

4th October, 2019

BSE Limited,
Floor 25, P.J. Towers,
Dalal Street,
Mumbai-400001

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East,
Mumbai-400051

Zuari Agro Chemicals Limited
Jai Kisaan Bhawan,
Zuarinagar, Goa-403726

Dear Sir,

Subject: Disclosure of reasons for encumbrance by promoter of listed companies.

In terms of SEBI Circular SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019, Please find enclosed herewith disclosure in the prescribed format.

Kindly take the above information in your record.

Thanking You,

Yours Faithfully,

For Zuari Management Services Limited



Vijay Kathuria
Director
DIN: 00338125

Encl: As above.

ZUARI MANAGEMENT SERVICES LIMITED

CIN No.: U74900GA2006PLC004921

Global Business Park, Tower - A, 5th Floor, M. G. Road, Sector 26, Gurgaon - 122 002, Haryana India.

Tel: +91 124 482 7800 Fax: +91 124 421 2046 Email: zuari.delhi@adventz.com

www.adventz.com

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403726

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 (ZACL)
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 (ZMSL) PACs Zuari Global Limited (ZGL) 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

		Encumbrance 1 (Date of creation of encumbrance: 24-09-2018)	Encumbrance 2 (Date of creation of encumbrance: 28-03-2019)	Encumbrance 3 (Date of creation of encumbrance: 03-06-2019)	Encumbrance 4 (Date of creation of encumbrance: 17/06/2019)	Encumbrance 5 (Date of creation of encumbrance: 20/06/2019)	Encumbrance 6 (Date of creation of encumbrance: 02/08/2019)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Non Disposal Undertaking	Pledge	Pledge	Pledge	Pledge	Pledge
No. and % of shares encumbered		5078909 12.08%	34,75,000 8.26%	4,25,000 1.01%	3,00,000 0.71%	5,00,000 1.19%	3,75,000 0.89%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Aditya Birla Finance Limited	Shine Star Build Cap Pvt. Ltd.	Shine Star Build Cap Pvt. Ltd.	Shine Star Build Cap Pvt. Ltd.	Shine Star Build Cap Pvt. Ltd.	Shine Star Build Cap Pvt. Ltd.
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing	YES	YES	YES	YES	YES	YES

	finance company? If No, provide the nature of the business of the entity.						
	Names of all other entities in the agreement Listed company and its group companies (if any) – 1. 2. ... Other entities (if any) – 1. 2. ...	Zuari Global Limited, Zuari Agro Chemicals Limited (ZACL)	-	-	-	-	-
	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 1. Name of	No	No	No	No	No	No

	<p>the issuer</p> <p>2. Details of the debt instrument</p> <p>3. Whether the debt instrument is listed on stock exchanges?</p> <p>4. Credit Rating of the debt instrument</p> <p>5. ISIN of the instrument</p>						
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs.133,06,74,158	Rs.65,46,90,000	Rs.7,28,45,000	Rs.4,47,90,000	Rs.7,61,75,000	Rs.4,27,87,500
	Amount involved (against which shares have been encumbered) (B)	Rs.150,00,00,000	Rs.25,00,00,000	Rs.25,00,00,000	Rs.25,00,00,000	Rs.25,00,00,000	Rs.25,00,00,000
	Ratio of A / B	0.88	2.61	0.29	0.17	0.30	0.17
End use of money	<p>Borrowed amount to be utilized for what purpose –</p> <p>(a) Personal use by promoters and PACs</p>	ZACL has availed financial assistance of Rs.150,00,00,000 from Aditya Birla Finance Limited. As per term and condition	Zuari Management Services Limited has created pledge on shares of Zuari Agro Chemicals Limited in favor	Zuari Management Services Limited has created additional pledge on shares of Zuari Agro Chemicals	Zuari Management Services Limited has created additional pledge on shares of Zuari Agro Chemicals Limited in favor	Zuari Management Services Limited has created additional pledge on shares of Zuari Agro Chemicals	Zuari Management Services Limited has created additional pledge on shares of Zuari Agro Chemicals

	<p>(b) For the benefit of listed company</p> <p>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)</p>	<p>stipulated in the facility agreement dated 24 September, 2018 entered by the ZACL and Aditya Birla Finance Limited, ZMSL is required to furnish NDU in respect of their equity stake in ZACL. Accordingly ZMSL has provided NDU to Aditya Birla Finance Limited</p>	<p>of Shine Star Build Cap Pvt. Ltd. for securing the loan of Rs. 25 crore availed from Shine Star Build Cap Pvt. Ltd. ZMSL had availed loan for general corporate purpose.</p>	<p>Limited in favor of Shine Star Build Cap Private Ltd. for top-up of security on loan availed from Shine Star Build Cap Private Ltd.</p>	<p>of Shine Star Build Cap Private Ltd. for top-up of security on loan availed from Shine Star Build Cap Private Ltd.</p>	<p>Limited in favor of Shine Star Build Cap Private Ltd. for top-up of security on loan availed from Shine Star Build Cap Private Ltd.</p>	<p>Limited in favor of Shine Star Build Cap Private Ltd. for top-up of security on loan availed from Shine Star Build Cap Private Ltd.</p>
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For Zuari Management Services Limited

Vijay Kathuria
Director
DIN: 00338125

Date: 04.10.2019
Place: New Delhi