



To:

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Company's Scrip Code in BSE : 543530
Company's Symbol in NSE : PARADEEP
ISIN : INE088F01024

Subject: Application number 196064 under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI LODR Regulations”) for the draft composite scheme of arrangement amongst Mangalore Chemicals & Fertilizers Limited (the “Transferor Company”), Paradeep Phosphates Limited (the “Transferee Company” or the “Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the “Original Scheme”).

This is in continuation to our earlier application number 196064 (“Application”) filed with your good office vide letter dated 26th February 2024 seeking the no-objection from your good office and grant of approval and consent to the Original Scheme.

The BSE Limited (“BSE”) vide its letter dated 02nd September 2024 has shared the observations made by the Securities and Exchange Board of India (“SEBI”) in respect of the transactions contemplated under the Original Scheme. In view of such observations made by SEBI and based on the subsequent inputs received from the concerned approving authorities, the Company has made certain modifications to the Original Scheme (such limited modification in continuation of the Original Scheme is hereinafter referred to as the “Modified Scheme”).

In this regard, in continuation of our earlier Application, we humbly submit the Modified Scheme as approved by the board of directors of the Company at its meeting held on 25th November 2024 in continuation of the initial approval received from the board of directors of the Company for the Original Scheme on 7th February 2024. We also submit herewith the scheme modification report providing a comparative table of the modifications contained in the Modified Scheme *vis-à-vis* the Original Scheme for your ease of reference.



PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com

On the basis of the above submissions, we request you to consider this application seeking the no-objection from your good office and grant your approval and consent to the Modified Scheme at your earliest convenience. We humbly request that this application submitted in connection with the Modified Scheme is considered as a continuation of our previous Application.

Should you require any further information/clarification on the Modified Scheme, we shall be glad to provide the same.

Thanking you,

Yours sincerely,

For and on behalf of **Paradeep Phosphates Limited**



Sachin Patil
Company Secretary
ACS31286
Place: Bangalore
Date: November 25, 2024



APPENDIX 1**INDEX OF DOCUMENTS SUBMITTED**

(Documents to be submitted along with application for the Modified Scheme)

Sr. No.	List of Documents/ details to be submitted	Annexure Reference
1.	Certified copy of the Modified Scheme (pdf & Machine readable).	Annexure 40
2.	Scheme Modification Report	Annexure 41
3.	Valuation report dated 25th November 2024 from the registered valuers. Certified copy of confirmation stating that no material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation.	Annexure 42 Annexure 43
4.	Fairness opinion dated 25th November 2024 issued by independent SEBI registered merchant banker on valuation of assets / shares done by the valuer.	Annexure 44
5.	Report from the Committee of Independent Directors dated 25th November 2024 recommending the draft Modified Scheme taking into consideration, <i>inter alia</i> , that the scheme is not detrimental to the shareholders.	Annexure 45
6.	Report from the Audit Committee dated 25th November 2024 recommending the draft Scheme taking into consideration, <i>inter alia</i> , the independent valuation report at serial no. 3 above.	Annexure 46
7.	Certified copy of the shareholding pattern of the Transferor Company and the Transferee Company - for pre and post scheme of arrangement in landscape mode (With PAN) .	Annexure 47
8.	Certified copy of the shareholding pattern of the Transferor Company and the Transferee Company - for pre and post scheme of arrangement in landscape mode (Without PAN) .	Annexure 48
9.	Certified copies of the resolutions passed by the Board of Directors of the Transferee Company and the Transferor Company approving the Scheme.	Annexure 49
10.	Latest Complaints Report as on 26th November 2024	Annexure 50



COMPOSITE SCHEME OF ARRANGEMENT

AMONGST

**MANGALORE CHEMICALS &
FERTILIZERS LIMITED**

... TRANSFEROR COMPANY

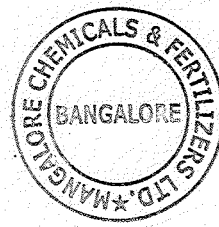
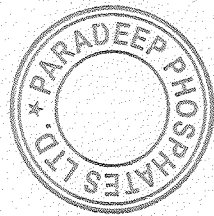
PARADEEP PHOSPHATES LIMITED

... TRANSFEREE COMPANY

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013



PART I

GENERAL

WHEREAS:

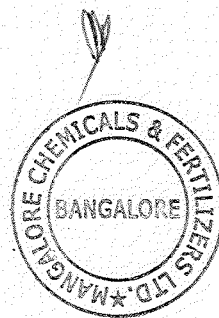
1. **MANGALORE CHEMICALS & FERTILIZERS LIMITED** (hereinafter referred to as the “**Transferor Company**”), is a public company incorporated under the Companies Act, 1956 with corporate identity number L24123KA1966PLC002036, and having its registered office at Level 11, UB Tower, UB City, 24, Vittal Mallya Road, Bangalore, Karnataka, India, 560 001. The Transferor Company was incorporated on July 18, 1966. The Transferor Company is *inter alia* engaged in the business of manufacture, purchase, import and sale of fertilizers. The Equity Shares (*as defined hereinafter*) of the Transferor Company are listed on the Stock Exchanges (*as defined hereinafter*).
2. **PARADEEP PHOSPHATES LIMITED** (hereinafter referred to as the “**Transferee Company**”), is a public company incorporated under the Companies Act, 1956 with corporate identity number L24129OR1981PLC001020, and having its registered office at 5th Floor, Orissa State Handloom Weavers’ Co-Operative Building, Pandit J.N. Marg, Bhubaneswar, Orissa, India, 751 001. The Transferee Company was incorporated on December 24, 1981. The Transferee Company is *inter alia* engaged in the business of manufacture and sale of di-ammonium phosphate, complex fertilizers of NPK grades, urea, zymite (gypsum-based product) and trading of fertilizers, ammonia, phospho-gypsum, and other similar materials ancillary or incidental thereto. The Equity Shares (*as defined hereinafter*) of the Transferee Company are listed on the Stock Exchanges (*as defined hereinafter*).

A. PREAMBLE

This Scheme (*as defined hereinafter*) is presented under the provisions of Sections 230 to 232 and other applicable provisions of the Act (*as defined hereinafter*) read with the relevant rules made thereunder, the relevant provisions of the SEBI Scheme Circular (*as defined hereinafter*), and the relevant provisions of the SEBI LODR Regulations (*as defined hereinafter*) for: (i) the amalgamation of the Transferor Company with and into the Transferee Company on a going concern basis in accordance with Section 2 (1B) of the Income Tax Act (*as defined hereinafter*) and the consequent issuance of Equity Shares by the Transferee Company to the shareholders of the Transferor Company under Sections 230 to 232 and other applicable provisions of the Act, and the SEBI Scheme Circular; and (ii) the transfer of the Identified Shares (*as defined hereinafter*) from the Transferor Shareholder (*as defined hereinafter*) to the Transferee Shareholder (*as defined hereinafter*). In addition, this Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

B. DESCRIPTION OF THE SCHEME

3. This Scheme provides, *inter alia*, for:
 - (a) the amalgamation of the Transferor Company with and into the Transferee Company as a going concern, the issuance of Equity Shares by the Transferee Company to the shareholders of the Transferor Company pursuant to Sections 230 to 232 and other relevant provisions of the Act in the manner provided for in this Scheme and in compliance with the Act, the SEBI Scheme Circular, SEBI LODR Regulations and Section 2 (1B) and other relevant provisions of the Income Tax Act;
 - (b) the transfer of the Identified Shares from the Transferor Shareholder to the Transferee Shareholder; and
 - (c) various other matters incidental, consequential or otherwise integrally connected therewith, including the increase in the authorized share capital of the Transferee Company.

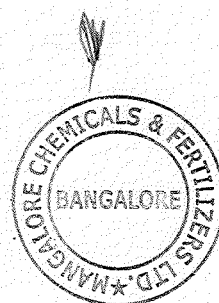
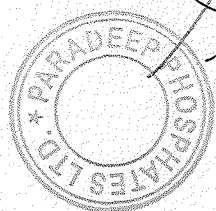


C. RATIONALE OF THE SCHEME

4. With a view to consolidate the business and other interests of the Transferee Company and the Transferor Company, the Transferee Company and Transferor Company have decided that the Transferor Company with all its business and other interests, be amalgamated with and into the Transferee Company.
5. The Transferor Company and Transferee Company are of the view that: (a) the proposed amalgamation of the Transferor Company with and into the Transferee Company; and (b) the Share Transfer contemplated under this Scheme, would be to the benefit of the shareholders and creditors of the Transferor Company and Transferee Company and would, *inter alia*, have the following benefits:
 - (a) The proposed amalgamation will enable the Transferor Company and the Transferee Company to combine their businesses and create a strong amalgamated company, and to become one of the leading private-sector fertiliser companies in India;
 - (b) The Transferor Company and Transferee Company are engaged in similar and/or complementary businesses and the proposed amalgamation pursuant to this Scheme will create synergies between their businesses, including revenue synergies through sharing of consumer understanding, market insights and channel models to ensure faster reach to the market and to achieve faster growth;
 - (c) The proposed amalgamation is expected to *inter alia* result in reduction of costs, better alignment, coordination and streamlining the day-to-day operation of all the units of the Transferor Company and the Transferee Company, strengthening of organizational capabilities around financial areas, driving scale benefits through pooling of resources, simplification of the corporate structure and elimination of administrative duplications by streamlining the legal, compliance and other statutory functions to allow a more coordinated approach towards governance of the businesses of the Transferee Company; and
 - (d) The proposed amalgamation is expected to create enhanced value for the stakeholders of the Transferor Company and the Transferee Company.
6. The Scheme also provides for the Share Transfer (*as defined hereinafter*), which shall be undertaken as an integral part of this Scheme to ensure that the existing promoter of the Transferee Company continues to hold more than 50% (fifty percent) of the share capital of the Transferee Company upon the consummation of the Scheme. This will ensure the continued control by the existing promoter of the Transferee Company as lender(s) of the Transferor Company and the Transferee Company require the existing promoter of the Transferee Company to continue to exercise control and hold more than 50% (fifty percent) of the share capital of the Transferee Company even after the Scheme becomes effective. The Share Transfer is expected to expedite the overall benefits of the Scheme and create enhanced value for the stakeholders of both the Transferor Company and the Transferee Company.

D. PARTS OF THE SCHEME

7. This Scheme is divided into the following parts:
 - (a) **Part I**, deals with the definitions of the terms used in this Scheme, the interpretation provisions of the Scheme, and also sets out the details of the share capital of the Transferor Company and the Transferee Company;
 - (b) **Part II**, deals with the amalgamation of the Transferor Company with and into the Transferee Company on the Effective Date 2 (*as defined hereinafter*) and with effect from the Appointed Date 2 (*as defined hereinafter*), in accordance with Section 2 (1B) of the Income Tax Act and Sections 230 to 232 and other relevant provisions of the Act and rules made thereunder, and the relevant provisions of the SEBI Scheme Circular and the SEBI LODR Regulations, the dissolution of the Transferor Company and listing of Equity Shares of the Transferee Company that are issued pursuant to the Scheme and the accounting treatment for the Scheme;

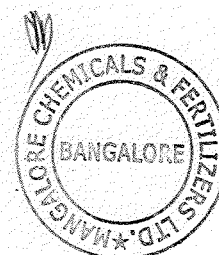
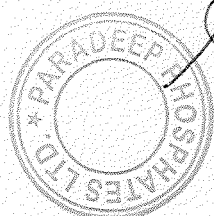


- (c) **Part III**, deals with transfer of the Identified Shares (*as defined hereinafter*) by the Transferor Shareholder to the Transferee Shareholder on the Effective Date 1 (*as defined hereinafter*) and with effect from the Appointed Date 1 (*as defined hereinafter*); and
- (d) **Part IV**, deals with the general terms and conditions applicable to the Scheme including, *inter alia*, the transfer of the authorized share capital of the Transferor Company to the Transferee Company and the conditions precedent to effectiveness of the Scheme.

E. DEFINITIONS

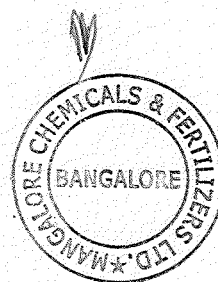
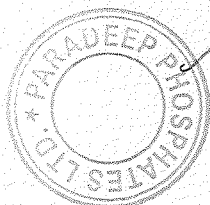
8. In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meanings:

- (A) “**Act**” means the (Indian) Companies Act, 2013 and any rules, regulations, circulars, notifications, clarifications or guidelines issued thereunder;
- (B) “**Applicable Law**” includes all statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, approvals, bye-laws, regulations, notifications, guidelines, ordinance, policies, directions, directives, circulars, notifications and orders promulgated by a Governmental Authority (or any sub-division thereof), statutory authority, tribunal (including the Tribunals), board, court or Stock Exchanges, which are in force and binding at the relevant time, and as may be applicable;
- (C) “**Appointed Date 1**” shall mean the Effective Date 1;
- (D) “**Appointed Date 2**” shall mean April 01, 2024;
- (E) “**Articles**” mean the articles of association of the Transferee Company;
- (F) “**Board**” in relation to any company, means the board of directors of such company and shall, unless repugnant to the context thereof, include a committee of directors duly authorised by such board of directors;
- (G) “**CCI**” means the Competition Commission of India;
- (H) “**Clause**” means a clause of this Scheme;
- (I) “**Consent**” means any notice, consent, approval, permission, authorisation, waiver, permit, clearance, no objection, license, exemption, of, from or to any Person;
- (J) “**Contract**” means any agreement(s), contract(s), sub-contract(s), arrangement(s), memoranda of undertaking(s), guarantee(s) and indemnity(ies), memoranda(s) of agreement, expression(s) of interest, bid(s), letter(s) of intent, letter(s) of agreed points, instrument(s), understanding(s), commitment(s), purchase order(s) work order(s), deed(s), bond(s), warranty(ies), insurance(s), lease(s), license(s), tender(s), undertaking(s) or commitment(s) of any nature (whether or not the same is absolute, revocable, contingent, conditional, binding or otherwise (whether written or otherwise), including all amendment(s) and modification(s) thereto), to which the Transferor Company is a party or by which any of the assets held by the Transferor Company are bound;
- (K) “**Effective Date 1**” shall have the meaning set forth in Clause 45 of Part IV of this Scheme;
- (L) “**Effective Date 2**” shall mean the date falling 3 (three) days from the Effective Date 1;
- (M) “**Encumbrance**” means any present or future mortgage, charge, pledge, assignment, hypothecation, lien, equitable interest, assignment by way of security, conditional sales contract, right of other Persons, title defect, voting trust agreement, pre-emptive right, restriction on transfer, option, security interest, title retention agreement or other encumbrance of any kind, or a contract to give any of the foregoing, including any restriction imposed under Applicable Law or contract on the transferability of any asset, whether present or future, and any security agreement or arrangement of any description whatsoever which has an economic or financial effect similar to the granting of security under Applicable Law and the term “**Encumber**” or “**Encumbered**” shall be construed

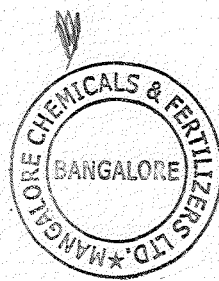
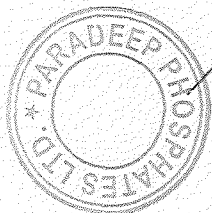


accordingly;

- (N) “**Equity Shares**” with respect to a company, mean the fully paid-up equity shares of such company;
- (O) “**ESOP**” means employee stock options;
- (P) “**Governmental Authority**” means any supranational, national, state, municipal or local government authority (including any subdivision, court, administrative or regulatory agency or commission or other authority thereof), quasi government authority, statutory authority, regulatory authority, agency, government department, board, commission, administrative authority, tribunal or court or any authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, having or purporting to have jurisdiction on behalf of the Republic of India or any state or province or other political subdivision thereof or any municipality, district or other subdivision thereof, over the Transferor Company and/or the Transferee Company, including the SEBI, the Stock Exchanges and the CCI;
- (Q) “**Identified Shares**” means 2,90,37,000 (Two Crores Ninety Lakhs Thirty-Seven Thousand) Equity Shares of the Transferor Company;
- (R) “**Income Tax Act**” means the (Indian) Income Tax Act, 1961, together with all applicable by-laws, rules, regulations, circulars, notifications, orders, ordinances, policies, directions and similar Applicable Laws or supplements issued thereunder;
- (S) “**Liabilities**” shall have the meaning set forth in Clause 15;
- (T) “**Merger Cooperation Agreement**” means the merger cooperation agreement dated February 7, 2024 executed between the Transferor Company and the Transferee Company;
- (U) “**Person**” means any individual or other entity, whether a corporation, firm, company, joint venture, trust, association (including unincorporated association), organization, partnership or proprietorship, body corporate, corporation (including any non-profit corporation), estate, society, firm, or any other enterprise or other entity, including any governmental agency or regulatory body, in each case, whether or not having separate legal personality and whether acting in an individual, fiduciary or other capacity;
- (V) “**Proceedings**” shall have the meaning set forth in Clause 17(a);
- (W) “**Record Date**” shall mean the date fixed by the Board of the Transferee Company for the purpose of determining the shareholders of the Transferor Company that are to be issued the Equity Shares of the Transferee Company pursuant to Clause 23 of Section B of Part II of this Scheme;
- (X) “**Registered Valuer**” means a Person registered as a valuer in terms of Section 247 of the Act;
- (Y) “**RoC**” means the Registrar of Companies having jurisdiction over the Transferee Company and/or the Transferor Company (as applicable);
- (Z) “**Sanction Orders**” means the orders of the Tribunals approving the Scheme;
- (AA) “**Scheme**” means this composite scheme of arrangement amongst the Transferor Company and the Transferee Company and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, and rules made thereunder;
- (BB) “**SEBI**” means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992, as amended from time to time;
- (CC) “**SEBI LODR Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

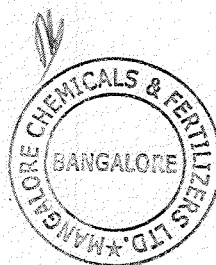
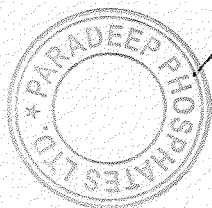


- (DD) **“SEBI Scheme Circular”** means the Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by SEBI on scheme of arrangement by listed entities and any other related circular(s) issued by the SEBI, as in effect from time to time;
- (EE) **“Share Transfer”** shall have the meaning set forth in Clause 38;
- (FF) **“Stock Exchanges”** means the stock exchanges where the equity shares of the Transferor Company and the Transferee Company are listed and are admitted to trading, viz, the BSE Limited and the National Stock Exchange of India Limited;
- (GG) **“Tax”** means and includes all taxes on income, profit, sales, use, goods, services, asset, capital gains, fringe benefit, gift, gratuity, provident fund, minimum alternate tax, buyback distribution tax, securities transaction tax, dividend distribution tax, withholding taxes, tax collected at source, equalization levy, property tax, value-added tax, sales tax, transfer taxes, goods and service tax, duties of custom and excise, octroi duty, wealth tax, entry tax, stamp duty, customs and similar charges of any jurisdiction, and other governmental charges or duties, levies, imposts or other taxes whether direct or indirect, whether central, state or local, including any surcharge or cess (including education cess, health and education cess, secondary and higher education cess) thereon, together with any interest and any penalties, additions to tax or additional amount with respect thereto; including payable in a representative capacity;
- (HH) **“Transferee Company”** shall have the meaning ascribed to it in the preamble;
- (II) **“Transferee Company ESOP Plan”** means the PPL Employee Stock Option Plan 2021, as may be amended, modified from time to time;
- (JJ) **“Transferee Company Stock Options”** means the employee stock options granted by the Transferee Company under Transferee Company ESOP Plan;
- (KK) **“Transferee Shareholder”** means Zuari Maroc Phosphates Private Limited, having corporate identity number U46692OR2002PTC017414 and its registered office at 5th Floor, Orissa State Handloom Weavers’ Co-Operative Building, Pandit J.N. Marg, Khordha, Bhubaneswar, Orissa, India, 751 001;
- (LL) **“Transferor Company”** shall have the meaning ascribed to it in the preamble;
- (MM) **“Transferor Shareholder”** means Zuari Agro Chemicals Limited, having corporate identity number L65910GA2009PLC006177 and its registered office at Jai Kisaan Bhawan, South Goa, Zuarinagar, Goa, India, 403 726;
- (NN) **“Tribunals”** means collectively, (i) the National Company Law Tribunal, Bangalore Bench having jurisdiction over the Transferor Company; and (ii) the National Company Law Tribunal, Cuttack Bench having jurisdiction over the Transferee Company, as applicable, and shall include, if applicable, such other forum or authority as may be vested with the powers of a National Company Law Tribunal under the Act, and **“Tribunal”** shall mean each of them individually;
- (OO) **“Trustee”** shall have the meaning ascribed to it in Clause 26;
- (PP) **“Undertaking”** means all the undertakings and entire business of the Transferor Company, as a going concern, and shall include (without limitation):
- (a) all assets and properties (whether movable or immovable, tangible or intangible, present or future, in possession or reversion, of whatsoever nature and wherever situate) of the Transferor Company, including investments of all kinds including but not limited to securities (whether marketable or not), securitized assets, receivables and security receipts, mutual fund investments, all cash and bank balances (including cash and bank balances deposited with any banks or entities), money at call and short notice, loans, security deposits, advances extended, earnest monies, advance rentals, payment against warrants, contingent rights or benefits, reserves, provisions, funds, benefits of all agreements, bonds, debentures, debenture stock, units or pass through certificates, lands, buildings, structures and premises,



whether leasehold or freehold (including offices, warehouses, sales and / or marketing offices, liaison offices, branches, factories), work-in-progress, current assets (including sundry debtors, bills of exchange, loans and advances), fixed assets, vehicles, furniture(s), fixtures, share of any joint assets, and other facilities including without limitation all rights, title, interests, claims, covenants and undertakings in such assets of the Transferor Company;

- (b) all permits, registrations, rights, entitlements, licenses, permissions, approvals (including licenses and approvals from any Governmental Authority), subsidies, concessions, clearances, credits, awards, sanctions, allotments, quotas, no-objection certificates, subsidies, Tax deferrals, Tax credits, (including any credits arising from advance Tax, minimum alternate Tax, self-assessment Tax, brought forward book losses and book unabsorbed depreciation to the extent such amounts are not set-off against book profits computed under Section 115JB of the Income Tax Act, brought forward Tax losses and unabsorbed depreciation under the provisions of the Income Tax Act, brought forward interest expenses to the extent not claimed as deduction under Section 94B of the Income Tax Act, other income Tax credits, withholding tax credits, CENVAT credits, goods and services Tax credits, other indirect Tax credits and other Tax receivables), other claims under tax laws, incentives (including incentives in respect of income Tax, sales Tax, value added Tax, service Tax, custom duties and goods and services Tax), benefits, Tax exemptions, Tax holidays, Tax refunds (including those pending with any Tax authority), advantages, and all other rights and facilities of every kind, nature and description whatsoever of the Transferor Company;
- (c) all authorities, Consents, deposits, privileges, exemptions available to the Transferor Company, receivables, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, email, internet, leased line connections and installations, electricity and other services, provisions and benefits of all engagements, agreements, contracts, letters of intent, memoranda of understanding, cheques and other negotiable instruments (including post-dated cheques), benefit of assets or properties or other interest held in trust, benefit of any security arrangements, expressions of interest whether under agreement or otherwise, and arrangements and all other interests of every kind, nature and description whatsoever enjoyed or conferred upon or held or availed of by and all rights and benefits of the Transferor Company;
- (d) all privileges and benefits of, or under, all Contracts whether written, oral or otherwise, or other instruments (including all tenancies, leases, licenses and other assurances in favour of the Transferor Company or powers or authorities granted by or to it) of whatsoever nature along with any contractual rights and obligations, to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date 2;
- (e) all intellectual property rights including patents, copyrights, trade and service names, service marks, trademarks, domain names and other intellectual property of any nature whatsoever (whether registered or unregistered), any applications for registration of any intellectual property, goodwill, confidential and proprietary information, receivables, belonging to or utilized for the business and activities of the Transferor Company;
- (f) all records, books, files, papers, computer programs, software licenses, engineering and process information, production methodologies, production plans, manuals, data, catalogues, quotations, websites, sales and advertising material, marketing strategies, lists of present and former customers, suppliers and employees, customer credit information, customer pricing information, and other records whether in physical or electronic form or any other form, in connection with or relating to the Transferor Company;
- (g) insurance covers and claims to which the Transferor Company is a party, or to the benefit of which the Transferor Company is eligible;



- (h) all legal, Tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company;
- (i) all present, and contingent future liabilities of the Transferor Company including all debts, loans (whether denominated in rupees or a foreign currency or whether secured or unsecured), borrowings, term deposits, time and demand liabilities, borrowings, bills payable, interest accrued and all other duties, liabilities, undertakings and obligations (including any postdated cheques or guarantees, letters of credit, letters of comfort or other instruments which may give rise to a contingent liability in whatever form) of the Transferor Company; and
- (j) all employees of the Transferor Company.

9. **INTERPRETATION**

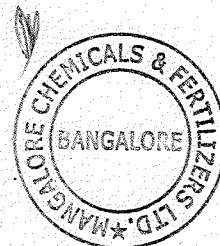
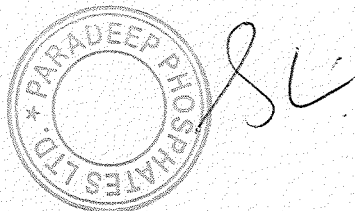
In this Scheme, unless the context requires otherwise:

- (a) the headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;
- (b) words in the singular shall include the plural and *vice-versa*;
- (c) the terms “hereof”, “herein”, or similar expressions used in this Scheme mean and refer to this Scheme and not to any particular clause of this Scheme;
- (d) wherever the word “include”, “includes”, or “including” is used in this Scheme, it shall be deemed to be followed by the words “without limitation”;
- (e) any reference to any enactment, rule, regulation, notification, circular or statutory provision is a reference to it as it may have been, or may from time to time be, amended, modified, consolidated or re-enacted (with or without modification) and includes all rules, regulations, circulars, notifications, instruments or orders made under such enactment;
- (f) any reference to an “agreement” or “document” shall be construed as a reference to such agreement or document as amended, varied, supplemented or novated in writing at the relevant time in accordance with the requirements of such agreement or document;
- (g) where a wider construction is possible, the words “other” and “otherwise” shall not be construed *ejusdem generis* with any foregoing words; and
- (h) any reference to “INR” is to Indian National Rupees.

10. **SHARE CAPITAL**

- (a) The share capital structure of the Transferor Company as on November 22, 2024 is as follows:

Particulars	Amount in INR
Authorised Share Capital:	
12,40,00,000 (Twelve Crores Forty Lakhs) equity shares of INR 10 (Indian Rupees Ten) each	1,24,00,00,000 (Indian Rupees One Hundred and Twenty Four Crores only)
6,00,000 (Six Lakhs) 13% (thirteen percent) redeemable cumulative preference shares of INR 100 (Indian Rupees One Hundred only) each	6,00,00,000 (Indian Rupees Six Crores only)
TOTAL	1,30,00,00,000 (Indian Rupees One Hundred and Thirty Crores only)



Issued shares:	
12,00,00,044 (Twelve Crores and Forty Four) equity shares of INR 10 (Indian Rupees Ten) each	1,20,00,00,440 (Indian Rupees One Hundred and Twenty Crores Four Hundred and Forty only)
TOTAL	1,20,00,00,440 (Indian Rupees One Hundred and Twenty Crores Four Hundred and Forty only)
Subscribed and fully paid-up shares:	
11,85,15,150 (Eleven Crores Eighty-Five Lakhs Fifteen Thousand One Hundred and Fifty) equity shares of INR 10 (Indian Rupees Ten) each	1,18,51,51,500 (Indian Rupees One Hundred and Eighteen Crores Fifty-One Lakhs Fifty One Thousand and Five Hundred only)
Forfeited shares (amount originally paid-up)	3,35,000 (Indian Rupees Three Lakhs Thirty-Five Thousand only)
TOTAL	1,18,54,86,500 (Indian Rupees One Hundred and Eighteen Crores Fifty-Four Lakhs Eighty Six Thousand and Five Hundred only)

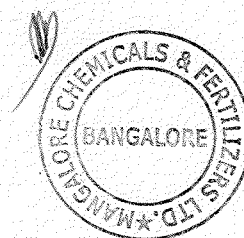
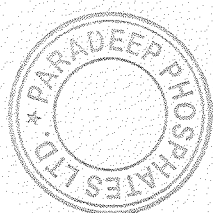
The Equity Shares of the Transferor Company are listed on the Stock Exchanges.

- (b) The share capital structure of the Transferee Company as on November 22, 2024 is as follows:

Particulars	Amount in INR
Authorised Share Capital:	
90,00,00,000 (Ninety Crores) equity shares of INR 10 (Indian Rupees Ten only) each	9,00,00,00,000 (Indian Rupees Nine Hundred Crores only)
1,00,00,000 (One Crore) 7% (seven percent) non-cumulative redeemable preference shares of INR 100 (Indian Rupees One Hundred only) each	1,00,00,00,000 (Indian Rupees One Hundred Crores only)
TOTAL	10,00,00,00,000 (Indian Rupees One Thousand Crores only)
Issued, subscribed and fully paid up shares	
81,52,10,093 (Eighty-One Crores Fifty Two Lakhs Ten Thousand Ninety Three) equity shares of INR 10 (Indian Rupees Ten only) each	8,15,21,00,930 (Indian Rupees Eight Hundred and Fifteen Crores Twenty One Lakhs Nine Hundred and Thirty only)
TOTAL	8,15,21,00,930 (Indian Rupees Eight Hundred and Fifteen Crores Twenty One Lakhs Nine Hundred and Thirty only)

The Equity Shares of the Transferee Company are listed on the Stock Exchanges.

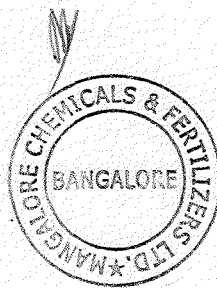
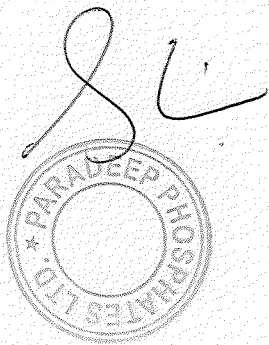
The aforesaid issued, subscribed, and paid-up share capital of the Transferee Company does not include the ESOPs outstanding for exercise under the Transferee Company ESOP Plan. Upon exercise of the Transferee Company Stock Options in accordance with the terms and conditions of the Transferee Company ESOP Plan, the Transferee Company shall be required to issue fully paid-up Equity Shares of the Transferee Company in accordance with the terms and conditions of the



Transferee Company ESOP Plan to such holders of the Transferee Company Stock Options and accordingly the issued, subscribed, and paid-up share capital of the Transferee Company may undergo a change.

F. DATE OF TAKING EFFECT OF THE SCHEME

Part II of the Scheme shall be effective on and from the Appointed Date 2 and shall be operative on and from the Effective Date 2. Part III of the Scheme shall be effective on and from the Appointed Date 1 and shall be operative on and from Effective Date 1.



PART II

AMALGAMATION

SECTION A: AMALGAMATION OF THE TRANSFEROR COMPANY INTO THE TRANSFEREE COMPANY

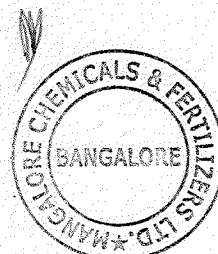
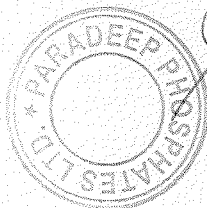
11. TRANSFER OF THE UNDERTAKING

Upon Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, and subject to the provisions of this Scheme, including the completion of the Share Transfer as set out in Part III of this Scheme: (a) the Transferor Company shall stand amalgamated with and into the Transferee Company; and (b) the Undertaking shall, pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act and other Applicable Law, be and stand transferred to and vested in the Transferee Company, as a going concern and shall become the property of and an integral part of the Transferee Company by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument, deed, matter or thing so as to become, the Undertaking of the Transferee Company by virtue of and in the manner provided in the Scheme, and in accordance with Sections 230 to 232 and other applicable provisions of the Act, the Income Tax Act and Applicable Law.

12. TRANSFER OF ASSETS

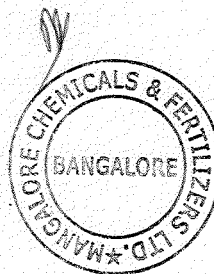
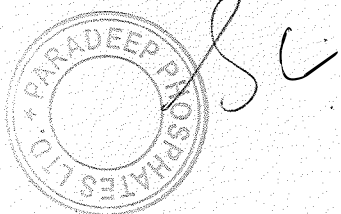
Without prejudice to the generality of Clause 11 above, upon Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2:

- (a) all the estate, assets, rights, claims, title, interest, properties, and authorities comprised in the Undertaking shall, by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument, or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company as a going concern so as to become, the estate, assets, rights, claims, title, interest, properties, and authorities of the Transferee Company;
- (b) all assets of the Transferor Company, that are movable in nature (including investment in shares and marketable securities) or incorporeal property or that are otherwise capable of transfer by physical or constructive delivery, novation and/or by endorsement and delivery or by vesting and recordal or by operation of law pursuant to this Scheme, including without limitation equipment(s), furniture(s), fixture(s), book(s), record(s), file(s), paper(s), computer program(s), engineering and process information, manual(s), data, production methodology(ies), production plan(s), catalogues, quotation.(s), website(s), sales and advertising material, marketing strategy(ies), list of present and former customers, customer credit information, customer pricing information, and other record(s), whether in physical form or electronic form or in any other form, shall by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument, or deed, stand transferred to and vested in and deemed to be transferred and vested in the Transferee Company and shall become the property and an integral part of the Transferee Company pursuant to Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery, or by vesting and recordal, as appropriate to the property being vested and the title to such property shall be deemed to have been transferred accordingly to the Transferee Company;
- (c) all other movable assets of the Transferor Company (except those specified elsewhere in this Clause), including without limitation, actionable claims, earnest monies, receivables, bills, sundry debts and receivables, credits, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with any Governmental Authority or other authorities or bodies, customers and any other Persons, cheques on hand, shall by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument, or deed become the property of the Transferee Company, pursuant to Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, if any. The Transferor Company may, upon the receipt of



the Sanction Orders, if so required, also give notice in such form as it may deem fit and proper to the debtors or obligors or any other Person, that pursuant to the Sanction Orders, the said debtors should pay to the Transferee Company, the debt, investment, loan, claim, bank balances and deposit or advance of the Transferor Company or make the same on account of the Transferor Company and the right of the Transferor Company to recover and realize the same shall stand vested in the Transferee Company;

- (d) all immovable properties (including land, together with buildings and structures standing thereon), and rights, title and interests thereon or embedded to the land and all rights, title and interests and claims in any immovable properties of the Transferor Company, whether or not included in the books of the Transferor Company, whether freehold or leasehold or licensed or right of way or otherwise, all tenancies, and all documents of title, lease or license or rent agreements, security deposits, advance, prepaid lease/license fee, rights and easements in relation thereto, shall stand transferred to and vested in and/or be deemed to have been transferred to and vested in the Transferee Company, by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument or deed on the same terms and conditions that exist with respect to the Transferor Company. The Transferee Company shall be entitled to and shall exercise all rights and privileges attached to such immovable property including refund of any security deposits, advance, prepaid fee and shall be liable to pay the appropriate rent, rates and taxes and fulfill all obligations in relation to or applicable to such immovable properties. Upon Part II of the Scheme coming into effect on the Effective Date 2 and with on and from the Appointed Date 2, the title to all immovable properties shall be deemed to have been mutated and recognized as that of the Transferee Company and the mere filing of the Sanction Orders with the appropriate registrar or sub-registrar or with the relevant Governmental Authority shall suffice as record of continuing titles with the Transferee Company and shall be constituted as a deemed mutation and substitution thereof. The relevant Governmental Authorities may rely on the Scheme along with the copy of the Sanction Orders, to make necessary mutation entries and changes in the land or revenue records to reflect the name of the Transferee Company as the owner or lessee (as the case may be) of the immovable properties. The Transferee Company shall, upon receipt of the Sanction Orders be entitled to the delivery and possession of all documents of title in respect of such immovable property and incorporeal assets, if any, in this regard;
- (e) the Transferee Company will be entitled to all intellectual property of the Transferor Company, including patents, trade and service marks, logo, domain names, database rights, copyrights, trade secrets, know-how, brands, marketing authorisations, marketing tangibles, designs, industrial designs, software, confidential processes, inventions, licenses, computer programs, manuals, data, catalogues, sales material and any other intellectual property or proprietary right whether owned by, licensed or assigned to the Transferor Company, whether or not the same are registered, along with all rights including those attached to goodwill, title, interest, labels and brand registrations, and all such other industrial or intellectual rights of whatsoever nature, and all intellectual property of the Transferor Company shall, by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument or deed, stand transferred to and vested in the Transferee Company. Necessary filings, intimations, updates, etc., as may be required in terms of Applicable Law shall be undertaken with the relevant Governmental Authority, in order to reflect the foregoing and shall be carried out by the Transferee Company and Transferor Company, as may be applicable;
- (f) all goodwill and past track record of the Transferor Company, including without limitation, the profitability, experience, credentials and market share, shall, by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument or deed, stand transferred to and vested in the Transferee Company and shall be deemed to be the goodwill and track record of the Transferee Company for all commercial and regulatory purposes including the purpose of eligibility, standing, evaluation and participation of the Transferee Company in all existing and future bids, tenders and contracts of all authorities, agencies and clients;
- (g) all bank accounts operated or entitled to be operated by the Transferor Company shall by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument or deed, be deemed to have been transferred and shall stand transferred to the Transferee Company and name of the Transferor Company shall be substituted by the

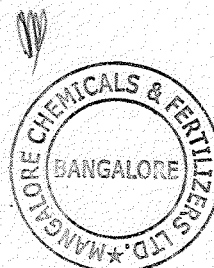
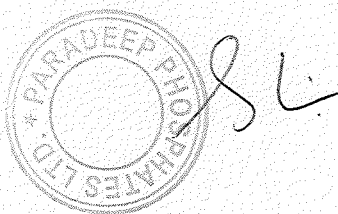


name of the Transferee Company in the bank's records and the Transferee Company shall be entitled to operate all bank accounts, realize monies and complete and enforce all pending contracts and transactions in the name of the Transferor Company to the extent necessary until the transfer of the rights and obligations of the Transferor Company to the Transferee Company under the Scheme is formally accepted and completed by the parties concerned. It is hereby clarified that all cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company on or after the Effective Date 2, shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company; and

- (h) all letters of intent, requests for proposal, pre-qualifications, bid acceptances, tenders, and other instrument of whatsoever nature to which the Transferor Company is a party to or to the benefit of which the Transferor Company may be eligible for, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto.

13. TRANSFER OF CONTRACTS, ETC.

- (a) Without prejudice to the generality of Clause 11 above, upon Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, subject to the provisions of this Scheme, all Contracts, insurance policies, applications, and other instruments of whatsoever nature, to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible or for the obligations of which the Transferor Company may be liable, and which are subsisting or have effect immediately before the Effective Date 2, shall by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument or deed, continue in full force and effect on or against or in favour of, as the case may be, of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto. It is hereby clarified that upon Part II of this Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, all inter-se Contracts, and other instruments between the Transferor Company and the Transferee Company, if any, will stand cancelled and there shall be no further inter-se rights and obligations of the Transferor Company and the Transferee Company in this regard.
- (b) Without prejudice to the generality of the foregoing, bank guarantees, performance guarantees, letters of credit, agreements with any Governmental Authority, hire purchase agreements, lending agreements and such other agreements, deeds, documents and arrangements pertaining to the business of Transferor Company or to the benefit of which the Transferor Company may be eligible and which are subsisting or have effect immediately before the Effective Date 2, including without limitation all rights and benefits (including without limitation benefits of any deposit, advances, receivables or claims) arising or accruing therefrom, shall, upon Part II of this Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, by operation of law pursuant to the Sanction Orders without the requirement of any further act, instrument or deed, be deemed to be bank guarantees, performance guarantees, letters of credit, agreements, deeds, documents, and arrangements, as the case may be, of the Transferee Company.
- (c) Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, at any time after Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, in accordance with the provisions hereof, if so required under the Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any Contract to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of Part II of this Scheme, be deemed to be authorised to execute any such writings as a successor of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of



the Transferor Company to be carried out or performed.

14. **TRANSFER OF LICENSES AND APPROVALS**

- (a) Without prejudice to the generality of Clause 11 above, upon Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, all approvals, allotments, Consents, concessions, clearances, credits, awards, sanctions, exemptions, benefits, Tax deferrals, subsidies, incentives, refunds, grants, registrations, no-objection certificates, permits, quotas, rights, entitlements, assignments, authorisations, pre-qualifications, bids, acceptances, tenders, statutory licenses or other licenses (including the licenses granted by any Governmental Authority or regulatory bodies for the purpose of carrying on its business or in connection therewith), permissions, privileges, powers, facilities, special status, letter of allotments and certificates of every kind and description whatsoever in relation to the Transferor Company, or to the benefit of which the Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date 2, including the benefits of any applications made for any of the foregoing, shall by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument or deed, be and remain in full force and effect in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company.
- (b) It is hereby clarified that if the Consent of any third party or Governmental Authority is required to give effect to the provisions of this Clause, the said party or the Governmental Authority shall make and duly record the necessary substitution / endorsement in the name of the Transferee Company pursuant to the sanction of this Scheme by the Tribunal, and upon Part II of this Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2 in accordance with the terms hereof.

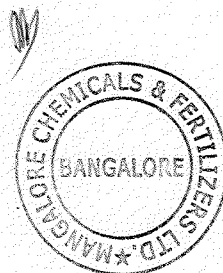
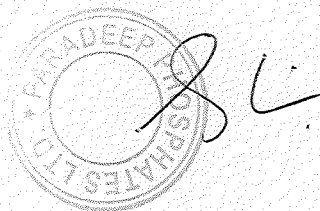
15. **TRANSFER OF LIABILITIES**

Without prejudice to the generality of Clause 11 above, upon Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, all liabilities relating to and comprised in the Undertaking including all secured and unsecured debts (whether in Indian rupees or a foreign currency), sundry creditors, debentures, loans raised and used, advances duties and obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form) of the Transferor Company of every kind, nature, and description whatsoever and howsoever arising and whenever due, raised or incurred or utilized for its business activities and operations (“**Liabilities**”), whether or not recorded in its books and records shall, by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument or deed, be and stand transferred to and vested in and be deemed to be transferred to and vested in the Transferee Company to the extent that they are outstanding on the Effective Date 2 so as to become the Liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company and the Transferee Company shall meet, discharge and satisfy the same.

16. **TRANSFER OF ENCUMBRANCES**

Without prejudice to the generality of Clause 11 above, upon Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2:

- (a) the transfer and vesting of the assets comprised in the Undertaking to and in the Transferee Company under this Scheme shall be subject to Encumbrances, if any, affecting the same, as and to the extent hereinafter provided;
- (b) all Encumbrances over the Transferor Company’s assets existing immediately prior to the Effective Date 2, shall in so far as they secure or pertain to Liabilities of the Transferor Company, shall, after the Effective Date 2, continue to relate and attach to such assets or any



part thereof to which they are related or attached prior to the Effective Date 2 and as are transferred to the Transferee Company. Such Encumbrances shall not relate or attach to any of the other assets of the Transferee Company;

- (c) if any assets of the Transferor Company have not been Encumbered in respect of any Liabilities transferred pursuant to this Scheme, such assets shall remain unencumbered, and any existing Encumbrance shall not be extended to and shall not operate over any other assets of the Transferor Company or the Transferee Company. The holders of security over the properties of the Transferee Company shall not be entitled to any additional security over the properties, assets, rights, benefits, and interests of the Transferor Company and therefore, assets of the Transferor Company or the Transferee Company which are not currently Encumbered shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Transferee Company; and
- (d) any reference in any security documents or arrangements (to which the Transferor Company is a party) to the Transferor Company and its assets and properties, shall be construed as a reference to the Transferee Company and the assets and properties of the Transferor Company transferred to the Transferee Company by virtue of this Scheme. Without prejudice to the foregoing provisions, the Transferor Company and the Transferee Company may execute any instruments or documents or do all the acts and deeds as may be considered appropriate, including the filing of necessary particulars and / or modification(s) of charge(s), with the RoC to give formal effect of the above provisions, if required.

17. TRANSFER OF LEGAL AND OTHER PROCEEDINGS

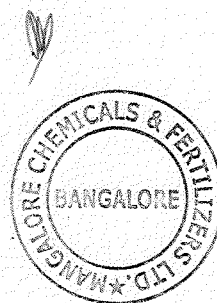
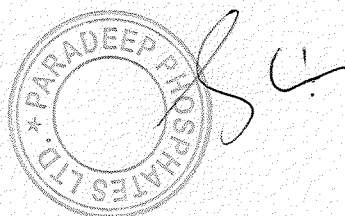
Without prejudice to the generality of Clause 11 above, upon the coming into effect of Part II of this Scheme on the Effective Date 2 and with effect from the Appointed Date 2:

- (a) any suits, actions, claims, cause of actions, appeals, legal or other proceedings (including tax proceedings), arbitration proceedings before any Governmental Authority or any other tribunal(s) and other proceedings of whatsoever nature (“**Proceedings**”) by or against the Transferor Company which is pending prior to the Effective Date 2 or which may be instituted at any time in the future, shall not abate, be discontinued or be in any way prejudicially affected by reason of the amalgamation of the Transferor Company with and into the Transferee Company pursuant to and in accordance with this Scheme or of anything contained in this Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company, by operation of law pursuant to the Sanction Orders, without the requirement of any further act, instrument or deed;
- (b) the Transferee Company shall be deemed to be authorised under this Scheme to execute any pleadings, applications, forms, etc., as are required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.

18. TRANSFER OF EMPLOYEES

Without prejudice to the generality of Clause 11 above, upon Part II of the Scheme coming into effect on the Effective Date 2:

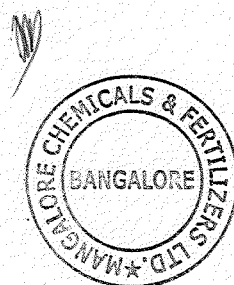
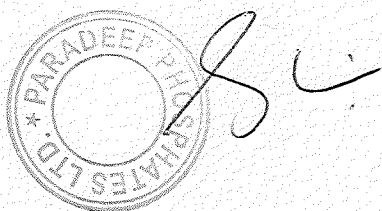
- (a) all persons who were employed in the Transferor Company immediately before the Effective Date 2 shall become employees of the Transferee Company pursuant to the Sanction Orders, on terms and conditions which are overall not less favourable than those that were applicable to such employees immediately prior to Effective Date 2 and without any break or interruption in service. It is clarified that such employees of the Transferor Company who become employees of the Transferee Company by virtue of this Scheme, shall be governed by the terms of employment of the Transferee Company (including in connection with provident fund, gratuity fund, superannuation fund or any other special fund or obligation), provided that such terms of employment of the Transferee Company are overall not less favourable than those that were applicable to such employees immediately before Effective Date 2;



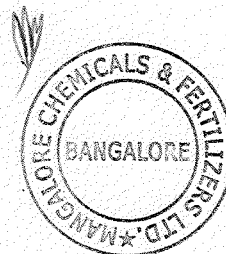
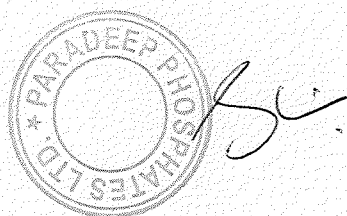
- (b) with regard to provident fund, gratuity fund, superannuation fund or any other special fund or obligation created or existing for the benefit of the employees of the Transferor Company who become employees of the Transferee Company by virtue of this Scheme upon Part II of this Scheme coming into effect on the Effective Date 2, (i) all contributions made to such funds by the Transferor Company on behalf of such employees shall be deemed to have been made on behalf of the Transferee Company, and shall be transferred to the Transferee Company, the relevant authorities or the funds (if any) established by the Transferee Company, as the case may be, and (ii) all contributions made by such employees, including interests/ investments (which are referable and allocable to the employees transferred), shall be transferred to the Transferee Company, the relevant authorities or the funds (if any) established by the Transferee Company, as the case may be. Where applicable and required, in connection with provident fund, gratuity fund, superannuation fund or any other special fund or obligation created or existing for the benefit of the employees of the Transferor Company who become employees of the Transferee Company by virtue of this Scheme, the Transferee Company shall stand substituted for the Transferor Company, by operation of law pursuant to the Sanction Orders, for all purposes whatsoever relating to the obligations to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. It is the aim and intent of this Scheme that all the rights, duties, powers and obligations of the Transferor Company in relation to such schemes or funds shall become those of the Transferee Company;
- (c) any prosecution or disciplinary action initiated, pending or contemplated against and any penalty imposed in this regard on any employee past or present, forming part of the Transferor Company shall not abate, be discontinued or in any way prejudicially affected by reason of the Scheme and shall be continued/ continue to operate against the relevant employee and the Transferee Company shall be entitled to take any relevant action or sanction, without the requirement of any further act, instrument or deed undertaken by the Transferor Company or the Transferee Company;
- (d) notwithstanding the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Applicable Law, shall be entitled to:
- (i) retain separate trusts or funds within the Transferee Company for the erstwhile fund(s) of the Transferor Company; or
- (ii) merge the pre-existing funds of the Transferor Company with others similar funds of the Transferee Company.
- (e) the Transferee Company shall, for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits to the employees of Transferor Company, take into account the past services of such employees with the Transferor Company;
- (f) the Transferee Company shall continue to abide by any agreement(s)/ settlement(s) entered into by the Transferor Company with its employees; and
- (g) employment information, whether in physical or electronic form, including personnel files including hiring documents, payroll records, medical documents (including documents relating to past or on-going leaves of absence, on the job injuries or illness, or fitness for work examinations, where relevant), disciplinary records, supervisory files relating to the employees of Transferor Company and all forms, notifications, orders and contribution/identity cards issued by the concerned authorities relating to benefits shall be deemed to have been transferred to the Transferee Company pursuant to the Sanctions Orders.

19. TREATMENT OF TAXES

Without prejudice to the generality of Clause 11 above, upon Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2:



- (a) all Taxes / cess / duties paid, payable, received or receivable by or on behalf of the Transferor Company, including all or any refunds, claims or entitlements as to Tax credits, Taxes paid in advance, and / or Taxes deducted at source, and / or Taxes collected at source, including refunds or claims pending with the revenue authorities, if any, whether or not the same is reflected in Form 26AS/ Form AIS of the Transferor Company, shall, for all purposes be treated as the Taxes / cess / duties, liabilities or refunds of the Transferee Company by operation of law pursuant to the Sanctions Orders, without the requirement of any further act, instrument or deed;
- (b) all deductions otherwise admissible to Transferor Company including without limitation deduction admissible on actual payment or on deduction of appropriate Taxes or on payment of Tax deducted at source (including, but not limited to, claim for sum prescribed under Section 43B, Section 40, Section 35DD and Section 94B of the Income Tax Act, claim for deduction of provisions written back by the Transferor Company previously disallowed in the hands of Transferor Company under the Income Tax Act, claim for debt or part of debt written off by Transferor Company under Section 36(1)(vii) read with Section 36(2) of the Income Tax Act where such debt or part of debt were offered to Tax by the Transferor Company, and claim for any deferred payments) shall be eligible for deduction to the Transferee Company in the same manner and to the same extent as would have been enjoyed, availed or utilized by the Transferor Company before the Effective Date 2 by operation of law pursuant to the Sanctions Orders, without the requirement of any further act, instrument or deed;
- (c) the unutilized credits relating to excise duties paid on inputs lying to the account of Transferor Company as well as the unutilized credits relating to service Tax / goods and service Tax on input goods consumed by the Transferor Company shall be transferred to the Transferee Company automatically without any specific approval or permission, as an integral part of the Scheme, by operation of law pursuant to the Sanctions Orders without the requirement of any further act, instrument or deed;
- (d) to the extent required, the Transferor Company and the Transferee Company shall be permitted to revise and file their respective financial statements, income Tax returns (including under Section 170A of the Income Tax Act, Tax deducted at source or Tax collected at source), withholding Tax returns (including Tax deducted at source certificates), sales Tax, value added Tax, service Tax, central sales Tax, entry Tax, goods and services Tax returns and any other Tax returns, if required to give effect to the provisions of the Scheme. Such returns may be revised and filed notwithstanding that the statutory period for such revision and filing may have expired;
- (e) the Transferee Company shall be entitled to: (i) claim deduction with respect to items such as provisions, expenses, etc. disallowed in earlier years in the hands of the Transferor Company, which may be allowable in accordance with the provisions of the Income Tax Act on or after the Effective Date 2; and (ii) exclude items such as provisions, reversals, etc. for which no deduction or Tax benefit has been claimed by the Transferor Company prior to the Effective Date 2;
- (f) notwithstanding anything to the contrary contained in the provisions of this Scheme, unabsorbed Tax depreciation and accumulated losses, if any, of the Transferor Company as on the Effective Date 2, shall, for all purposes, be treated as unabsorbed Tax depreciation and accumulated losses of the Transferee Company and the Transferee Company shall be eligible to set off unabsorbed Tax depreciation and accumulated losses, if any, of the Transferor Company as on the Effective Date 2 against future taxable income of the Transferee Company in the same manner and to the same extent as would have been enjoyed, availed or utilized by the Transferor Company before the Effective Date 2;
- (g) it is further clarified that any unabsorbed depreciation of the Transferor Company as specified in their respective books of account shall be included as unabsorbed depreciation of the Transferee Company for the purposes of computation of minimum alternate Tax;
- (h) any Tax liability under the Income Tax Act, or any other applicable Tax laws or regulations allocable to the Transferor Company whether or not provided for or covered by any Tax provisions in the accounts of the Transferor Company made as on the date immediately preceding the Effective Date 2, shall be transferred to the Transferee Company. Any

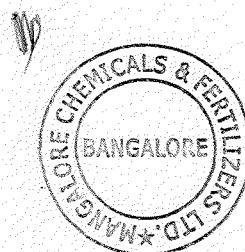
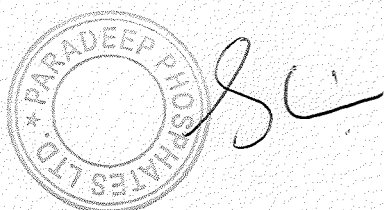


surplus in the provision for taxation or duties or levies in the accounts of the Transferor Company, including advance Tax and Tax deducted at source as on the close of business in India on the date immediately preceding the Effective Date 2 will also be transferred to the account of the Transferee Company, by operation of law pursuant to the Sanctions Orders without the requirement of any further act, instrument or deed;

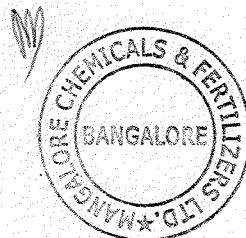
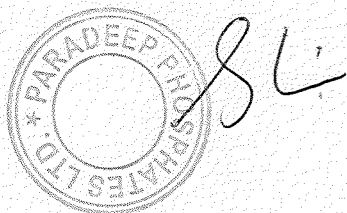
- (i) all Tax assessment proceedings and appeals of whatsoever nature by or against the Transferor Company, pending or arising as on the Effective Date 2, shall be continued and / or enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company. Further, the aforementioned proceedings shall neither abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company with and into the Transferee Company pursuant to and in accordance with this Scheme or anything contained in this Scheme;
 - (j) any refund under the Income Tax Act or any other tax laws related to or due to the Transferor Company, including those for which no credit is taken as on the date immediately preceding the Effective Date 2, shall also belong to and be received by the Transferee Company; and
 - (k) without prejudice to the generality of the above, all benefits, incentives, claims, losses, credits (including income Tax, service Tax, excise duty, goods and service Tax and applicable state value added Tax (if applicable)) to which the Transferor Company is entitled to in terms of applicable tax laws, shall be available to and vest in the Transferee Company by operation of law pursuant to the Sanctions Orders without the requirement of any further act, instrument or deed.
20. The Transferee Company and the Transferor Company shall, respectively, take such actions as may be necessary and permissible in order to give formal effect to the provisions of Part II of this Scheme, including, without limitation, making appropriate filings with any Person (including the relevant Governmental Authorities), and such Person (including the relevant Governmental Authorities) shall take the same on record, and shall make and duly record the necessary substitution/endorsement in the name of the Transferee Company upon Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2 in accordance with the terms hereof.
21. The Transferee Company shall, at any time after Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, if so required under Applicable Laws, do all such acts or things as may be necessary to transfer/ obtain the approvals, Consents, Contracts, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Transferor Company, including in connection with the transfer of properties of the Transferor Company to the Transferee Company. The Transferee Company shall file appropriate applications/ documents and make appropriate filings with the relevant authorities concerned for information and record purposes and the Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such acts, formalities or compliances referred to above on behalf of the Transferor Company, inter alia, in its capacity as the successor entity of the Transferor Company.

SECTION B: CONSIDERATION FOR AMALGAMATION

22. The Board of the Transferee Company shall determine the Record Date for the issue and allotment of Equity Shares to the shareholders of the Transferor Company.
23. Upon Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2 and in consideration of the amalgamation including the transfer and vesting of the Undertaking of the Transferor Company with the Transferee Company pursuant to this Scheme, the Transferee Company shall, without any further application, act, instrument or deed issue and allot to each equity shareholder of the Transferor Company as on the Record Date, 187 (One Hundred and Eighty Seven) fully paid-up Equity Share(s) of INR 10 (Indian Rupees Ten) each of the Transferee Company for every 100 (One Hundred) fully paid-up Equity Share(s) of INR 10 (Indian Rupees Ten) each of the Transferor Company.



24. The share exchange ratio stated in Clause 23 above has been taken on record and approved by the Boards of each of the Transferor Company and Transferee Company after taking into consideration the joint valuation report dated February 7, 2024 provided by SSPA & CO., Chartered Accountants and Pawan Shivkumar Poddar, both who are Registered Valuers issued to the Transferor Company and the Transferee Company ("**Joint Valuers**"). Further, the share exchange ratio stated in Clause 23 above has been confirmed in the joint valuation report dated November 25, 2024 provided by the Joint Valuers, which valuation report has been taken on record and approved by the Boards of each of the Transferor Company and the Transferee Company on November 25, 2024.
25. The Equity Shares in the Transferee Company to be issued to the shareholders of the Transferor Company pursuant to Clause 23 of Section B of Part II of this Scheme shall rank *pari passu* in all respects with the existing Equity Shares of the Transferee Company, including with respect to dividend, bonus, voting rights and other corporate benefits attached to the Equity Shares of the Transferee Company. The Equity Shares of the Transferee Company issued pursuant to Clause 23 of Section B of Part II and in lieu of the locked-in shares of the Transferor Company, if any, will be subject to lock-in for the remaining lock-in period of such locked-in shares, in accordance with the SEBI Scheme Circular.
26. If any shareholder of the Transferor Company becomes entitled to a fractional Equity Share to be issued by the Transferee Company pursuant to Clause 23 of Section B of Part II of this Scheme, the Transferee Company shall not issue such fractional Equity Share to such shareholder of the Transferor Company, but shall consolidate all such fractional entitlements of all shareholders of the Transferor Company and the Board of the Transferee Company shall, without the requirement of any further act, instrument or deed, issue and allot such Equity Shares that represent the consolidated fractional entitlements to a trustee nominated by the Board of the Transferee Company ("**Trustee**") and the Trustee shall hold such Equity Shares, with all additions or accretions thereto, in trust for the benefit of the shareholders of the Transferor Company who are entitled to the fractional entitlements (and their respective heirs, executors, administrators or successors) for the specific purpose of selling such Equity Shares in the market within a period of 90 (ninety) days from the date of allotment of shares, and on such sale, distribute to the shareholders in proportion to their respective fractional entitlements, the net sale proceeds of such Equity Shares and dividends or distributions made on such Equity Shares (after deduction of applicable Taxes and costs incurred and subject to withholding Tax, if any). It is clarified that any such distribution shall take place only after the sale of all the Equity Shares of the Transferee Company that were issued and allotted to the Trustee pursuant to this Clause 26.
27. The Equity Shares issued by the Transferee Company in terms of Clause 23 of Section B of Part II of the Scheme shall be issued in dematerialized form and the register of members maintained by the Transferee Company and/ or, other relevant records, whether in physical or electronic form, maintained by the Transferee Company, the relevant depository and registrar and transfer agent in terms of Applicable Laws shall (as deemed necessary by the Board of the Transferee Company) be updated to reflect the issue of such Equity Shares by the Transferee Company in terms of this Scheme. The shareholders of the Transferor Company who hold equity shares in the Transferor Company in physical form shall provide requisite details relating to his/ her/ its accounts with a depository participant to the Transferee Company prior to the Effective Date 2 to enable the Transferee Company to issue Equity Shares in terms of Clause 23 of Section B of Part II of the Scheme.
- However, if no such details have been provided to the Transferee Company by the relevant shareholder(s) holding equity shares in the Transferor Company in physical form prior to the Effective Date 2, the Transferee Company shall issue the corresponding Equity Shares in dematerialized form to the trustee nominated by the Board of the Transferee Company who shall hold such Equity Shares in trust for the benefit of the relevant shareholder(s) of the Transferor Company.
28. Upon Part II of this Scheme coming into effect on the Effective Date 2 and upon the Equity Shares of the Transferee Company being issued and allotted by it to the equity shareholders of Transferor Company in terms of Clause 23 of Section B of Part II of this Scheme, the Equity Shares of the Transferor Company, shall be deemed to have been automatically cancelled, and any liability in respect of the same shall stand extinguished.
29. The Equity Shares allotted and issued in terms of Clause 23 of Section B of Part II of this Scheme, shall be listed and/or admitted to trading on the Stock Exchanges, where the Equity Shares of the



Transferee Company are listed and/or admitted to trading. The Transferee Company shall make all requisite applications, and take all steps to list the Equity Shares issued and allotted pursuant to Clause 23, listed on the Stock Exchanges and obtain the final listing and trading permissions for such Equity Shares.

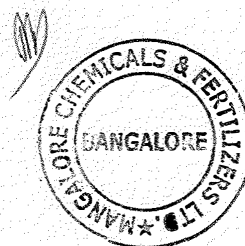
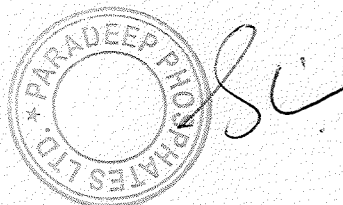
30. The Equity Shares issued and allotted in terms of Clause 23 of Section B of Part II of this Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the Stock Exchange with respect to such Equity Shares.
31. Upon the Scheme coming into effect in accordance with its terms, in addition to the existing promoters of the Transferee Company (i.e., Zuari Maroc Phosphates Private Limited), Akshay Poddar, Shradha Agarwala, Jyotsna Poddar, Gaurav Agarwala, Zuari Agro Chemicals Limited, Adventz Finance Private Limited, Zuari Industries Limited and their affiliates (if any), shall each be and deemed to be the "promoters" of the Transferee Company.
32. On the approval of this Scheme by the Board and members of each of the Transferor Company and the Transferee Company pursuant to Sections 230-232 of the Act and other relevant provisions of the Act, if applicable, it shall be deemed that the Board and members of each of the Transferee Company and Transferor Company have also accorded their consent under Sections 13, 42, 61, 62(1)I and 64 of the Act and/ or any other applicable provisions of the Act and the relevant provisions of the Articles, as may be applicable, for the aforesaid issuance of Equity Shares of the Transferee Company to the equity shareholders of the Transferor Company and amendment of the memorandum of association of the Transferee Company for reclassification and enhancement of the authorised share capital of the Transferee Company, and no further resolution or actions, including compliance with any procedural requirements, shall be required to be undertaken by the Transferee Company under Sections 13, 42, 61, 62(1)(c) or 64 of the Act and/ or any other applicable provisions of the Act. Upon Part II of this Scheme coming into effect on the Effective Date 2, the Transferee Company shall, if required, file all necessary documents/ intimations as per the provisions of the Act with the RoC or any other applicable Governmental Authority to record the amalgamation of Transferor Company with and into the Transferee Company, issuance of Equity Shares of the Transferee Company to the equity shareholders of the Transferor Company, amendment of the memorandum of association of the Transferee Company and dissolution of the Transferor Company, in the manner set out in Section C of Part II of this Scheme.
33. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of the Transferee Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor of the shares in the Transferor Company and in relation to the shares issued by the Transferee Company, after the effectiveness of the Scheme. The Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in the Transferee Company.

SECTION C: DISSOLUTION OF THE TRANSFEROR COMPANY

34. Upon Part II of this Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, subject to Clause 49 of Part IV, the Transferor Company shall, without the requirement of any further act, instrument or deed, stand dissolved without winding up pursuant to the Sanction Orders.
35. On and from the Effective Date 2, subject to Clause 49 of Part IV: (i) the Board of the Transferor Company, shall, without the requirement of any further acts, resolutions, filings, instruments, or deeds, cease to exist and stand dissolved; and (ii) the name of the Transferor Company shall be struck off from the records of the RoC.

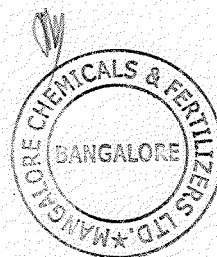
SECTION D: ACCOUNTING TREATMENT

36. Notwithstanding anything to the contrary contained in the Scheme, pursuant to Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, the Transferee Company shall account for the amalgamation of the Transferor Company with the Transferee Company in its books of account as per the acquisition method in accordance with accounting principles as laid down in the Indian Accounting Standard 103 (Business Combinations), notified under Section 133 of the Act read with the Companies (Indian Accounting



Standards) Rules, 2015, as amended and relevant clarifications issued by the Institute of Chartered Accountants of India.

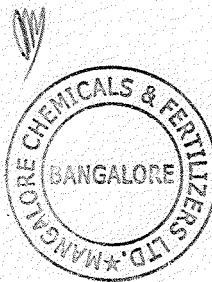
37. As the Transferor Company shall stand dissolved without being wound up upon Part II of this Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, as mentioned in Section C of Part II of this Scheme, there shall be no accounting treatment in the books of account of the Transferor Company.



PART III

TRANSFER OF SHARES OF THE TRANSFEROR COMPANY

38. As lender(s) of the Transferor Company and the Transferee Company require the existing promoter of the Transferee Company to continue to exercise control and hold more than 50% (fifty percent) of the share capital of the Transferee Company even after the Scheme becomes effective, and in order to ensure that the existing promoter of the Transferee Company continues to hold more than 50% (fifty percent) of the share capital of the Transferee Company upon Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, as an integral part of the Scheme, the Transferor Shareholder shall transfer the Identified Shares to the Transferee Shareholder, in accordance with Applicable Law, such that upon the transfer of the Identified Shares by the Transferor Shareholder to the Transferee Shareholder on the Effective Date 1, the Transferee Shareholder receives full legal and beneficial ownership of the Identified Shares and all rights, title and interest relating thereto, including all dividends, distributions or any return of capital declared, paid or made by the Transferor Shareholder, free and clear of Encumbrances (“**Share Transfer**”). The Transferee Shareholder may raise funds / financing from its shareholder(s) and/or from external source(s) (as may be required) to fund the Share Transfer as contemplated in this Part III of the Scheme.
39. The transfer of all the Identified Shares from the Transferor Shareholder to the Transferee Shareholder shall take place on the Effective Date 1, at a price of INR 144 (Indian Rupees One Hundred and Forty Four) per Identified Share, and the Transferee Shareholder shall pay an aggregate cash consideration of INR 418.14 Crores (Indian Rupees Four Hundred and Eighteen Crores and Fourteen Lakhs approximately) for the Share Transfer, subject to any Taxes that need to be deducted at source, if any.
40. All Taxes payable under Applicable Law, including income Tax, capital gains Tax or any other Tax, if any, relating to the transfer of the Identified Shares as may be applicable on the Transferor Shareholder shall be the sole responsibility of the Transferor Shareholder.
41. The Share Transfer shall take place and come into effect on the Effective Date 1 and with effect from the Appointed Date 1.

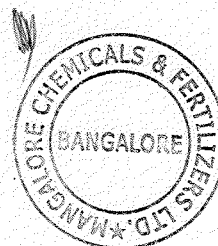
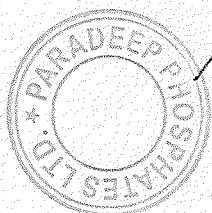


PART IV

GENERAL TERMS AND CONDITIONS

42. TRANSFER OF THE AUTHORIZED SHARE CAPITAL AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE TRANSFEREE COMPANY

- (a) As an integral part of this Scheme and upon Part II of the Scheme coming into effect on the Effective Date 2, the authorised share capital of the Transferor Company, comprised of INR 1,24,00,00,000 (Indian Rupees One Hundred and Twenty Four Crores only) of equity share capital, divided into 12,40,00,000 (Twelve Crores Forty Lakhs) equity shares of face value of INR 10 (Indian Rupees Ten only) each and INR 6,00,00,000 (Indian Rupees Six Crores only) of preference share capital divided into 6,00,000 (Six Lakhs) 13% (thirteen percent) redeemable cumulative preference shares of face value of INR 100 (Indian Rupees One Hundred only) each, shall stand reclassified entirely as INR 1,30,00,00,000 (Indian Rupees One Hundred and Thirty Crores only) of equity share capital, divided into 13,00,00,000 (Thirteen Crores) equity shares of face value of INR 10 (Indian Rupees Ten only) each, and shall stand consolidated and vested in and merged with the authorised share capital of the Transferee Company.
- (b) As a consequence, the authorised share capital of the Transferee Company as set out in Clause 10(b) of Part I of this Scheme shall stand enhanced to INR 1,130,00,00,000 (Indian Rupees One Thousand One Hundred and Thirty Crores only) divided into 103,00,00,000 (One Hundred and Three Crores) equity shares of face value of INR 10 (Indian Rupees Ten only) each and INR 100,00,00,000 (Indian Rupees One Hundred Crores only) divided into 1,00,00,000 (One Crore) and 7% (seven percent) non-cumulative redeemable preference shares of face value of INR 100 (Indian Rupees One Hundred only) each, without the requirement of any further act, instrument or deed, and the liability of the Transferee Company for payment of any additional fees or stamp duty in respect of such increase shall be limited to the difference between the fee or stamp duty payable by the Transferee Company on its increased authorized share capital after this entire Scheme comes into effect, and the fee or stamp duty paid by the Transferor Company, if any, on its authorised share capital, from time to time.
- (c) Subsequent to the reclassification and enhancement of the authorised share capital of the Transferee Company as contemplated in this Clause 42, the authorised share capital clause of the Memorandum of Association (Clause V) of the Transferee Company shall stand modified and read as follows:
- “The Authorised Share Capital of the Company is INR 1,130,00,00,000 (Indian Rupees One Thousand One Hundred and Thirty Crores only) divided into 103,00,00,000 (One Hundred and Three Crores) Equity Shares of face value INR 10 (Indian Rupees Ten only) amounting to INR 1,030,00,00,000 (Indian Rupees One Thousand and Thirty Crores only), and 1,00,00,000 (One Crore) 7% (seven percent) Non-Cumulative Redeemable Preference Shares of face value INR 100 (Indian Rupees One Hundred only) each amounting to INR 100,00,00,000 (Indian Rupees One Hundred Crores only) with a power to increase or reduce the capital of the Company in accordance with the provisions of the Companies Act, 2013 and to classify or reclassify the Share Capital.”*
- (d) For the avoidance of doubt, it is clarified that, in case, the authorised share capital of the Transferor Company and/or the Transferee Company, as the case may be, undergoes any change, prior to Part II of this Scheme coming into effect on the Effective Date 2, then this Clause 42 of Part IV of this Scheme shall automatically stand modified/ adjusted accordingly to take into account the effect of such change.
- (e) On the approval of this Scheme by the Board and the members of the Transferor Company and Transferee Company pursuant to Sections 230-232 of the Act and other relevant provisions of the Act and the rules made thereunder, the SEBI Scheme Circular and the SEBI LODR Regulations, if applicable, it shall be deemed that the Board and the members of the Transferor Company and Transferee Company have also accorded their consent under Sections 13, 61 and 64 of the Act and/ or any other applicable provisions of the Act



and the rules made thereunder, the relevant provisions of the SEBI LODR Regulations and the Articles, as may be applicable, for effecting the aforesaid reclassification, amendment and increase in the authorised share capital of the Transferee Company, and no further resolution or actions, including compliance with any procedural requirements, shall be required to be undertaken by the Transferor Company and/or the Transferee Company under Sections 13, 61 or 64 of the Act and/ or any other applicable provisions of the Act and the rules made thereunder, the relevant provisions of the SEBI LODR Regulations and/or the Articles. Upon Part II of this Scheme coming into effect on the Effective Date 2, the Transferee Company shall, if required, file all necessary documents/ intimations as per the provisions of Act and the rules made thereunder with RoC or any other applicable Governmental Authority in respect of the aforesaid reclassification, amendment and increase in the authorised share capital of the Transferee Company, in the manner contemplated under this Clause 42 of Part IV of this Scheme.

43. **VALIDITY OF EXISTING RESOLUTIONS**

The resolutions and powers of attorney of / or executed by the Transferor Company shall upon Part II of the Scheme coming into effect on Effective Date 2, stand terminated and revoked, and all authorities granted (including powers of attorney and board resolutions passed granting authority(ies) to Persons), to represent or act for and on behalf of the Transferor Company, including any authority granted to any Person(s) who is not an employee of the Transferor Company, to represent, interact or deal with, or enter into any arrangement with, any Governmental Authority, for and on behalf of the Transferor Company shall stand terminated and revoked.

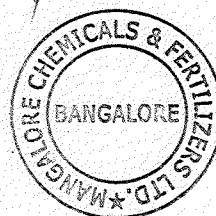
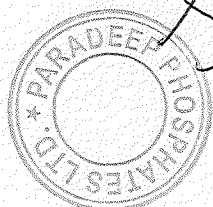
44. **APPLICATIONS TO GOVERNMENTAL AUTHORITIES**

- (a) The Transferor Company and the Transferee Company shall make all necessary application(s) and petition(s) to the Tribunal under Sections 230 to 232 and other applicable provisions of the Act and the rules made thereunder, for sanction of this Scheme and all matters ancillary or incidental thereto, under provisions of Applicable Law and obtain such other approvals, as required under Applicable Law.
- (b) Upon Part II of the Scheme being effective from the Effective Date 2, the members of the Transferee Company and the Transferor Company shall be deemed to have also accorded their approval under all relevant provisions of the Act and the rules made thereunder and Applicable Law for giving effect to the provisions contained in this Scheme.
- (c) The Transferee Company and the Transferor Company shall be entitled, pending the effectiveness of the Scheme, to apply to any Governmental Authority (including the Ministry of Chemicals and Fertilizers), if required under any Applicable Law for such Consents and approvals, as agreed between the Transferee Company and the Transferor Company, which they may require to effect the transactions contemplated under the Scheme, in any case subject to the terms as may be mutually agreed.

45. **CONDITIONS PRECEDENT TO EFFECTIVENESS**

Part III of the Scheme shall become effective on the date on which the last of the following conditions are fulfilled ("**Effective Date 1**"):

- (i) Approval of the members:
 1. the requisite majorities in number and value of such classes of members of each of the Transferor Company and Transferee Company, as may be directed by the Tribunals or any other competent authority, as may be applicable, approving this Scheme; and
 2. this Scheme being approved by the public shareholders of each of the Transferor Company and the Transferee Company through e-voting in terms of paragraph 10(a) of Part I of the SEBI Scheme Circular and the votes cast by the public shareholders of the Transferor Company and the Transferee Company in favour of this Scheme being more than the number of votes cast by public shareholders of the Transferor Company and the Transferee Company (respectively) against this Scheme,



in each case, in compliance with the provisions of the Act, the SEBI Scheme Circular and / or the SEBI LODR Regulations.

- (ii) the requisite majorities in number and value of such classes of secured and/or unsecured creditors of Transferor Company and Transferee Company, as applicable, as may be directed by the Tribunal or any other competent authority, as may be applicable, approving this Scheme;
 - (iii) the Transferee Company and Transferor Company having procured the approval of the CCI to consummate this Scheme, in accordance with the provisions of Applicable Laws, in a form and substance satisfactory to each of the Transferor Company and the Transferee Company;
 - (iv) the Stock Exchanges having issued their observation/no-objection letters as required under the SEBI LODR Regulations read with the SEBI Scheme Circular, in a form and substance satisfactory to each of the Transferor Company and the Transferee Company;
 - (v) receipt of the Sanction Orders under the provisions of Sections 230-232 of the Act and receipt of certified copies of the Sanction Orders;
 - (vi) the certified copies of the Sanction Orders having been filed by the Transferor Company and the Transferee Company (as the case may be), with the respective RoC within the timeline specified under Applicable Law; and
 - (vii) the satisfaction (or waiver in writing) of such other conditions precedent as have been mutually agreed between the Transferor Company and the Transferee Company in writing, in the Merger Cooperation Agreement.
46. The Scheme shall not come into effect unless the aforementioned conditions precedent mentioned in Clause 45 above are satisfied (or to the extent permissible under Applicable Law, waived by the Transferee Company) and in such an event, no rights and liabilities stated under this Scheme shall accrue to or be incurred *inter se* the Transferor Company and the Transferee Company or their respective shareholders or creditors or employees or any other Person.
47. Each of the Transferor Company and the Transferee Company shall file the Sanction Orders with the respective RoC within the timeline specified under Applicable Law. In case Part II of the Scheme does not become effective on Effective Date 2 and Part III of the Scheme does not become effective on Effective Date 1, within a period of 30 (thirty) days of receipt of respective Sanction Orders, the Transferor Company and the Transferee Company (as the case may be) shall be entitled to promptly file the Sanction Orders with the respective RoC in the requisite form(s), along with the necessary clarification letter(s), as may be required, within the time period prescribed under Applicable Law or the Sanction Orders. Upon Part II of the Scheme coming into effect in accordance herewith, the Transferor Company and the Transferee Company (as the case may be) shall file the requisite form(s), along with the necessary letter(s), as may be required, with their respective RoC.
48. The amalgamation of the Transferor Company with the Transferee Company pursuant to Part II of this Scheme shall be operative on and from the Effective Date 2 and shall be effective on and from the Appointed Date 2.

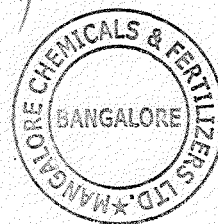
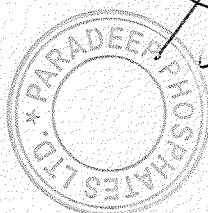
49. **SEQUENCING OF ACTIONS**

49.1 The Scheme shall be implemented in the following sequence:

Firstly, the following action under Part III of this Scheme shall occur on the Effective Date 1:

- (a) Transfer of Identified Shares from the Transferor Shareholder to the Transferee Shareholder in accordance with Part III of this Scheme;

Subsequently and only after the action stated in (a) above has been undertaken and the Share Transfer having consummated, the following actions under Part II and Part IV of this Scheme shall occur pursuant to the effectiveness of Part II of this Scheme:



- (a) amalgamation of the Transferor Company into and with the Transferee Company in accordance with Part II of this Scheme;
- (b) transfer of the authorised share capital of the Transferor Company to the Transferee Company in accordance with Clause 42 of Part IV of this Scheme, and consequential increase in the authorised share capital of the Transferee Company;
- (c) dissolution of the Transferor Company without winding-up in accordance with Clause 34 of Section C of Part II of this Scheme; and
- (d) issue and allotment of Equity Shares of the Transferee Company by the Transferee Company to the equity shareholders of the Transferor Company (as of the Record Date) in accordance with Clause 23 of Section B of Part II of this Scheme.

49.2 To meet the overall objective set out in the Scheme and to continue to remain the holding company of the Transferee Company upon the Scheme coming into effect on the Effective Date 2, the Transferee Shareholder may acquire up to 1,90,16,030 (One Crore Ninety Lakhs Sixteen Thousand and Thirty) Equity Shares of the Transferee Company on or prior to the Effective Date 1.

50. MODIFICATIONS/ AMENDMENTS TO THE SCHEME

The Transferor Company and Transferee Company will be at liberty to apply to the respective Tribunal from time to time for necessary directions in matters relating to this Scheme or any terms hereof, in terms of the Act and the rules made thereunder.

Subject to the provisions of the SEBI Scheme Circular, the Transferee Company and the Transferor Company may, by mutual written consent and acting through their respective Boards (which shall include any committee constituted by the respective boards), assent to any modifications/ amendments to this Scheme and/ or to any conditions or limitations that the Tribunals or any other Governmental Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them.

51. REMOVAL OF DIFFICULTIES

The Transferor Company or Transferee Company (as the case maybe), may, by mutual consent and acting through their respective authorised representatives, agree to take all such steps as may be necessary, desirable or proper to resolve all doubts, difficulties or questions, that may arise in relation to the meaning or interpretation of the respective sections of this Scheme or implementation thereof or in any manner whatsoever connected therewith, whether by reason of any directive or orders of the Tribunals or any other Governmental Authority or otherwise, howsoever arising out of, under or by virtue of this Scheme in relation to the arrangement contemplated in this Scheme and/ or any matters concerned or connected therewith and to do and execute all acts, deeds, matters and things necessary for giving effect to this Scheme.

52. WITHDRAWAL OF THE SCHEME

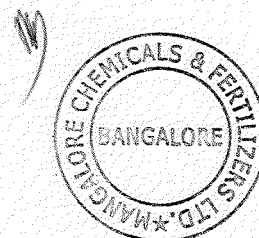
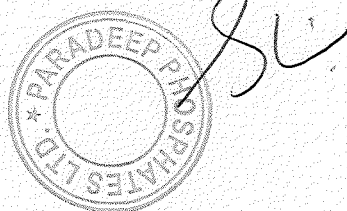
The Scheme shall be withdrawn from the Tribunals by the Transferor Company and the Transferee Company upon the occurrence of the following events:

- (a) by mutual consent of the Transferor Company and the Transferee Company, acting through their respective board of directors; or
- (b) upon termination of the Merger Cooperation Agreement.

53. TAX NEUTRALITY

This Scheme is in compliance with the provisions relating to "Amalgamation" as specified under Section 2(1B) and other relevant provisions of the Income Tax Act, such that, *inter alia* upon Part II of this Scheme becoming effective on the Effective Date 2 and with effect from the Appointed Date 2:

- (a) all the properties of the Transferor Company, immediately before the Effective Date 2,



shall become the properties of the Transferee Company, by virtue of the amalgamation;

- (b) all the Liabilities of the Transferor Company, immediately before the Effective Date 2, shall become the liabilities of the Transferee Company, by virtue of the amalgamation; and
- (c) shareholders holding at least 3/4th (three-fourths) in value of the shares in the Transferor Company (other than shares already held therein immediately before the amalgamation by, or by a nominee for, the Transferee Company or its subsidiary) will become shareholders of the Transferee Company by virtue of the amalgamation.

If any terms or provisions of this Scheme is/are inconsistent with the provisions of Section 2(1B) of the Income Tax Act, the provisions of Section 2(1B) of the Income Tax Act shall prevail and this Scheme shall stand modified to the extent necessary to comply with Section 2(1B) of the Income Tax Act and such modification shall not affect other terms or provisions of this Scheme.

54. ENTIRE EFFECT

Each section of this Scheme is inextricably inter-linked with the other sections and the Scheme shall be given effect only in its entirety in the sequence set out in Clause 49 of Section IV of the Scheme.

55. COSTS

- (a) The Transferor Company and the Transferee Company agree that it shall bear by itself all own costs, charges, levies and expenses in relation to or in connection with or incidental to this Scheme until the date of sanction of this Scheme by the Tribunals, including without limitation, costs and expenses associated with retention of financial, legal, tax and other professional advisers, and in connection with any valuation report and the fairness opinion issued by their respective valuers and merchant bankers.
- (b) Save as otherwise agreed, all stamp, transfer, registration, and other similar taxes, duties, charges and fees (including in relation to the registration and the stamping of the Sanction Orders) payable or assessed in connection with this Scheme, the issuance of Equity Shares by the Transferee Company and the transfers contemplated by the Scheme shall be borne by the Transferee Company and the Transferee Company shall be entitled to claim deduction of all such expenses in accordance with the provisions of Section 35DD of the Income Tax Act.

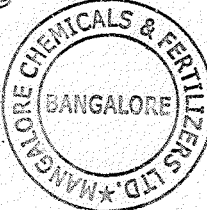
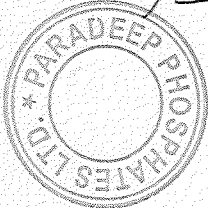
56. SEVERABILITY

If any provision of this Scheme becomes or is declared by a court of competent jurisdiction to be illegal, unenforceable or void, portions of such provision, or such provision in its entirety, to the extent necessary, shall be severed from this Scheme, and the Transferor Company and the Transferee Company will negotiate in good faith to agree to replace such illegal, void, or unenforceable provision of this Scheme with a valid and enforceable provision that will achieve, to the extent possible, the same economic, business and other purposes of the illegal, void or unenforceable provision or act in accordance with a judgment, order, decree, or declaration made by a court of competent jurisdiction. The balance of this Scheme shall be enforceable in accordance with its terms.

57. REPEAL AND SAVING

The provisions of the Act and rules made thereunder shall not be required to be separately complied with, in relation to acts done by the Transferor Company or the Transferee Company as per direction of the Tribunal or the Sanction Orders.

Dr. Suresh Krishnan





25th November, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai-400 001

Dear Sir/Madam,

Company's Scrip Code in BSE : 543530
Company's Symbol in NSE : PARADEEP
ISIN : INE088F01024

Ref: Scheme Modification Report dated November 25, 2024

Undertaking regarding the Scheme Modification Report

We hereby undertake that other than changes as indicated in the Scheme Modification Report, no other changes have been carried out in the draft composite scheme of arrangement amongst Mangalore Chemicals & Fertilizers Limited, Paradeep Phosphates Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Thanking you,

Yours sincerely,

For and on behalf of **Paradeep Phosphates Limited**

A handwritten signature in blue ink, appearing to read 'Sachin Patil', is written over a horizontal line.

Sachin Patil
Company Secretary
Membership No.: ACS31286
Place: Bangalore



PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www. paradeepphosphates.com



Scheme Modification Report

It is hereby certified that the Transferor Company and the Transferee Company have mutually agreed to make the below modifications to the Scheme in order to address the observations made by the Securities and Exchange Board of India as communicated to the Company by way of a letter issued by the BSE Limited and National Stock Exchange of India Limited dated 02nd September 2024 and 11th September 2024 respectively to the Company.

S. No.	Para No.	Old Scheme	Modified Scheme
1	Clause 6 of Para C of Part I of the Scheme	The Scheme also provides for the Share Transfer (<i>as defined hereinafter</i>), which shall be undertaken as an integral part of this Scheme to ensure that the existing promoter of the Transferee Company continues to hold more than 50% (fifty percent) of the share capital of the Transferee Company upon the consummation of the Scheme, which shall ensure continued control by the existing promoter of the Transferee Company. Therefore, the Share Transfer is expected to expedite the overall benefits of the Scheme and create enhanced value for the stakeholders of both the Transferor Company and the Transferee Company.	The Scheme also provides for the Share Transfer (<i>as defined hereinafter</i>), which shall be undertaken as an integral part of this Scheme to ensure that the existing promoter of the Transferee Company continues to hold more than 50% (fifty percent) of the share capital of the Transferee Company upon the consummation of the Scheme, which shall ensure continued control by the existing promoter of the Transferee Company. Therefore, the. <i>This will ensure the continued control by the existing promoter of the Transferee Company as lenders of the Transferor Company and the Transferee Company require the existing promoter of the Transferee Company to continue to exercise control and hold more than 50% (fifty percent) of the share capital of the Transferee Company even after the Scheme becomes effective</i> The Share Transfer is expected to expedite the overall benefits of the Scheme and create enhanced value for the stakeholders of both the Transferor Company and the Transferee Company.
2	Clause 8(Q) of Para E of Part I of the Scheme	“Identified Shares” means 3,92,06,000 (Three Crores Ninety-Two Lakhs and Six Thousand) Equity Shares of the Transferor Company;	“Identified Shares” means 2,90,37,000 (Two Crores Ninety Lakhs Thirty-Seven Thousand) Equity Shares of the Transferor Company;



PARADEEP PHOSHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com



S. No.	Para No.	Old Scheme	Modified Scheme
3	Clause 10 of Part I of the Scheme	<i>Refer Annexure 1A</i>	<i>Refer Annexure 1B</i>
4	Clause 24 of Part II of the Scheme	The share exchange ratio stated in Clause 23 above has been taken on record and approved by the Boards of each of the Transferor Company and Transferee Company after taking into consideration the joint valuation report dated February 7, 2024 provided by SSPA & CO., Chartered Accountants and Pawan Shivkumar Poddar, both who are Registered Valuers issued to the Transferor Company and the Transferee Company.	The share exchange ratio stated in Clause 23 above has been taken on record and approved by the Boards of each of the Transferor Company and Transferee Company after taking into consideration the joint valuation report dated February 7, 2024 provided by SSPA & CO., Chartered Accountants and Pawan Shivkumar Poddar, both who are Registered Valuers issued to the Transferor Company and the Transferee Company (" <i>Joint Valuers</i> "). Further, the share exchange ratio stated in Clause 23 above has been confirmed in the joint valuation report dated November 25, 2024 provided by the Joint Valuers, which valuation report has been taken on record and approved by the Boards of each of the Transferor Company and the Transferee Company on November 25, 2024.
5	Clause 38 of Part III of the Scheme	In order to ensure that the existing promoter group of the Transferee Company continues to hold more than 50% (fifty percent) of the share capital of the Transferee Company upon Part II of the Scheme coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, as an integral part of the Scheme, the Transferor Shareholder shall transfer the Identified Shares to the Transferee Shareholder, in accordance with Applicable Law, such that upon the transfer of the Identified Shares by the Transferor Shareholder to the Transferee Shareholder on the Effective Date 1, the	In order to ensure that the existing promoter group As lenders of the Transferor Company and the Transferee Company require the existing promoter of the Transferee Company to continue to <i>exercise control and</i> hold more than 50% (fifty percent) of the share capital of the Transferee Company even <i>after the Scheme becomes effective and in order to ensure that the existing promoter of the Transferee Company continues to hold more than 50% (fifty percent) of the share capital of the Transferee Company</i> upon Part II of the Scheme

PARADEEP PHOSHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com





S. No.	Para No.	Old Scheme	Modified Scheme
		Transferee Shareholder receives full legal and beneficial ownership of the Identified Shares and all rights, title and interest relating thereto, including all dividends, distributions or any return of capital declared, paid or made by the Transferor Shareholder, free and clear of Encumbrances (“ Share Transfer ”). The Transferee Shareholder may raise funds / financing from its shareholder(s) and/or from external source(s) (as may be required) to fund the Share Transfer as contemplated in this Part III of the Scheme.	coming into effect on the Effective Date 2 and with effect from the Appointed Date 2, as an integral part of the Scheme, the Transferor Shareholder shall transfer the Identified Shares to the Transferee Shareholder, in accordance with Applicable Law, such that upon the transfer of the Identified Shares by the Transferor Shareholder to the Transferee Shareholder on the Effective Date 1, the Transferee Shareholder receives full legal and beneficial ownership of the Identified Shares and all rights, title and interest relating thereto, including all dividends, distributions or any return of capital declared, paid or made by the Transferor Shareholder, free and clear of Encumbrances (“ Share Transfer ”). The Transferee Shareholder may raise funds / financing from its shareholder(s) and/or from external source(s) (as may be required) to fund the Share Transfer as contemplated in this Part III of the Scheme.
6	Clause 39 of Part III of the Scheme	The transfer of all the Identified Shares from the Transferor Shareholder to the Transferee Shareholder shall take place on the Effective Date 1, at a price of INR 144 (Indian Rupees One Hundred and Forty Four) per Identified Share, and the Transferee Shareholder shall pay an aggregate cash consideration of INR 564.57 Crores (Indian Rupees Five Hundred and Sixty Four Crores and Fifty Seven Lakhs approximately) for the Share Transfer, subject to any Taxes that need to be deducted at source, if any.	The transfer of all the Identified Shares from the Transferor Shareholder to the Transferee Shareholder shall take place on the Effective Date 1, at a price of INR 144 (Indian Rupees One Hundred and Forty Four) per Identified Share, and the Transferee Shareholder shall pay an aggregate cash consideration of INR 418.14 Crores (Indian Rupees Four Hundred and Eighteen Crores and Fourteen Lakhs approximately) for the Share Transfer, subject to any Taxes that need to be deducted at source, if any.
7	Clause 49 of Part IV	-	Insertion of additional clause (49.2) as below:



PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com



S. No.	Para No.	Old Scheme	Modified Scheme
	of the Scheme		<i>To meet the overall objective set out in the Scheme and to continue to remain the holding company of the Transferee Company upon the Scheme coming into effect on the Effective Date 2, the Transferee Shareholder may acquire up to 1,90,16,030 (One Crore Ninety Lakhs Sixteen Thousand and Thirty) Equity Shares of the Transferee Company on or prior to the Effective Date 1.</i>

We humbly request your good office to take the above on record and oblige.

Yours sincerely,

For and on behalf of **Paradeep Phosphates Limited**

Sachin Patil
Company Secretary
Membership No.: ACS31286
Place: Bangalore



Encl:

- 1) *Modified scheme of arrangement; and*
- 2) *Scheme modification undertaking.*

PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com



Annexure 1A

a) The share capital structure of the Transferor Company as on February 7, 2024 is as follows:

Particulars	Amount in INR
Authorised Share Capital:	
12,40,00,000 (Twelve Crores Forty Lakhs) equity shares of INR 10 (Indian Rupees Ten) each	1,24,00,00,000 (Indian Rupees One Hundred and Twenty Four Crores only)
6,00,00,000 (Six Lakhs) 13% (thirteen percent) redeemable cumulative preference shares of INR 100 (Indian Rupees One Hundred only) each	6,00,00,000 (Indian Rupees Six Crores only)
TOTAL	1,30,00,00,000 (Indian Rupees One Hundred and Thirty Crores only)
Issued shares:	
12,00,00,044 (Twelve Crores and Forty Four) equity shares of INR 10 (Indian Rupees Ten) each	1,20,00,00,440 (Indian Rupees One Hundred and Twenty Crores Four Hundred and Forty only)
TOTAL	1,20,00,00,440 (Indian Rupees One Hundred and Twenty Crores Four Hundred and Forty only)
Subscribed and fully paid-up shares:	
11,85,15,150 (Eleven Crores Eighty Five Lakhs Fifteen Thousand One Hundred and Fifty) equity shares of INR 10 (Indian Rupees Ten) each	1,18,51,51,500 (Indian Rupees One Hundred and Eighteen Crores Fifty One Lakhs Fifty One Thousand and Five Hundred only)
Forfeited shares (amount originally paid-up)	3,35,000 (Indian Rupees Three Lakhs Thirty Five Thousand only)
TOTAL	1,18,54,86,500 (Indian Rupees One Hundred and Eighteen Crores Fifty Four Lakhs Eighty Six Thousand and Five Hundred only)

The Equity Shares of the Transferor Company are listed on the Stock Exchanges.



PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com



b) The share capital structure of the Transferee Company as on February 7, 2024 is as follows:

Particulars	Amount in INR
Authorised Share Capital:	
90,00,00,000 (Ninety Crores) equity shares of INR 10 (Indian Rupees Ten only) each	9,00,00,00,000 (Indian Rupees Nine Hundred Crores only)
1,00,00,000 (One Crore) 7% (seven percent) non-cumulative redeemable preference shares of INR 100 (Indian Rupees One Hundred only) each	1,00,00,00,000 (Indian Rupees One Hundred Crores only)
TOTAL	10,00,00,00,000 (Indian Rupees One Thousand Crores only)
Issued, subscribed and fully paid up shares	
81,47,39,453 (Eighty One Crores Forty Seven Lakhs Thirty Nine Thousand Four Hundred and Fifty Three) equity shares of INR 10 (Indian Rupees Ten only) each	8,14,73,94,530 (Indian Rupees Eight Hundred and Fourteen Crores Seventy Three Lakhs Ninety Four Thousand Five Hundred and Thirty only)
TOTAL	8,14,73,94,530 (Indian Rupees Eight Hundred and Fourteen Crores Seventy Three Lakhs Ninety Four Thousand Five Hundred and Thirty only)

The Equity Shares of the Transferee Company are listed on the Stock Exchanges.



PARADEEP PHOSHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com



Annexure 1B

a) The share capital structure of the Transferor Company as on November 22, 2024 is as follows:

Particulars	Amount in INR
Authorised Share Capital:	
12,40,00,000 (Twelve Crores Forty Lakhs) equity shares of INR 10 (Indian Rupees Ten) each	1,24,00,00,000 (Indian Rupees One Hundred and Twenty Four Crores only)
6,00,000 (Six Lakhs) 13% (thirteen percent) redeemable cumulative preference shares of INR 100 (Indian Rupees One Hundred only) each	6,00,00,000 (Indian Rupees Six Crores only)
TOTAL	1,30,00,00,000 (Indian Rupees One Hundred and Thirty Crores only)
Issued shares:	
12,00,00,044 (Twelve Crores and Forty Four) equity shares of INR 10 (Indian Rupees Ten) each	1,20,00,00,440 (Indian Rupees One Hundred and Twenty Crores Four Hundred and Forty only)
TOTAL	1,20,00,00,440 (Indian Rupees One Hundred and Twenty Crores Four Hundred and Forty only)
Subscribed and fully paid-up shares:	
11,85,15,150 (Eleven Crores Eighty Five Lakhs Fifteen Thousand One Hundred and Fifty) equity shares of INR 10 (Indian Rupees Ten) each	1,18,51,51,500 (Indian Rupees One Hundred and Eighteen Crores Fifty One Lakhs Fifty One Thousand and Five Hundred only)
Forfeited shares (amount originally paid-up)	3,35,000 (Indian Rupees Three Lakhs Thirty Five Thousand only)
TOTAL	1,18,54,86,500 (Indian Rupees One Hundred and Eighteen Crores Fifty Four Lakhs Eighty Six Thousand and Five Hundred only)

The Equity Shares of the Transferor Company are listed on the Stock Exchanges.



PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com



b) The share capital structure of the Transferee Company as on November 22, 2024 is as follows:

Particulars	Amount in INR
Authorised Share Capital:	
90,00,00,000 (Ninety Crores) equity shares of INR 10 (Indian Rupees Ten only) each	9,00,00,00,000 (Indian Rupees Nine Hundred Crores only)
1,00,00,000 (One Crore) 7% (seven percent) non-cumulative redeemable preference shares of INR 100 (Indian Rupees One Hundred only) each	1,00,00,00,000 (Indian Rupees One Hundred Crores only)
TOTAL	10,00,00,00,000 (Indian Rupees One Thousand Crores only)
Issued, subscribed and fully paid up shares	
81,52,10,093 (Eighty-One Crores Fifty Two Lakhs Ten Thousand Ninety Three) equity shares of INR 10 (Indian Rupees Ten only) each	8,15,21,00,930 (Indian Rupees Eight Hundred and Fifteen Crores Twenty One Lakhs Nine Hundred and Thirty only)
TOTAL	8,15,21,00,930 (Indian Rupees Eight Hundred and Fifteen Crores Twenty One Lakhs Nine Hundred and Thirty only)

The Equity Shares of the Transferee Company are listed on the Stock Exchanges.



PARADEEP PHOSHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com

<p>SSPA & CO. Chartered Accountants Registered Valuer -Securities or Financial Assets IBBI Registration No. IBBI/RV-E/06/2020/126 1st Floor, "Arjun" Plot No. 6A, V.P. Road, Andheri (West) Mumbai – 400 058</p>	<p>Pawan Shivkumar Poddar Registered Valuer - Securities and Financial Assets IBBI Registration Number: IBBI/RV/06/2019/12475 B 116/117, Durian Estate, Goregaon Mulund Link Road, Goregaon East, Mumbai 400 063</p>
--	---

Date: November 25, 2024

To,
The Audit Committee / Board of Directors,
Paradeep Phosphates Limited,
5th floor, Orissa State Handloom Weavers'
Co-operative Building, Pandit J.N Marg,
Bhubaneshwar – 751 001, Orissa

To,
The Audit Committee / Board of Directors,
Mangalore Chemicals and Fertilizers Limited
Level 11, UB Tower,
UB City 24, Vittal Mallya Road,
Bengaluru - 560 001, Karnataka

Subject: Recommendation of fair equity share exchange ratio for the proposed amalgamation of Mangalore Chemicals and Fertilizers Limited ('MCFL') with Paradeep Phosphates Limited ('PPL')

Dear Sir/Madam,

We refer to the engagement letter dated December 18, 2023 and addendum letter dated November 14, 2024 whereby, SSPA & Co., Chartered Accountants - Registered Valuer – Securities or Financial Assets (hereinafter referred to as 'SSPA') and Pawan Shivkumar Poddar, Registered Valuer – Securities and Financial Assets (hereinafter referred to as 'PSP') have been appointed by Paradeep Phosphates Limited (hereinafter referred to as 'PPL') and engagement letter dated December 19, 2023 and addendum letter dated November 14, 2024 whereby, SSPA and PSP have been appointed by Mangalore Chemicals and Fertilizers Limited (hereinafter referred to as 'MCFL') to recommend a fair equity share exchange ratio for the proposed amalgamation of MCFL with PPL ('Proposed Amalgamation'), as more particularly provided for in the Draft Composite Scheme of Arrangement.

PPL and MCFL are hereinafter together referred to as the 'Transacting Companies' or 'the Companies' or 'the Clients' or 'the Valuation Subjects' and individually referred to as "Company", as the context may require.

SSPA and PSP are hereinafter jointly referred to as "Valuers" or "we" or "us" in this report.

The Management including the Board of Directors of the Transacting Companies shall together be referred to as 'the Management'.

This report sets out our scope of work, background, sources of information, procedures performed by us and our recommendation of the fair equity share exchange ratio.



COMPANIES BACKGROUND

Paradeep Phosphates Limited ('PPL' or 'Transferee Company')

- PPL is primarily engaged in the business of manufacturing Urea, Di-Ammonium Phosphate (DAP), Complex Fertilizers of NPK grades and Zypmite (Gypsum based product) having its manufacturing facilities at the port town of Paradeep, District: Jagatsinghpur, Odisha and at Zuari Nagar, Goa.
- PPL is also involved in trading of fertilizers, ammonia, neutralized phospo gypsum, micronutrient and other materials. PPL caters to the demands of farmers all over the country through its "Navratna" brand of fertilizers.
- The equity shares of PPL are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).
- The standalone revenue from operations of the Transferee Company for six months period ended September 30, 2024 is INR 6,221.27 crores.

Mangalore Chemicals and Fertilizers Limited ('MCFL' or 'Transferor Company')

- MCFL is primarily engaged in the business of manufacturing, purchase and sale of fertilisers. It manufactures both Nitrogenous and Phosphatic fertilizers and is the only manufacturer of fertilizers in the state of Karnataka.
- MCFL mainly sells in the states of Karnataka, Kerala and in the neighbouring states of Tamil Nadu, Andhra Pradesh, Telangana and Maharashtra.
- MCFL is a subsidiary of Zuari Agro Chemicals Limited ('ZACL'), an Adventz Group company.
- The equity shares of MCFL are listed on both NSE and BSE.
- The revenue from operations of the Transferor Company for six months period ended September 30, 2024 is INR 1,590.44 crores.



BACKGROUND OF VALUERS

SSPA & CO., CHARTERED ACCOUNTANTS

SSPA, is a partnership firm, located at 1st Floor, "Arjun", Plot No. 6A, V. P. Road, Andheri (West), Mumbai - 400 058, India. SSPA is engaged in providing various corporate consultancy services.

We are a firm of practising Chartered Accountants registered with the ICAI. We are also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class – 'Securities or Financial Assets' with Registration No. IBBI/RV-E/06/2020/126.

PAWAN SHIVKUMAR PODDAR, REGISTERED VALUER – SECURITIES AND FINANCIAL ASSETS

PSP is a practicing Chartered Accountant registered with The Institute of Chartered Accountants of India ('ICAI') and located at B 116/117, Durian Estate, Goregaon Mulund Link Road, Goregaon East, Mumbai 400 063. I am also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class – 'Securities and Financial Assets' with Registration No. IBBI/RV/06/2019/12475.



SCOPE AND PURPOSE OF THIS REPORT

We understand that the Managements of the Transacting Companies are contemplating a composite scheme of arrangement, wherein they intend to amalgamate MCFL with PPL in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 or any statutory modifications, re-enactment or amendments thereof for the time being in force ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("the Rules"), as amended from time to time and all other applicable provisions, if any, of the Act and any other applicable law for the time being in force including the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued therein ("the Regulations"), in each case, as amended from time to time, and in a manner provided in the Draft Composite Scheme of Arrangement (hereinafter referred to as 'the Scheme').

We understand that as consideration for the proposed amalgamation of MCFL with PPL, equity shares of PPL would be issued to equity shareholders of MCFL.

For this purpose, SSPA and PSP had issued a joint valuation report dated February 07, 2024, recommending a fair equity share exchange ratio.

Subsequently, the Competition Commission of India vide its letter dated July 30, 2024, had approved the transactions contemplated under the Scheme. BSE and NSE vide its letter dated September 02, 2024 and September 11, 2024 respectively, have provided the observation made by the Securities and Exchange Board of India ('SEBI'). In continuation of the existing draft Scheme, the Transacting Companies have proposed to make limited modification in the draft Scheme (such draft scheme after limited modification is referred to as the 'Modified Scheme') in conformity with the observation of SEBI. Accordingly, the Transacting Companies are now in the process of filing the draft Modified Scheme for board's approval.

In this connection, Transacting Companies have appointed SSPA and PSP, Registered Valuers under the Companies Act, 2013, to submit a joint valuation report recommending the fair equity share exchange ratio, based on financials for period ended September 30, 2024, to Audit Committee / Board of Directors of the Companies for the Proposed Amalgamation (hereinafter referred to as "Report").

We understand that the appointed date for the Proposed Amalgamation shall be such date as mentioned in the Modified Scheme or such other date as the National Company Law Tribunal ('NCLT') may direct.

For the purpose of this Report, we have considered Valuation Date to be November 24, 2024 ('Valuation Date').

The scope of our services is to conduct a relative (and not absolute) valuation exercise as at the Valuation Date to determine the equity value of the Transacting Companies using internationally accepted valuation methodologies as may be applicable to the Transacting Companies and then arrive at the fair equity share exchange ratio and report on the same in accordance with generally accepted professional standards including ICAI Valuation Standards, 2018 ('ICAI VS') notified by ICAI and requirement prescribed by the regulations applicable to listed companies as prescribed by SEBI.

The Valuers have worked independently in their analysis. The Valuers have independently arrived at different values per share of the Valuation Subjects. However, to arrive at the consensus on the fair equity share exchange ratio for the Proposed Amalgamation, appropriate minor adjustments, rounding-off has been done in the values arrived at by the Valuers.

We have been provided with the limited reviewed financial statements of PPL and MCFL for the six months period ended September 30, 2024. We have taken into consideration the current market parameters in our analysis and have adjusted for additional facts made known to us till the date of our Report. The Management has informed us that there are no unusual / abnormal events in the Recommendation of fair equity share exchange ratio for the proposed amalgamation of MCFL with PPL



Transacting Companies materially impacting their operating / financial performance after September 30, 2024, until the Report Date. Further, we have been informed by the Management that to the best of their knowledge, material information regarding the business of each of the Transacting Companies has been disclosed to us.

We have relied on the above while arriving at fair equity share exchange ratio for the Proposed Amalgamation.

We have been informed that:

- a) With effect from the appointed date, and up to and including the effective date, there would not be any capital variation in the Transacting Companies except by mutual consent of the Board of Directors of Transacting Companies or such other events as contemplated in the Scheme.
- b) Till the Proposed Amalgamation becomes effective, neither of the Transacting Companies would declare any dividend which are materially different from those declared in the past few years.
- c) There would be no significant variation between the draft Scheme of arrangement and the final scheme approved and submitted with the relevant authorities.

We have been informed that, in the event either of the Transacting Companies restructure their equity share capital by way of share split / consolidation / issue of bonus shares / merger / demerger / reduction of share capital before the Scheme becomes effective, the issue of shares pursuant to the fair equity share exchange ratio recommended in this Report shall be adjusted accordingly to consider the effect of any such corporate actions.

This Report is our deliverable for the above engagement and is subject to the scope, assumptions, qualifications, exclusions, limitations and disclaimers detailed hereinafter.

As such, the Report is to be read in totality and not in parts and in conjunction with the relevant documents referred to therein.



SOURCES OF INFORMATION

In connection with this exercise, we have received / obtained the following information about the Transacting Companies from the Management of the respective company:

- Audited financial statements of PPL and MCFL for the financial year ended March 31, 2024;
- Limited reviewed financial statements of PPL and MCFL for the six months period ended September 30, 2024 ('6ME Sep24');
- Financial Projections of PPL and MCFL which represents the Management's best estimate of the future financial performance of the Transacting Companies ('Management Projections');
- Draft Composite Modified Scheme of Arrangement;
- Scheme Modification Report;
- Discussions with the Managements to obtain requisite explanation and clarification of data provided, to inter-alia understand their perception of historical and expected future performance of PPL and MCFL;
- Information available in public domain and databases subscribed by us; and
- Other relevant information and documents for the purpose of this engagement.

During the discussions with the Management, we have also obtained explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise. Besides the above information and documents, there may be other information provided by the Companies which may not have been perused by us in any detail, if not considered relevant for the defined scope. The Clients have been provided with the opportunity to review the draft report (excluding the recommended fair equity share exchange ratio) as part of our standard practice to make sure that factual inaccuracy / omissions are avoided in our Report.



PROCEDURES ADOPTED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and operational information.
- Used data available in public domain related to the Companies and their peers.
- Discussions (physical / over call) with the Management to:
 - Understand the business and fundamental factors that affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance.
 - Enquire about the historical financial performance, current state of affairs, business plans, and the future performance estimates.
- Identification of suitable comparable companies in discussion with the Management.
- Undertook Industry Analysis:
 - Research publicly available market data including economic factors and industry trends that may impact the valuation.
 - Analysis of key trends and valuation multiples of comparable companies using proprietary databases subscribed by us.
- Obtained and analysed market prices, volume data and other relevant information for the Companies.
- Reviewed the financial projections provided by the Management for the Companies including understanding basis of preparation and the underlying assumptions.
- Selection of appropriate internationally accepted valuation methodology/(ies), after deliberations and consideration to the sector in which the Transacting Companies operate and analysis of their business operations.
- Arrived at the equity value of the Transacting Companies in order to determine fair equity share exchange ratio for the Proposed Amalgamation.



SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

This Report is subject to the limitations detailed in respective engagement letters. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

This Report, its contents and the results herein are specific and subject to

- the purpose of valuation agreed as per the terms of our engagement;
- the date of this Report ("Report Date");
- limited reviewed financial statements of the Companies for 6ME Sep24;
- financial projections and underlying assumptions as provided by the Management of the Companies;
- accuracy of the information available in public domain with respect to the comparable companies identified including financial information;
- market price reflecting the fair value of the underlying equity shares of the Companies; and
- data detailed in the Section - Sources of Information.

We have been informed that the business activities of Transacting Companies have been carried out in the normal and ordinary course between September 30, 2024 and the Report Date and that no material changes have occurred in their respective operations and financial position between September 30, 2024 and the Report Date.

Valuation analysis and results are specific to the purpose of valuation and as per the agreed terms of the respective engagements. It may not be valid for any other purpose or as of any other date. Also, it may not be valid if done on behalf of any other entity.

A valuation of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and the information made available to us as of, the date hereof. This Report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on our opinion, on the fair equity share exchange ratio for the Proposed Amalgamation. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

The recommendation rendered in this Report only represent our recommendation based upon information furnished by the Companies and gathered from public domain (and analysis thereon) and the said recommendation shall be considered to be in the nature of non-binding advice. Our recommendation should not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors.

The decision to carry out the Proposed Amalgamation (including consideration thereof) lies entirely with the Management / Board of Directors of the respective Company and our work and findings shall not constitute recommendation as to whether or not the Management / the Board of Directors of the Company should carry out the Proposed Amalgamation.

The determination of fair value for arriving at fair equity share exchange ratio is not a precise science and the conclusions arrived at in many cases, will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single fair value.

While we have provided our recommendation of the fair equity share exchange ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion. The final responsibility for the determination of the fair equity share exchange ratio at which the Proposed Amalgamation shall take place will be with the Board of Directors of the Transacting Companies, who should consider other factors such as their own assessment of the Proposed Amalgamation and input of other advisors.



In the course of the valuation, we were provided with both written and verbal information, including market, financial and operating data. In accordance with the terms of our respective engagements, we have carried out relevant analysis and evaluations through discussions, calculations and such other means, as may be applicable and available. We have assumed and relied upon, without independently verifying (i) the accuracy of the information that was publicly available, sourced from subscribed databases; and (ii) the accuracy of information made available to us by the Companies; both of which formed a substantial basis for this Report. While information obtained from the public domain or external sources have not been verified for authenticity, accuracy or completeness, we have obtained information, as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information. Our valuation does not constitute an audit or review in accordance with the auditing standards applicable in India, accounting / financial / commercial / legal / tax / environmental due diligence or forensic / investigation services and does not include verification or validation work. In accordance with the terms of our engagement / appointment letters and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence, or otherwise investigated the historical financials / financial information or individual assets or liabilities, provided to us regarding the Companies / subsidiary / associates / joint ventures / investee companies, if any. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in such historical financials / financial statements. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the assumptions and information given by / on behalf of the Companies. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis / results.

It may herein be noted that the projections are responsibility of the Management. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore, not performed any audit, or examination of any of the historical or prospective information used and therefore, we do not express any opinion with regard to the same.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. This Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not disclosed in the audited / unaudited balance sheets of the Companies. No investigation of Companies' claims to title of assets has been made for the purpose of this Report and Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature. Our conclusion of value assumes that the assets and liabilities of the Companies reflected in their respective latest balance sheets remain intact as of the Report Date.

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Clients are the only authorized user of this Report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the Clients from providing a copy of the report to third-party advisors whose review would be consistent with the intended use. We do not take any responsibility for the unauthorized use of this report. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Clients or Companies, their directors, employees or agents. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.



We accept no responsibility or any direct or indirect liability towards any third party including but not limited to any person, who may have been provided a copy of this Report for intended use in connection with the Scheme and hence, no party other than the Client shall have any recourse to us in relation to this engagement. In no event, we shall be liable for any loss, damage, cost or expense arising in any way from any acts carried out by the Companies referred herein or any person connected thereto.

We have not carried out any physical verification of the assets and liabilities of the Transacting Companies and take no responsibility for the identification of such assets and liabilities.

This Report does not look into the business / commercial reasons behind the Proposed Amalgamation nor the likely benefits arising out of it. Similarly, it does not address the relative merits of the Proposed Amalgamation as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. This report is restricted to recommendation of fair equity share exchange ratio for the Proposed Amalgamation only.

We must emphasize that realization of forecasted free cash flow or the realizability of the assets at the values considered in our analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis, therefore, will not, and cannot be directed to providing any assurance about the achievability of the final projections. Since the financial forecasts relate to the future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences could be material. To the extent that our conclusions are based on the forecasts, we express no opinion on achievability of those forecasts. The fact that we have considered the projections in this valuation exercise should not be construed or taken as our being associated with or a party to such projections.

The valuation analysis and results thereof for recommendation under this Report are governed by concept of materiality.

The fee for the engagement is not contingent upon the results reported.

We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Companies, their directors, employees or agents.

It is understood that this analysis does not represent a fairness opinion. This report is not a substitute for the third party's own due diligence / appraisal / enquiries / independent advice that the third party should undertake for his purpose.

This Report is subject to the laws of India.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the purpose of determining the fair equity share exchange ratio for the Proposed Amalgamation and relevant filings with regulatory authorities in this regard, without our prior written consent.

In addition, this Report does not in any manner address the price at which equity share of PPL and MCFL shall trade following announcement of the Proposed Amalgamation and we express no opinion or recommendation as to how the shareholders of either of the Companies should vote at any shareholders' meeting(s) to be held in connection with the Proposed Amalgamation. Our report and opinion / valuation analysis contained herein is not to be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.

We will owe the responsibility only to the Board of Directors of PPL and MCFL.

Recommendation of fair equity share exchange ratio for the proposed amalgamation of MCFL with PPL



Disclosure of Registered Valuers' Interest or Conflict, if any and other affirmative statements

We do not have any financial interest in the Clients, nor do we have any conflict of interest in carrying out this valuation, as of the date of the engagement letter till the Report Date. We further state that we are not related to the Company or their promoters or their directors or their relatives. Further, the information provided by the Management have been appropriately reviewed in carrying out the valuation.



SHAREHOLDING PATTERNS

PPL

As of September 30, 2024, the shareholding of PPL comprises 81,47,78,646 equity shares of face value INR 10 each.

Particulars	Number of shares	% Shareholding
Promoter and Group	45,69,42,507	56.08%
Public	35,78,36,139	43.92%
Total	81,47,78,646	100.00%

Source: BSE Filings

On October 05, 2024, PPL has allotted 4,31,447 equity shares pursuant to exercise of option under PPL – Employee Stock Option Plan 2021. Further, as on the Valuation Date, PPL has Employee Stock Options ('ESOPs') Pool of 28,87,526 stock options. Out of this, 24,22,668 ESOP are outstanding and granted.

MCFL

As of September 30, 2024, the shareholding of MCFL comprises 11,85,15,150 equity shares of face value INR 10 each.

Particulars	Number of shares	% Shareholding
Promoter and Group	7,18,51,686	60.63%
Public	4,66,63,464	39.37%
Total	11,85,15,150	100.00%

Source: BSE Filings



APPROACH FOR RECOMMENDATION OF FAIR EQUITY SHARE EXCHANGE RATIO:

The Proposed Amalgamation contemplates the amalgamation of MCFL with PPL. Arriving at the fair equity share exchange ratio for the Proposed Amalgamation would require determining the relative value of equity shares of Transacting Companies. These values are to be determined independently, but on a relative basis for the Valuation Subjects, without considering the effect of the Proposed Amalgamation.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for Proposed Amalgamation and our reasonable judgment, in an independent and bona fide manner.

The Valuation Approach adopted by SSPA and PSP is given in Annexure 1A and 1B respectively (Annexure 1A and 1B together referred to as Annexures).

BASIS FOR RECOMMENDATION OF FAIR EQUITY SHARE EXCHANGE RATIO

Recommendation of equity share exchange ratio for the proposed amalgamation of MCFL with PPL

The basis of the amalgamation of MCFL with PPL would have to be determined after taking into consideration all the factors and methods mentioned hereinafter. Though different values have been arrived at under each of the approaches / methods as mentioned in the Annexures, for the purpose of recommending the fair equity share exchange ratio of equity shares it is necessary to arrive at a final value for each Valuation Subject. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity values of the Valuation Subjects, but at their relative values to facilitate the determination of the fair equity share exchange ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each approaches / methods.

The fair equity share exchange ratio has been arrived at on the basis of a relative equity valuation of Valuation Subjects based on the various approaches / methods explained in the Annexures and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the Valuation Subjects, having regard to information base, key underlying assumptions and limitations.

While we have provided our recommendation of the fair equity share exchange ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the fair equity share exchange ratio. The final responsibility for the determination of the exchange ratio at which the amalgamation of MCFL with PPL shall take place will be with the Board of Directors of the respective Companies who should consider other factors such as their own assessment of the amalgamation of MCFL with PPL and input of other advisors.

We have independently applied approaches / methods discussed in the Annexures, as considered appropriate, and arrived at the relative value per share of the Companies. To arrive at the consensus on the fair equity share exchange ratio for the Proposed Amalgamation of MCFL with PPL, suitable minor adjustments / rounding off have been done.

It should be noted that we have not examined any other matter including economic rationale for the Proposed Amalgamation of MCFL with PPL per se or accounting, legal or tax matters involved in the Proposed Amalgamation.



In light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above including scope, limitations and assumptions describe in this report and the engagement letter, we recommend the fair equity share exchange ratio as follows:

To the equity shareholders of MCFL

"187 (One Hundred and Eighty Seven) equity shares of PPL having a face value of INR 10 each fully paid-up shall be issued for every 100 (One Hundred) equity shares held in MCFL having face value of INR 10 each fully paid-up".

<p>Respectfully submitted, For SSPA & Co., Chartered Accountants ICAI Firm Registration No: 128851W IBBI Registered Valuer No.: IBBI/RV-E/06/2020/126</p> <p><i>Parag S. Ved</i></p>  <p>Parag Ved, Partner ICAI Membership No. 102432 Registered Valuer No.: IBBI/RV/06/2018/10092 UDIN: 24102432BKCJCL7239 Place: Mumbai Date: November 25, 2024</p>	<p>Respectfully submitted,</p> <p><i>Pawan Poddar</i></p>  <p>Pawan Shivkumar Poddar ICAI Membership No. 113280 Registration Number: IBBI/RV/06/2019/12475 UDIN: 24113280BKFEWK9623 Place: Mumbai Date: November 25, 2024</p>
--	---

Annexure IA - Valuation Workings SSPA:

VALUATION APPROACHES

Bases and Premise of Valuation

Valuation of the equity shares of the Companies as on the Valuation Date is carried out in accordance with ICAI VS, considering 'relative value' base and 'going concern value' premise. Any change in the valuation base, or the valuation premise could have a significant impact on the valuation outcome of the Companies.

The following are commonly used and accepted methods for determining the value of the equity shares of a company:

1. Cost Approach – Net Asset Value method
2. Market Approach:
 - a) Market Price method
 - b) Comparable Companies Multiple method
3. Income Approach – Discounted Cash Flow method

Each of the aforesaid approaches proceeds on different fundamental assumptions which have greater or lesser relevance and at times even no relevance, to a given situation. Thus, the approach to be adopted for a particular valuation exercise must be judiciously chosen.

For the Proposed Amalgamation, we have considered the following commonly used and accepted methods for determining the value of equity shares of the Transacting Companies for the purpose of recommending fair equity share exchange ratio to the extent relevant and applicable:

1. Cost Approach - Net Asset Value Method ('NAV')

The Cost Approach reflects the amount that would be required currently to replace the service capacity of an asset; often referred to as current replacement cost.

PPL and MCFL

In the present case, the business of PPL and of MCFL is intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the Cost Approach is not adopted for the present valuation exercise.

2. Market Approach

a) Market Price Method

The market price of an equity share as quoted on a stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

PPL and MCFL

In the present case, the equity shares of PPL and MCFL are listed on NSE and BSE. Further as mentioned above, pursuant to the Scheme, on February 07, 2024, PPL and MCFL had made public announcement in respect of composite scheme of arrangement between MCFL, PPL and its shareholders and creditors on the same date as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) ('LODR') which got approval from CCI on July 30, 2024. Subsequently, BSE and NSE vide letter dated September 02, 2024 and September 11, 2024 respectively, have provided

Recommendation of fair equity share exchange ratio for the proposed amalgamation of MCFL with PPL



SEBI observations. The market price of the Transacting Companies may have been impacted due to the above announcements on and after February 07, 2024 relating to the Scheme. Therefore, we have considered fit to ignore Market Price Method under Market Approach for the present valuation exercise.

b) Comparable Companies' Multiple (CCM) / Comparable Transactions Multiples (CTM) Method

Under CCM method, the value of equity shares of companies is determined by using multiples derived from valuations of comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully.

PPL and MCFL

In the present case, PPL and MCFL have been valued based on EV/EBITDA multiple of comparable listed companies to arrive at the fair value per share of PPL and MCFL under the Market Approach.

Under CTM, the value of shares / business of a company is determined based on market multiples of publicly disclosed transactions in the similar space as that of the subject company. Multiples are generally based on data from recent transactions in a comparable sector, but with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued.

PPL and MCFL

Based on our analysis and discussion with the Management, we understand that there are no recent comparable transactions, data of which is available in public domain, involving companies of similar nature and having a similar operating / financial metrics as that of PPL and MCFL, we have therefore not used CTM method to value the equity shares of these Companies.

3. Income Approach - Discounted Cash Flows Method ('DCF')

Under the Income Approach, equity shares of PPL and MCFL are valued using DCF Method.

Under DCF method, the projected free cash flows from business operations, after considering fund requirements for projected capital expenditure and incremental working capital, are discounted at the Weighted Average Cost of Capital (WACC). The sum of the discounted value of such free cash flows and discounted value of perpetuity is the value of the business.

The free cash flows represent the cash available for distribution to both the owners and the creditors of the business. The free cash flows are determined by adding back to earnings before interest and tax (i) depreciation and amortizations (non-cash charge), and (ii) any non-operating item. The cash flow is adjusted for outflows on account of (i) capital expenditure, (ii) incremental working capital requirements and (iii) tax.

WACC is considered as the most appropriate discount rate in the DCF Method, since it reflects both the business and the financial risk of the company. In other words, WACC is the weighted average of cost of equity and cost of debt of the respective Companies.

To the value so arrived, appropriate adjustments have been made for loan funds, contingent liabilities, cash and cash equivalents, value of investments and other assets / liabilities, to arrive at the equity value.



Fair equity share exchange ratio:

(INR)

Method of Valuation	PPL		MCFL	
	Value per Share	Weights	Value per Share	Weights
Asset Approach*	NA	NA	NA	NA
Income Approach - DCF Method	77.94	50%	146.18	50%
Market Approach - MP Method #	NA	NA	NA	NA
- CCM Method	76.82	50%	142.63	50%
Relative value per share	77.38		144.41	
Fair Equity Share Exchange	187 : 100			

NA = Not Applied / Not Applicable

*Since, the business of PPL and MCFL are both intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise.

In the present case, the equity shares of PPL and MCFL are listed on NSE and BSE. Pursuant to the Scheme, on February 07, 2024, PPL and MCFL had made public announcement in respect of composite scheme of arrangement between MCFL, PPL and its shareholders and creditors on the same date as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) ('LODR') which got approval from CCI on July 30, 2024. Subsequently, BSE and NSE vide letter dated September 02, 2024 and September 11, 2024 respectively, have provided SEBI observations. The market price of the Transacting Companies may have been impacted due to the above announcements on and after February 07, 2024 relating to the Scheme. Therefore, we have considered fit to ignore Market Price Method under Market Approach for the present valuation exercise.



Annexure IB - Valuation Workings PSP:

VALUATION APPROACHES

Bases and Premise of Valuation

Valuation of the equity shares of the Companies as on the Valuation Date is carried out in accordance with ICAI VS, considering 'relative value' base and 'going concern value' premise. Any change in the valuation base, or the valuation premise could have a significant impact on the valuation outcome of the Companies.

Premise of Value

Premise of Value refers to the conditions and circumstances how an asset is deployed. Valuation of the Companies is carried out on a Going Concern Value premise which is defined under ICAI VS as under:

"Going concern value is the value of a business enterprise that is expected to continue to operate in the future. The intangible elements of going concern value result from factors such as having a trained work force, an operational plant, the necessary licenses, systems, and procedures in place, etc."

It should be understood that the valuation of any business / company / shares or its assets is inherently imprecise and is subject to various uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to market, industry performance, general business and economic conditions, many of which are beyond the control of the company.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although, different values may exist for different purpose, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

The following are commonly used and accepted methods for determining the value of the equity shares of a company:

1. Asset Approach – Net Asset Value method
2. Market Approach:
 - a) Market Price method
 - b) Comparable Companies Market Multiple method
3. Income Approach – Discounted Cash Flow method



For the Proposed Amalgamation, we have considered the following commonly used and accepted methods for determining the value of equity shares of the Transacting Companies for the purpose of recommending fair equity share exchange ratio to the extent relevant and applicable:

1. Asset Approach - Net Asset Value Method ('NAV')

The asset-based value analysis technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This methodology is likely to be appropriate for business which derives value mainly from the underlying value of its assets rather than its earnings. This value analysis approach may also be used in case where the firm is to be liquidated or in case where the assets base dominates earning capability. It is also used where the main strength of the business is its asset backing rather than its capacity or potential to earn profits.

PPL and MCFL

In the present case both PPL and MCFL operate as going concern and there is no intention to dispose of the assets. In such a going concern scenario the relative earning power, as reflected under the income and market approaches is of greater importance for arriving at the value as compared to the value arrived on the Net Asset Value basis considering the realisable value of the assets recorded in the books. Further PPL and MCFL have self-generated intangibles in the form of proprietary processes and products which are not currently recorded in the financial statements of both companies, hence the value arrived under the Net Asset Value Method will not represent the intrinsic value of the business. Accordingly, we have not adopted Net Asset Value method for valuing equity share of PPL and MCFL respectively.

2. Market Approach

a) Market Price Method

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

PPL and MCFL

In the present case, equity shares of PPL and MCFL are listed on NSE and BSE, they are widely held, regularly and frequently traded with reasonable volumes on both the exchanges. Both PPL and MCFL intimated to NSE and BSE on February 07, 2024, about the approval of the Scheme by their respective Board of Directors. The application along with all Scheme related annexures, were also submitted by the Transacting Companies to the NSE and BSE for their approval; these documents are also accessible to the public on stock exchanges' and Companies' websites. The Scheme also got approval from CCI on July 30, 2024. BSE and NSE in letters dated September 02, 2024 and September 11, 2024, respectively, have provided the observations made by SEBI. Hence, the market price of the Transacting Companies may have been impacted after the announcements as the market participants, shareholders, and other stakeholders were well informed about the merger. Therefore, for the purposes of this valuation exercise, I have decided to disregard the Market Price Method under the Market Approach.



b) Comparable Companies' Multiple (CCM) / Comparable Transactions Multiples (CTM) Method

Under CCM, the value of shares / business of a company is determined based on market multiples of publicly traded comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. CCM applies multiples derived from similar or 'comparable' publicly traded companies. Although no two companies are entirely alike, the companies selected as comparable companies should be engaged in the same or a similar line of business as the subject company. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

PPL and MCFL

Based on our analysis and discussion with the Management, we understand that there are comparable listed companies which operate in a similar line of business having similar financial/ operating metrics as that of PPL and MCFL, we have therefore used CCM Method based on EV/EBITDA multiple of comparable listed companies to arrive at the fair value per share of PPL and MCFL under the Market Approach.

Under CTM, the value of shares / business of a company is determined based on market multiples of publicly disclosed transactions in the similar space as that of the subject company. Multiples are generally based on data from recent transactions in a comparable sector, but with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued.

PPL and MCFL

Based on our analysis and discussion with the Management, we understand that there are no recent comparable transactions, data of which is available in public domain, involving companies of similar nature and having a similar operating / financial metrics as that of PPL and MCFL, we have therefore not used CTM method to value the equity shares of these Companies.

3. Income Approach - Discounted Cash Flows Method ('DCF')

DCF method values a business based upon the available cash flow a prudent investor would expect the subject business to generate over a given period of time. This method is used to determine the present value of a business on a going concern assumption and recognizes the time value of money by discounting the free cash flows for the explicit forecast period and the perpetuity value at an appropriate discount factor. Free cash flows are the cash flows expected to be generated by the company that are available for distribution to both the owners of and lenders to the business. The terminal value represents the total value of the available cash flow for all periods subsequent to the forecast period. The terminal value of the business at the end of the forecast period is estimated and discounted to its equivalent present value and added to the present value of the explicit forecast period cash flow to estimate the value of the business.

The projected free cash flows are discounted by the Weighted Cost of Capital (WACC) to arrive at the enterprise value. The WACC represents the returns required by the investors of both debt and equity weighed to their relative funding in the entity. Appropriate adjustments are made for loan funds, contingent liabilities, cash and cash equivalents, value of investments and other assets / liabilities, to determine the equity value of the Companies.

PPL and MCFL are profit making companies and generate surplus cash which is expected to continue going forward, we have therefore used DCF Method to arrive at the equity value of PPL and MCFL.



Fair equity share exchange ratio:

(INR)

Method of Valuation	PPL		MCFL	
	Value per Share	Weights	Value per Share	Weights
Asset Approach*	NA	NA	NA	NA
Income Approach - DCF Method	77.60	50%	145.52	50%
Market Approach - MP Method #	NA	NA	NA	NA
- CCM Method	76.50	50%	142.32	50%
Relative value per share	77.05		143.92	
Fair Equity Share Exchange	187 : 100			

NA = Not Applied / Not Applicable

*In the present case both PPL and MCFL operate as going concern and there is no intention to dispose of the assets. In such a going concern scenario the relative earning power, as reflected under the income and market approaches is of greater importance for arriving at the value as compared to the value arrived on the Net Asset Value basis considering the realisable value of the assets recorded in the books. Accordingly, we have not adopted Net Asset Value method for valuing equity share of PPL and MCFL respectively.

In the present case, equity shares of PPL and MCFL are listed on NSE and BSE, they are widely held, regularly and frequently traded with reasonable volumes on both the exchanges. Both PPL and MCFL intimated to NSE and BSE on February 07, 2024, about the approval of the Scheme by their respective Board of Directors. The application along with all Scheme related annexures, were also submitted by the Transacting Companies to the NSE and BSE for their approval; these documents are also accessible to the public on stock exchanges' and Companies' websites, The Scheme also got approval from CCI on July 30, 2024. BSE and NSE in letters dated September 02, 2024 and September 11, 2024, respectively, have provided the observations made by SEBI. Hence, the market price of the Transacting Companies may have been impacted after the announcements as the market participants, shareholders, and other stakeholders were well informed about the merger. Therefore, for the purposes of this valuation exercise, I have decided to disregard the Market Price Method under the Market Approach.





November 25, 2024

BSE Limited

Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI - 400 001

Dear Sir/Madam,

Company's Scrip Code in BSE : 543530
Company's Symbol in NSE : PARADEEP
ISIN : INE088F01024

Sub: Confirmations to be filed with the Indian stock exchanges in respect of the draft modified composite scheme of arrangement amongst Mangalore Chemicals & Fertilizers Limited, Paradeep Phosphates Limited and their respective shareholders and creditors ("Modified Scheme").

This is to certify that no material event impacting the valuation has occurred during the intervening period of filing the Modified Scheme documents with the Indian stock exchanges and the period under consideration for the valuation.

Thanking you,

Yours sincerely,
For and on behalf of **Paradeep Phosphates Limited**


Sachin Patil
Company Secretary
ACS:31286
Place: Bangalore



PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com



STRICTLY PRIVATE AND CONFIDENTIAL

November 25, 2024

To,
The Board of Directors,
Paradeep Phosphates Limited,
5th Floor, Orissa State Handloom Weavers' Co-operative Building, Pandit J.N. Marg,
Bhubaneswar, Orissa 751001

Dear Sirs,

Sub: Fairness Opinion on Share Exchange Ratio recommended by the Valuers pursuant to the Proposed Composite Scheme of Arrangement

We refer to the engagement letters dated December 20, 2023 and November 21, 2024 ("Engagement Letter") whereby Paradeep Phosphates Limited ("Transferee Company" or "PPL" or "the Company") has engaged Inga Ventures Private Limited ("Inga"), a SEBI registered Merchant Banker with registration no INM000012698, to provide a fairness opinion to the Board of Directors of PPL on the Share Exchange Ratio recommended by the Valuers, viz. SSPA & Co, Chartered Accountants ("SSPA" or "Valuer 1") and Pawan Shivkumar Poddar ("PSP" or "Valuer 2") under their report jointly issued dated November 25, 2024 ("Share Exchange Ratio Report / Valuation Report") for the proposed amalgamation of Mangalore Chemical Fertilizers Limited ("Transferor Company" or "MCFL") with and into PPL ("Proposed Amalgamation") as a going concern with effect from April 01, 2024 ('Appointed Date 2') vide a Composite Scheme of Arrangement under the provisions of Sections 230 to Section 232 of the Companies Act, 2013 read with other applicable provisions and rules thereunder ("Proposed Scheme").

Valuer 1 and Valuer 2 are hereinafter collectively referred to as the "Valuers".

PPL and MCFL are collectively referred to as the "Companies".

Company Background and Purpose

Paradeep Phosphates Limited is a public company incorporated under the Companies Act, 1956 with corporate identity number L24129OR1981PLC001020, and having its registered office at 5th Floor, Orissa State Handloom Weavers' Co-operative Building, Pandit J.N. Marg, Bhubaneswar, Orissa 751001. The Transferee Company was incorporated on 24th December, 1981. The Transferee Company is *inter alia* engaged in the business of manufacture and sale of di-ammonium phosphate, complex fertilizers of NPK grades, urea, zypmite (gypsum-based product) and trading of fertilizers, ammonia, phospho-gypsum, and other similar materials ancillary or incidental thereto. The equity shares of the Transferee Company are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').

Mangalore Chemicals Fertilizers Limited is a public company incorporated under the Companies Act, 1956 with corporate identity number L24123KA1966PLC002036, and having its registered office at Level 11, UB Tower, UB City, No. 24, Vittal Mallya Road, Bengaluru – 560 001. The Transferor Company was incorporated on 18th July, 1966. The Transferor Company is *inter alia* engaged in the business of manufacture, purchase, import and sale of fertilizers. The equity shares of the Transferor Company are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').

The proposal envisages, inter alia, amalgamation of MCFL with PPL, whereby equity shares of PPL will be issued to the shareholders of MCFL.



1



For this purpose, the Valuers had issued a joint valuation report dated February 07, 2024, recommending a fair equity share exchange ratio on which we had issued a Fairness Opinion dated February 07, 2024 stating that the recommended share exchange ratio is fair and reasonable.

Subsequently, the Competition Commission of India vide its letter dated July 30, 2024, had approved the transactions contemplated under the Scheme. BSE and NSE vide its letter dated September 02, 2024 and September 11, 2024 respectively, have provided the observation made by the Securities and Exchange Board of India ('SEBI'). In continuation of the existing Proposed Scheme, the Companies have proposed to make limited modification in the Proposed Scheme (such Proposed scheme after limited modification is referred to as the 'Modified Scheme') in conformity with the observation of SEBI. Accordingly, the Companies are now in the process of filing the draft Modified Scheme for board's approval. In this connection, PPL has appointed us to provide our independent opinion as to the fairness of the Share Exchange Ratio recommended by the Valuers ("Fairness Opinion"), based on financials for period ended September 30, 2024, to Audit Committee / Board of Directors of the Companies for the Proposed Amalgamation.

We understand that the appointed date for the Proposed Amalgamation shall be such date as mentioned in the Modified Scheme or such other date as the National Company Law Tribunal ('NCLT') may direct.

Both the Valuers have arrived at a swap ratio (Share Exchange Ratio) as follows:
187 (One Hundred & Eighty-Seven) equity shares of PPL of INR 10/- each fully paid up for every 100 (One Hundred) equity shares of MCFL of INR 10/- each fully paid up.

Source of Information

For arriving at the opinion set forth below, we have received from the Management of PPL ("the Management") and any information available in the public domain:

1. Share Exchange Ratio Report issued by the Valuers;
2. Draft Modified Scheme of Arrangement
3. Scheme Modification Report
4. Audited financial statements of PPL and MCFL for the financial year ended March 31, 2024
5. Limited reviewed financial statements of PPL and MCFL for the six months period ended September 30, 2024
6. Financial Projections of PPL and MCFL which represents the management's best estimate of the future financial performance of the Companies.
7. Other relevant information and documents for the purpose of this engagement
8. Other relevant details regarding the Companies such as their history, past and present activities, future plans and prospects, existing shareholding pattern, income- tax position, contingent liabilities, undertakings and other relevant information and data, including information in the public domain
9. Such other information and explanations as required and which have been provided by the Management including Management Representation.
10. Such other Information received during discussion with the Valuers specifically, as mentioned above, pursuant to the Scheme, on February 07, 2024, PPL and MCFL had made public announcement in respect of composite scheme of arrangement between MCFL, PPL and its shareholders and creditors on the same date as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) ('LODR'). Subsequently, BSE and NSE vide letter dated September 02, 2024 and September 11, 2024 respectively, have provided the SEBI observations. Due to the above, the market price of the Companies may have been impacted due to the above announcements on





and after February 07, 2024 relating to the Proposed Scheme. Therefore, the Valuers have ignored the market price method under market approach for the valuation exercise.

Scope Limitations

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by the Companies for the purposes of this Fairness Opinion. We express no opinion, and accordingly, accept no responsibility with respect to or for such information, or the assumptions on which it is based, and, we have simply accepted this information on an "as is" basis, and, have not verified the accuracy and/or the completeness of the same from our end.

We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of the Companies and its related parties (holding company / subsidiary /associates /joint ventures etc.) and neither express any opinion with respect thereto nor accept any responsibility therefore. We have not made any independent valuation or appraisal of the assets or liabilities of the Companies and other related entities which forms part of the group.

We have not reviewed any internal management information statements or any non-public reports, and instead, with your consent, have relied upon information that was publicly available or provided or otherwise made available to us by Companies on an "as is" basis for the purposes of this Fairness Opinion. We are not experts in the evaluation of litigation or other actual or threatened claims, and accordingly, we have not evaluated any litigation or other actual or threatened claims.

We have assumed that there are no circumstances that could materially affect the business or financial prospects of Companies and other related entities which forms part of the group.

We understand that the management of Companies, during our discussion with them, would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion. We have assumed that in the course of obtaining any and all necessary regulatory or other consents, no restrictions will be imposed or there will be no delays that will have a material adverse effect on the Modified Scheme. Our Fairness Opinion is necessarily based on financial, economic, market and other conditions as they currently exist and on the information made available to us as of the date hereof. It should be understood that although subsequent developments may affect this Fairness Opinion, we do not have an obligation to update, revise or reaffirm this Fairness Opinion. In arriving at our Fairness Opinion, we were not authorized to solicit, and did not solicit, interest from any party with respect to the acquisition, business combination or other extraordinary transaction involving Companies, other related entities which forms part of the group or any of its assets, nor did we negotiate with any other party in this regard.

We express no opinion whatsoever and make no recommendation at all as to the Companies underlying decision to effect the Proposed Amalgamation. We also do not provide any recommendation to the holders of equity shares or secured or unsecured creditors of the Companies with respect to the Proposed Amalgamation. We also express no opinion, and accordingly, accept no responsibility for the financial performance of PPL and MCFL following the consummation of the Proposed Amalgamation or as to the price at which the equity shares of PPL and MCFL will trade now onwards. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders / investors should buy, sell or hold any stake in PPL or MCFL or any of its related parties.

Our report is not, nor should it be construed as opining or certifying the compliance of the proposed transaction with the provisions of any law including companies, competition, taxation (including transfer





pricing) and capital market related laws or as regards any legal implications or issues arising in India or abroad from such Proposed Amalgamation.

Conclusion

Based on our examination of the Share Exchange Ratio/Valuation Report, such other information / undertakings / representations provided to us by the Management and our independent analysis and evaluation of such information and subject to the scope limitations as mentioned hereinabove and to the best of our knowledge and belief, we are of the opinion that the recommendation made by the Valuers of the Share Exchange Ratio is fair and reasonable.

The fair equity share exchange ratio for the proposed amalgamation of MCFL with PPL is as under:

187 (One Hundred & Eighty-Seven) equity shares of PPL of INR 10 each fully paid up for every 100 (One Hundred) equity shares of MCFL of INR 10 each fully paid up

Distribution of the Fairness Opinion

This Fairness Opinion is provided solely for the benefit of the Board of Directors of PPL and is for the purpose of submission to the Stock Exchanges under the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. Further, the Fairness Opinion may be disclosed on the website of PPL and the Stock Exchanges and also be made part of the explanatory statement to be circulated to the shareholders and/or creditors of the PPL. The Fairness Opinion shall not otherwise be disclosed or referred to publicly or to any other third party without Inga's prior written consent.

However, PPL may provide a copy of the Fairness Opinion if requested / called upon by any regulatory authorities of India subject to PPL promptly intimating Inga in writing about receipt of such request from the regulatory authority. The Fairness Opinion should be read in totality and not in parts. Further, this Fairness Opinion should not be used or quoted for any purpose other than the purpose mentioned hereinabove. If this Fairness Opinion is used by any person other than to whom it is addressed or for any purpose other than the purpose stated hereinabove, then, we will not be liable for any consequences thereof and shall not take any responsibility for the same. Neither this Fairness Opinion nor its contents may be referred to or quoted to / by any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties.

In no circumstances however, will Inga or its management, directors, officers, employees, agents, advisors, representatives and controlling persons of Inga accept any responsibility or liability including any pecuniary or financial liability to any third party.

Yours truly,

For Inga Ventures Private Limited




Kavita Shah

Partner



REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF PARADEEP PHOSPHATES LIMITED RECOMMENDING THE DRAFT MODIFIED COMPOSITE SCHEME OF ARRANGEMENT AMONGST PARADEEP PHOSPHATES LIMITED, MANGALORE CHEMICALS & FERTILIZERS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

This Report is prepared, considered and approved by the Committee of Independent Directors (“Committee”) of Paradeep Phosphates Limited (the “Company”) pursuant to its meeting held on November 25, 2024, where the following independent directors were present:

Present:

1. Mr. Dipankar Chatterji
2. Mr. Satyananda Mishra
3. Mr. Subhrakant Panda
4. Mrs. Rita Menon

Chairman: The Committee unanimously elected Mr. Dipankar Chatterji, as the chairman of this meeting.

1. Background

- 1.1. The board of directors of the Company (“Board”) in its meeting held on 07th February 2024 approved the draft composite scheme of arrangement by and amongst Mangalore Chemicals & Fertilizers Limited (“Transferor Company”), the Company and their respective shareholders and creditors (“Original Scheme”), *inter alia* based on the recommendation of this Committee, subject to receiving the approvals from the relevant regulatory and statutory authority(ies).
- 1.2. Further, the Competition Commission of India vide its letter dated 30th July 2024 has approved the transactions contemplated under the Original Scheme.
- 1.3. The BSE Limited and the National Stock Exchange of India Limited vide its letter dated 02nd September 2024 and 11th September 2024 respectively (“Stock Exchanges Letters”), have shared the observations made by the Securities and Exchange Board of India (“SEBI”). In view of such observations made by SEBI, the Original Scheme is required to be modified.
- 1.4. In continuation of the meeting of this Committee held on 07th February 2024, the modifications to be made to the Original Scheme based on the observations made by SEBI (such limited modification in continuation of the Original Scheme is hereinafter referred to as the “Modified Scheme”) and the latest valuation report dated November 25, 2024 (“Valuation Report”), both such documents being jointly issued by SSPA & Co Chartered Accountants (IBBI Registration No. IBBI/RV-E/06/2020/126) and Pawan

PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru- 560001
Tel: + 91 80 46812500/555 Email: info-ppl@adventz.com

Registered office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751001
Tel: +0674 666 6100 Fax: +0674 2392631

www.paradeepphosphates.com

Dipankar Chatterji



Shivkumar Poddar (IBBI Registration No. IBBI/RV/06/2019/12475), registered valuers appointed by the Committee (collectively, the “**Joint Valuers**”) and the fairness opinion dated November 25, 2024 issued by Inga Ventures Private Limited, SEBI registered merchant banker with registration number INM000012698 providing its opinion on the fairness of the share exchange ratio proposed in the Valuation Report (“**Fairness Opinion**”), the Committee is required to provide a report recommending the Modified Scheme. Upon a perusal of the modifications made to the Original Scheme as set out in the Modified Scheme, the Committee notes that there is no change in the brief background of the Transferor Company and the Company, salient features of the Modified Scheme and impact of the Modified Scheme on the shareholders of the Company.

- 1.5. Therefore, a meeting of the Committee was held on November 25, 2024 to consider the latest Valuation Report and analyse its impact on the Modified Scheme.
- 1.6. This report is made in compliance with the observations made by SEBI to the extent necessary in connection with the modifications to be made to the Original Scheme, and the remaining observations and recommendations of the Committee made in its report dated 07th February 2024 remain unchanged.

2. Documents perused by the Committee

While deliberating on the Modified Scheme, the Committee, *inter alia*, considered and took on record the observations made by SEBI as communicated to the Company by way of the Stock Exchanges Letters, and the draft of the Modified Scheme and the following documents:

- (a) draft of the Modified Scheme;
- (b) the Valuation Report dated November 25, 2024; and
- (c) the Fairness Opinion dated November 25, 2024.

3. Proposed modifications to the Original Scheme

The key modifications proposed to be made to the Original Scheme are as follows:

- (a) the number of ‘Identified Shares’ to be transferred by the Transferor Shareholder (*as defined in the Modified Scheme*) to the Transferee Shareholder (*as defined in the Modified Scheme*) to be modified from 3,92,06,000 (Three Crores Ninety-Two Lakhs and Six Thousand) Equity Shares to 2,90,37,000 (Two Crores Ninety Lakhs Thirty-Seven Thousand) Equity Shares (representing 24.50% of the share capital of the Transferor Company), and consequently, the aggregate cash consideration to be paid by the Transferee Shareholder (*as defined in the Modified Scheme*) to the Transferor Shareholder (*as defined in the Modified Scheme*) for the Share

PARADEEP PHOSPHATES LIMITED

CIN No : L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru- 560001

Tel: + 91 80 46812500/555 Email: info-ppl@adventz.com

Registered office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751001

Tel: +0674 666 6100 Fax: +0674 2392631

www.paradeepphosphates.com



Transfer (as defined in the Modified Scheme) is reduced to INR 418.14 crores (Indian Rupees Four Hundred and Eighteen Crores and Fourteen Lakhs approximately); and

- (b) the rationale for the Modified Scheme is to clarify that the lenders of the Transferor Company and the Company require the existing promoter of the Company to continue to exercise control and hold more than 50% (fifty percent) of the share capital of the Company even after the Modified Scheme becomes effective.

4. Modified Scheme is not detrimental to the shareholders of the Company

- 4.1. The Committee reviewed the modifications proposed to be made in the Modified Scheme and is of the view that such modifications are not detrimental to the shareholders of the Company.
- 4.2. The Committee noted that the share exchange ratio suggested in the Valuation Report is the same as the share exchange ratio as provided under the previous valuation report dated 07th February 2024 issued by the Joint Valuers, as approved by the Committee by way of its report dated 07th February 2024. Therefore, this Committee is of the opinion that the Modified Scheme does not have any impact on the valuation of the Transferor Company and the Company.

5. Recommendations of the Committee

In continuation of the report of the Committee dated 07th February 2024 and having considered the draft of Modified Scheme, the Valuation Report and the Fairness Opinion, and other documents placed before the Committee, this Committee is of the opinion that the Modified Scheme is not detrimental to the shareholders of the Company, the Committee unanimously recommends the Modified Scheme for approval.

For and on behalf of the Committee of Independent Directors of Paradeep Phosphates Limited

Mr. Dipankar Chatterji

Independent Director

DIN: 00031256

Date: November 25, 2024

Place: Kolkata

PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru- 560001

Tel: + 91 80 46812500/555 Email: info-ppl@adventz.com

Registered office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751001

Tel: +0674 666 6100 Fax: +0674 2392631

www.paradeepphosphates.com



REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF PARADEEP PHOSPHATES LIMITED RECOMMENDING THE DRAFT MODIFIED COMPOSITE SCHEME OF ARRANGEMENT AMONGST PARADEEP PHOSPHATES LIMITED, MANGALORE CHEMICALS & FERTILIZERS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

The following members of the Audit Committee (“Committee”) of Paradeep Phosphates Limited (the “Company”) were present at the meeting of the Committee:

1. Mr. Dipankar Chatterji
2. Mr. Satyananda Mishra
3. Mr. Karim Lotfi Senhadji

1. Background

- 1.1. The board of directors of the Company (“Board”) in its meeting held on 07th February 2024 approved the draft composite scheme of arrangement by and amongst Mangalore Chemicals & Fertilizers Limited (“Transferor Company”), the Company and their respective shareholders and creditors (“Original Scheme”), *inter alia* based on the recommendation of this Committee, subject to receiving the approvals from the relevant regulatory and statutory authority(ies).
- 1.2. Further, the Competition Commission of India vide its letter dated 30th July 2024 has approved the transactions contemplated under the Original Scheme.
- 1.3. The BSE Limited and the National Stock Exchange of India Limited vide their letters dated 02nd September 2024 and 11th September 2024 respectively (“Stock Exchanges Letters”), have shared the observations made by the Securities and Exchange Board of India (“SEBI”). In view of such observations made by SEBI, the Original Scheme is required to be modified.
- 1.4. In continuation of the meeting of this Committee held on 07th February 2024, modifications to be made to the Original Scheme based on the observations made by SEBI (such limited modification in continuation of the Original Scheme is hereinafter referred to as the “Modified Scheme”) and the latest valuation report dated November 25, 2024 (“Valuation Report”), jointly issued by SSPA & Co Chartered Accountants (IBBI Registration No. IBBI/RV-E/06/2020/126) and Pawan Shivkumar Poddar (IBBI Registration No. IBBI/RV/06/2019/12475), registered valuers appointed by the Committee (collectively, the “Joint Valuers”) and the fairness opinion dated November 25, 2024 issued by Inga Ventures Private Limited, SEBI registered merchant banker with registration number INM000012698 providing its opinion on the fairness of the share exchange ratio proposed in the Valuation Report (“Fairness Opinion”), the Committee is required to provide a report recommending the Modified Scheme along with the relevant

PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru- 560001

Tel: + 91 80 46812500/555 Email: info-ppl@adventz.com

Registered office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751001

Tel: +0674 666 6100 Fax: +0674 2392631

www.paradeepphosphates.com

Signature



documents thereto.. Upon perusal of the modifications made to the Original Scheme as set out in the Modified Scheme, the Committee notes that there is no change in the brief background of the Transferor Company and the Company, salient features of the Modified Scheme, synergies of business of the entities involved in the Modified Scheme, cost benefit analysis of the Modified Scheme and impact of the Modified Scheme on the shareholders of the Company.

- 1.5. Therefore, a meeting of the Committee was held on November 25, 2024 to consider the latest Valuation Report and analyse its impact on the Modified Scheme.
- 1.6. This report is made in compliance with the observations made by SEBI to the extent necessary in connection with the modifications to be made to the Original Scheme, and the remaining observations and recommendations of the Committee made in its report dated 07th February 2024 remain unchanged.

2. Documents perused by the Committee

While deliberating on the Modified Scheme, the Committee, *inter alia*, considered and took on record the observations made by SEBI as communicated to the Company by way of the Stock Exchanges Letters, and the following documents:

- (a) draft of the Modified Scheme;
- (b) the Valuation Report dated November 25, 2024; and
- (c) the Fairness Opinion dated November 25, 2024.

3. Proposed modifications to the Original Scheme

The key modifications proposed to be made to the Original Scheme are as follows:

- (a) the number of 'Identified Shares' to be transferred by the Transferor Shareholder (*as defined in the Modified Scheme*) to the Transferee Shareholder (*as defined in the Modified Scheme*) to be modified from 3,92,06,000 (Three Crores Ninety-Two Lakhs and Six Thousand) Equity Shares to 2,90,37,000 (Two Crores Ninety Lakhs Thirty-Seven Thousand) Equity Shares (representing 24.50% of the share capital of the Transferor Company), and consequently, the aggregate cash consideration to be paid by the Transferee Shareholder (*as defined in the Modified Scheme*) to the Transferor Shareholder (*as defined in the Modified Scheme*) for the Share Transfer (*as defined in the Modified Scheme*) is reduced to INR 418.14 crores (Indian Rupees Four Hundred and Eighteen Crores and Fourteen Lakhs approximately); and

PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru- 560001

Tel: + 91 80 46812500/555 Email: info-ppl@adventz.com

Registered office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751001

Tel: +0674 666 6100 Fax: +0674 2392631

www.paradeepphosphates.com



- (b) the rationale for the Modified Scheme is to clarify that the lenders of the Transferor Company and the Company require the existing promoter of the Company to continue to exercise control and hold more than 50% (fifty percent) of the share capital of the Company even after the Modified Scheme becomes effective.

4. Impact of the Modified Scheme on the shareholders

- 4.1. The Committee reviewed the modifications proposed to be in the Modified Scheme and noted that there is no adverse impact on the shareholders of the Company on account of such modifications.
- 4.2. The Committee noted that the share exchange ratio suggested in the Valuation Report is the same as the share exchange ratio as provided under the previous valuation report dated 07th February 2024 jointly issued by the Joint Valuers, as approved by the Committee by way of its report dated 07th February 2024. Therefore, this Committee is of the opinion that the Modified Scheme does not have any impact on the valuation of the Transferor Company and the Company.

5. Recommendations of the Committee and Conclusion

In continuation of the report of the Committee dated 07th February 2024 and having considered the draft of the Modified Scheme, the Valuation Report and Fairness Opinion, and other documents placed before the Committee, the Committee is of the informed opinion that the Modified Scheme with the share exchange ratio as suggested in the Valuation Report is in the best interests of and not detrimental to the interest of the shareholders of the Company. Therefore, the Committee unanimously recommends the Modified Scheme for approval.

For and on behalf of the Audit Committee of Paradeep Phosphates Limited

A handwritten signature in black ink, appearing to read 'Dipankar Chatterji', is positioned above the typed name.

Mr. Dipankar Chatterji
Chairperson, Audit Committee
DIN: 00031256
Date: November 25, 2024
Place: Kolkata

PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru- 560001

Tel: + 91 80 46812500/555 Email: info-ppl@adventz.com

Registered office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751001

Tel: +0674 666 6100 Fax: +0674 2392631

www.paradeepphosphates.com

PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")			
Pre Amalgamation Shareholding Pattern			
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity: Paradeep Phosphates Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 543530 / NSE - PARADEEP		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?	Yes	
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.		
5	The tabular format for disclosure of holding of specified securities is as follows:-		



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Pre Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	1	45,69,42,507	-	-	45,69,42,507	56.05	45,69,42,507	-	45,69,42,507	56.05	-	56.05	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
(B)	Public	2,18,703	35,82,67,586	-	-	35,82,67,586	43.95	35,82,67,586	-	35,82,67,586	43.95	-	43.95	-	-	-	-	35,82,67,586	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	2,18,704	81,52,10,093	-	-	81,52,10,093	100.00	81,52,10,093	-	81,52,10,093	100.00	-	100.00	16,28,99,524	19.98	-	-	81,52,10,093	-	-	-

Note:

- 1) Total equity shares of 456,942,507 are held by Zuari Maroc Phosphates Private Limited (Promoter) includes 600 equity shares are held by ZMPPL along with joint holders.
- 2) As Per Clause 49.2 of the Modified Scheme, Zuari Maroc Phosphates Private Limited, the existing promoter of the Company shall acquire up to 1,90,16,030 equity shares of the Company on or prior to the Effective Date 1 (as defined in the Scheme), to meet the overall objective set out in the Modified Scheme and to continue to remain the holding company of the Company upon the Modified Scheme coming into effect. The post scheme shareholding of the Company may vary depending upon the actual number of equity shares of the Company acquired by it.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																																									
Statement showing Pre Amalgamation shareholding pattern of Promoter and Promoter Group																																									
	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity share held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares																					
										No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under																				
										Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III																		
1)	Indian																																								
(a)	Individuals/Hindu undivided Family																																								
(b)	Central Government/ State Government(s)																																								
(c)	Financial Institutions/ Banks																																								
(d)	Any Other (specify)				1	45,69,42,507		45,69,42,507	56.05	45,69,42,507		45,69,42,507	56.05	56.05	16,28,99,524	35.65				45,69,42,507																					
	Zuari Maroc Phosphates Private Limited	Promoter	AAACZ1716D		1	45,69,42,507		45,69,42,507	56.05	45,69,42,507		45,69,42,507	56.05	56.05	16,28,99,524	35.65				45,69,42,507																					
	Sub-Total (A)(1)				1	45,69,42,507		45,69,42,507	56.05	45,69,42,507		45,69,42,507	56.05	56.05	16,28,99,524	35.65				45,69,42,507																					
2)	Foreign																																								
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)																																								
(b)	Government																																								
(c)	Institutions																																								
(d)	Foreign Portfolio Investors																																								
(e)	Any Other (specify)																																								
	Sub-total (A)(2)																																								
	Total Shareholding of Promoter and Promoter Group (A)- (A)(1)-(A)(2)				1	45,69,42,507		45,69,42,507	56.05	45,69,42,507		45,69,42,507	56.05	56.05	16,28,99,524	35.65				45,69,42,507																					

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Notes:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																						
Statement showing Pre Amalgamation shareholding pattern of Public shareholder																						
	Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
									Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Institutions (Domestic)																					
(a)	Mutual Funds		13	193782028	-	-	19,37,82,028	23.77	19,37,82,028	-	19,37,82,028	23.77	-	-	-	-	-	19,37,82,028	-	-	-	
	Sbi Multicap Fund	AAATS6407Q	1	69746586	-	-	6,97,46,586	8.56	6,97,46,586	-	6,97,46,586	8.56	-	-	-	-	-	6,97,46,586	-	-	-	
	Dsp Small Cap Fund	AAAJD0430B	1	30242934	-	-	3,02,42,934	3.71	3,02,42,934	-	3,02,42,934	3.71	-	-	-	-	-	3,02,42,934	-	-	-	
	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	AAATR0090B	1	29299855	-	-	2,92,99,855	3.59	2,92,99,855	-	2,92,99,855	3.59	-	-	-	-	-	2,92,99,855	-	-	-	
	Hsbc Value Fund	AAATH2467G	1	28517597	-	-	2,85,17,597	3.50	2,85,17,597	-	2,85,17,597	3.50	-	-	-	-	-	2,85,17,597	-	-	-	
	Hdfc Large And Mid Cap Fund	AAATH1809A	1	16353825	-	-	1,63,53,825	2.01	1,63,53,825	-	1,63,53,825	2.01	-	-	-	-	-	1,63,53,825	-	-	-	
(b)	Venture Capital Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Alternate Investment Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Insurance Companies		1	3,10,16,105	-	-	3,10,16,105	3.80	3,10,16,105	-	3,10,16,105	3.80	-	-	-	-	-	3,10,16,105	-	-	-	
	Life Insurance Corporation Of India	AAACL0582H	1	31016105	-	-	3,10,16,105	3.80	3,10,16,105	-	3,10,16,105	3.80	-	-	-	-	-	3,10,16,105	-	-	-	
(f)	Provident / Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Asset Reconstruction Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(j)	Other Financial Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(k)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)[1]		14	22,47,98,133	-	-	22,47,98,133	27.58	22,47,98,133	-	22,47,98,133	27.58	-	-	-	-	-	22,47,98,133	-	-	-	
2)	Institutions (Foreign)																					
(a)	Foreign Direct Investment		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors Category I		48	22679952	-	-	2,26,79,952	2.78	2,26,79,952	-	2,26,79,952	2.78	-	-	-	-	-	2,26,79,952	-	-	-	
(e)	Foreign Portfolio Investors Category II		9	6744320	-	-	67,44,320	0.83	67,44,320	-	67,44,320	0.83	-	-	-	-	-	67,44,320	-	-	-	
(f)	Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)[2]		57	2,94,24,272	-	-	2,94,24,272	3.61	2,94,24,272	-	2,94,24,272	3.61	-	-	-	-	-	2,94,24,272	-	-	-	
3)	Central Government/ State Government(s)/ President of India																					
(a)	Central Government / President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	State Government / Governor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)[3]		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
4)	Non-Institutions																					
(a)	Associate companies / Subsidiaries		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



(b)	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Key Managerial Personnel	2	2361	-	-	2,361	0.00	2,361	-	2,361	0.00	-	0.00	-	-	-	-	2,361	-	-	-	-
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	211070	73718687	-	-	7,37,18,687	9.04	7,37,18,687	-	7,37,18,687	9.04	-	9.04	-	-	-	-	7,37,18,687	-	-	-	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	261	21165763	-	-	2,11,65,763	2.60	2,11,65,763	-	2,11,65,763	2.60	-	2.60	-	-	-	-	2,11,65,763	-	-	-	-
(i)	Non Resident Indians (NRIs)	1890	2687102	-	-	26,87,102	0.33	26,87,102	-	26,87,102	0.33	-	0.33	-	-	-	-	26,87,102	-	-	-	-
(j)	Foreign Nationals	1	1152	-	-	1,152	0.00	1,152	-	1,152	0.00	-	0.00	-	-	-	-	1,152	-	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	299	3611646	-	-	36,11,646	0.44	36,11,646	-	36,11,646	0.44	-	0.44	-	-	-	-	36,11,646	-	-	-	-
(m)	Any Other (Specify)	2418	2858470	-	-	28,58,470	0.35	28,58,470	-	28,58,470	0.35	-	0.35	-	-	-	-	28,58,470	-	-	-	-
	Clearing Members	7	8441	-	-	8,441	0.00	8,441	-	8,441	0.00	-	0.00	-	-	-	-	8,441	-	-	-	-
	HUF	2386	2703515	-	-	27,03,515	0.33	27,03,515	-	27,03,515	0.33	-	0.33	-	-	-	-	27,03,515	-	-	-	-
	LLP	23	142994	-	-	1,42,994	0.02	1,42,994	-	1,42,994	0.02	-	0.02	-	-	-	-	1,42,994	-	-	-	-
	Trusts	2	3520	-	-	3,520	0.00	3,520	-	3,520	0.00	-	0.00	-	-	-	-	3,520	-	-	-	-
	Sub-Total (B)(4)	215941	104045181	-	-	10,40,45,181	12.76	10,40,45,181	-	10,40,45,181	12.76	-	12.76	-	-	-	-	10,40,45,181	-	-	-	-
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)	2,16,012	35,82,67,586	-	-	35,82,67,586	43.95	35,82,67,586	-	35,82,67,586	43.95	-	43.95	-	-	-	-	35,82,67,586	-	-	-	-

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Notes:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

(4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.

(5) Sub-categorization of shares under will be based on shareholding (no. of shares) under the following sub-categories:

(i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.

(ii) Shareholders who have entered into shareholder agreement with the listed entity.

(iii) Shareholders acting as persons in concert with promoters.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																			
Statement showing Pre Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																			
	Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held
									Class: Equity shares	Class others: NA	Total								
1)	Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	3.81%
As on the end of previous 1st quarter	100.00	2.27%
As on the end of previous 2nd quarter	100.00	2.07%
As on the end of previous 3rd quarter	100.00	1.84%
As on the end of previous 4th quarter	100.00	5.29%



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")			
Post Amalgamation Shareholding Pattern			
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity: Paradeep Phosphates Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 543530 / NSE - PARADEEP		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?	Yes	
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
<p>* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.</p>			
5	The tabular format for disclosure of holding of specified securities is as follows:-		



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Post Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	8	60,79,70,249	-	-	60,79,70,249	58.64	60,79,70,249	-	60,79,70,249	58.64	-	58.64	16,28,99,524	26.79	-	-	60,79,70,249	-	-	-
(B)	Public	2,77,258	42,88,63,170	-	-	42,88,63,170	41.36	42,88,63,170	-	42,88,63,170	41.36	-	41.36	-	-	-	-	42,88,63,170	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	2,77,266	1,03,68,33,419	-	-	1,03,68,33,419	100.00	1,03,68,33,419	-	1,03,68,33,419	100.00	-	100.00	16,28,99,524	15.71	-	-	1,03,68,33,419	-	-	-

Note:

- 1) Total equity shares of 530,257,727 are held by Zuari Maroc Phosphates Private Limited (Promoter) includes 600 equity shares are held by ZMPPL along with joint holders.
- 2) As Per Clause 49.2 of the Modified Scheme, Zuari Maroc Phosphates Private Limited, the existing promoter of the Company shall acquire up to 1,90,16,030 equity shares of the Company on or prior to the Effective Date 1 (as defined in the Scheme), to meet the overall objective set out in the Modified Scheme and to continue to remain the holding company of the Company upon the Modified Scheme coming into effect. The post scheme shareholding of the Company has been prepared considering the acquisition of 1,90,16,030 equity shares by Zuari Maroc Phosphates Limited. However, the post shareholding of Company may vary depending upon the actual number of equity shares of the Company acquired by ZMPPL.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																							
Statement showing Post-Amalgamation shareholding pattern of Promoter and Promoter Group																							
1)	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
										No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
										Class: Equity shares	Class others: NA	Total									Sub-Category_ I	Sub-Category_ II	Sub-Category_ III
(a)	Indian	Individuals/Hindu undivided Family		3	9,48,374	-	-	9,48,374	0.09	9,48,374	-	9,48,374	0.09	-	0.09	-	-	-	9,48,374	-	-	-	
		Shradha Agarwala	Promoter Group	ACTPA8806F	1	3,74,000	-	3,74,000	0.04	3,74,000	-	3,74,000	0.04	-	0.04	-	-	-	3,74,000	-	-	-	
		Jyotsna Poddar	Promoter Group	AFGPP2539E	1	2,93,874	-	2,93,874	0.03	2,93,874	-	2,93,874	0.03	-	0.03	-	-	-	2,93,874	-	-	-	
		Gaurav Agarwala	Promoter Group	AEHPA6396L	1	2,80,500	-	2,80,500	0.03	2,80,500	-	2,80,500	0.03	-	0.03	-	-	-	2,80,500	-	-	-	
(b)	Central Government/ State Government(s)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(c)	Financial Institutions/ Banks			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(d)	Amy Other (specify)			4	60,43,99,330	-	-	60,43,99,330	58.29	60,43,99,330	-	60,43,99,330	58.29	-	58.29	16,28,99,524	26.95	-	-	60,43,99,330	-	-	-
		Zuari Maroc Phosphates Private Limited	Promoter	AAACZ1716D	1	53,02,57,727	-	53,02,57,727	51.14	53,02,57,727	-	53,02,57,727	51.14	-	51.14	16,28,99,524	30.72	-	-	53,02,57,727	-	-	-
		Zuari Agro Chemicals Limited	Promoter	AAACZ3924H	1	6,54,33,846	-	6,54,33,846	6.31	6,54,33,846	-	6,54,33,846	6.31	-	6.31	-	-	-	-	6,54,33,846	-	-	-
		Adventz Finance Private Limited	Promoter Group	AAABC83016H	1	81,35,175	-	81,35,175	0.78	81,35,175	-	81,35,175	0.78	-	0.78	-	-	-	-	81,35,175	-	-	-
		Zuari Industries Limited	Promoter	AAACZ0306P	1	5,72,582	-	5,72,582	0.06	5,72,582	-	5,72,582	0.06	-	0.06	-	-	-	-	5,72,582	-	-	-
		Sub-Total (A)(1)			7	60,53,47,704	-	60,53,47,704	58.38	60,53,47,704	-	60,53,47,704	58.38	-	58.38	16,28,99,524	26.95	-	-	60,53,47,704	-	-	-
2)	Foreign	Individuals (Non-Resident Individuals/ Foreign Individuals)		1	26,22,545	-	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	0.25	-	-	-	-	26,22,545	-	-	-
		Akshay Poddar	Promoter	AFUPP0096C	1	26,22,545	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	0.25	-	-	-	-	26,22,545	-	-	-
(b)	Government Institutions			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Foreign Portfolio Investors			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Amy Other (specify)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Sub-total (A)(2)			1	26,22,545	-	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	0.25	-	-	-	-	26,22,545	-	-	-
		Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)			8	60,79,70,249	-	60,79,70,249	58.64	60,79,70,249	-	60,79,70,249	58.64	-	58.64	16,28,99,524	26.95	-	-	60,79,70,249	-	-	-

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Notes:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.
- (4) As per Clause 31 of the draft composite scheme of arrangement, upon the composite scheme of arrangement coming into effect in accordance with its terms, in addition to the existing promoter of PPL (i.e., Zuari Maroc Phosphates Private Limited), only the following persons, shall each be and deemed to be the "promoters" of PPL (i.e., the transferee company): Akshay Poddar, Shradha Agarwala, Jyotsna Poddar, Gaurav Agarwala, Zuari Agro Chemicals Limited, Adventz Finance Private Limited, Zuari Industries Limited and their affiliates (if any).
- (5) The above post-scheme shareholding of PPL is calculated after considering the transfer of Identified Shares before the merger Record Date as per Part III of the draft composite scheme of arrangement.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Statement showing Post Amalgamation shareholding pattern of Public shareholder																					
Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1) Institutions (Domestic)																					
(a) Mutual Funds		15	20,46,36,663	-	-	20,46,36,663	19.74	20,46,36,663	-	20,46,36,663	19.74	-	-	-	-	-	20,46,36,663	-	-	-	
Hdfc Large And Mid Cap Fund	AAATH1809A	1	16353825	-	-	1,63,53,825	1.58	1,63,53,825	-	1,63,53,825	1.58	-	-	-	-	-	1,63,53,825	-	-	-	
HSBC Value Fund	AAATH2467G	1	28517597	-	-	2,85,17,597	2.75	2,85,17,597	-	2,85,17,597	2.75	-	-	-	-	-	2,85,17,597	-	-	-	
Dsp Small Cap Fund	AAAID0430B	1	30242934	-	-	3,02,42,934	2.92	3,02,42,934	-	3,02,42,934	2.92	-	-	-	-	-	3,02,42,934	-	-	-	
Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	AAATR0090B	1	29299855	-	-	2,92,99,855	2.83	2,92,99,855	-	2,92,99,855	2.83	-	-	-	-	-	2,92,99,855	-	-	-	
Sbi Multicap Fund	AABTS6407Q	1	69746586	-	-	6,97,46,586	6.73	6,97,46,586	-	6,97,46,586	6.73	-	-	-	-	-	6,97,46,586	-	-	-	
HSBC Focused Fund	AAATH2467G	1	1,08,35,935	-	-	1,08,35,935	1.05	1,08,35,935	-	1,08,35,935	1.05	-	-	-	-	-	1,08,35,935	-	-	-	
(b) Venture Capital Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Alternate Investment Funds		1	9,68,660	-	-	9,68,660	0.09	9,68,660	-	9,68,660	0.09	-	-	-	-	-	9,68,660	-	-	-	
(d) Banks		216	3,98,842	-	-	3,98,842	0.04	3,98,842	-	3,98,842	0.04	-	-	-	-	-	3,98,842	-	-	-	
(e) Insurance Companies		2	3,10,16,853	-	-	3,10,16,853	2.99	3,10,16,853	-	3,10,16,853	2.99	-	-	-	-	-	3,10,16,853	-	-	-	
Life Insurance Corporation Of India	AAACL0582H	1	31016105	-	-	3,10,16,105	2.99	3,10,16,105	-	3,10,16,105	2.99	-	-	-	-	-	3,10,16,105	-	-	-	
(f) Provident / Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g) Asset Reconstruction Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h) Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i) NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(j) Other Financial Institutions		1	3,190	-	-	3,190	0.00	3,190	-	3,190	0.00	-	-	-	-	-	3,190	-	-	-	
(k) Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub-Total (B)(1)		235	23,70,24,208	-	-	23,70,24,208	22.86	23,70,24,208	-	23,70,24,208	22.86	-	-	-	-	-	23,70,24,208	-	-	-	
2) Institutions (Foreign)																					
(a) Foreign Direct Investment		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d) Foreign Portfolio Investors Category I		69	2,72,94,309	-	-	2,72,94,309	2.63	2,72,94,309	-	2,72,94,309	2.63	-	-	-	-	-	2,72,94,309	-	-	-	
(e) Foreign Portfolio Investors Category II		11	69,12,322	-	-	69,12,322	0.67	69,12,322	-	69,12,322	0.67	-	-	-	-	-	69,12,322	-	-	-	
(f) Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g) Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub-Total (B)(2)		80	3,42,06,631	-	-	3,42,06,631	3.30	3,42,06,631	-	3,42,06,631	3.30	-	-	-	-	-	3,42,06,631	-	-	-	
3) Central Government/ State Government(s)/ President of India																					
(a) Central Government / President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) State Government / Governor		5	19,66,118	-	-	19,66,118	0.19	19,66,118	-	19,66,118	0.19	-	-	-	-	-	19,66,118	-	-	-	
(c) Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub-Total (B)(3)		5	19,66,118	-	-	19,66,118	0.19	19,66,118	-	19,66,118	0.19	-	-	-	-	-	19,66,118	-	-	-	
4) Non-Institutions																					
(a) Associate companies / Subsidiaries		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



(b)	Directors and their relatives (excluding independent directors and nominee directors)		2	2,805	-	-	2,805	0.00	2,805	-	2,805	0.00	-	-	-	-	2,805	-	-	-
(c)	Key Managerial Personnel		3	2,828	-	-	2,828	0.00	2,828	-	2,828	0.00	-	-	-	-	2,828	-	-	-
(d)	relatives or promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)		1	54,85,865	-	-	54,85,865	0.53	54,85,865	-	54,85,865	0.53	-	-	-	-	54,85,865	-	-	-
	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS		1	54,85,865	-	-	54,85,865	0.53	54,85,865	-	54,85,865	0.53	-	-	-	-	54,85,865	-	-	-
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs		2,69,831	9,05,10,598	-	-	9,05,10,598	8.73	9,05,10,598	-	9,05,10,598	8.73	-	-	-	-	9,05,10,598	-	-	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs		346	3,57,69,477	-	-	3,57,69,477	3.45	3,57,69,477	-	3,57,69,477	3.45	-	-	-	-	3,57,69,477	-	-	-
	Dolly khanna	AOPD7812J	1	37,39,981	-	-	37,39,981	0.36	37,39,981	-	37,39,981	0.36	-	-	-	-	37,39,981	-	-	-
(i)	Non Resident Indians (NRIs)		2,664	40,40,247	-	-	40,40,247	0.39	40,40,247	-	40,40,247	0.39	-	-	-	-	40,40,247	-	-	-
(j)	Foreign Nationals		1	1,152	-	-	1,152	0.00	1,152	-	1,152	0.00	-	-	-	-	1,152	-	-	-
(k)	Foreign Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate		685	1,31,69,870	-	-	1,31,69,870	1.27	1,31,69,870	-	1,31,69,870	1.27	-	-	-	-	1,31,69,870	-	-	-
(g)	Any Other (Specify)		3,405	66,83,366	-	-	66,83,366	0.64	66,83,366	-	66,83,366	0.64	-	-	-	-	66,83,366	-	-	-
	Clearing Members		10	10,713	-	-	10,713	0.00	10,713	-	10,713	0.00	-	-	-	-	10,713	-	-	-
	Trusts		5	4,152	-	-	4,152	0.00	4,152	-	4,152	0.00	-	-	-	-	4,152	-	-	-
	HUF		3,334	52,52,762	-	-	52,52,762	0.51	52,52,762	-	52,52,762	0.51	-	-	-	-	52,52,762	-	-	-
	Others		1	93	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	LLP		55	14,15,644	-	-	14,15,644	0.14	14,15,644	-	14,15,644	0.14	-	-	-	-	14,15,644	-	-	-
	Sub-Total (B)(4)		2,76,938	15,56,66,208	-	-	15,56,66,208	15.01	15,56,66,208	-	15,56,66,208	15.01	-	-	-	-	15,56,66,208	-	-	-
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)		2,77,258	42,88,63,165	-	-	42,88,63,165	41.36	42,88,63,165	-	42,88,63,165	41.36	-	-	-	-	42,88,63,165	-	-	-

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Notes:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

(4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.

(5) Sub-categorization of shares under will be based on shareholding (no. of shares) under the following sub-categories:

(i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.

(ii) Shareholders who have entered into shareholder agreement with the listed entity.

(iii) Shareholders acting as persons in concert with promoters.

(6) The above post-scheme shareholding of PPL is calculated on the basis of total shareholders of PPL and MCFL as on November 22, 2024. Upon merger, each shareholder of MCFL as on the Record Date would be issued equity shares of PPL in the ratio of 187 equity shares of PPL for every 100 equity shares held in MCFL. The fractional entitlement of each of the MCFL shareholders (if any) shall be sold in the market within 90 days of allotment of shares and distribution of cash to the MCFL shareholders shall take place only after sale of all the shares. Thus, the actual number of PPL shares to be issued to each of the MCFL shareholder as on the Record Date may vary due to the fractional entitlement. Further, this shareholding pattern does not take into account the shares under the ESOP scheme which may result in the additional 28,87,526 equity shares of PPL upon the exercise of the employee stock options issued by PPL.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																			
Statement showing Post Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																			
	Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held
									Class: Equity shares	Class others: NA	Total								
1)	Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	3.54
As on the end of previous 1st quarter	100.00	2.22
As on the end of previous 2nd quarter	100.00	2.04
As on the end of previous 3rd quarter	100.00	1.94
As on the end of previous 4th quarter	100.00	4.62

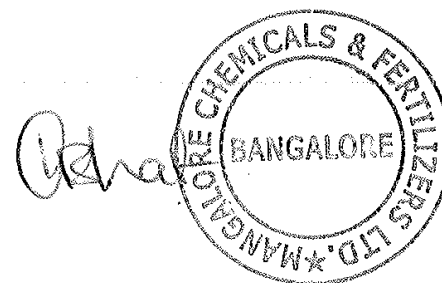


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")

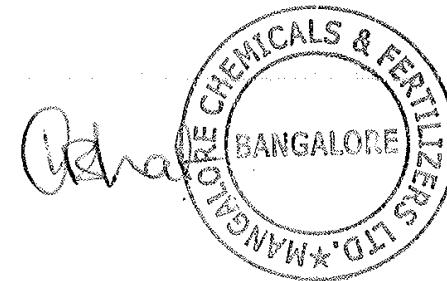
Pre Amalgamation Shareholding Pattern

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity: Mangalore Chemicals & Fertilizers Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 530011 / NSE - MANGCHEFER		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	Yes	
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.		
5	The tabular format for disclosure of holding of specified securities is as follows:-		



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCF" or "Transferor Company")																					
Pre Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	10	7,18,51,686	-	-	7,18,51,686	60.63	7,18,51,686	-	7,18,51,686	60.63	-	-	-	-	3,88,05,907	54.01	7,18,51,686	-	-	-
(B)	Public	61,246	4,66,63,464	-	-	4,66,63,464	39.37	4,66,63,464	-	4,66,63,464	39.37	-	-	-	-	-	-	4,45,13,501	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	61,256	11,85,15,150	-	-	11,85,15,150	100.00	11,85,15,150	-	11,85,15,150	100.00	-	-	-	-	3,88,05,907.00	32.74	11,63,65,187	-	-	-

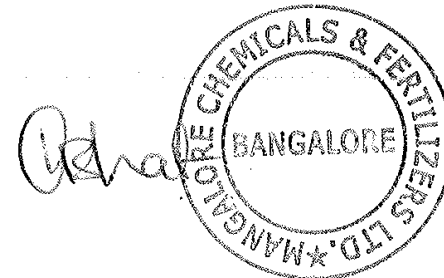


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCL" or "Transferor Company")																							
Statement showing Pre Amalgamation shareholding pattern of Promoter and Promoter Group																							
	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
										No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
										Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Indian																						
(a)	Individuals/Hindu undivided Family			3	5,07,152	-	-	5,07,152	0.43	5,07,152	-	5,07,152	0.43	-	0.43	-	-	-	-	5,07,152	-	-	-
	Shradha Agarwala	Promoter Group	ACTPA8806F	1	2,00,000	-	-	2,00,000	0.17	2,00,000	-	2,00,000	0.17	-	0.17	-	-	-	-	2,00,000	-	-	-
	Jyotsna Poddar	Promoter Group	AFGPP2539E	1	1,57,152	-	-	1,57,152	0.13	1,57,152	-	1,57,152	0.13	-	0.13	-	-	-	-	1,57,152	-	-	-
	Gaurav Agarwala	Promoter Group	AEHPA6396L	1	1,50,000	-	-	1,50,000	0.13	1,50,000	-	1,50,000	0.13	-	0.13	-	-	-	-	1,50,000	-	-	-
(b)	Central Government/ State Government(s)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other (specify)			6	6,99,42,103	-	-	6,99,42,103	59.02	6,99,42,103	-	6,99,42,103	59.02	-	59.02	-	-	3,88,05,907	54.01	6,99,42,103	-	-	-
	Zuari Agro Chemicals Limited	Promoter	AAAC23924H	1	6,40,28,362	-	-	6,40,28,362	54.03	6,40,28,362	-	6,40,28,362	54.03	-	54.03	-	-	3,88,05,907	54.01	6,40,28,362	-	-	-
	Adventz Finance Private Limited	Promoter Group	AABC83016H	1	43,50,361	-	-	43,50,361	3.67	43,50,361	-	43,50,361	3.67	-	3.67	-	-	-	-	43,50,361	-	-	-
	Mcdowell Holdings Limited	Promoter	AAECM1162E	1	12,57,186	-	-	12,57,186	1.06	12,57,186	-	12,57,186	1.06	-	1.06	-	-	-	-	12,57,186	-	-	-
	Zuari Industries Limited	Promoter	AAAC20306P	1	3,06,194	-	-	3,06,194	0.26	3,06,194	-	3,06,194	0.26	-	0.26	-	-	-	-	3,06,194	-	-	-
	United Breweries Holdings Limited	Promoter	AAACU2307D	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Kingfisher Finvest India Limited	Promoter	AABCV9224B	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)			9	7,04,49,255	-	-	7,04,49,255	59.44	7,04,49,255	-	7,04,49,255	59.44	-	59.44	-	-	3,88,05,907	55.08	7,04,49,255	-	-	-
2)	Foreign																						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)			1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
	Akshay Poddar	Promoter	AFUFP0096C	1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
(b)	Government			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)			1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)			10	7,18,51,686	-	-	7,18,51,686	60.63	7,18,51,686	-	7,18,51,686	60.63	-	60.63	-	-	3,88,05,907	32.74	7,18,51,686	-	-	-

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCL" or "Transferor Company")																						
Statement showing Pre Amalgamation shareholding pattern of Public shareholder																						
	Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
									Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Institutions (Domestic)																					
(a)	Mutual Funds		2	58,04,618	-	-	58,04,618	4.90	58,04,618	-	58,04,618	4.90	-	-	-	-	-	-	58,04,618	-	-	-
	HSBC Focused Fund	AAATH2467G	1	57,94,618	-	-	57,94,618	4.89	57,94,618	-	57,94,618	4.89	-	-	-	-	-	-	57,94,618	-	-	-
(b)	Venture Capital Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Alternate Investment Funds		1	5,18,000	-	-	5,18,000	0.44	5,18,000	-	5,18,000	0.44	-	-	-	-	-	-	5,18,000	-	-	-
(c)	Banks		216	2,13,285	-	-	2,13,285	0.18	2,13,285	-	2,13,285	0.18	-	-	-	-	-	-	850	-	-	-
(d)	Insurance Companies		1	400	-	-	400	0.00	400	-	400	0.00	-	-	-	-	-	-	-	-	-	
	Provident / Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Asset Reconstruction Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	Other Financial Institutions		1	1,706	-	-	1,706	0.00	1,706	-	1,706	0.00	-	-	-	-	-	-	-	-	-	
(j)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(k)	Sub-Total (B)(1)		221	65,38,009	-	-	65,38,009	5.52	65,38,009	-	65,38,009	5.52	-	-	-	-	-	-	63,23,468	-	-	-
2)	Institutions (Foreign)																					
	Foreign Direct Investment		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a)	Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Foreign Portfolio Investors Category I		21	24,67,571	-	-	24,67,571	2.08	24,67,571	-	24,67,571	2.08	-	-	-	-	-	-	24,67,571	-	-	-
(d)	Foreign Portfolio Investors Category II		2	89,841	-	-	89,841	0.08	89,841	-	89,841	0.08	-	-	-	-	-	-	89,841	-	-	-
(e)	Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Sub-Total (B)(2)		23	25,57,412	-	-	25,57,412	2.16	25,57,412	-	25,57,412	2.16	-	-	-	-	-	-	25,57,412	-	-	-
3)	Central Government/ State Government(s)/ President of India																					
	Central Government / President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a)	State Government / Governor		5	10,51,400	-	-	10,51,400	0.89	10,51,400	-	10,51,400	0.89	-	-	-	-	-	-	10,50,000	-	-	-
(b)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Sub-Total (B)(3)		5	10,51,400	-	-	10,51,400	0.89	10,51,400	-	10,51,400	0.89	-	-	-	-	-	-	10,50,000	-	-	-
4)	Non-Institutions																					
	Associate companies / Subsidiaries		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a)	Directors and their relatives (excluding independent directors and nominee directors)		2	1,500	-	-	1,500	0.00	1,500	-	1,500	0.00	-	-	-	-	-	-	1,500	-	-	-
(b)	Key Managerial Personnel		1	250	-	-	250	0.00	250	-	250	0.00	-	-	-	-	-	-	250	-	-	-



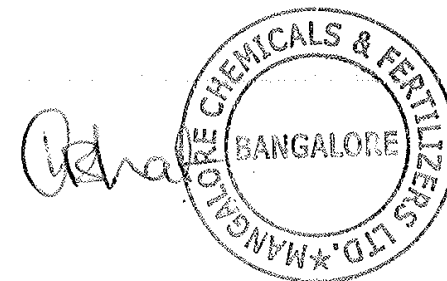
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	1	29,33,618	-	-	29,33,618	2.48	29,33,618	-	29,33,618	2.48	-	-	-	-	-	-	-	-	-	-	-	-	-
	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	1	29,33,618	-	-	29,33,618	2.48	29,33,618	-	29,33,618	2.48	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	58,761	1,78,91,446	-	-	1,78,91,446	15.10	1,78,91,446	-	1,78,91,446	15.10	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	85	78,09,473	-	-	78,09,473	6.59	78,09,473	-	78,09,473	6.59	-	-	-	-	-	-	-	-	-	-	-	-	-
	Dolly Khanna	ADOPD7812J	1	19,99,990	-	-	19,99,990	1.69	19,99,990	-	19,99,990	1.69	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Non Resident Indians (NRIs)	774	7,23,607	-	-	7,23,607	0.61	7,23,607	-	7,23,607	0.61	-	-	-	-	-	-	-	-	-	-	-	-	-
(j)	Foreign Nationals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	386	51,11,350	-	-	51,11,350	4.31	51,11,350	-	51,11,350	4.31	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Any Other (Specify)	987	20,45,399	-	-	20,45,399	1.73	20,45,399	-	20,45,399	1.73	-	-	-	-	-	-	-	-	-	-	-	-	-
	Others	1	50	-	-	50	0.00	50	-	50	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-
	Trusts	3	338	-	-	338	0.00	338	-	338	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-
	HUF	948	13,63,234	-	-	13,63,234	1.15	13,63,234	-	13,63,234	1.15	-	-	-	-	-	-	-	-	-	-	-	-	-
	LLP	32	6,80,562	-	-	6,80,562	0.57	6,80,562	-	6,80,562	0.57	-	-	-	-	-	-	-	-	-	-	-	-	-
	Clearing Members	3	1,215	-	-	1,215	0.00	1,215	-	1,215	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(4)	60,997	3,65,16,643	-	-	3,65,16,643	30.81	3,65,16,643	-	3,65,16,643	30.81	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)	61,246	4,66,63,464	-	-	4,66,63,464	39.37	4,66,63,464	-	4,66,63,464	39.37	-	-	-	-	-	-	-	-	-	-	-	-	-

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:

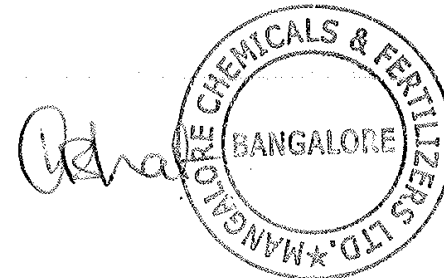
- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.
- (4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.
- (5) Sub-categorization of shares will be based on shareholding (no. of shares) under the following sub-categories:
 - (i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.
 - (ii) Shareholders who have entered into shareholder agreement with the listed entity.
 - (iii) Shareholders acting as persons in concert with promoters.



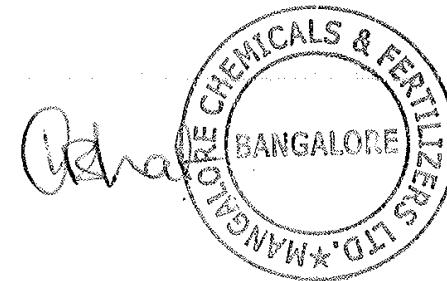
MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																			
Statement showing Pre Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																			
	Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held
									Class: Equity shares	Class others: NA	Total								
1)	Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s)
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2009
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	2.55
As on the end of previous 1st quarter	100.00	2.08
As on the end of previous 2nd quarter	100.00	1.92
As on the end of previous 3rd quarter	100.00	2.32
As on the end of previous 4th quarter	100.00	2.21

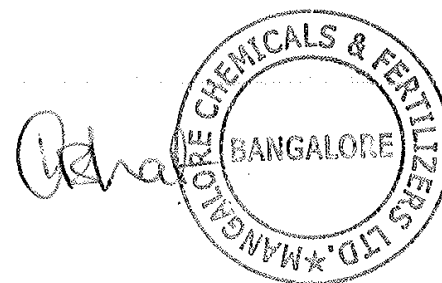


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")

Post Amalgamation Shareholding Pattern

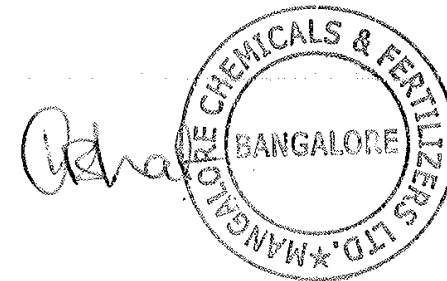
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity: Mangalore Chemicals & Fertilizers Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 530011 / NSE - MANGCHEFER		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.		
5	The tabular format for disclosure of holding of specified securities is as follows:-		



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCF" or "Transferor Company")																					
Post Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

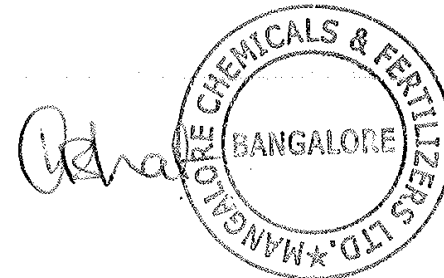


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																						
Statement showing Post Amalgamation shareholding pattern of Promoter and Promoter Group																						
	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
										No. of voting rights		Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
										Class: Equity shares	Class others: NA									Total	Sub-Category_I	Sub-Category_II
1)	Indian																					
(a)	Individuals/Hindu undivided Family			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(b)	Central Government/ State Government(s)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(c)	Financial Institutions/ Banks			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(d)	Any Other (specify)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Sub-Total (A)(1)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
2)	Foreign																					
(a)	Individuals (Non-Resident Individuals/ Foreign individuals)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(b)	Government			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(c)	Institutions			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(d)	Foreign Portfolio Investors			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(e)	Any Other (specify)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Sub-total (A)(2)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



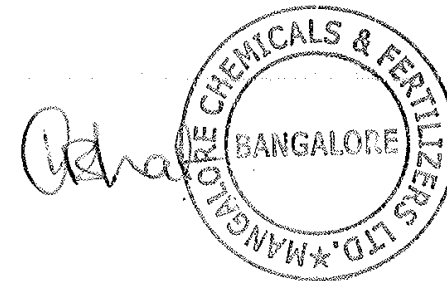
MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																						
Statement showing Post Amalgamation shareholding pattern of Public shareholder																						
	Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
									No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
									Class: Equity shares	Class others: NA	Total									Sub-Category I	Sub-Category II	Sub-Category III
1)	Institutions (Domestic)																					
(a)	Mutual Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Venture Capital Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Alternate Investment Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Insurance Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Provident / Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Asset Reconstruction Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(j)	Other Financial Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(k)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(1)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2)	Institutions (Foreign)																					
(a)	Foreign Direct Investment		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors Category I		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Foreign Portfolio Investors Category II		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
3)	Central Government/ State Government(s)/ President of India																					
(a)	Central Government / President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	State Government / Governor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(3)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
4)	Non-Institutions																					
(a)	Associate companies / Subsidiaries		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



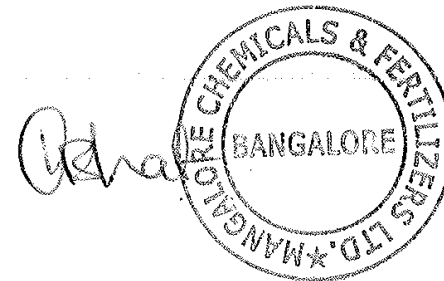
MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																			
Statement showing Post Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																			
Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		
								Class: Equity shares	Class others: NA	Total									
1) Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2) Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C)= (C(1)+(C(2))		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2007.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date		
As on the end of previous 1st quarter		
As on the end of previous 2nd quarter		
As on the end of previous 3rd quarter		
As on the end of previous 4th quarter		



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")				
Pre Amalgamation Shareholding Pattern				
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015				
1	Name of Listed Entity: Paradeep Phosphates Limited			
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 543530 / NSE - PARADEEP			
3	Shareholding Pattern Filed under: Reg. 31(1)(c)			
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-			
		Particulars	Yes*	No*
	1	Whether the Listed Entity has issued any partly paid up shares?		No
	2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
	3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
	4	Whether the Listed Entity has any shares in locked-in?	Yes	
	5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
	6	Whether Company has equity shares with differential voting rights?		No
	7	Whether the Listed Entity has any significant beneficial owner?		No
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.			
5	The tabular format for disclosure of holding of specified securities is as follows:-			



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Pre Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	1	45,69,42,507	-	-	45,69,42,507	55.85	45,69,42,507	-	45,69,42,507	55.85	-	55.85	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
(B)	Public	2,16,012	36,11,55,112	-	-	36,11,55,112	44.15	36,11,55,112	-	36,11,55,112	44.15	-	44.15	-	-	-	-	36,11,55,112	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	2,16,013	81,80,97,619	-	-	81,80,97,619	100.00	81,80,97,619	-	81,80,97,619	100.00	-	100.00	16,28,99,524	19.91	-	-	81,80,97,619	-	-	-

Note:

1) Total equity shares of 456,942,507 are held by Zuari Maroc Phosphates Private Limited (Promoter) includes 600 equity shares are held by ZMPPL along with joint holders.

2) Per Clause 49.2 of the Modified Scheme, Zuari Maroc Phosphates Private Limited, the existing promoter of the Company shall acquire up to 1,90,16,030 equity shares of the Company on or prior to the Effective Date 1 (as defined in the Scheme), to meet the overall objective set out in the Modified Scheme and to continue to remain the holding company of the Company upon the Modified Scheme coming into effect. The post scheme shareholding of the Company may vary depending upon the actual number of equity shares of the Company acquired by it.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																							
Statement showing Pre Amalgamation shareholding pattern of Promoter and Promoter Group																							
	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	PAN	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
										No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
										Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Indian																						
(a)	Individuals/Hindu undivided Family			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(b)	Central Government/ State Government(s)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(c)	Financial Institutions/ Banks			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(d)	Any Other (specify)			1	45,69,42,507	-	-	45,69,42,507	55.85	45,69,42,507	-	45,69,42,507	55.85	-	55.85	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
	Zuari Maroc Phosphates Private Limited	Promoter	AAACZ1716D	1	45,69,42,507	-	-	45,69,42,507	55.85	45,69,42,507	-	45,69,42,507	55.85	-	55.85	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
	Sub-Total (A) 1			1	45,69,42,507	-	-	45,69,42,507	55.85	45,69,42,507	-	45,69,42,507	55.85	-	55.85	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
2)	Foreign																						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(b)	Government			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(c)	Institutions			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(d)	Foreign Portfolio Investors			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(e)	Any Other (specify)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Sub-total (A) 2			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total Shareholding of Promoter and Promoter Group (A)= (A) 1)+(A) 2			1	45,69,42,507	-	-	45,69,42,507	55.85	45,69,42,507	-	45,69,42,507	55.85	-	55.85	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. -N/A

Notes:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term "Encumbrance" has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



(b)	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Key Managerial Personnel	2	2361	-	-	2,361	0.00	2,361	-	2,361	0.00	-	0.00	-	-	-	-	-	2,361	-	-	-
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	211070	73718687	-	-	7,37,18,687	9.01	7,37,18,687	-	7,37,18,687	9.01	-	9.01	-	-	-	-	-	7,37,18,687	-	-	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	261	21165763	-	-	2,11,65,763	2.59	2,11,65,763	-	2,11,65,763	2.59	-	2.59	-	-	-	-	-	2,11,65,763	-	-	-
(i)	Non Resident Indians (NRIs)	1890	2687102	-	-	26,87,102	0.33	26,87,102	-	26,87,102	0.33	-	0.33	-	-	-	-	-	26,87,102	-	-	-
(j)	Foreign Nationals	1	1152	-	-	1,152	0.00	1,152	-	1,152	0.00	-	0.00	-	-	-	-	-	1,152	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	299	3611646	-	-	36,11,646	0.44	36,11,646	-	36,11,646	0.44	-	0.44	-	-	-	-	-	36,11,646	-	-	-
(m)	Any Other (Specify)	2418	57,45,996	-	-	57,45,996	0.70	57,45,996	-	57,45,996	0.70	-	0.70	-	-	-	-	-	57,45,996	-	-	-
	Clearing Members	7	8441	-	-	8,441	0.00	8,441	-	8,441	0.00	-	0.00	-	-	-	-	-	8,441	-	-	-
	HUF	2386	2703515	-	-	27,03,515	0.33	27,03,515	-	27,03,515	0.33	-	0.33	-	-	-	-	-	27,03,515	-	-	-
	LLP	23	142994	-	-	1,42,994	0.02	1,42,994	-	1,42,994	0.02	-	0.02	-	-	-	-	-	1,42,994	-	-	-
	Trusts	2	3520	-	-	3,520	0.00	3,520	-	3,520	0.00	-	0.00	-	-	-	-	-	3,520	-	-	-
	ESOP		28,87,526	-	-	28,87,526	0.35	28,87,526	-	28,87,526	0.35	-	0.35	-	-	-	-	-	28,87,526	-	-	-
	Sub-Total (B)(4)	215941	10,69,32,707	-	-	10,69,32,707	13.07	10,69,32,707	-	10,69,32,707	13.07	-	13.07	-	-	-	-	-	10,69,32,707	-	-	-
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)	2,16,012	36,11,55,112	-	-	36,11,55,112	44.15	36,11,55,112	-	36,11,55,112	44.15	-	44.15	-	-	-	-	-	36,11,55,112	-	-	-

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

- Notes:**
- (1) PAN would not be displayed on website of Stock Exchange(s).
 - (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.
 - (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.
 - (4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.
 - (5) Sub-categorization of shares under will be based on shareholding (no. of shares) under the following sub-categories
 - (i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.
 - (ii) Shareholders who have entered into shareholder agreement with the listed entity.
 - (iii) Shareholders acting as persons in concert with promoters.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																		
Statement showing Pre Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																		
Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held
								Class: Equity shares	Class others: NA	Total								
1) Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2) Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C)= (C(1))+C(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	3.79%
As on the end of previous 1st quarter	100.00	2.25%
As on the end of previous 2nd quarter	100.00	2.05%
As on the end of previous 3rd quarter	100.00	1.83%
As on the end of previous 4th quarter	100.00	5.25%



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")			
Post Amalgamation Shareholding Pattern			
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity: Paradeep Phosphates Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 543530 / NSE - PARADEEP		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?	Yes	
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
<p>* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.</p>			
5	The tabular format for disclosure of holding of specified securities is as follows:-		



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Post Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	8	60,79,70,249	-	-	60,79,70,249	58.47	60,79,70,249	-	60,79,70,249	58.47	-	58.47	16,28,99,524	26.79	-	-	60,79,70,249	-	-	-
(B)	Public	2,77,258	43,17,50,691	-	-	43,17,50,691	41.53	43,17,50,691	-	43,17,50,691	41.53	-	41.53	-	-	-	-	43,17,50,691	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	2,77,266	1,03,97,20,940	-	-	1,03,97,20,940	100.00	1,03,97,20,940	-	1,03,97,20,940	100.00	-	100.00	16,28,99,524	15.67	-	-	1,03,97,20,940	-	-	-

Note:

- 1) Total equity shares of 530,257,727 are held by Zuari Maroc Phosphates Private Limited (Promoter) includes 600 equity shares are held by ZMPPL along with joint holders.
- 2) As Per Clause 49.2 of the Modified Scheme, Zuari Maroc Phosphates Private Limited, the existing promoter of the Company shall acquire up to 1,90,16,030 equity shares of the Company on or prior to the Effective Date 1 (as defined in the Scheme), to meet the overall objective set out in the Modified Scheme and to continue to remain the holding company of the Company upon the Modified Scheme coming into effect. The post scheme shareholding of the Company has been prepared considering the acquisition of 1,90,16,030 equity shares by Zuari Maroc Phosphates Limited. However, the post shareholding of Company may vary depending upon the actual number of equity shares of the Company acquired by ZMPPL.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																							
Statement showing Post Amalgamation shareholding pattern of Promoter and Promoter Group																							
Sl. No.	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
										No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
										Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Indian																						
(a)	Individuals/Hindu undivided Family			3	9,48,374	-	-	9,48,374	0.09	9,48,374	-	9,48,374	0.09	-	0.09	-	-	-	-	9,48,374	-	-	-
	Shradha Agarwala	Promoter Group	ACTPA8806F	1	3,74,000	-	-	3,74,000	0.04	3,74,000	-	3,74,000	0.04	-	0.04	-	-	-	-	3,74,000	-	-	-
	Jyotsna Poddar	Promoter Group	AFGPP2539E	1	2,93,874	-	-	2,93,874	0.03	2,93,874	-	2,93,874	0.03	-	0.03	-	-	-	-	2,93,874	-	-	-
	Gaurav Agarwala	Promoter Group	AEHPA6396L	1	2,80,500	-	-	2,80,500	0.03	2,80,500	-	2,80,500	0.03	-	0.03	-	-	-	-	2,80,500	-	-	-
(b)	Central Government/ State Government(s)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Financial Institutions/ Banks			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any Other (specify)			4	60,43,99,330	-	-	60,43,99,330	58.13	60,43,99,330	-	60,43,99,330	58.13	-	58.13	16,28,99,524	26.95	-	-	60,43,99,330	-	-	-
	Zuari Maroc Phosphates Private Limited	Promoter	AAACZ1716D	1	53,02,57,727	-	-	53,02,57,727	51.00	53,02,57,727	-	53,02,57,727	51.00	-	51.00	16,28,99,524	30.72	-	-	53,02,57,727	-	-	-
	Zuari Agro Chemicals Limited	Promoter	AAACZ3924H	1	6,54,33,846	-	-	6,54,33,846	6.29	6,54,33,846	-	6,54,33,846	6.29	-	6.29	-	-	-	-	6,54,33,846	-	-	-
	Adventz Finance Private Limited	Promoter Group	AABC83016H	1	81,35,175	-	-	81,35,175	0.78	81,35,175	-	81,35,175	0.78	-	0.78	-	-	-	-	81,35,175	-	-	-
	Zuari Industries Limited	Promoter	AAACZ0306P	1	5,72,582	-	-	5,72,582	0.06	5,72,582	-	5,72,582	0.06	-	0.06	-	-	-	-	5,72,582	-	-	-
	Sub-Total (A)(1)			7	60,53,47,704	-	-	60,53,47,704	58.22	60,53,47,704	-	60,53,47,704	58.22	-	58.22	16,28,99,524	26.95	-	-	60,53,47,704	-	-	-
2)	Foreign																						
(a)	Individuals (Non-Resident individuals/ Foreign individuals)			1	26,22,545	-	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	0.25	-	-	-	-	26,22,545	-	-	-
	Akshay Poddar	Promoter	AFUPP0096C	1	26,22,545	-	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	0.25	-	-	-	-	26,22,545	-	-	-
(b)	Government			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Institutions			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Any Other (specify)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (A)(2)			1	26,22,545	-	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	0.25	-	-	-	-	26,22,545	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)			8	60,79,70,249	-	-	60,79,70,249	58.47	60,79,70,249	-	60,79,70,249	58.47	-	58.47	16,28,99,524	26.95	-	-	60,79,70,249	-	-	-

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Notes:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.

(4) As per Clause 31 of the draft composite scheme of arrangement, upon the composite scheme of arrangement coming into effect in accordance with its terms, in addition to the existing promoter of PPL (i.e., Zuari Maroc Phosphates Private Limited), only the following persons, shall each be and deemed to be the "promoters" of PPL (i.e., the transferee company): Akshay Poddar, Shradha Agarwala, Jyotsna Poddar, Gaurav Agarwala, Zuari Agro Chemicals Limited, Adventz Finance Private Limited, Zuari Industries Limited and their affiliates (if any).

(5) The above post-scheme shareholding of PPL is calculated after considering the transfer of Identified Shares before the merger Record Date as per Part III of the draft composite scheme of arrangement.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																						
Statement showing Post Amalgamation shareholding pattern of Public shareholder																						
	Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
									Class: Equity shares	Class others: NA	Total									Sub-Category I	Sub-Category II	Sub-Category III
1)	Institutions (Domestic)																					
(a)	Mutual Funds		15	20,46,36,663	-	-	20,46,36,663	19.68	20,46,36,663	-	20,46,36,663	19.68	-	-	-	-	-	20,46,36,663	-	-	-	
	Hdfc Large And Mid Cap Fund	AAATH1809A	1	16353825	-	-	1,63,53,825	1.57	1,63,53,825	-	1,63,53,825	1.57	-	-	-	-	-	1,63,53,825	-	-	-	
	HSBC Value Fund	AAATH2467G	1	28517597	-	-	2,85,17,597	2.74	2,85,17,597	-	2,85,17,597	2.74	-	-	-	-	-	2,85,17,597	-	-	-	
	Dsp Small Cap Fund	AAAJD0430B	1	30242934	-	-	3,02,42,934	2.91	3,02,42,934	-	3,02,42,934	2.91	-	-	-	-	-	3,02,42,934	-	-	-	
	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	AAATR00908	1	29299855	-	-	2,92,99,855	2.82	2,92,99,855	-	2,92,99,855	2.82	-	-	-	-	-	2,92,99,855	-	-	-	
	Sbi Multicap Fund	AAATS6407Q	1	69746586	-	-	6,97,46,586	6.71	6,97,46,586	-	6,97,46,586	6.71	-	-	-	-	-	6,97,46,586	-	-	-	
	HSBC Focused Fund	AAATH2467G	1	1,08,35,935	-	-	1,08,35,935	1.04	1,08,35,935	-	1,08,35,935	1.04	-	-	-	-	-	1,08,35,935	-	-	-	
(b)	Venture Capital Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Alternate Investment Funds		1	9,68,660	-	-	9,68,660	0.09	9,68,660	-	9,68,660	0.09	-	-	-	-	-	9,68,660	-	-	-	
(d)	Banks		216	3,98,842	-	-	3,98,842	0.04	3,98,842	-	3,98,842	0.04	-	-	-	-	-	3,98,842	-	-	-	
(e)	Insurance Companies		2	3,10,16,853	-	-	3,10,16,853	2.98	3,10,16,853	-	3,10,16,853	2.98	-	-	-	-	-	3,10,16,853	-	-	-	
	Life Insurance Corporation Of India	AAACLO582H	1	31016105	-	-	3,10,16,105	2.98	3,10,16,105	-	3,10,16,105	2.98	-	-	-	-	-	3,10,16,105	-	-	-	
(f)	Provident / Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Asset Reconstruction Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(j)	Other Financial Institutions		1	3,190	-	-	3,190	0.00	3,190	-	3,190	0.00	-	-	-	-	-	3,190	-	-	-	
(k)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(1)		235	23,70,24,208	-	-	23,70,24,208	22.80	23,70,24,208	-	23,70,24,208	22.80	-	-	-	-	-	23,70,24,208	-	-	-	
2)	Institutions (Foreign)																					
(a)	Foreign Direct Investment		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors Category I		69	2,72,94,309	-	-	2,72,94,309	2.63	2,72,94,309	-	2,72,94,309	2.63	-	-	-	-	-	2,72,94,309	-	-	-	
(e)	Foreign Portfolio Investors Category II		11	69,12,322	-	-	69,12,322	0.66	69,12,322	-	69,12,322	0.66	-	-	-	-	-	69,12,322	-	-	-	
(f)	Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(2)		80	3,42,06,631	-	-	3,42,06,631	3.29	3,42,06,631	-	3,42,06,631	3.29	-	-	-	-	-	3,42,06,631	-	-	-	
3)	Central Government/ State Government(s)/ President of India																					
(a)	Central Government / President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	State Government / Governor		5	19,66,118	-	-	19,66,118	0.19	19,66,118	-	19,66,118	0.19	-	-	-	-	-	19,66,118	-	-	-	
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(3)		5	19,66,118	-	-	19,66,118	0.19	19,66,118	-	19,66,118	0.19	-	-	-	-	-	19,66,118	-	-	-	
4)	Non-Institutions																					



(a)	Associate companies / Subsidiaries			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Directors and their relatives (excluding independent directors and nominee directors)		2	2,805	-	-	2,805	0.00	2,805	-	2,805	0.00	-	-	-	-	2,805	-	-	-
(c)	Key Managerial Personnel		3	2,828	-	-	2,828	0.00	2,828	-	2,828	0.00	-	-	-	-	2,828	-	-	-
(d)	Reserves or promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)		1	54,85,865	-	-	54,85,865	0.53	54,85,865	-	54,85,865	0.53	-	-	-	-	54,85,865	-	-	-
	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS		1	54,85,865	-	-	54,85,865	0.53	54,85,865	-	54,85,865	0.53	-	-	-	-	54,85,865	-	-	-
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs		2,69,831	9,05,10,598	-	-	9,05,10,598	8.71	9,05,10,598	-	9,05,10,598	8.71	-	-	-	-	9,05,10,598	-	-	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs		346	3,57,69,477	-	-	3,57,69,477	3.44	3,57,69,477	-	3,57,69,477	3.44	-	-	-	-	3,57,69,477	-	-	-
	Dolly khanna	ADOPD7812J	1	37,39,981	-	-	37,39,981	0.36	37,39,981	-	37,39,981	0.36	-	-	-	-	37,39,981	-	-	-
(i)	Non Resident Indians (NRIs)		2,664	40,40,247	-	-	40,40,247	0.39	40,40,247	-	40,40,247	0.39	-	-	-	-	40,40,247	-	-	-
(j)	Foreign Nationals		1	1,152	-	-	1,152	0.00	1,152	-	1,152	0.00	-	-	-	-	1,152	-	-	-
(k)	Foreign Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate		685	1,31,69,870	-	-	1,31,69,870	1.27	1,31,69,870	-	1,31,69,870	1.27	-	-	-	-	1,31,69,870	-	-	-
(g)	Any Other (Specify)		3,405	95,70,892	-	-	95,70,892	0.92	95,70,892	-	95,70,892	0.92	-	-	-	-	95,70,892	-	-	-
	Clearing Members		10	10,713	-	-	10,713	0.00	10,713	-	10,713	0.00	-	-	-	-	10,713	-	-	-
	Trusts		5	4,152	-	-	4,152	0.00	4,152	-	4,152	0.00	-	-	-	-	4,152	-	-	-
	HUF		3,334	52,52,762	-	-	52,52,762	0.51	52,52,762	-	52,52,762	0.51	-	-	-	-	52,52,762	-	-	-
	Others		1	93	-	-	93	-	93	-	93	-	-	-	-	-	93	-	-	-
	LLP		55	14,15,644	-	-	14,15,644	0.14	14,15,644	-	14,15,644	0.14	-	-	-	-	14,15,644	-	-	-
	ESOP		-	28,87,526	-	-	28,87,526	0.28	28,87,526	-	28,87,526	0.28	-	-	-	-	28,87,526	-	-	-
	Sub-Total (B)(4)		2,76,938	15,85,53,734	-	-	15,85,53,734	15.25	15,85,53,734	-	15,85,53,734	15.25	-	-	-	-	15,85,53,734	-	-	-
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)		2,77,258	43,17,50,691	-	-	43,17,50,691	41.53	43,17,50,691	-	43,17,50,691	41.53	-	-	-	-	43,17,50,691	-	-	-

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Notes:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

(4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.

(5) Sub-categorization of shares under will be based on shareholding (no. of shares) under the following sub-categories:

(i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.

(ii) Shareholders who have entered into shareholder agreement with the listed entity.

(iii) Shareholders acting as persons in concert with promoters.

(6) The above post-scheme shareholding of PPL is calculated on the basis of total shareholders of PPL and MCFL as on November 22, 2024. Upon merger, each shareholder of MCFL as on the Record Date would be issued equity shares of PPL in the ratio of 187 equity shares of PPL for every 100 equity shares held in MCFL. The fractional entitlement of each of the MCFL shareholders (if any) shall be sold in the market within 90 days of allotment of shares and distribution of cash to the MCFL shareholders shall take place only after sale of all the shares. Thus, the actual number of PPL shares to be issued to each of the MCFL shareholder as on the Record Date may vary due to the fractional entitlement.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																		
Statement showing Post Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																		
Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held
								Class: Equity shares	Class others: NA	Total								
1) Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2) Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C)= (C(1))+C(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

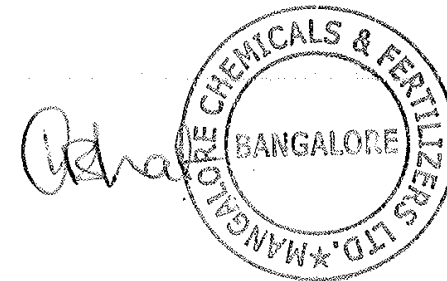
- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



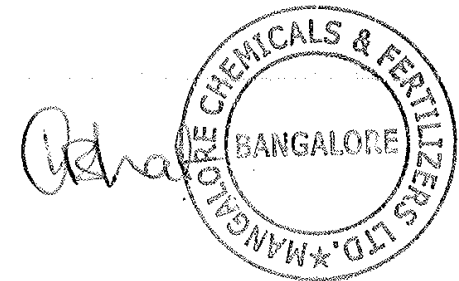
PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	3.53
As on the end of previous 1st quarter	100.00	2.22
As on the end of previous 2nd quarter	100.00	1.84
As on the end of previous 3rd quarter	100.00	1.71
As on the end of previous 4th quarter	100.00	4.41



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")			
Pre Amalgamation Shareholding Pattern			
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity: Mangalore Chemicals & Fertilizers Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 530011 / NSE - MANGCHEFER		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	Yes	
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.			
5	The tabular format for disclosure of holding of specified securities is as follows:-		



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																					
Pre Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_ I	Sub-Category_ II	Sub-Category_ III
(A)	Promoter & Promoter Group	10	7,18,51,686	-	-	7,18,51,686	60.63	7,18,51,686	-	7,18,51,686	60.63	-	-	-	-	3,88,05,907	54.01	7,18,51,686	-	-	-
(B)	Public	61,246	4,66,63,464	-	-	4,66,63,464	39.37	4,66,63,464	-	4,66,63,464	39.37	-	-	-	-	-	-	4,45,13,501	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	61,256	11,85,15,150	-	-	11,85,15,150	100.00	11,85,15,150	-	11,85,15,150	100.00	-	100.00	-	-	3,88,05,907.00	32.74	11,63,65,187	-	-	-

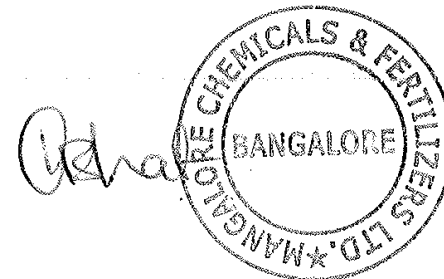


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCL" or "Transferor Company")																							
Statement showing Pre Amalgamation shareholding pattern of Promoter and Promoter Group																							
	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
										No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
										Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Indian																						
(a)	Individuals/Hindu undivided Family			3	5,07,152	-	-	5,07,152	0.43	5,07,152	-	5,07,152	0.43	-	0.43	-	-	-	-	5,07,152	-	-	-
	Shradha Agarwala	Promoter Group	ACTPA8806F	1	2,00,000	-	-	2,00,000	0.17	2,00,000	-	2,00,000	0.17	-	0.17	-	-	-	-	2,00,000	-	-	-
	Jyotsna Poddar	Promoter Group	AFGPP2539E	1	1,57,152	-	-	1,57,152	0.13	1,57,152	-	1,57,152	0.13	-	0.13	-	-	-	-	1,57,152	-	-	-
	Gaurav Agarwala	Promoter Group	AEHPA6396L	1	1,50,000	-	-	1,50,000	0.13	1,50,000	-	1,50,000	0.13	-	0.13	-	-	-	-	1,50,000	-	-	-
(b)	Central Government/ State Government(s)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other (specify)			6	6,99,42,103	-	-	6,99,42,103	59.02	6,99,42,103	-	6,99,42,103	59.02	-	59.02	-	-	3,88,05,907	54.01	6,99,42,103	-	-	-
	Zuari Agro Chemicals Limited	Promoter	AAAC23924H	1	6,40,28,362	-	-	6,40,28,362	54.03	6,40,28,362	-	6,40,28,362	54.03	-	54.03	-	-	3,88,05,907	54.01	6,40,28,362	-	-	-
	Adventz Finance Private Limited	Promoter Group	AABC83016H	1	43,50,361	-	-	43,50,361	3.67	43,50,361	-	43,50,361	3.67	-	3.67	-	-	-	-	43,50,361	-	-	-
	Mcdowell Holdings Limited	Promoter	AAECM1162E	1	12,57,186	-	-	12,57,186	1.06	12,57,186	-	12,57,186	1.06	-	1.06	-	-	-	-	12,57,186	-	-	-
	Zuari Industries Limited	Promoter	AAAC20306P	1	3,06,194	-	-	3,06,194	0.26	3,06,194	-	3,06,194	0.26	-	0.26	-	-	-	-	3,06,194	-	-	-
	United Breweries Holdings Limited	Promoter	AAACU2307D	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Kingfisher Finvest India Limited	Promoter	AABCV9224B	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)			9	7,04,49,255	-	-	7,04,49,255	59.44	7,04,49,255	-	7,04,49,255	59.44	-	59.44	-	-	3,88,05,907	55.08	7,04,49,255	-	-	-
2)	Foreign																						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)			1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
	Akshay Poddar	Promoter	AFUFP0096C	1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
(b)	Government			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)			1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)			10	7,18,51,686	-	-	7,18,51,686	60.63	7,18,51,686	-	7,18,51,686	60.63	-	60.63	-	-	3,88,05,907	32.74	7,18,51,686	-	-	-

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.

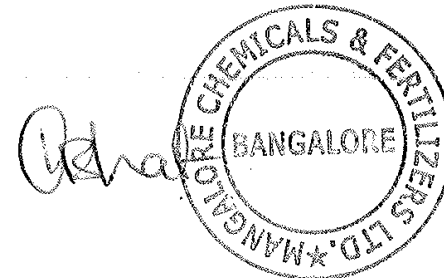


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCL" or "Transferor Company")																						
Statement showing Pre Amalgamation shareholding pattern of Public shareholder																						
	Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
									Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Institutions (Domestic)																					
(a)	Mutual Funds		2	58,04,618	-	-	58,04,618	4.90	58,04,618	-	58,04,618	4.90	-	4.90	-	-	-	-	58,04,618	-	-	-
	HSBC Focused Fund	AAATH2467G	1	57,94,618	-	-	57,94,618	4.89	57,94,618	-	57,94,618	4.89	-	4.89	-	-	-	-	57,94,618	-	-	-
(b)	Venture Capital Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Alternate Investment Funds		1	5,18,000	-	-	5,18,000	0.44	5,18,000	-	5,18,000	0.44	-	0.44	-	-	-	-	5,18,000	-	-	-
(c)	Banks		216	2,13,285	-	-	2,13,285	0.18	2,13,285	-	2,13,285	0.18	-	0.18	-	-	-	-	850	-	-	-
(d)	Insurance Companies		1	400	-	-	400	0.00	400	-	400	0.00	-	0.00	-	-	-	-	-	-	-	
(e)	Provident / Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Asset Reconstruction Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	Other Financial Institutions		1	1,706	-	-	1,706	0.00	1,706	-	1,706	0.00	-	0.00	-	-	-	-	-	-	-	
(j)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(k)	Sub-Total (B)(1)		221	65,38,009	-	-	65,38,009	5.52	65,38,009	-	65,38,009	5.52	-	5.52	-	-	-	-	63,23,468	-	-	-
2)	Institutions (Foreign)																					
(a)	Foreign Direct Investment		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors Category I		21	24,67,571	-	-	24,67,571	2.08	24,67,571	-	24,67,571	2.08	-	2.08	-	-	-	-	24,67,571	-	-	-
(e)	Foreign Portfolio Investors Category II		2	89,841	-	-	89,841	0.08	89,841	-	89,841	0.08	-	0.08	-	-	-	-	89,841	-	-	-
(f)	Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(2)		23	25,57,412	-	-	25,57,412	2.16	25,57,412	-	25,57,412	2.16	-	2.16	-	-	-	-	25,57,412	-	-	-
3)	Central Government/ State Government(s)/ President of India																					
(a)	Central Government / President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	State Government / Governor		5	10,51,400	-	-	10,51,400	0.89	10,51,400	-	10,51,400	0.89	-	0.89	-	-	-	-	10,50,000	-	-	-
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(3)		5	10,51,400	-	-	10,51,400	0.89	10,51,400	-	10,51,400	0.89	-	0.89	-	-	-	-	10,50,000	-	-	-
4)	Non-Institutions																					
(a)	Associate companies / Subsidiaries		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Directors and their relatives (excluding independent directors and nominee directors)		2	1,500	-	-	1,500	0.00	1,500	-	1,500	0.00	-	0.00	-	-	-	-	1,500	-	-	-
	Key Managerial Personnel		1	250	-	-	250	0.00	250	-	250	0.00	-	0.00	-	-	-	-	250	-	-	-

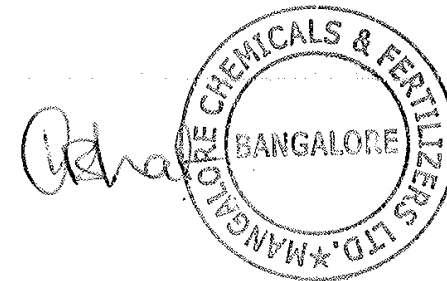
MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																			
Statement showing Pre Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																			
	Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held
									Class: Equity shares	Class others: NA	Total								
1)	Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s)
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2009
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	2.55
As on the end of previous 1st quarter	100.00	2.08
As on the end of previous 2nd quarter	100.00	1.92
As on the end of previous 3rd quarter	100.00	2.32
As on the end of previous 4th quarter	100.00	2.21

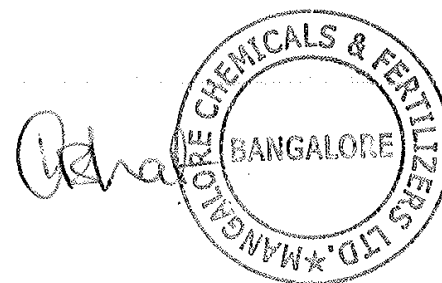


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")

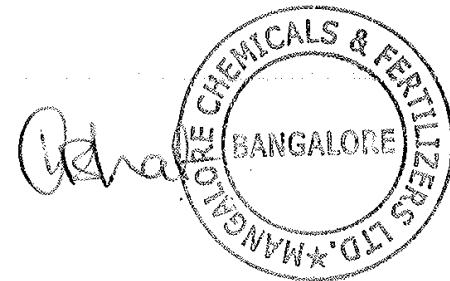
Post Amalgamation Shareholding Pattern

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity: Mangalore Chemicals & Fertilizers Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 530011 / NSE - MANGCHEFER		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.		
5	The tabular format for disclosure of holding of specified securities is as follows:-		



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MFL" or "Transferor Company")																					
Post Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

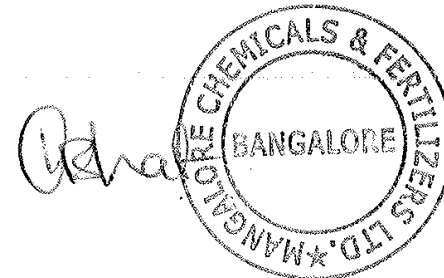


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																							
Statement showing Post Amalgamation shareholding pattern of Promoter and Promoter Group																							
	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
										No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
										Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Indian																						
(a)	Individuals/Hindu undivided Family			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
(b)	Central Government/ State Government(s)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
(c)	Financial Institutions/ Banks			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
(d)	Any Other (specify)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
	Sub-Total (A)(1)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
2)	Foreign																						
(a)	Individuals (Non-Resident Individuals/ Foreign individuals)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
(b)	Government			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
(c)	Institutions			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
(d)	Foreign Portfolio Investors			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
(e)	Any Other (specify)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
	Sub-total (A)(2)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.

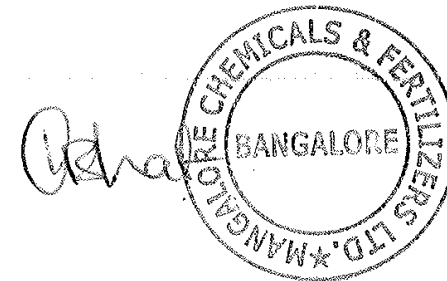


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																					
Statement showing Post Amalgamation shareholding pattern of Public shareholder																					
Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category I	Sub-Category II	Sub-Category III
1) Institutions (Domestic)																					
(a) Mutual Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) Venture Capital Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Alternate Investment Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d) Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e) Insurance Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f) Provident / Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g) Asset Reconstruction Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h) Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i) NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(j) Other Financial Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(k) Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub-Total (B)(1)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2) Institutions (Foreign)																					
(a) Foreign Direct Investment		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d) Foreign Portfolio Investors Category I		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e) Foreign Portfolio Investors Category II		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f) Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g) Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub-Total (B)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
3) Central Government/ State Government(s)/ President of India																					
(a) Central Government / President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) State Government / Governor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub-Total (B)(3)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
4) Non-Institutions																					
(a) Associate companies / Subsidiaries		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) Directors and their relatives (excluding independent directors and nominee directors)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Key Managerial Personnel		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

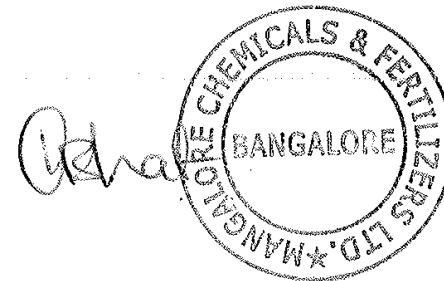
MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																			
Statement showing Post Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																			
Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		
								Class: Equity shares	Class others: NA	Total									
1) Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2) Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C)= (C(1)+(C(2))		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2007.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date		
As on the end of previous 1st quarter		
As on the end of previous 2nd quarter		
As on the end of previous 3rd quarter		
As on the end of previous 4th quarter		



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")			
Pre Amalgamation Shareholding Pattern			
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity: Paradeep Phosphates Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 543530 / NSE - PARADEEP		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?	Yes	
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.		
5	The tabular format for disclosure of holding of specified securities is as follows:-		



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Pre Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	1	45,69,42,507	-	-	45,69,42,507	56.05	45,69,42,507	-	45,69,42,507	56.05	-	56.05	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
(B)	Public	2,18,703	35,82,67,586	-	-	35,82,67,586	43.95	35,82,67,586	-	35,82,67,586	43.95	-	43.95	-	-	-	-	35,82,67,586	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	2,18,704	81,52,10,093	-	-	81,52,10,093	100.00	81,52,10,093	-	81,52,10,093	100.00	-	100.00	16,28,99,524	19.98	-	-	81,52,10,093	-	-	-

Note:

- 1) Total equity shares of 456,942,507 are held by Zuari Maroc Phosphates Private Limited (Promoter) includes 600 equity shares are held by ZMPPL along with joint holders.
- 2) As Per Clause 49.2 of the Modified Scheme, Zuari Maroc Phosphates Private Limited, the existing promoter of the Company shall acquire up to 1,90,16,030 equity shares of the Company on or prior to the Effective Date 1 (as defined in the Scheme), to meet the overall objective set out in the Modified Scheme and to continue to remain the holding company of the Company upon the Modified Scheme coming into effect. The post scheme shareholding of the Company may vary depending upon the actual number of equity shares of the Company acquired by it.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																							
Statement showing Pre Amalgamation shareholding pattern of Promoter and Promoter Group																							
	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity share held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
										No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
										Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Indian																						
(a)	Individuals/Hindu undivided Family																						
(b)	Central Government/ State Government(s)																						
(c)	Financial Institutions/ Banks																						
(d)	Any Other (specify)			1	45,69,42,507	-	-	45,69,42,507	56.05	45,69,42,507	-	45,69,42,507	56.05	-	56.05	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
	Zuari Maroc Phosphates Private Limited	Promoter	AAACZ1716D	1	45,69,42,507	-	-	45,69,42,507	56.05	45,69,42,507	-	45,69,42,507	56.05	-	56.05	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
	Sub-Total (A)(1)			1	45,69,42,507	-	-	45,69,42,507	56.05	45,69,42,507	-	45,69,42,507	56.05	-	56.05	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
2)	Foreign																						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)																						
(b)	Government																						
(c)	Institutions																						
(d)	Foreign Portfolio Investors																						
(e)	Any Other (specify)																						
	Sub-total (A)(2)																						
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)			1	45,69,42,507	-	-	45,69,42,507	56.05	45,69,42,507	-	45,69,42,507	56.05	-	56.05	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Notes:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																						
Statement showing Pre Amalgamation shareholding pattern of Public shareholder																						
	Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
									Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Institutions (Domestic)																					
(a)	Mutual Funds		13	193782028	-	-	19,37,82,028	23.77	19,37,82,028	-	19,37,82,028	23.77	-	-	-	-	-	19,37,82,028	-	-	-	
	Sbi Multicap Fund	AAATS6407Q	1	69746586	-	-	6,97,46,586	8.56	6,97,46,586	-	6,97,46,586	8.56	-	-	-	-	-	6,97,46,586	-	-	-	
	Dsp Small Cap Fund	AAAJD0430B	1	30242934	-	-	3,02,42,934	3.71	3,02,42,934	-	3,02,42,934	3.71	-	-	-	-	-	3,02,42,934	-	-	-	
	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	AAATR0090B	1	29299855	-	-	2,92,99,855	3.59	2,92,99,855	-	2,92,99,855	3.59	-	-	-	-	-	2,92,99,855	-	-	-	
	Hsbc Value Fund	AAATH2467G	1	28517597	-	-	2,85,17,597	3.50	2,85,17,597	-	2,85,17,597	3.50	-	-	-	-	-	2,85,17,597	-	-	-	
	Hdfc Large And Mid Cap Fund	AAATH1809A	1	16353825	-	-	1,63,53,825	2.01	1,63,53,825	-	1,63,53,825	2.01	-	-	-	-	-	1,63,53,825	-	-	-	
(b)	Venture Capital Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Alternate Investment Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Insurance Companies		1	3,10,16,105	-	-	3,10,16,105	3.80	3,10,16,105	-	3,10,16,105	3.80	-	-	-	-	-	3,10,16,105	-	-	-	
	Life Insurance Corporation Of India	AAACL0582H	1	31016105	-	-	3,10,16,105	3.80	3,10,16,105	-	3,10,16,105	3.80	-	-	-	-	-	3,10,16,105	-	-	-	
(f)	Provident / Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Asset Reconstruction Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(j)	Other Financial Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(k)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)[1]		14	22,47,98,133	-	-	22,47,98,133	27.58	22,47,98,133	-	22,47,98,133	27.58	-	-	-	-	-	22,47,98,133	-	-	-	
2)	Institutions (Foreign)																					
(a)	Foreign Direct Investment		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Sovereign Wealth Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors Category I		48	22679952	-	-	2,26,79,952	2.78	2,26,79,952	-	2,26,79,952	2.78	-	-	-	-	-	2,26,79,952	-	-	-	
(e)	Foreign Portfolio Investors Category II		9	6744320	-	-	67,44,320	0.83	67,44,320	-	67,44,320	0.83	-	-	-	-	-	67,44,320	-	-	-	
(f)	Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)[2]		57	2,94,24,272	-	-	2,94,24,272	3.61	2,94,24,272	-	2,94,24,272	3.61	-	-	-	-	-	2,94,24,272	-	-	-	
3)	Central Government/ State Government(s)/ President of India																					
(a)	Central Government / President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	State Government / Governor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)[3]		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
4)	Non-Institutions																					
(a)	Associate companies / Subsidiaries		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



(b)	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Key Managerial Personnel	2	2361	-	-	2,361	0.00	2,361	-	2,361	0.00	-	0.00	-	-	-	-	2,361	-	-	-
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	211070	73718687	-	-	7,37,18,687	9.04	7,37,18,687	-	7,37,18,687	9.04	-	9.04	-	-	-	-	7,37,18,687	-	-	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	261	21165763	-	-	2,11,65,763	2.60	2,11,65,763	-	2,11,65,763	2.60	-	2.60	-	-	-	-	2,11,65,763	-	-	-
(i)	Non Resident Indians (NRIs)	1890	2687102	-	-	26,87,102	0.33	26,87,102	-	26,87,102	0.33	-	0.33	-	-	-	-	26,87,102	-	-	-
(j)	Foreign Nationals	1	1152	-	-	1,152	0.00	1,152	-	1,152	0.00	-	0.00	-	-	-	-	1,152	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	299	3611646	-	-	36,11,646	0.44	36,11,646	-	36,11,646	0.44	-	0.44	-	-	-	-	36,11,646	-	-	-
(m)	Any Other (Specify)	2418	2858470	-	-	28,58,470	0.35	28,58,470	-	28,58,470	0.35	-	0.35	-	-	-	-	28,58,470	-	-	-
	Clearing Members	7	8441	-	-	8,441	0.00	8,441	-	8,441	0.00	-	0.00	-	-	-	-	8,441	-	-	-
	HUF	2386	2703515	-	-	27,03,515	0.33	27,03,515	-	27,03,515	0.33	-	0.33	-	-	-	-	27,03,515	-	-	-
	LLP	23	142994	-	-	1,42,994	0.02	1,42,994	-	1,42,994	0.02	-	0.02	-	-	-	-	1,42,994	-	-	-
	Trusts	2	3520	-	-	3,520	0.00	3,520	-	3,520	0.00	-	0.00	-	-	-	-	3,520	-	-	-
	Sub-Total (B)(4)	215941	104045181	-	-	10,40,45,181	12.76	10,40,45,181	-	10,40,45,181	12.76	-	12.76	-	-	-	-	10,40,45,181	-	-	-
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)	2,16,012	35,82,67,586	-	-	35,82,67,586	43.95	35,82,67,586	-	35,82,67,586	43.95	-	43.95	-	-	-	-	35,82,67,586	-	-	-

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Notes:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.
- (4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.
- (5) Sub-categorization of shares under will be based on shareholding (no. of shares) under the following sub-categories:
 - (i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.
 - (ii) Shareholders who have entered into shareholder agreement with the listed entity.
 - (iii) Shareholders acting as persons in concert with promoters.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																			
Statement showing Pre Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																			
	Category and name of the shareholders	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held
									Class: Equity shares	Class others: NA	Total								
1)	Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	3.81%
As on the end of previous 1st quarter	100.00	2.27%
As on the end of previous 2nd quarter	100.00	2.07%
As on the end of previous 3rd quarter	100.00	1.84%
As on the end of previous 4th quarter	100.00	5.29%



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")			
Post Amalgamation Shareholding Pattern			
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity: Paradeep Phosphates Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 543530 / NSE - PARADEEP		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?	Yes	
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.		
5	The tabular format for disclosure of holding of specified securities is as follows:-		



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Post Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	8	60,79,70,249	-	-	60,79,70,249	58.64	60,79,70,249	-	60,79,70,249	58.64	-	58.64	16,28,99,524	26.79	-	-	60,79,70,249	-	-	-
(B)	Public	2,77,258	42,88,63,170	-	-	42,88,63,170	41.36	42,88,63,170	-	42,88,63,170	41.36	-	41.36	-	-	-	-	42,88,63,170	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	2,77,266	1,03,68,33,419	-	-	1,03,68,33,419	100.00	1,03,68,33,419	-	1,03,68,33,419	100.00	-	100.00	16,28,99,524	15.71	-	-	1,03,68,33,419	-	-	-

Note:

- 1) Total equity shares of 530,257,727 are held by Zuari Maroc Phosphates Private Limited (Promoter) includes 600 equity shares are held by ZMPPL along with joint holders.
- 2) As Per Clause 49.2 of the Modified Scheme, Zuari Maroc Phosphates Private Limited, the existing promoter of the Company shall acquire up to 1,90,16,030 equity shares of the Company on or prior to the Effective Date 1 (as defined in the Scheme), to meet the overall objective set out in the Modified Scheme and to continue to remain the holding company of the Company upon the Modified Scheme coming into effect. The post scheme shareholding of the Company has been prepared considering the acquisition of 1,90,16,030 equity shares by Zuari Maroc Phosphates Limited. However, the post shareholding of Company may vary depending upon the actual number of equity shares of the Company acquired by ZMPPL.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																						
Statement showing Post Amalgamation shareholding pattern of Promoter and Promoter Group																						
	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
									Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Indian																					
(a)	Individuals/Hindu undivided Family		3	9,48,374	-	-	9,48,374	0.09	9,48,374	-	9,48,374	0.09	-	-	-	-	-	9,48,374	-	-	-	
	Shradha Agarwala	Promoter Group	1	3,74,000	-	-	3,74,000	0.04	3,74,000	-	3,74,000	0.04	-	-	-	-	-	3,74,000	-	-	-	
	Jyotsna Poddar	Promoter Group	1	2,93,874	-	-	2,93,874	0.03	2,93,874	-	2,93,874	0.03	-	-	-	-	-	2,93,874	-	-	-	
	Gaurav Agarwala	Promoter Group	1	2,80,500	-	-	2,80,500	0.03	2,80,500	-	2,80,500	0.03	-	-	-	-	-	2,80,500	-	-	-	
(b)	Central Government/ State Government(s)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Financial Institutions/ Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any Other (specify)		4	60,43,99,330	-	-	60,43,99,330	58.29	60,43,99,330	-	60,43,99,330	58.29	16,28,99,524	26.95	-	-	-	60,43,99,330	-	-	-	
	Zuari Maroc Phosphates Private Limited	Promoter	1	53,02,57,727	-	-	53,02,57,727	51.14	53,02,57,727	-	53,02,57,727	51.14	16,28,99,524	30.72	-	-	-	53,02,57,727	-	-	-	
	Zuari Agro Chemicals Limited	Promoter	1	6,54,33,846	-	-	6,54,33,846	6.31	6,54,33,846	-	6,54,33,846	6.31	-	-	-	-	-	6,54,33,846	-	-	-	
	Adventz Finance Private Limited	Promoter Group	1	81,35,175	-	-	81,35,175	0.78	81,35,175	-	81,35,175	0.78	-	-	-	-	-	81,35,175	-	-	-	
	Zuari Industries Limited	Promoter	1	5,72,582	-	-	5,72,582	0.06	5,72,582	-	5,72,582	0.06	-	-	-	-	-	5,72,582	-	-	-	
	Sub-Total (A)(1)		7	60,53,47,704	-	-	60,53,47,704	58.38	60,53,47,704	-	60,53,47,704	58.38	16,28,99,524	26.95	-	-	-	60,53,47,704	-	-	-	
2)	Foreign																					
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)		1	26,22,545	-	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	-	-	-	-	26,22,545	-	-	-	
	Akshay Poddar	Promoter	1	26,22,545	-	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	-	-	-	-	26,22,545	-	-	-	
(b)	Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-total (A)(2)		1	26,22,545	-	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	-	-	-	-	26,22,545	-	-	-	
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		8	60,79,70,249	-	-	60,79,70,249	58.64	60,79,70,249	-	60,79,70,249	58.64	16,28,99,524	26.95	-	-	-	60,79,70,249	-	-	-	

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Notes:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.

(4) As per Clause 31 of the draft composite scheme of arrangement, upon the composite scheme of arrangement coming into effect in accordance with its terms, in addition to the existing promoter of PPL (i.e., Zuari Maroc Phosphates Private Limited), only the following persons, shall each be and deemed to be the "promoters" of PPL (i.e., the transferee company): Akshay Poddar, Shradha Agarwala, Jyotsna Poddar, Gaurav Agarwala, Zuari Agro Chemicals Limited, Adventz Finance Private Limited, Zuari Industries Limited and their affiliates (if any).

(5) The above post-scheme shareholding of PPL is calculated after considering the transfer of Identified Shares before the merger Record Date as per Part III of the draft composite scheme of arrangement.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Statement showing Post Amalgamation shareholding pattern of Public shareholder																					
	Category and name of the shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding g % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Institutions (Domestic)																				
(a)	Mutual Funds	15	20,46,36,663	-	-	20,46,36,663	19.74	20,46,36,663	-	20,46,36,663	19.74	-	-	-	-	-	-	20,46,36,663	-	-	-
	Hdfc Large And Mid Cap Fund	1	16353825	-	-	1,63,53,825	1.58	1,63,53,825	-	1,63,53,825	1.58	-	-	-	-	-	-	1,63,53,825	-	-	-
	HSBC Value Fund	1	28517597	-	-	2,85,17,597	2.75	2,85,17,597	-	2,85,17,597	2.75	-	-	-	-	-	-	2,85,17,597	-	-	-
	Dsp Small Cap Fund	1	30242934	-	-	3,02,42,934	2.92	3,02,42,934	-	3,02,42,934	2.92	-	-	-	-	-	-	3,02,42,934	-	-	-
	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	1	29299855	-	-	2,92,99,855	2.83	2,92,99,855	-	2,92,99,855	2.83	-	-	-	-	-	-	2,92,99,855	-	-	-
	Sbi Multicap Fund	1	69746586	-	-	6,97,46,586	6.73	6,97,46,586	-	6,97,46,586	6.73	-	-	-	-	-	-	6,97,46,586	-	-	-
	HSBC Focused Fund	1	1,08,35,935	-	-	1,08,35,935	1.05	1,08,35,935	-	1,08,35,935	1.05	-	-	-	-	-	-	1,08,35,935	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	1	9,68,660	-	-	9,68,660	0.09	9,68,660	-	9,68,660	0.09	-	-	-	-	-	-	9,68,660	-	-	-
(d)	Banks	216	3,98,842	-	-	3,98,842	0.04	3,98,842	-	3,98,842	0.04	-	-	-	-	-	-	3,98,842	-	-	-
(e)	Insurance Companies	2	3,10,16,853	-	-	3,10,16,853	2.99	3,10,16,853	-	3,10,16,853	2.99	-	-	-	-	-	-	3,10,16,853	-	-	-
	Life Insurance Corporation Of India	1	31016105	-	-	3,10,16,105	2.99	3,10,16,105	-	3,10,16,105	2.99	-	-	-	-	-	-	3,10,16,105	-	-	-
(f)	Provident / Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Asset Reconstruction Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(j)	Other Financial Institutions	1	3,190	-	-	3,190	0.00	3,190	-	3,190	0.00	-	-	-	-	-	-	3,190	-	-	-
(k)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	235	23,70,24,208	-	-	23,70,24,208	22.86	23,70,24,208	-	23,70,24,208	22.86	-	-	-	-	-	-	23,70,24,208	-	-	-
2)	Institutions (Foreign)																				
(a)	Foreign Direct Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors Category I	69	2,72,94,309	-	-	2,72,94,309	2.63	2,72,94,309	-	2,72,94,309	2.63	-	-	-	-	-	-	2,72,94,309	-	-	-
(e)	Foreign Portfolio Investors Category II	11	69,12,322	-	-	69,12,322	0.67	69,12,322	-	69,12,322	0.67	-	-	-	-	-	-	69,12,322	-	-	-
(f)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	80	3,42,06,631	-	-	3,42,06,631	3.30	3,42,06,631	-	3,42,06,631	3.30	-	-	-	-	-	-	3,42,06,631	-	-	-
3)	Central Government/ State Government(s)/ President of India																				
(a)	Central Government / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	State Government / Governor	5	19,66,118	-	-	19,66,118	0.19	19,66,118	-	19,66,118	0.19	-	-	-	-	-	-	19,66,118	-	-	-
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	5	19,66,118	-	-	19,66,118	0.19	19,66,118	-	19,66,118	0.19	-	-	-	-	-	-	19,66,118	-	-	-
4)	Non-Institutions																				
(a)	Associate companies / Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



(b)	Directors and their relatives (excluding independent directors and nominee directors)	2	2,805	-	-	2,805	0.00	2,805	-	2,805	0.00	-	0.00	-	-	-	-	2,805	-	-	-
(c)	Key Managerial Personnel	3	2,828	-	-	2,828	0.00	2,828	-	2,828	0.00	-	0.00	-	-	-	-	2,828	-	-	-
(d)	Relatives or promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	1	54,85,865	-	-	54,85,865	0.53	54,85,865	-	54,85,865	0.53	-	0.53	-	-	-	-	54,85,865	-	-	-
	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	1	54,85,865	-	-	54,85,865	0.53	54,85,865	-	54,85,865	0.53	-	0.53	-	-	-	-	54,85,865	-	-	-
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	2,69,831	9,05,10,598	-	-	9,05,10,598	8.73	9,05,10,598	-	9,05,10,598	8.73	-	8.73	-	-	-	-	9,05,10,598	-	-	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	346	3,57,69,477	-	-	3,57,69,477	3.45	3,57,69,477	-	3,57,69,477	3.45	-	3.45	-	-	-	-	3,57,69,477	-	-	-
	Dolly khanna	1	37,39,981	-	-	37,39,981	0.36	37,39,981	-	37,39,981	0.36	-	0.36	-	-	-	-	37,39,981	-	-	-
(i)	Non Resident Indians (NRIs)	2,664	40,40,247	-	-	40,40,247	0.39	40,40,247	-	40,40,247	0.39	-	0.39	-	-	-	-	40,40,247	-	-	-
(j)	Foreign Nationals	1	1,152	-	-	1,152	0.00	1,152	-	1,152	0.00	-	0.00	-	-	-	-	1,152	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	685	1,31,69,870	-	-	1,31,69,870	1.27	1,31,69,870	-	1,31,69,870	1.27	-	1.27	-	-	-	-	1,31,69,870	-	-	-
(g)	Any Other (Specify)	3,405	66,83,366	-	-	66,83,366	0.64	66,83,366	-	66,83,366	0.64	-	0.64	-	-	-	-	66,83,366	-	-	-
	Clearing Members	10	10,713	-	-	10,713	0.00	10,713	-	10,713	0.00	-	0.00	-	-	-	-	10,713	-	-	-
	Trusts	5	4,152	-	-	4,152	0.00	4,152	-	4,152	0.00	-	0.00	-	-	-	-	4,152	-	-	-
	HUF	3,334	52,52,762	-	-	52,52,762	0.51	52,52,762	-	52,52,762	0.51	-	0.51	-	-	-	-	52,52,762	-	-	-
	Others	1	93	-	-	93	0.00	93	-	93	0.00	-	0.00	-	-	-	-	93	-	-	-
	LLP	55	14,15,644	-	-	14,15,644	0.14	14,15,644	-	14,15,644	0.14	-	0.14	-	-	-	-	14,15,644	-	-	-
	Sub-Total (B)(4)	2,76,938	15,56,66,208	-	-	15,56,66,208	15.01	15,56,66,208	-	15,56,66,208	15.01	-	15.01	-	-	-	-	15,56,66,208	-	-	-
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)	2,77,258	42,88,63,165	-	-	42,88,63,165	41.36	42,88,63,165	-	42,88,63,165	41.36	-	41.36	-	-	-	-	42,88,63,165	-	-	-

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Notes:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

(4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.

(5) Sub-categorization of shares under will be based on shareholding (no. of shares) under the following sub-categories:

(i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.

(ii) Shareholders who have entered into shareholder agreement with the listed entity.

(iii) Shareholders acting as persons in concert with promoters.

(6) The above post-scheme shareholding of PPL is calculated on the basis of total shareholders of PPL and MCFL as on November 22, 2024. Upon merger, each shareholder of MCFL as on the Record Date would be issued equity shares of PPL in the ratio of 187 equity shares of PPL for every 100 equity shares held in MCFL. The fractional entitlement of each of the MCFL shareholders (if any) shall be sold in the market within 90 days of allotment of shares and distribution of cash to the MCFL shareholders shall take place only after sale of all the shares. Thus, the actual number of PPL shares to be issued to each of the MCFL shareholder as on the Record Date may vary due to the fractional entitlement. Further, this shareholding pattern does not take into account the shares under the ESOP scheme which may result in the additional 28,87,526 equity shares of PPL upon the exercise of the employee stock options issued by PPL.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																		
Statement showing Post Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																		
	Category and name of the shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held
								Class: Equity shares	Class others: NA	Total								
1)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Note:

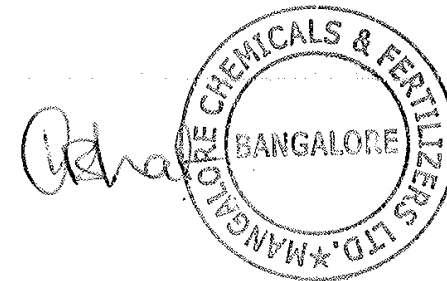
- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



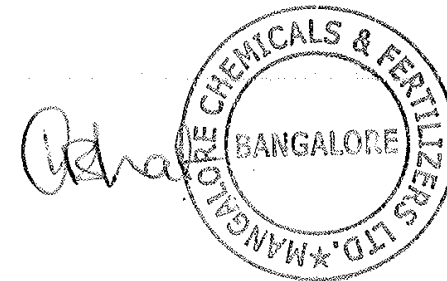
PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	3.54
As on the end of previous 1st quarter	100.00	2.22
As on the end of previous 2nd quarter	100.00	2.04
As on the end of previous 3rd quarter	100.00	1.94
As on the end of previous 4th quarter	100.00	4.62



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")			
Pre Amalgamation Shareholding Pattern			
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity: Mangalore Chemicals & Fertilizers Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 530011 / NSE - MANGCHEFER		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	Yes	
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.			
5	The tabular format for disclosure of holding of specified securities is as follows:-		



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																					
Pre Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	10	7,18,51,686	-	-	7,18,51,686	60.63	7,18,51,686	-	7,18,51,686	60.63	-	-	3,88,05,907	54.01	7,18,51,686	-	-	-		
(B)	Public	61,246	4,66,63,464	-	-	4,66,63,464	39.37	4,66,63,464	-	4,66,63,464	39.37	-	-	-	-	4,45,13,501	-	-	-		
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	61,256	11,85,15,150	-	-	11,85,15,150	100.00	11,85,15,150	-	11,85,15,150	100.00	-	100.00	3,88,05,907.00	32.74	11,63,65,187	-	-	-		

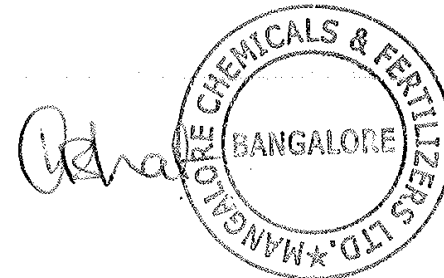


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																						
Statement showing Pre Amalgamation shareholding pattern of Promoter and Promoter Group																						
1)	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
									Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
	Indian																					
(a)	Individuals/Hindu undivided Family		3	5,07,152	-	-	5,07,152	0.43	5,07,152	-	5,07,152	0.43	-	0.43	-	-	-	-	5,07,152	-	-	-
	Shradha Agarwala	Promoter Group	1	2,00,000	-	-	2,00,000	0.17	2,00,000	-	2,00,000	0.17	-	0.17	-	-	-	-	2,00,000	-	-	-
	Jyotsna Poddar	Promoter Group	1	1,57,152	-	-	1,57,152	0.13	1,57,152	-	1,57,152	0.13	-	0.13	-	-	-	-	1,57,152	-	-	-
	Gaurav Agarwala	Promoter Group	1	1,50,000	-	-	1,50,000	0.13	1,50,000	-	1,50,000	0.13	-	0.13	-	-	-	-	1,50,000	-	-	-
(b)	Central Government/ State Government(s)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other (specify)		6	6,99,42,103	-	-	6,99,42,103	59.02	6,99,42,103	-	6,99,42,103	59.02	-	59.02	-	-	3,88,05,907	54.01	6,99,42,103	-	-	-
	Zuari Agro Chemicals Limited	Promoter	1	6,40,28,362	-	-	6,40,28,362	54.03	6,40,28,362	-	6,40,28,362	54.03	-	54.03	-	-	3,88,05,907	54.01	6,40,28,362	-	-	-
	Adventz Finance Private Limited	Promoter Group	1	43,50,361	-	-	43,50,361	3.67	43,50,361	-	43,50,361	3.67	-	3.67	-	-	-	-	43,50,361	-	-	-
	Mcdowell Holdings Limited	Promoter	1	12,57,186	-	-	12,57,186	1.06	12,57,186	-	12,57,186	1.06	-	1.06	-	-	-	-	12,57,186	-	-	-
	Zuari Industries Limited	Promoter	1	3,06,194	-	-	3,06,194	0.26	3,06,194	-	3,06,194	0.26	-	0.26	-	-	-	-	3,06,194	-	-	-
	United Breweries Holdings Limited	Promoter	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Kingfisher Finvest India Limited	Promoter	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)		9	7,04,49,255	-	-	7,04,49,255	59.44	7,04,49,255	-	7,04,49,255	59.44	-	59.44	-	-	3,88,05,907	55.08	7,04,49,255	-	-	-
2)	Foreign																					
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)		1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
	Akshay Poddar	Promoter	1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
(b)	Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)		1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		10	7,18,51,686	-	-	7,18,51,686	60.63	7,18,51,686	-	7,18,51,686	60.63	-	60.63	-	-	3,88,05,907	32.74	7,18,51,686	-	-	-

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																					
Statement showing Pre Amalgamation shareholding pattern of Public shareholder																					
	Category and name of the shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Institutions (Domestic)																				
(a)	Mutual Funds	2	58,04,618	-	-	58,04,618	4.90	58,04,618	-	58,04,618	4.90	-	-	-	-	-	-	58,04,618	-	-	
	HSBC Focused Fund	1	57,94,618	-	-	57,94,618	4.89	57,94,618	-	57,94,618	4.89	-	-	-	-	-	-	57,94,618	-	-	
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Alternate Investment Funds	1	5,18,000	-	-	5,18,000	0.44	5,18,000	-	5,18,000	0.44	-	-	-	-	-	-	5,18,000	-	-	
(d)	Banks	216	2,13,285	-	-	2,13,285	0.18	2,13,285	-	2,13,285	0.18	-	-	-	-	-	-	850	-	-	
(e)	Insurance Companies	1	400	-	-	400	0.00	400	-	400	0.00	-	-	-	-	-	-	-	-	-	
(f)	Provident / Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Asset Reconstruction Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(j)	Other Financial Institutions	1	1,706	-	-	1,706	0.00	1,706	-	1,706	0.00	-	-	-	-	-	-	-	-	-	
(k)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(1)	221	65,38,009	-	-	65,38,009	5.52	65,38,009	-	65,38,009	5.52	-	-	-	-	-	-	63,23,468	-	-	
2)	Institutions (Foreign)																				
(a)	Foreign Direct Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors Category I	21	24,67,571	-	-	24,67,571	2.08	24,67,571	-	24,67,571	2.08	-	-	-	-	-	-	24,67,571	-	-	
(e)	Foreign Portfolio Investors Category II	2	89,841	-	-	89,841	0.08	89,841	-	89,841	0.08	-	-	-	-	-	-	89,841	-	-	
(f)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(2)	23	25,57,412	-	-	25,57,412	2.16	25,57,412	-	25,57,412	2.16	-	-	-	-	-	-	25,57,412	-	-	
3)	Central Government/ State Government(s)/ President of India																				
(a)	Central Government / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	State Government / Governor	5	10,51,400	-	-	10,51,400	0.89	10,51,400	-	10,51,400	0.89	-	-	-	-	-	-	10,50,000	-	-	
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(3)	5	10,51,400	-	-	10,51,400	0.89	10,51,400	-	10,51,400	0.89	-	-	-	-	-	-	10,50,000	-	-	
4)	Non-Institutions																				
(a)	Associate companies / Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Directors and their relatives (excluding independent directors and nominee directors)	2	1,500	-	-	1,500	0.00	1,500	-	1,500	0.00	-	-	-	-	-	-	1,500	-	-	
(c)	Key Managerial Personnel	1	250	-	-	250	0.00	250	-	250	0.00	-	-	-	-	-	-	250	-	-	



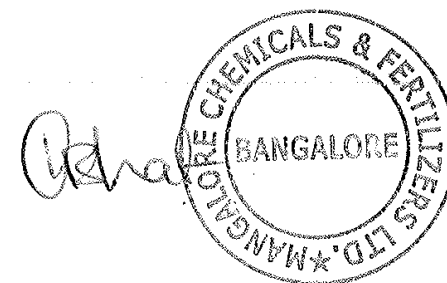
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	1	29,33,618	-	-	29,33,618	2.48	29,33,618	-	29,33,618	2.48	-	2.48	-	-	-	-	29,33,618	-	-
	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	1	29,33,618	-	-	29,33,618	2.48	29,33,618	-	29,33,618	2.48	-	2.48	-	-	-	-	29,33,618	-	-
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	58,761	1,78,91,446	-	-	1,78,91,446	15.10	1,78,91,446	-	1,78,91,446	15.10	-	15.10	-	-	-	-	1,61,00,381	-	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	85	78,09,473	-	-	78,09,473	6.59	78,09,473	-	78,09,473	6.59	-	6.59	-	-	-	-	77,36,771	-	-
	Dolly Khanna	1	19,99,990	-	-	19,99,990	1.69	19,99,990	-	19,99,990	1.69	-	1.69	-	-	-	-	19,99,990	-	-
(i)	Non Resident Indians (NRIs)	774	7,23,607	-	-	7,23,607	0.61	7,23,607	-	7,23,607	0.61	-	0.61	-	-	-	-	7,23,107	-	-
(j)	Foreign Nationals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	386	51,11,350	-	-	51,11,350	4.31	51,11,350	-	51,11,350	4.31	-	4.31	-	-	-	-	50,41,645	-	-
(g)	Any Other (Specify)	987	20,45,399	-	-	20,45,399	1.73	20,45,399	-	20,45,399	1.73	-	1.73	-	-	-	-	20,45,349	-	-
	Others	1	50	-	-	50	0.00	50	-	50	0.00	-	0.00	-	-	-	-	-	-	-
	Trusts	3	338	-	-	338	0.00	338	-	338	0.00	-	0.00	-	-	-	-	338	-	-
	HUF	948	13,63,234	-	-	13,63,234	1.15	13,63,234	-	13,63,234	1.15	-	1.15	-	-	-	-	13,63,234	-	-
	LLP	32	6,80,562	-	-	6,80,562	0.57	6,80,562	-	6,80,562	0.57	-	0.57	-	-	-	-	6,80,562	-	-
	Clearing Members	3	1,215	-	-	1,215	0.00	1,215	-	1,215	0.00	-	0.00	-	-	-	-	1,215	-	-
	Sub-Total (B)(4)	60,997	3,65,16,643	-	-	3,65,16,643	30.81	3,65,16,643	-	3,65,16,643	30.81	-	30.81	-	-	-	-	3,45,82,621	-	-
	Total Shareholding of Public (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)	61,246	4,66,63,464	-	-	4,66,63,464	39.37	4,66,63,464	-	4,66,63,464	39.37	-	39.37	-	-	-	-	4,45,13,501	-	-

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:

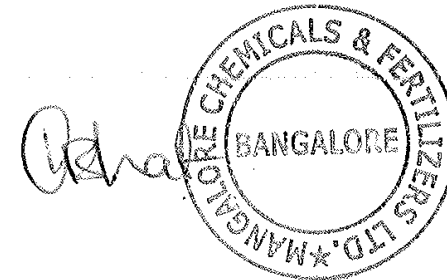
- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.
- (4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.
- (5) Sub-categorization of shares will be based on shareholding (no. of shares) under the following sub-categories:
 - (i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.
 - (ii) Shareholders who have entered into shareholder agreement with the listed entity.
 - (iii) Shareholders acting as persons in concert with promoters.



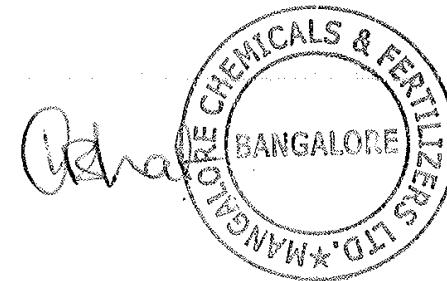
MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																	
Statement showing Pre Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																	
	Category and name of the shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form
								No. of voting rights		Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held	
								Class: Equity shares	Class others: NA								
1)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

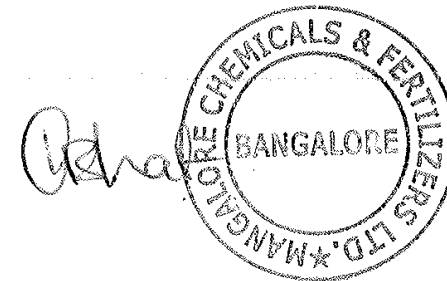
- (1) PAN would not be displayed on website of Stock
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeover)
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.




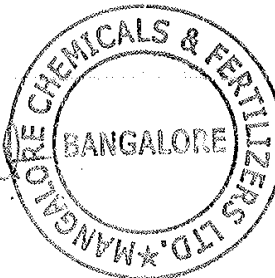
MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	2.55
As on the end of previous 1st quarter	100.00	2.08
As on the end of previous 2nd quarter	100.00	1.92
As on the end of previous 3rd quarter	100.00	2.32
As on the end of previous 4th quarter	100.00	2.21



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")			
Post Amalgamation Shareholding Pattern			
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity: Mangalore Chemicals & Fertilizers Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 530011 / NSE - MANGCHEFER		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.			
5	The tabular format for disclosure of holding of specified securities is as follows:-		



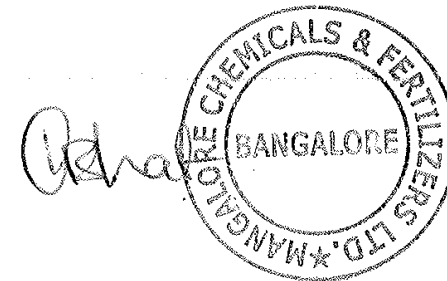
MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MFL" or "Transferor Company")																					
Post Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

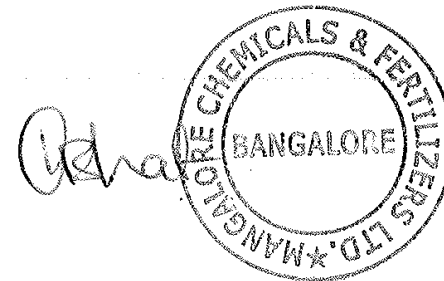
MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCL" or "Transferor Company")																	
Statement showing Post Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																	
	Category and name of the shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form
								No. of voting rights		Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held	
								Class: Equity shares	Class others: NA								
1)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2009.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date		
As on the end of previous 1st quarter		
As on the end of previous 2nd quarter		
As on the end of previous 3rd quarter		
As on the end of previous 4th quarter		



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")			
Pre Amalgamation Shareholding Pattern			
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity: Paradeep Phosphates Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 543530 / NSE - PARADEEP		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?	Yes	
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.		
5	The tabular format for disclosure of holding of specified securities is as follows:-		



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Pre Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	1	45,69,42,507	-	-	45,69,42,507	55.85	45,69,42,507	-	45,69,42,507	55.85	-	55.85	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
(B)	Public	2,16,012	36,11,55,112	-	-	36,11,55,112	44.15	36,11,55,112	-	36,11,55,112	44.15	-	44.15	-	-	-	-	36,11,55,112	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	2,16,013	81,80,97,619	-	-	81,80,97,619	100.00	81,80,97,619	-	81,80,97,619	100.00	-	100.00	16,28,99,524	19.91	-	-	81,80,97,619	-	-	-

Note:

- 1) Total equity shares of 456,942,507 are held by Zuari Maroc Phosphates Private Limited (Promoter) includes 600 equity shares are held by ZMPPL along with joint holders.
- 2) Per Clause 49.2 of the Modified Scheme, Zuari Maroc Phosphates Private Limited, the existing promoter of the Company shall acquire up to 1,90,16,030 equity shares of the Company on or prior to the Effective Date 1 (as defined in the Scheme), to meet the overall objective set out in the Modified Scheme and to continue to remain the holding company of the Company upon the Modified Scheme coming into effect. The post scheme shareholding of the Company may vary depending upon the actual number of equity shares of the Company acquired by it.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Statement showing Pre Amalgamation shareholding pattern of Promoter and Promoter Group																					
	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
									No. of voting rights		Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
									Class: Equity shares	Class others: NA									Total	Sub-Category_I	Sub-Category_II
1)	Indian																				
(a)	Individuals/Hindu undivided Family		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Central Government/ State Government(s)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Financial Institutions/ Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any Other (specify)		1	45,69,42,507	-	-	45,69,42,507	55.85	45,69,42,507	-	45,69,42,507	55.85	55.85	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
	Zuari Maroc Phosphates Private Limited	Promoter	1	45,69,42,507	-	-	45,69,42,507	55.85	45,69,42,507	-	45,69,42,507	55.85	55.85	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
	Sub-Total (A)(1)		1	45,69,42,507	-	-	45,69,42,507	55.85	45,69,42,507	-	45,69,42,507	55.85	55.85	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-
2)	Foreign																				
(a)	Individuals (Non-Resident Individuals/ Foreign individuals)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-total (A)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		1	45,69,42,507	-	-	45,69,42,507	55.85	45,69,42,507	-	45,69,42,507	55.85	55.85	16,28,99,524	35.65	-	-	45,69,42,507	-	-	-

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Notes:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The term 'Encumbance' has the same meaning as assigned under Rregulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	211070	73718687	-	-	7,37,18,687	9.01	7,37,18,687	-	7,37,18,687	9.01	-	9.01	-	-	-	-	7,37,18,687	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	261	21165763	-	-	2,11,65,763	2.59	2,11,65,763	-	2,11,65,763	2.59	-	2.59	-	-	-	-	2,11,65,763	-
(i)	Non Resident Indians (NRIs)	1890	2687102	-	-	26,87,102	0.33	26,87,102	-	26,87,102	0.33	-	0.33	-	-	-	-	26,87,102	-
(j)	Foreign Nationals	1	1152	-	-	1,152	0.00	1,152	-	1,152	0.00	-	0.00	-	-	-	-	1,152	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	299	3611646	-	-	36,11,646	0.44	36,11,646	-	36,11,646	0.44	-	0.44	-	-	-	-	36,11,646	-
(m)	Any Other (Specify)	2418	57,45,996	-	-	57,45,996	0.70	57,45,996	-	57,45,996	0.70	-	0.70	-	-	-	-	57,45,996	-
	Clearing Members	7	8441	-	-	8,441	0.00	8,441	-	8,441	0.00	-	0.00	-	-	-	-	8,441	-
	HUF	2386	2703515	-	-	27,03,515	0.33	27,03,515	-	27,03,515	0.33	-	0.33	-	-	-	-	27,03,515	-
	LLP	23	142994	-	-	1,42,994	0.02	1,42,994	-	1,42,994	0.02	-	0.02	-	-	-	-	1,42,994	-
	Trusts	2	3520	-	-	3,520	0.00	3,520	-	3,520	0.00	-	0.00	-	-	-	-	3,520	-
	ESOP	-	28,87,526	-	-	28,87,526	0.35	28,87,526	-	28,87,526	0.35	-	0.35	-	-	-	-	28,87,526	-
	Sub-Total (B)(4)	215941	10,69,32,707	-	-	10,69,32,707	13.07	10,69,32,707	-	10,69,32,707	13.07	-	13.07	-	-	-	-	10,69,32,707	-
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)	2,16,012	36,11,55,112	-	-	36,11,55,112	44.15	36,11,55,112	-	36,11,55,112	44.15	-	44.15	-	-	-	-	36,11,55,112	-

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Notes:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.
- (4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.
- (5) Sub-categorization of shares under will be based on shareholding (no. of shares) under the following sub-categories:
 - (i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.
 - (ii) Shareholders who have entered into shareholder agreement with the listed entity.
 - (iii) Shareholders acting as persons in concert with promoters.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																		
Statement showing Pre Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																		
	Category and name of the shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
								No. of voting rights		Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		
								Class: Equity shares	Class others: NA									Total
1)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	3.79%
As on the end of previous 1st quarter	100.00	2.25%
As on the end of previous 2nd quarter	100.00	2.05%
As on the end of previous 3rd quarter	100.00	1.83%
As on the end of previous 4th quarter	100.00	5.25%



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")			
Post Amalgamation Shareholding Pattern			
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity: Paradeep Phosphates Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 543530 / NSE - PARADEEP		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?	Yes	
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.			
5	The tabular format for disclosure of holding of specified securities is as follows:-		



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Post Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	8	60,79,70,249	-	-	60,79,70,249	58.47	60,79,70,249	-	60,79,70,249	58.47	-	58.47	16,28,99,524	26.79	-	-	60,79,70,249	-	-	-
(B)	Public	2,77,258	43,17,50,691	-	-	43,17,50,691	41.53	43,17,50,691	-	43,17,50,691	41.53	-	41.53	-	-	-	-	43,17,50,691	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	2,77,266	1,03,97,20,940	-	-	1,03,97,20,940	100.00	1,03,97,20,940	-	1,03,97,20,940	100.00	-	100.00	16,28,99,524	15.67	-	-	1,03,97,20,940	-	-	-

Note:

- 1) Total equity shares of 530,257,727 are held by Zuari Maroc Phosphates Private Limited (Promoter) includes 600 equity shares are held by ZMPPL along with joint holders.
- 2) As Per Clause 49.2 of the Modified Scheme, Zuari Maroc Phosphates Private Limited, the existing promoter of the Company shall acquire up to 1,90,16,030 equity shares of the Company on or prior to the Effective Date 1 (as defined in the Scheme), to meet the overall objective set out in the Modified Scheme and to continue to remain the holding company of the Company upon the Modified Scheme coming into effect. The post scheme shareholding of the Company has been prepared considering the acquisition of 1,90,16,030 equity shares by Zuari Maroc Phosphates Limited. However, the post shareholding of Company may vary depending upon the actual number of equity shares of the Company acquired by ZMPPL.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																						
Statement showing Post Amalgamation shareholding pattern of Promoter and Promoter Group																						
	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
									Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Indian																					
(a)	Individuals/Hindu undivided Family		3	9,48,374	-	-	9,48,374	0.09	9,48,374	-	9,48,374	0.09	-	-	-	-	-	9,48,374	-	-	-	
	Shradha Agarwala	Promoter Group	1	3,74,000	-	-	3,74,000	0.04	3,74,000	-	3,74,000	0.04	-	-	-	-	-	3,74,000	-	-	-	
	Jyotsna Poddar	Promoter Group	1	2,93,874	-	-	2,93,874	0.03	2,93,874	-	2,93,874	0.03	-	-	-	-	-	2,93,874	-	-	-	
	Gaurav Agarwala	Promoter Group	1	2,80,500	-	-	2,80,500	0.03	2,80,500	-	2,80,500	0.03	-	-	-	-	-	2,80,500	-	-	-	
(b)	Central Government/ State Government(s)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Financial Institutions/ Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any Other (specify)		4	60,43,99,330	-	-	60,43,99,330	58.13	60,43,99,330	-	60,43,99,330	58.13	16,28,99,524	26.95	-	-	-	60,43,99,330	-	-	-	
	Zuari Maroc Phosphates Private Limited	Promoter	1	53,02,57,727	-	-	53,02,57,727	51.00	53,02,57,727	-	53,02,57,727	51.00	16,28,99,524	30.72	-	-	-	53,02,57,727	-	-	-	
	Zuari Agro Chemicals Limited	Promoter	1	6,54,33,846	-	-	6,54,33,846	6.29	6,54,33,846	-	6,54,33,846	6.29	-	-	-	-	-	6,54,33,846	-	-	-	
	Adventz Finance Private Limited	Promoter Group	1	81,35,175	-	-	81,35,175	0.78	81,35,175	-	81,35,175	0.78	-	-	-	-	-	81,35,175	-	-	-	
	Zuari Industries Limited	Promoter	1	5,72,582	-	-	5,72,582	0.06	5,72,582	-	5,72,582	0.06	-	-	-	-	-	5,72,582	-	-	-	
	Sub-Total (A)(1)		7	60,53,47,704	-	-	60,53,47,704	58.22	60,53,47,704	-	60,53,47,704	58.22	16,28,99,524	26.95	-	-	-	60,53,47,704	-	-	-	
2)	Foreign																					
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)		1	26,22,545	-	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	-	-	-	-	26,22,545	-	-	-	
	Akshay Poddar	Promoter	1	26,22,545	-	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	-	-	-	-	26,22,545	-	-	-	
(b)	Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-total (A)(2)		1	26,22,545	-	-	26,22,545	0.25	26,22,545	-	26,22,545	0.25	-	-	-	-	-	26,22,545	-	-	-	
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		8	60,79,70,249	-	-	60,79,70,249	58.47	60,79,70,249	-	60,79,70,249	58.47	16,28,99,524	26.95	-	-	-	60,79,70,249	-	-	-	

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Notes:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.

(4) As per Clause 31 of the draft composite scheme of arrangement, upon the composite scheme of arrangement coming into effect in accordance with its terms, in addition to the existing promoter of PPL (i.e., Zuari Maroc Phosphates Private Limited), only the following persons, shall each be and deemed to be the "promoters" of PPL (i.e., the transferee company): Akshay Poddar, Shradha Agarwala, Jyotsna Poddar, Gaurav Agarwala, Zuari Agro Chemicals Limited, Adventz Finance Private Limited, Zuari Industries Limited and their affiliates (if any).

(5) The above post-scheme shareholding of PPL is calculated after considering the transfer of Identified Shares before the merger Record Date as per Part III of the draft composite scheme of arrangement.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																					
Statement showing Post Amalgamation shareholding pattern of Public shareholder																					
	Category and name of the shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Institutions (Domestic)																				
(a)	Mutual Funds	15	20,46,36,663	-	-	20,46,36,663	19.68	20,46,36,663	-	20,46,36,663	19.68	-	-	-	-	-	20,46,36,663	-	-	-	
	Hdfc Large And Mid Cap Fund	1	16353825	-	-	1,63,53,825	1.57	1,63,53,825	-	1,63,53,825	1.57	-	-	-	-	-	1,63,53,825	-	-	-	
	HSBC Value Fund	1	28517597	-	-	2,85,17,597	2.74	2,85,17,597	-	2,85,17,597	2.74	-	-	-	-	-	2,85,17,597	-	-	-	
	Dsp Small Cap Fund	1	30242934	-	-	3,02,42,934	2.91	3,02,42,934	-	3,02,42,934	2.91	-	-	-	-	-	3,02,42,934	-	-	-	
	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	1	29299855	-	-	2,92,99,855	2.82	2,92,99,855	-	2,92,99,855	2.82	-	-	-	-	-	2,92,99,855	-	-	-	
	Sbi Multicap Fund	1	69746586	-	-	6,97,46,586	6.71	6,97,46,586	-	6,97,46,586	6.71	-	-	-	-	-	6,97,46,586	-	-	-	
	HSBC Focused Fund	1	1,08,35,935	-	-	1,08,35,935	1.04	1,08,35,935	-	1,08,35,935	1.04	-	-	-	-	-	1,08,35,935	-	-	-	
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Alternate Investment Funds	1	9,68,660	-	-	9,68,660	0.09	9,68,660	-	9,68,660	0.09	-	-	-	-	-	9,68,660	-	-	-	
(d)	Banks	216	3,98,842	-	-	3,98,842	0.04	3,98,842	-	3,98,842	0.04	-	-	-	-	-	3,98,842	-	-	-	
(e)	Insurance Companies	2	3,10,16,853	-	-	3,10,16,853	2.98	3,10,16,853	-	3,10,16,853	2.98	-	-	-	-	-	3,10,16,853	-	-	-	
	Life Insurance Corporation Of India	1	31016105	-	-	3,10,16,105	2.98	3,10,16,105	-	3,10,16,105	2.98	-	-	-	-	-	3,10,16,105	-	-	-	
(f)	Provident / Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Asset Reconstruction Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(j)	Other Financial Institutions	1	3,190	-	-	3,190	0.00	3,190	-	3,190	0.00	-	-	-	-	-	3,190	-	-	-	
(k)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(1)	235	23,70,24,208	-	-	23,70,24,208	22.80	23,70,24,208	-	23,70,24,208	22.80	-	-	-	-	-	23,70,24,208	-	-	-	
2)	Institutions (Foreign)																				
(a)	Foreign Direct Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors Category I	69	2,72,94,309	-	-	2,72,94,309	2.63	2,72,94,309	-	2,72,94,309	2.63	-	-	-	-	-	2,72,94,309	-	-	-	
(e)	Foreign Portfolio Investors Category II	11	69,12,322	-	-	69,12,322	0.66	69,12,322	-	69,12,322	0.66	-	-	-	-	-	69,12,322	-	-	-	
(f)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(2)	80	3,42,06,631	-	-	3,42,06,631	3.29	3,42,06,631	-	3,42,06,631	3.29	-	-	-	-	-	3,42,06,631	-	-	-	
3)	Central Government/ State Government(s)/ President of India																				
(a)	Central Government / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	State Government / Governor	5	19,66,118	-	-	19,66,118	0.19	19,66,118	-	19,66,118	0.19	-	-	-	-	-	19,66,118	-	-	-	



(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	5	19,66,118	-	-	19,66,118	0.19	19,66,118	-	19,66,118	0.19	-	-	-	-	-	-	19,66,118	-	-
4)	Non-Institutions																			
(a)	Associate companies / Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Directors and their relatives (excluding independent directors and nominee directors)	2	2,805	-	-	2,805	0.00	2,805	-	2,805	0.00	-	-	-	-	-	-	2,805	-	-
(c)	Key Managerial Personnel	3	2,828	-	-	2,828	0.00	2,828	-	2,828	0.00	-	-	-	-	-	-	2,828	-	-
(d)	Relatives or promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	1	54,85,865	-	-	54,85,865	0.53	54,85,865	-	54,85,865	0.53	-	-	-	-	-	-	54,85,865	-	-
	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	1	54,85,865	-	-	54,85,865	0.53	54,85,865	-	54,85,865	0.53	-	-	-	-	-	-	54,85,865	-	-
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	2,69,831	9,05,10,598	-	-	9,05,10,598	8.71	9,05,10,598	-	9,05,10,598	8.71	-	-	-	-	-	-	9,05,10,598	-	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	346	3,57,69,477	-	-	3,57,69,477	3.44	3,57,69,477	-	3,57,69,477	3.44	-	-	-	-	-	-	3,57,69,477	-	-
	Dolly khanna	1	37,39,981	-	-	37,39,981	0.36	37,39,981	-	37,39,981	0.36	-	-	-	-	-	-	37,39,981	-	-
(i)	Non Resident Indians (NRIs)	2,664	40,40,247	-	-	40,40,247	0.39	40,40,247	-	40,40,247	0.39	-	-	-	-	-	-	40,40,247	-	-
(j)	Foreign Nationals	1	1,152	-	-	1,152	0.00	1,152	-	1,152	0.00	-	-	-	-	-	-	1,152	-	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	685	1,31,69,870	-	-	1,31,69,870	1.27	1,31,69,870	-	1,31,69,870	1.27	-	-	-	-	-	-	1,31,69,870	-	-
(g)	Any Other (Specify)	3,405	95,70,892	-	-	95,70,892	0.92	95,70,892	-	95,70,892	0.92	-	-	-	-	-	-	95,70,892	-	-
	Clearing Members	10	10,713	-	-	10,713	0.00	10,713	-	10,713	0.00	-	-	-	-	-	-	10,713	-	-
	Trusts	5	4,152	-	-	4,152	0.00	4,152	-	4,152	0.00	-	-	-	-	-	-	4,152	-	-
	HUF	3,334	52,52,762	-	-	52,52,762	0.51	52,52,762	-	52,52,762	0.51	-	-	-	-	-	-	52,52,762	-	-
	Others	1	93	-	-	93	-	93	-	93	-	-	-	-	-	-	-	93	-	-
	LLP	55	14,15,644	-	-	14,15,644	0.14	14,15,644	-	14,15,644	0.14	-	-	-	-	-	-	14,15,644	-	-
	ESOP		28,87,526	-	-	28,87,526	0.28	28,87,526	-	28,87,526	0.28	-	-	-	-	-	-	28,87,526	-	-
	Sub-Total (B)(4)	2,76,938	15,85,53,734	-	-	15,85,53,734	15.25	15,85,53,734	-	15,85,53,734	15.25	-	-	-	-	-	-	15,85,53,734	-	-
	Total Shareholding of Public (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)	2,77,258	43,17,50,691	-	-	43,17,50,691	41.53	43,17,50,691	-	43,17,50,691	41.53	-	-	-	-	-	-	43,17,50,691	-	-

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Notes:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.



(4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.

(5) Sub-categorization of shares under will be based on shareholding (no. of shares) under the following sub-categories:

(i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.

(ii) Shareholders who have entered into shareholder agreement with the listed entity.

(iii) Shareholders acting as persons in concert with promoters.

(6) The above post-scheme shareholding of PPL is calculated on the basis of total shareholders of PPL and MCFL as on November 22, 2024. Upon merger, each shareholder of MCFL as on the Record Date would be issued equity shares of PPL in the ratio of 187 equity shares of PPL for every 100 equity shares held in MCFL. The fractional entitlement of each of the MCFL shareholders (if any) shall be sold in the market within 90 days of allotment of shares and distribution of cash to the MCFL shareholders shall take place only after sale of all the shares. Thus, the actual number of PPL shares to be issued to each of the MCFL shareholder as on the Record Date may vary due to the fractional entitlement.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")																		
Statement showing Post Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																		
	Category and name of the shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held
								Class: Equity shares	Class others: NA	Total								
1)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



PARADEEP PHOSPHATES LIMITED ("PPL" or "Transferee Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	3.53
As on the end of previous 1st quarter	100.00	2.22
As on the end of previous 2nd quarter	100.00	1.84
As on the end of previous 3rd quarter	100.00	1.71
As on the end of previous 4th quarter	100.00	4.41

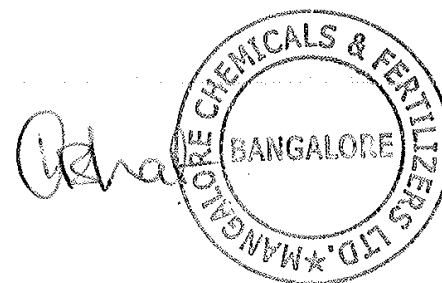


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")

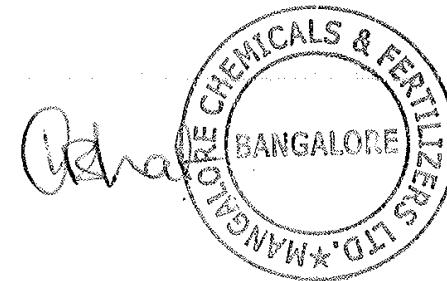
Pre Amalgamation Shareholding Pattern

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity: Mangalore Chemicals & Fertilizers Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 530011 / NSE - MANGCHEFER		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	Yes	
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.		
5	The tabular format for disclosure of holding of specified securities is as follows:-		



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																					
Pre Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	10	7,18,51,686	-	-	7,18,51,686	60.63	7,18,51,686	-	7,18,51,686	60.63	-	-	3,88,05,907	54.01	7,18,51,686	-	-	-		
(B)	Public	61,246	4,66,63,464	-	-	4,66,63,464	39.37	4,66,63,464	-	4,66,63,464	39.37	-	-	-	-	4,45,13,501	-	-	-		
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	61,256	11,85,15,150	-	-	11,85,15,150	100.00	11,85,15,150	-	11,85,15,150	100.00	-	-	3,88,05,907.00	32.74	11,63,65,187	-	-	-		

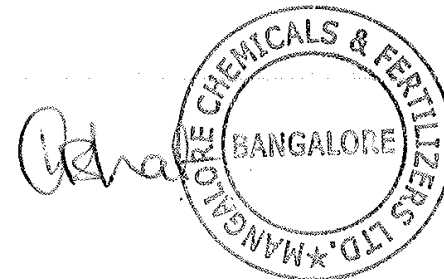


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																						
Statement showing Pre Amalgamation shareholding pattern of Promoter and Promoter Group																						
	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
									No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
									Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Indian																					
(a)	Individuals/Hindu undivided Family		3	5,07,152	-	-	5,07,152	0.43	5,07,152	-	5,07,152	0.43	-	0.43	-	-	-	-	5,07,152	-	-	-
	Shradha Agarwala	Promoter Group	1	2,00,000	-	-	2,00,000	0.17	2,00,000	-	2,00,000	0.17	-	0.17	-	-	-	-	2,00,000	-	-	-
	Jyotsna Poddar	Promoter Group	1	1,57,152	-	-	1,57,152	0.13	1,57,152	-	1,57,152	0.13	-	0.13	-	-	-	-	1,57,152	-	-	-
	Gaurav Agarwala	Promoter Group	1	1,50,000	-	-	1,50,000	0.13	1,50,000	-	1,50,000	0.13	-	0.13	-	-	-	-	1,50,000	-	-	-
(b)	Central Government/ State Government(s)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Financial Institutions/ Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any Other (specify)		6	6,99,42,103	-	-	6,99,42,103	59.02	6,99,42,103	-	6,99,42,103	59.02	-	59.02	-	-	3,88,05,907	54.01	6,99,42,103	-	-	-
	Zuari Agro Chemicals Limited	Promoter	1	6,40,28,362	-	-	6,40,28,362	54.03	6,40,28,362	-	6,40,28,362	54.03	-	54.03	-	-	3,88,05,907	54.01	6,40,28,362	-	-	-
	Adventz Finance Private Limited	Promoter Group	1	43,50,361	-	-	43,50,361	3.67	43,50,361	-	43,50,361	3.67	-	3.67	-	-	-	-	43,50,361	-	-	-
	Mcdowell Holdings Limited	Promoter	1	12,57,186	-	-	12,57,186	1.06	12,57,186	-	12,57,186	1.06	-	1.06	-	-	-	-	12,57,186	-	-	-
	Zuari Industries Limited	Promoter	1	3,06,194	-	-	3,06,194	0.26	3,06,194	-	3,06,194	0.26	-	0.26	-	-	-	-	3,06,194	-	-	-
	United Breweries Holdings Limited	Promoter	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Kingfisher Finvest India Limited	Promoter	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)		7	7,04,49,255	-	-	7,04,49,255	59.44	7,04,49,255	-	7,04,49,255	59.44	-	59.44	-	-	3,88,05,907	55.08	7,04,49,255	-	-	-
2)	Foreign																					
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)		1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
	Akshay Poddar	Promoter	1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
(b)	Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)		1	14,02,431	-	-	14,02,431	1.18	14,02,431	-	14,02,431	1.18	-	1.18	-	-	-	-	14,02,431	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		10	7,18,51,686	-	-	7,18,51,686	60.63	7,18,51,686	-	7,18,51,686	60.63	-	60.63	-	-	3,88,05,907	32.74	7,18,51,686	-	-	-

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N/A

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																					
Statement showing Pre Amalgamation shareholding pattern of Public shareholder																					
	Category and name of the shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares			
								No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held	Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
1)	Institutions (Domestic)																				
(a)	Mutual Funds	2	58,04,618	-	-	58,04,618	4.90	58,04,618	-	58,04,618	4.90	-	-	-	-	-	-	58,04,618	-	-	
	HSBC Focused Fund	1	57,94,618	-	-	57,94,618	4.89	57,94,618	-	57,94,618	4.89	-	-	-	-	-	-	57,94,618	-	-	
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Alternate Investment Funds	1	5,18,000	-	-	5,18,000	0.44	5,18,000	-	5,18,000	0.44	-	-	-	-	-	-	5,18,000	-	-	
(c)	Banks	216	2,13,285	-	-	2,13,285	0.18	2,13,285	-	2,13,285	0.18	-	-	-	-	-	-	850	-	-	
(d)	Insurance Companies	1	400	-	-	400	0.00	400	-	400	0.00	-	-	-	-	-	-	-	-	-	
(e)	Provident / Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Asset Reconstruction Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	Other Financial Institutions	1	1,706	-	-	1,706	0.00	1,706	-	1,706	0.00	-	-	-	-	-	-	-	-	-	
(j)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(k)	Sub-Total (B)(1)	221	65,38,009	-	-	65,38,009	5.52	65,38,009	-	65,38,009	5.52	-	-	-	-	-	-	63,23,468	-	-	
2)	Institutions (Foreign)																				
(a)	Foreign Direct Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors Category I	21	24,67,571	-	-	24,67,571	2.08	24,67,571	-	24,67,571	2.08	-	-	-	-	-	-	24,67,571	-	-	
(e)	Foreign Portfolio Investors Category II	2	89,841	-	-	89,841	0.08	89,841	-	89,841	0.08	-	-	-	-	-	-	89,841	-	-	
(f)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(2)	23	25,57,412	-	-	25,57,412	2.16	25,57,412	-	25,57,412	2.16	-	-	-	-	-	-	25,57,412	-	-	
3)	Central Government/ State Government(s)/ President of India																				
(a)	Central Government / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	State Government / Governor	5	10,51,400	-	-	10,51,400	0.89	10,51,400	-	10,51,400	0.89	-	-	-	-	-	-	10,50,000	-	-	
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(3)	5	10,51,400	-	-	10,51,400	0.89	10,51,400	-	10,51,400	0.89	-	-	-	-	-	-	10,50,000	-	-	
4)	Non-Institutions																				
(a)	Associate companies / Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Directors and their relatives (excluding independent directors and nominee directors)	2	1,500	-	-	1,500	0.00	1,500	-	1,500	0.00	-	-	-	-	-	-	1,500	-	-	
(c)	Key Managerial Personnel	1	250	-	-	250	0.00	250	-	250	0.00	-	-	-	-	-	-	250	-	-	



(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Investor Education and Protection Fund (IEPF)	1	29,33,618	-	-	29,33,618	2.48	29,33,618	-	29,33,618	2.48	-	2.48	-	-	-	-	29,33,618	-	-
	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	1	29,33,618	-	-	29,33,618	2.48	29,33,618	-	29,33,618	2.48	-	2.48	-	-	-	-	29,33,618	-	-
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	58,761	1,78,91,446	-	-	1,78,91,446	15.10	1,78,91,446	-	1,78,91,446	15.10	-	15.10	-	-	-	-	1,61,00,381	-	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	85	78,09,473	-	-	78,09,473	6.59	78,09,473	-	78,09,473	6.59	-	6.59	-	-	-	-	77,36,771	-	-
	Dolly Khanna	1	19,99,990	-	-	19,99,990	1.69	19,99,990	-	19,99,990	1.69	-	1.69	-	-	-	-	19,99,990	-	-
(i)	Non Resident Indians (NRIs)	774	7,23,607	-	-	7,23,607	0.61	7,23,607	-	7,23,607	0.61	-	0.61	-	-	-	-	7,23,107	-	-
(j)	Foreign Nationals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	386	51,11,350	-	-	51,11,350	4.31	51,11,350	-	51,11,350	4.31	-	4.31	-	-	-	-	50,41,645	-	-
(g)	Any Other (Specify)	987	20,45,399	-	-	20,45,399	1.73	20,45,399	-	20,45,399	1.73	-	1.73	-	-	-	-	20,45,349	-	-
	Others	1	50	-	-	50	0.00	50	-	50	0.00	-	0.00	-	-	-	-	-	-	-
	Trusts	3	338	-	-	338	0.00	338	-	338	0.00	-	0.00	-	-	-	-	338	-	-
	HUF	948	13,63,234	-	-	13,63,234	1.15	13,63,234	-	13,63,234	1.15	-	1.15	-	-	-	-	13,63,234	-	-
	LLP	32	6,80,562	-	-	6,80,562	0.57	6,80,562	-	6,80,562	0.57	-	0.57	-	-	-	-	6,80,562	-	-
	Clearing Members	3	1,215	-	-	1,215	0.00	1,215	-	1,215	0.00	-	0.00	-	-	-	-	1,215	-	-
	Sub-Total (B)(4)	60,997	3,65,16,643	-	-	3,65,16,643	30.81	3,65,16,643	-	3,65,16,643	30.81	-	30.81	-	-	-	-	3,45,82,621	-	-
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)	61,246	4,66,63,464	-	-	4,66,63,464	39.37	4,66,63,464	-	4,66,63,464	39.37	-	39.37	-	-	-	-	4,45,13,501	-	-

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

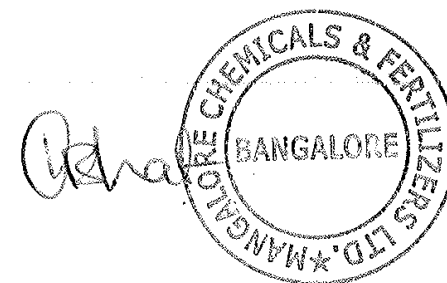
(4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.

(5) Sub-categorization of shares will be based on shareholding (no. of shares) under the following sub-categories:

(i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.

(ii) Shareholders who have entered into shareholder agreement with the listed entity.

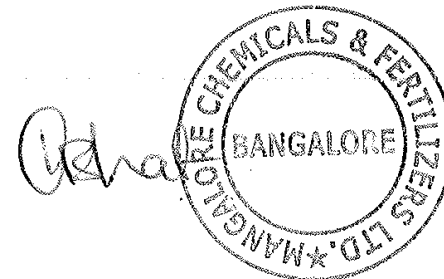
(iii) Shareholders acting as persons in concert with promoters.



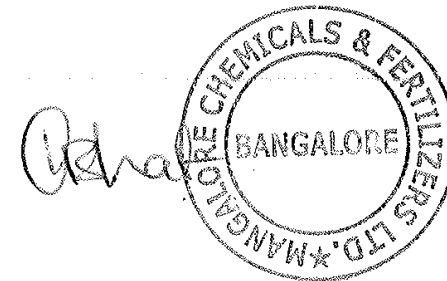
MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																	
Statement showing Pre Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																	
	Category and name of the shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form
								No. of voting rights		Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held	
								Class: Equity shares	Class others: NA								
1)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeover)
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date	100.00	2.55
As on the end of previous 1st quarter	100.00	2.08
As on the end of previous 2nd quarter	100.00	1.92
As on the end of previous 3rd quarter	100.00	2.32
As on the end of previous 4th quarter	100.00	2.21

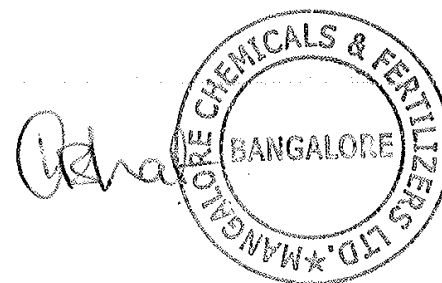


MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")

Post Amalgamation Shareholding Pattern

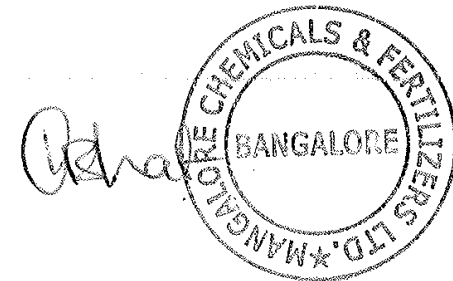
Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity: Mangalore Chemicals & Fertilizers Limited		
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 530011 / NSE - MANGCHEFER		
3	Shareholding Pattern Filed under: Reg. 31(1)(c)		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether Company has equity shares with differential voting rights?		No
7	Whether the Listed Entity has any significant beneficial owner?		No
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.		
5	The tabular format for disclosure of holding of specified securities is as follows:-		



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MFL" or "Transferor Company")																					
Post Amalgamation summary statement holding of specified securities																					
	Category of shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares		
								No. of voting rights			Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held		Shareholding (No. of shares) under		
								Class: Equity shares	Class others: NA	Total									Sub-Category_I	Sub-Category_II	Sub-Category_III
(A)	Promoter & Promoter Group	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

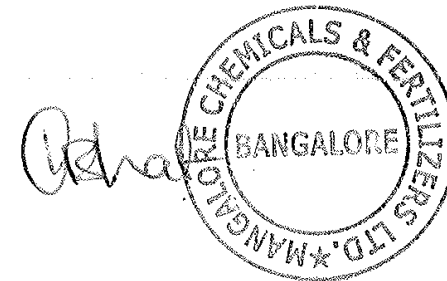
Note:



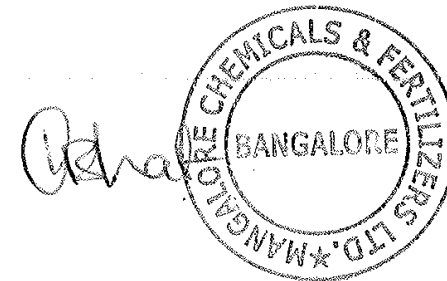
MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")																	
Statement showing Post Amalgamation shareholding pattern of Non Promoter- Non Public shareholder																	
	Category and name of the shareholders	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity shared held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form
								No. of voting rights		Total as a % of Total voting rights			No.	As a % of total shares held	No.	As a % of total shares held	
								Class: Equity shares	Class others: NA								
1)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

- (1) PAN would not be displayed on website of Stock
- (2) The term 'Encumbrance' has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2009.
- (3) The above format needs to disclose name of all holders holding more than 1% of total number of shares.



MANGALORE CHEMICALS & FERTILIZERS LIMITED ("MCFL" or "Transferor Company")		
Statement showing foreign ownership limits		
	Board approved limits %	Limits utilized %
As on shareholding date		
As on the end of previous 1st quarter		
As on the end of previous 2nd quarter		
As on the end of previous 3rd quarter		
As on the end of previous 4th quarter		





CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 211th MEETING OF THE BOARD OF DIRECTORS ("BOARD") OF PARADEEP PHOSPHATES LTD. ("COMPANY") HELD ON MONDAY, 25th NOVEMBER 2024 AT 03:30 PM THROUGH VIDEO CONFERENCING FACILITY AT THE ADVENTZ CENTRE, 28, UNION STREET, BANGALORE – 560001, KARNATAKA, AS SCHEDULE VENUE.

To approve the draft modified composite scheme of arrangement inter alia involving the amalgamation of Mangalore Chemicals & Fertilizers Limited with and into the Company

"RESOLVED THAT in furtherance to and partial modification to the resolutions passed by the board of directors of the Company ("**Board**", which expression shall deemed to include the Merger Implementation Committee) at its meeting held on 07th February 2024 for inter alia approving the composite scheme of arrangement by and amongst the Company, Mangalore Chemicals & Fertilizers Limited and their respective creditors and shareholders ("**Original Scheme**"), pursuant to and in accordance with: (i) the observations made by the Securities and Exchange Board of India ("**SEBI**") in respect of the Original Scheme as communicated to the Company by way of the letters dated 02nd September 2024 and 11th September 2024 issued by the BSE Limited and the National Stock Exchange of India Limited respectively (collectively, the "**Stock Exchanges Letters**"), (ii) provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Companies Act**") read with the applicable rules framed thereunder, (iii) applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 issued by SEBI (such circular, the "**Scheme Circular**"), (iv) the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and (v) any other rule(s), regulation(s), guideline(s), notification(s), circular(s) and clarification(s) issued from time to time by the Ministry of Corporate Affairs, the SEBI, the Reserve Bank of India and/or any other regulatory/statutory authority, in each case, to the extent applicable and including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force, subject to the approval of the relevant jurisdictional National Company Law Tribunals ("**NCLT**") and such other approval(s), permission(s) and sanction(s) of regulatory/ statutory authority(ies), if required and to the extent applicable, and subject to such terms and conditions and modifications as may be prescribed by the NCLT or any regulatory/ statutory authority(ies), while granting such approvals, consents, permission and sanctions, which the Board is hereby authorised to accept, the consent of the Board be and is hereby accorded to the draft modified Original Scheme ("**Modified Scheme**"), a copy of which was placed before the Board with the relevant modifications;



PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com



RESOLVED FURTHER THAT pursuant to the relevant provisions of the Companies Act, the Scheme Circular and other applicable law(s), the Board hereby approves and takes on record the following documents, which have been placed before the Board:

1. the draft Modified Scheme;
2. the valuation report dated November 25, 2024 jointly issued by SSPA & Co Chartered Accountants (IBBI Registration No. IBBI/RV-E/06/2020/126) and Pawan Shivkumar Poddar (IBBI Registration No. IBBI/RV /06/2019/124 75), registered valuers appointed by the audit committee of the Company ("**Valuation Report**");
3. the fairness opinion dated November 25, 2024 issued by Inga Ventures Private Limited, SEBI registered merchant banker with registration number INM000012698 providing its opinion on the fairness of the share exchange ratio proposed in the Valuation Report ("**Fairness Opinion**");
4. the report of the audit committee of the Board dated November 25, 2024 recommending the Modified Scheme for approval, prepared in conformity with the observations of SEBI communicated to the Company by way of the Stock Exchanges Letters; and
5. the report of the committee of the independent directors dated November 25, 2024 recommending the Modified Scheme for approval, prepared in conformity with the observations of SEBI communicated to the Company by way of the Stock Exchanges Letters.

RESOLVED FURTHER THAT except the amendments made to the Original Scheme in conformity with the observations of SEBI communicated to the Company by way of the Stock Exchanges Letters, all the other provisions of the Original Scheme shall remain unaltered and unchanged in the Modified Scheme;

RESOLVED FURTHER THAT the Modified Scheme does not have any impact on the other documents approved by the Board by way of the resolution passed at its meeting held on 07th February 2024 – inter alia including the certificate dated 07th February 2024 issued by B S R & Co. LLP, the statutory auditors of the Company certifying that the accounting treatment contained in the Original Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act and other applicable laws, and the approval of the Board for such documents, continue to subsist without any modification.

RESOLVED FURTHER THAT any of the directors on the Board or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to issue/provide certified true copy(ies) of the aforementioned resolution(s) to any person(s) as may be required."

For Paradeep Phosphates Limited


Sachin Patil
Company Secretary
ACS - 31286

PARADEEP PHOSHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www. paradeepphosphates.com



November 25, 2024

To,
BSE Limited
 Floor 25, Phiroze Jeejeebhoy Towers,
 Dalal Street
 MUMBAI – 400 001

Dear Sir/Madam,

Company's Scrip Code in BSE : 543530
 ISIN : INE088F01024

Ref: Application Number 196064 (“Application”) under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI LODR Regulations”) for the draft composite scheme of arrangement amongst Mangalore Chemicals & Fertilizers Limited, Paradeep Phosphates Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Sub: Complaints Report with respect to the Application made under Regulation 37 of the SEBI LODR Regulations read with SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	-
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	-
3.	Total Number of complaints/comments received (1+2)	-
4.	Number of complaints resolved	-
5.	Number of complaints pending	-

Part B

Sr. No.	Name of complainant	Date of complaint	Status
1.	-	-	-
2.	-	-	-

The report of complaints as mentioned above is for the period from 05.03.2024 to 24.11.2024

Yours sincerely,
 For and on behalf of **Paradeep Phosphates Limited**

Sachin Patil

Sachin Patil
 Company Secretary
 Membership No.: ACS31286
 Place: Bangalore



PARADEEP PHOSHATES LIMITED

CIN No.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru - 560 001

Tel: +91 80 46812500/555 • Email: info-ppl@adventz.com

Registered Office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751 001

Tel: +0674 666 6100 • Fax: +0674 2392631

www.paradeepphosphates.com