceptance as per Regulations 19(1) of the SEBI Takeover Regulations.

6.7 This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI Takeover Regulations.

ISSUED BY THE MANAGER TO THE OFFER

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SEBI Registration Number: INM000011179

For and on behalf of

Acquirer	PAC
Zuari Fertilisers and Chemicals Limited	Zuari Agro Chemicals Limited

Place: Mumbai
Date: December 4, 2014