OFFER OPENING PUBLIC ADVERTISEMENT UNDER REGULATION 18(7) IN TERMS OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF:

MANGALORE CHEMICALS & FERTILIZERS LIMITED

Registered Office: UB Tower, Level-11, UB City, No. 24, Vittal Mallya Road, Bangalore - 560 001
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OPEN OFFER FOR ACQUISITION OF UP TO 4,33,29,000 (FOUR CRORE, THIRTY THREE LAKH, TWENTY NINE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 10 (RUPEES TEN) EACH COMPRISING 36.56% (THIRTY SIX POINT FIVE SIX PER CENT) OF THE FULLY DILUTED VOTING EQUITY SHARE CAPITAL AS OF THE 10TH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OFFER, FROM THE PUBLIC SHAREHOLDERS OF MANGALORE CHEMICALS & FERTILIZERS LIMITED ("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 advertisement ("**Pre-Offer Advertisement**") is being issued by ICICI Securities Limited (hereinafter referred to as "**Manager to the Offer**") on behalf of the Acquirer along with the PAC in respect of the Offer to the Shareholders of the Target Company pursuant to and in compliance with Regulations 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI (SAST) Regulations**").

This Pre-Offer Advertisement should be read in continuation of, and in conjunction with the Public Announcement dated December 4, 2014 ('**PA**'), the detailed public statement dated December 10, 2014 ('**DPS**'), the corrigendum dated December 30, 2014 ('**Offer Size Revision Corrigendum**'), the revised detailed public statement dated February 5, 2015 ('**Revised DPS**'), the Draft Letter of Offer, first filed with SEBI and Stock Exchanges and sent to the Target Company on December 18, 2014, as amended and re-filed with SEBI and Stock Exchanges and re-sent to the Target Company on February 11, 2015 ('**DLoF**'), the corrigendum dated April 8, 2015 ("**Revised Schedule Corrigendum**") and the Letter of Offer dated April 8, 2015 dispatched to the Shareholders of the Target Company ("**LoF**").

The DPS and the Revised DPS with respect to the Offer were published in the following newspapers:

Newspaper	Language	Editions
Financial Express	English	All editions
Jansatta	Hindi	All editions
Mumbai Lakshadeep	Marathi	Mumbai edition
Hosa Digantha	Kannada	Bangalore edition

This Pre-Offer Advertisement is being issued in all the newspapers in which the DPS and the Revised DPS were published.

1. The Offer is a mandatory open offer, being made to the Shareholders of the Target Company pursuant to Regulation 3(1) and 3(3) of the SEBI (SAST) Regulations. As per the PA, the DPS and the DLoF dated December 18, 2014, the Offer was announced as a voluntary open offer pursuant to Regulation 6 of the SEBI (SAST) Regulations. However, pursuant to the Revised DPS and the DLoF amended and re-filed on February 11, 2015, it was revised to a mandatory open offer pursuant to Regulation 3(1) and 3(3) of the SEBI (SAST) Regulations.
2. The Offer is being made at a price of ₹ 91.92 (Rupees Ninety One and Paise Ninety Two) per Equity Share ("**Offer Price**"), plus interest @10% per annum per Equity Share for the delay in the payment beyond the Scheduled Payment Date, payable in cash. There was no revision in the Offer Price since the Offer was made. The Maximum Consideration for this Offer is ₹ 398,28,01,680 (Rupees Three Hundred and Ninety Eight Crore, Twenty Eight Lakh, One Thousand, Six Hundred and Eighty only), plus interest @ 10% per annum per Equity Share for the delay in the payment beyond the Scheduled Payment Date, assuming full acceptance of this Offer.
3. A Committee of Independent Directors (hereinafter referred to as "**IDC**") of the Target Company has published its recommendation on Friday, April 17, 2015 in which it has opined that the Offer Price to the Shareholders of the Target Company is in line with the provisions of SEBI (SAST) Regulations and is fair and reasonable. The IDC's recommendation was published in Financial Express (English), Jansatta (Hindi), Mumbai Lakshadeep (Marathi) and Hosa Digantha (Kannada).
4. There has been no competitive bid to this Offer.
5. The LoF has been dispatched by Monday, April 13, 2015, to the Shareholders of the Target Company holding Equity Shares as on the Identified Date i.e. Monday, April 6, 2015.
6. Please note that a copy of the LoF (including Form of Acceptance cum acknowledgment) will also be available on SEBI's website (http://www.sebi.gov.in) during the Offer Period and Shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the form of acceptance, the application can be made on plain paper along with the following details:
   - **a. In case of physical shares:** Name(s) and address(es) of the first holder or joint holder(s) if any, number of Shares held, number of Shares offered, distinctive numbers, folio number, original share certificate(s), valid share transfer form(s). In case of unregistered shareholders, along with the above document, broker contract note would also be required and details of the Acquirer to be kept blank, failing which; the same will be invalid under the Offer.
   - **b. In Case of Dematerialized Shares:** Name, address, number of Equity Shares held, number of Equity Shares tendered, DP name, DP ID, beneficiary account no. and a photocopy or counterfoil of the delivery instructions in "Off-Market" mode duly acknowledged by the DP in favour of the Depository Escrow Account.
7. The Registrar to the Offer has opened the Depository Escrow Account with Stock Holding Corporation Of India Limited called "**Cameo Corporate Services Ltd Escrow A/c MCFL Open Offer**". The Shareholders are requested to fill in the following details in the delivery instructions for the purpose of crediting their Equity Shares in the Depository Escrow Account:

Depository Participant Name	Stock Holding Corporation Of India Limited
DP ID	IN301080
Client ID	22847941
Account Name	Cameo Corporate Services Ltd Escrow A/c MCFL Open Offer
Depository	National Securities Depository Limited (NSDL)

8. It is the sole responsibility of the Shareholder to ensure credit of Equity Shares in the Depository Escrow Account, on or before Wednesday, May 06, 2015 i.e. Closure of the Tendering Period. The Shareholders having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with NSDL. The Form of Acceptance-cum-Acknowledgement in respect of dematerialized Equity Shares not credited to the Depository Escrow Account before the Closure of the Tendering Period is liable to be rejected. For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance-cum-Acknowledgement. The Registrar to the Offer is not bound to accept those acceptances for which corresponding Equity Shares have not been credited to the Depository Escrow Account.
9. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the DLoF was first filed with SEBI and Stock Exchanges and sent to the Target Company on December 18, 2014, and was amended and re-filed with SEBI and Stock Exchanges and re-sent to the Target Company on February 11, 2015. We have received the final observations in terms of Regulation 16(4) of the SEBI (SAST) Regulations from SEBI dated February 27, 2015, which have been incorporated in the LoF.
10. **Details regarding the status of the statutory and other approvals:** The Offer is subject to receipt of approval from the Competition Commission of India under Section 6(2) of the Competition Act, 2002. The CCI, pursuant to a letter dated March 27, 2015, as received by the Acquirer on March 31, 2015, has communicated that it has granted its approval to the Acquirer and the PAC for the proposed Open Offer for acquisition of Equity Shares of the Target Company ("**CCI Letter**"). Subsequently, on April 09, 2015, the Acquirer received a certified copy of the CCI's final order dated March 26, 2015, further to the CCI Letter.
11. **Schedule of Activities:**

SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OFFER		
Activity	**Original Day and Date**	**Revised Day and Date**
Date of the PA	Thursday, December 04, 2014	Thursday, December 04, 2014
Date of publishing the DPS	Thursday, December 11, 2014	Thursday, December 11, 2014
Filing of the Draft Letter of Offer with SEBI	Thursday, December 18, 2014	Thursday, December 18, 2014
Last date for public announcement of a competing offer(s)	Friday, January 02, 2015	Friday, January 02, 2015
Last date for receipt of comments from SEBI on the DLoF (in the event, SEBI has not sought clarifications or additional information from the Manager to the Offer)	Friday, January 09, 2015	Friday, February 27, 2015
Identified Date*	Tuesday, January 13, 2015	Monday, April 06, 2015
Date by which Letter of Offer will be dispatched to the Shareholders as on the Identified Date	Tuesday, January 20, 2015	Monday, April 13, 2015
Last date for upward revision of Offer Price and/or Offer Size	Thursday, January 22, 2015	Wednesday, April 15, 2015
Last date for publication in newspapers regarding the upward revision of Offer Price and/or Offer Size	Friday, January 23, 2015	Thursday, April 16, 2015
Last date by which the recommendation of the committee of independent directors of the Target Company will be published	Friday, January 23, 2015	Friday, April 17, 2015
Date of public announcement for opening of the Offer in the newspapers where the DPS has been published	Tuesday, January 27, 2015	Monday, April 20, 2015
Date of commencement of the Tendering Period (Offer opening date)	Wednesday, January 28, 2015	Tuesday, April 21, 2015
Date of expiry of the Tendering Period (Offer closing date)	Tuesday, February 10, 2015	Wednesday, May 06, 2015
Last date of communicating rejection/ acceptance and payment of consideration for accepted Equity Shares and/or share certificate(s)/demat delivery instruction for rejected Equity Shares will be dispatched/issued	Wednesday, February 25, 2015	Wednesday, May 20, 2015

**Date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period. Identified date is only for the purpose of determining the Shareholders of the Target Company to whom the Letter of Offer shall be mailed. It is clarified that all the Shareholders, registered or unregistered, of the Target Company who own Equity Shares are eligible to participate in this Offer at any time during the Tendering Period.*

Capitalized terms used herein but not specifically defined shall have the same meaning ascribed to such terms in the DPS, the Offer Size Revision Corrigendum, the Revised DPS, the DLoF, the Revised Schedule Corrigendum and/or the LoF.

The Acquirer, the PAC and their respective directors accept full responsibility for the information contained in this Pre-Offer Advertisement and also for the obligations of the Acquirer and PAC laid down in the SEBI (SAST) Regulations.

This Advertisement is expected to be available on the SEBI website at http://www.sebi.gov.in

ISSUED FOR AND ON BEHALF OF THE ACQUIRER AND THE PAC BY THE MANAGER TO THE OFFER

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SEBI Registration Number: INM000011179

Date : April 18, 2015
Place: Mumbai

PRESSMAN

Size : 12(w) x 50(h)