POST OFFER ADVERTISEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF

MANGALORE CHEMICALS & FERTILIZERS LIMITED

Registered Office: UB Tower, Level-11, UB City, No. 24, Vittal Mallya Road, Bangalore - 560 001
Tel: +91-80-3985 6000; Fax: +91-80-3985 5588

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 ("**Post 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 connection with the Offer, in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI (SAST) Regulations**").

The detailed public statement dated December 10, 2014 ("**DPS**") and the revised detailed public statement dated February 5, 2015 ('**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

1. Name of the Target Company: Mangalore Chemicals & Fertilizers Limited
2. Name of the Acquirer and PAC:
   i. Acquirer: Zuari Fertilisers And Chemicals Limited
   ii. PAC: Zuari Agro Chemicals Limited
3. Name of the Manager to the Offer: ICICI Securities Limited
4. Name of the Registrar to the Offer: Cameo Corporate Services Limited
5. Offer Details:
   a. Date of opening of the Offer: Tuesday, April 21, 2015
   b. Date of closure of the Offer: Wednesday, May 06, 2015
6. Date of payment of consideration and communication of rejection/acceptance: Monday, May 18, 2015
7. Details of Acquisition:

Sl. No.	Particulars	Proposed in the Letter of Offer		Actuals	
7.1	Offer Price per Equity Share (₹)	91.92		91.92	
7.2	Aggregate number of Equity Shares tendered	Not Applicable		5,34,07,446* (5,33,29,098 Equity Shares in dematerialized form and 78,348 Equity Shares in physical form)	
7.3	Aggregate number of Equity Shares accepted	4,33,29,000		4,33,29,000	
7.4	Size of the Offer (₹)(Number of Equity Shares multiplied by Offer Price per Equity Share)	398,28,01,680.00		407,37,92,580.00@	
7.5	Shareholding of the Acquirer and PAC before agreements/Public Announcement (No. & % of Equity Capital)	1,95,14,211 16.47%		1,95,14,211 16.47%	
7.6	Equity Shares acquired or to be acquired by way of agreements • Number • % of Fully Diluted Equity Share Capital	 Not Applicable Not Applicable		 Not Applicable Not Applicable	
7.7	Equity Shares acquired by way of Open Offer • Number • % of Fully Diluted Equity Share Capital	 4,33,29,000 36.56%		 4,33,29,000 36.56%	
7.8	Equity Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	 Nil Not Applicable 0.00%		 Nil Not Applicable 0.00%	
7.9	Post Offer shareholding of Acquirer and PAC • Number • % of Fully Diluted Equity Share Capital	 6,28,43,211 53.03%		 6,28,43,211 53.03%	
7.10	Pre & Post Offer shareholding of the Public • Number • % of Fully Diluted Equity Share Capital	Pre Offer 7,29,58,043 61.56%	Post Offer 2,96,29,043 25.00%	Pre Offer 7,29,58,043 61.56%	Post Offer 2,96,29,043 25.00%

**Net of technical rejections*

@Includes interest of ₹ 2.10 per Equity Share calculated at 10% per annum payable to successful Shareholders for accepted shares for delay in payment beyond the Scheduled Payment Date. The interest is computed from the Scheduled Payment Date till the date on which the payment of consideration for such accepted Equity Shares is completed i.e. May 18, 2015.

8. The Acquirer along with its directors and the PAC severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under the SEBI (SAST) Regulations.
9. A copy of this Post Offer Advertisement is expected to be available on the websites of SEBI, BSE Limited, National Stock Exchange of India Limited and at the registered office of the Target Company.
10. Capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the Letter of Offer dated April 8, 2015 issued by the Acquirer and the PAC.

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

ICICI SECURITIES LIMITED
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Contact Person: Mr. Ayush Jain/Mr. Vishal Kanjani
SEBI Registration Number: INM000011179

Date : May 18, 2015
Place : Mumbai

PRESSMAN

Size : 12(w) x 30(h)