



# PUNJAB CHEMICALS

AND CROP PROTECTION LTD.

CIN NO. L24231PB1975PLC047063

Regd. Office & Works

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Date: 12<sup>th</sup> December, 2023

## BY E FILING

The Manager Department of Corporate Services BSE Limited <b>MUMBAI-400 001</b> Re: BSE Scrip Code: 506618	The Manager Listing Department National Stock Exchange of India Limited <b>MUMBAI-400 051</b> NSE Scrip Symbol: PUNJABCHEM
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**Sub: Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In terms of Regulation 30 read with Paragraph 5A of Part A of Schedule III of the SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023, we are enclosing, requisite details of the Settlement Agreement dated 11<sup>th</sup> December, 2023 in **Annexure-A**. In terms of Regulation 30 read with Paragraph 11 of Part B of Schedule III of the SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023, we are enclosing the requisite details of the guarantee agreed to be provided by the Company under the Settlement Agreement in **Annexure-B**.

This is for your information and records.

Thanking you,

Yours faithfully,

**For PUNJAB CHEMICALS AND  
CROP PROTECTION LIMITED**

**RISHU CHATLEY  
COMPANY SECRETARY  
& COMPLIANCE OFFICER  
(ACS- 19932)**

Encls: a/a

**Annexure-A - In terms of Regulation 30 read with Paragraph 5A of Part A of Schedule III of the SEBI LODR Regulations**

<b>S.N.</b>	<b>Particulars</b>	<b>Details</b>
a)	If the listed entity is a party to the agreement, details of the counterparties (including name and relationship with the listed entity);	<p><b>The Settlement Agreement</b> has been entered into on 11<sup>th</sup> December, 2023 between:</p> <ol style="list-style-type: none"> <li>SD AGCHEM (EUROPE) NV, wholly owned subsidiary, whose registered office is at Uitbreidingsstraat 84 bus 3, 2600 Antwerp, Belgium, registered with the Belgian Crossroads bank for enterprises under no.0876.794.282 (the Debtor);</li> </ol> <p><b>AND:</b></p> <ol style="list-style-type: none"> <li>PUNJAB CHEMICALS AND CROP PROTECTION LTD., (the Co-Debtor);</li> </ol> <p><b>AND:</b></p> <ol style="list-style-type: none"> <li>ABRAHAM JELIN, residing at Avenue Coronel Diaz 2453 PB "E", C1425 Buenos Aires, Argentina,;</li> <li>GUILLERMO GIAMBIAGI, residing at Nicaragua Street 4731, second floor, apartment 8, C1426BDK Buenos Aires, Argentina,;</li> <li>NORA ALICIA GIAMBIAGI, residing at Delgado Street 853, first floor, apartment 8, C1426BDK Buenos Aires, Argentina,;</li> <li>SUSANA GIAMBIAGI, residing at Delgado Street 853, first floor, apartment 8, C1426BDK Buenos Aires, Argentina,.</li> </ol> <p>The parties sub 3 through 6 (including) are hereinafter each individually referred to as Creditor and jointly as "<b>Creditors</b>".</p>
b)	If the listed entity is not a party to this agreement	Not Applicable
(i)	name of the party entering into such an agreement and the relationship with the listed entity;	
(ii)	Details of the counterparties to the agreement (including name and relationship with the listed entity);	
(iii)	Date of entering into agreement.	
c)	Purpose of entering into the agreement	Settlement-Mutual Concession
d)	Shareholding, if any, in the entity with whom the agreement is executed	100% SD AGCHEM (EUROPE) NV is a Wholly Owned Subsidiary of the Company
e)	Significant terms of the agreement (in brief)	The company is extending guarantee towards payment obligations of SD Agchem in respect of its dues to ex shareholders by way of Settlement Agreement, which is a standard arrangement and is in support of growth of business operations, globally. However the dues are already provided in the books of accounts, so there is no impact on profitability of the Company.
f)	Extent and the nature of impact on management or control of the listed entity	Not Applicable
g)	Details and quantification of the restriction or liability imposed upon the listed entity	EUR 1.614.921,65 (INR 14.37 crores)
h)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	<b>No</b>
i)	Whether the transaction would fall within related party transactions?. If yes, whether the same is done at "arm's length"	<b>No</b>
j)	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
k)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements etc.	There is no potential conflict of interest arising out of this agreement.

**Annexure-B - In terms of Regulation 30 read with Paragraph 11 of Part B of Schedule III of the SEBI LODR Regulations**

S.N.	Particulars	Details
a)	Name of party for which such guarantee or indemnity or surety was given	SD Agchem (Europe) NV, Wholly Owned Subsidiary of the Company
b)	Whether the promoter/promoter group/group companies have any interest in the transaction? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	<p>The Company holds 100% of the paid-up capital, and the promoters/promoter group do not have any interest in this transaction.</p> <p>The corporate guarantee has been provided by the Company on an arm's length basis, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.</p>
c)	Brief details of such guarantee or indemnity or becoming surety viz. brief details of agreement entered (if any) including significant term and conditions, including amount of guarantee	<p>The Company is extending guarantee towards payment obligations of SD Agchem in respect of its dues to ex shareholders by way of Settlement Agreement, which is a standard arrangement and is in support of growth of business operations, globally. However the dues are already provided in the books of accounts.</p> <p>Amount of guarantee EUR 1.614.921,65 (INR 14.37 crores)</p>
e)	Impact of such guarantee or indemnity or surety on listed entity	The guarantee provided is a contingent liability for the Company and has been provided on behalf of a 100% subsidiary of the Company which is part of the consolidated group. At this point, there is no financial impact of this guarantee on the Company.