



Date: 04<sup>th</sup> October 2019

The Secretary BSE Limited Floor 25, P.J. Towers, Dalal Street, Mumbai - 400001	The Secretary NSE Limited, Exchange Plaza, Bandra – Kurla Complex Bandra (E), Mumbai – 400051
The Board of Directors/Company Secretary Zuari Agro Chemicals Limited Jai Kissan Bhawan Zuarinagar – 403726, Goa, India	

**Sub: Disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares & Takeover) Regulation, 2011.**

Dear Sirs,

Please find enclosed herewith disclosure in compliance of SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated 07<sup>th</sup> August 2019 read with Regulation 31(3) of SEBI (SAST), Regulations, 2011 in the prescribed format Annexure II, with respect of the shares pledged by the Company.

You are requested to take the same on record.

Thanking You,

**For New Eros Tradecom Limited**

**Bihari Lal Kanoongo**  
**Director**  
**DIN - 00486606**

Encl: as above

**NEW EROS TRADECOM LIMITED**

Regd. Off: Birla Building, 5<sup>th</sup> Floor, 9/1, R.N. Mukherjee Road, Kolkata -700 001  
Corp Off: 5th Floor, Tower A, Global Business Park, MG Road, Sector-26, Gurugram -122002, Haryana  
Tel.: +91-124 - 482 7800, Fax: +91-124-421 2046, Email: ig.gsml@adventz.com  
CIN No: U51909WB2009PLC139640

**Annexure – II**

**Format for disclosure of reasons for encumbrance**

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

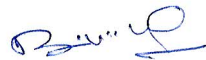
Name of listed company	Zuari Agro Chemicals Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited, National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Zuari Management Services Limited PACs Zuari Global Limited New Eros Tradecom Limited
Total promoter shareholding in the listed company	Total Promoter & Promoter Group Shareholding No. of shares – 2,73,56,419  % of total share capital - 65.04%
Encumbered shares as a % of promoter shareholding	1,46,87,277 - encumbered shares of Promoter & Promoter Group  53.68%
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

**Details of all the existing events/ agreements pertaining to encumbrance**

	<b>Encumbrance 1</b> <b>(Date of creation of encumbrance:</b> <b>21-12-2018 )</b>
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge of Shares
No. and % of shares encumbered	No. of Shares: 11,96,767 % of total share capital: 2.85%
Specific details about	Name of the entity in whose favour shares Vistra ITCL (India) Limited

the encumbrance	encumbered (X)	
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Security Trustee
	Names of all other entities in the agreement	Yes Bank Limited, Zuari Infracore SJM Properties LLC
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs. 28,71,64,242
	Amount involved (against which shares have been encumbered) (B)	Rs. 4,66,20,00,000
	Ratio of A / B	0.0616 i.e. 6.159%
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company  Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	New Eros Tradecom Limited has created a pledge in favour of Vistra ITCL (India) Limited, Security Trustee, for securing the Credit Facilities upto maximum of USD 63 Million sanctioned by Yes Bank Limited to Zuari Infracore SJM Properties LLC

**For New Eros Tradecom Limited**



**Bihari Lal Kanoongo**  
Director  
DIN – 00486606

**Date: 04.10.2019**  
**Place: Kolkata**