



10<sup>th</sup> 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

Zuari Agro Chemicals Limited  
Jai Kisaan Bhawan,  
Zuarinagar, Goa-4037236

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**

A handwritten signature in blue ink, appearing to read "Nitin M Kantak".

**Nitin M Kantak**  
**Director**  
**DIN: 08029847**

Encl: As above.

**ZUARI MANAGEMENT SERVICES LIMITED**  
**Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa- 403726**  
**Telephone: (0832) 2592180,2592181 CIN: U74900GA2006PLC004921**

## 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 and 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 and 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: 08/12/2020)
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	Creation of Pledge of Equity Shares
No. and % of shares encumbered		5078909 12.08%	45,00,000 10.69%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Aditya Birla Finance Limited	Cuprum Bagrodia Ltd.
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the	YES	NO  To provide Coal Mining Services

	nature of the business of the entity.		
	Names of all other entities in the agreement	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	No.	No
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs.133,06,74,158	Rs. 46,01,25,000
	Amount involved (against which shares have been encumbered) (B)	Rs. 150,00,00,000	Rs. 20,00,00,000
	Ratio of A / B	0.88	2.3
End money use of	<p>Borrowed amount to be utilized for what purpose –</p> <p>(a) Personal use by promoters and PACs</p> <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.</p> <p>(a) Any other reason (please specify)</p>	<p>ZACL has availed financial assistance of Rs. 150,00,00,000 from Aditya Birla Finance Limited. As per term and condition stipulated in the facility agreement dated 24 September, 2018 entered by the ZACL and Aditya Birla Finance Limited, ZMSL was required to furnish NDU in respect of their equity stake in ZACL. Accordingly ZMSL has provided NDU to Aditya Birla Finance Limited</p>	<p>Zuari Management Services Limited has created pledge on the equity shares held in Zuari Agro Chemicals Limited as security for loan of Rs. 20 crore availed by Zuari Management Services Limited from Cuprum Bagrodia Ltd. ZMSL has availed loan for general corporate purpose.</p>

**For Zuari Management Services Limited**



**Nitin M Kantak  
Director  
DIN: 08029847**

Place: Goa  
Date: 10/12/2020