



21st December, 2020

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

Mangalore Chemicals and Fertilizers Limited
Level 11, UB Tower, UB City 24,
Vittal Mallya Road,
Bangalore, Karnataka-560001.

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 Agro Chemicals Limited

A handwritten signature in blue ink, appearing to read "Vijayamahantesh Khannur".

Vijayamahantesh Khannur
Company Secretary

Encl: As above.

ZUARI AGRO CHEMICALS LIMITED

CIN No.: L65910GA2009PLC006177

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403 726, India.

Tel: +0832 2592180, 2592181, 6752399

www.zuari.in

non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)										
No. and % of shares encumbered	1,51,332 (please refer Note 1) 0.13	3,32,43,487 28.05	70,00,000 5.90	50,51,563 (please refer Note 2) 4.26	90,00,000 7.59	90,00,000 7.59	90,00,000 7.59			
Specific details about the encumbrance	IL & FS Financial Services Ltd	Vistra ITCL India Ltd	Vistra ITCL India Ltd	Vistra ITCL India Ltd	Shine Star Build Cap Pvt. Ltd.	Shine Star Build Cap Pvt. Ltd.	Chartered Finance & Leasing Limited			
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.	Yes.	Corporate Trustee, Public Company Vistra ITCL (India) Limited provides non-banking financial services. The Company offers trustee services, such as debentures and bonds, private equity, alternate funds, and bank	Corporate Trustee, Public Company. Vistra ITCL (India) Limited provides non-banking financial services. The Company offers trustee services, such as debentures and bonds, private equity, alternate funds, and bank lending, as well as corporate formation and market entry, due diligence.	Corporate Trustee, Public Company. Vistra ITCL (India) Limited provides non-banking financial services. The Company offers trustee services, such as debentures and bonds, private equity, alternate funds, and market entry, due diligence.	Yes	Yes	Yes			

			<p>lending, as well as corporate formation and market entry, due diligence, enforcement, and monitoring services to banks, financial institutions, corporates, funds, governments, and insurance companies.</p>	<p>enforcement, and monitoring services to banks, financial institutions, corporates, funds, governments, and insurance companies.</p>	<p>and bank lending, as well as corporate formation and market entry, due diligence, enforcement, and monitoring services to banks, financial institutions, corporates, funds, governments, and insurance companies.</p>		
<p>Names of all other entities in the agreement Listed company and its group companies (if any) – 1. ... 2. ... Other entities (if any) – 1. ... 2. ...</p>	<p>Erstwhile subsidiary - Zuari Fertilisers and Chemicals Limited Refer Note 1</p>	-	-	-	-	-	
<p>Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper,</p>	No	No	No.	No.	No.	No.	

	certificate of deposit etc.? If yes, provide details about the instrument, including credit rating YES / NO : No If yes, 1. Name of the issuer 2. Details of the debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument												
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs. 748857808.75	Rs. 697381264.25	Rs. 1815094390.2	Rs. 310100000	Rs. 334800000	Rs. 39,19,50,000	Rs. 39,19,50,000					
	Amount involved (against which shares have been encumbered) (B)	Rs. 150,00,00,000	Rs. 150,00,00,000	Rs. 185,00,00,000	Rs. 185,00,00,000	Rs. 185,00,00,000	Rs. 17,50,00,000	Rs. 17,50,00,000					
	Ratio of A / B	0.49	0.46	0.98	0.16	0.18	2.24	2.24					

<p>End use of money</p>	<p>Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (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>Pledge was created in favour of IL & FS Financial Services Ltd for securing the Rupee term loan of Rs. 150 crore given by IL & FS Financial Services Ltd. The loan was taken to part finance purchase of upto 4,33,29,000 shares of Mangalore Chemicals & Fertilizers Limited. The loan has been repaid. Refer Note 1</p>	<p>Pledge created in favour of Vistra ITCL (India) Limited, Security Trustees, due to shortfall in HDFC Ltd.'s loan of INR 185 Crores</p>	<p>Pledge was created in favour of Vistra ITCL (India) Limited (Security Trustee) due to shortfall in security provided on HDFC Limited loan of INR 185 crores..</p>	<p>Pledge created in favour of Shine Star Build-Cap Pvt. Ltd. to secure loan of Rs. 17.50 crores by ZACL from Shine Star Build - Cap Private Limited. The loan is availed for general corporate purpose.</p>	<p>Pledge is created in favour of Chartered Finance & Leasing Limited to secure loan of Rs. 17.50 crores by ZACL from Chartered Finance & Leasing Limited. The loan is availed for general corporate purpose.</p>
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Note 1 :

The National Company Law Tribunal, vide an order dated September 14, 2017, sanctioned the Scheme of Amalgamation amongst Zuari Fertilisers and Chemicals Limited, Zuari Agri Sciences Limited and Zuari Speciality Fertilisers Limited (together the "Erstwhile Subsidiaries") and their respective shareholders and creditors, under Section 391 to 394 of the Companies Act, 1956. Pursuant to the Scheme of Amalgamation, the Erstwhile Subsidiaries were amalgamated with our Company with effect from November 13, 2017. The appointed date for the Scheme of Amalgamation was April 1, 2015. In terms of the scheme, 6,28,43,211 equity shares of Rs. 10 each of MCFL which were held by Zuari Fertilisers and Chemicals Limited were acquired by Zuari Agro Chemicals Limited as of the effective date i.e. 13, November, 2017 as per Reg 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares & Takeover) Regulation, 2011.

Pledge was created on 14/05/2015 and 21/05/2015 on 97,57,105 shares i.e. 8.23% of paid up capital and on 1,16,32,715 shares i.e. 9.82% of paid up capital resp. of Mangalore Chemicals & Fertilizers Limited by erstwhile subsidiary i.e Zuari Fertilisers and Chemicals Limited in favour of IL & FS Financial Services Limited. On 6/03/2018 out of 2,13,89,820 pledged shares, 2,12,38,488 shares were released by IL & FS Financial Services Limited upon repayment of loan.

Note 2

Out of 90,00,000 shares of MCFL pledged by ZACL on 7/12/2018, 39,48,437 shares of MCFL has been released by Vistra ITCL India Ltd on 18/12/2020.

For Zuari Agro Chemicals Limited



**Vijayamahantesh Khannur
Company Secretary**

Place: Zuarinagar, Goa

Date: 21.12.2020