

10<sup>th</sup> August, 2019



BSE Limited  
Floor 25, P.J. Towers  
Dalal Street  
Mumbai 400 001

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

Dear Sirs,

**Sub: Notice of the 10<sup>th</sup> Annual General Meeting of the Company**

Please find enclosed herewith, the Notice of the 10<sup>th</sup> Annual General Meeting of the Company scheduled on Friday, 6<sup>th</sup> September, 2019, at 11.30 AM. at the registered office of the Company, at "Jai Kisaan Bhawan", Zuarinagar, Goa.

Thanking you,

Yours faithfully,

**For Zuari Agro Chemicals Limited**

**R.Y.Patil**  
**Vice President & 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](http://www.zuari.in)



## ZUARI AGRO CHEMICALS LIMITED

CIN- L65910GA2009PLC006177

Registered Office: Jai Kisaan Bhawan, Zuarnagar, Goa 403 726

Website : www.zuari.in, Tel.: 0832-2592431

### NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of Zuari Agro Chemicals Limited will be held on **Friday, the 6<sup>th</sup> September, 2019 at 11.30 A.M.** at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarnagar, Goa -403726 to transact the following business:

#### Ordinary Business:

1. To receive, consider and adopt :
  - (a) The Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019 including Audited Balance Sheet for the year ended 31<sup>st</sup> March, 2019 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
  - (b) The Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019 including Audited Consolidated Balance Sheet for the year ended 31<sup>st</sup> March, 2019 and the Consolidated Statement of Profit and Loss Account for the year ended on that date and the Report of the Auditors thereon.
2. To re-appoint Mr. Saroj Kumar Poddar (DIN 00008654) as Director who retires by rotation and being eligible, offers himself for re-appointment.

#### **Special Business**

#### **3. Ratification of Remuneration to Cost Auditor:**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution;

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Mr. Irudayam Savari Muthu, Cost Accountant having firm Registration No. 100107, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2019-20, being Rs.3,00,000/- (Rupees Three lakhs only) plus applicable taxes and out of pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed.

#### **4. Re-appointment of Mr. Marco Wadia as an Independent Director:**

To consider and if thought fit, to pass, the following resolution as a Special Resolution;

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") Mr. Marco Wadia (DIN 00244357), who meets the criteria for independence as provided in Section 149(6) of the Act and SEBI Listing Regulations as an Independent Director, be and is hereby re-appointed for second term as an Independent Director of the Company, not liable to retire by rotation and to hold office for 3 (Three) consecutive years upto March 31, 2022.

**5. Re-appointment of Mr. Gopal K. Pillai as an Independent Director:**

To consider and if thought fit, to pass, the following resolution as a Special Resolution;

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") Mr. Gopal K. Pillai. (DIN 02340756), who meets the criteria for independence as provided in Section 149(6) of the Act and SEBI Listing Regulations as an Independent Director, be and is hereby re-appointed for second term as an Independent Director of the Company, not liable to retire by rotation and to hold office for 1 (One) year upto March 31, 2020.

**6. Re-appointment of Mr. J.N. Godbole as an Independent Director:**

To consider and if thought fit, to pass, the following resolution as a Special Resolution;

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") Mr. J.N. Godbole (DIN 00056830), who meets the criteria for independence as provided in Section 149(6) of the Act and SEBI Listing Regulations as an Independent Director, be and is hereby re-appointed for second term as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term upto the age of 75 years i.e upto 17<sup>th</sup> February, 2020.

**7. Re-appointment and Remuneration payable to Mr. Sunil Sethy as Managing Director of the Company:**

To consider and if thought fit to pass, the following resolution as an Ordinary Resolution;

RESOLVED THAT pursuant to the provisions of Sections 2(54), 2(78), 196, 197, 198, 199, 200, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, approval of the shareholders be and is hereby accorded to the re-appointment and payment of remuneration to Mr. Sunil Sethy (DIN: 00244104) as Managing Director of the Company for a further period of 1 year w.e.f. 1st August, 2019 as per details contained in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in the financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate to pay remuneration to Mr. Sunil Sethy as Managing Director and any increase thereof which may exceed the limits provided in Section I or II of Part II of Schedule V of the Companies Act, 2013, consent of the Company be and is hereby accorded to pay him the same remuneration and increase as stated in the explanatory statement annexed to the notice, as and by way of minimum remuneration, during his tenure of 1 year with effect from 1st August, 2019, pursuant to Section II of Part II of Schedule V of the said Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include Nomination and Remuneration Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised to vary, increase, enhance, or widen from time to time the terms and conditions of re-appointment and remuneration of the Managing Director during the period 1st August, 2019 upto 31st July, 2020 within the scale of basic salary of Rs.4.00 lakhs per month to Rs. 6.00 lakhs per month, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Sunil Sethy, Managing Director, who is also Managing Director of Paradeep Phosphates Limited, shall draw remuneration from one or both companies, provided that the total remuneration drawn from either one or both the companies does not exceed the higher maximum limit admissible from any one of the companies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

By Order of the Board of Directors

R.Y. Patil  
Vice President & Company Secretary  
F.C.S. No. 2845

Date: 15<sup>th</sup> May, 2019

Registered Office: Jai Kisaan Bhawan, Zuarinagar-Goa 403 726

NOTES:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3,4,5,6 & 7 of the Notice, is annexed hereto. The details of Mr. Saroj Kumar Poddar as required under Reg 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in Corporate Governance Report attached to the Annual Report 2018-19, which is being sent separately through permitted mode.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
3. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.** Proxy/Representation letter submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable. A Proxy form is attached herewith.
5. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' written notice in this respect is given to the company.
6. Members, Proxies and Authorised Representatives are requested to carry to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
7. In case of joint-holders attending the meeting, only such joint-holder who is higher in the order of names will be entitled to vote.
8. The Company's Registrar & Share Transfer Agents (RTA) are :  
Link Intime India Private Limited  
C-101, 247 Park,  
L B S Marg, Vikhroli (W)  
Mumbai 400 083  
Tel : 022-49186000  
Fax: 022-49186060  
E-mail: rnt.helpdesk@linkintime.co.in  
Website: www.linkintime.co.in

9. Pursuant to the provisions of Section 124 (5) and 125 of the Companies Act, 2013 the dividend amount remaining unclaimed/unpaid for a period of seven years from the due date of payment shall be transferred to the Investor Education and Protection Fund (IEPF) established by Central Government. Pursuant to the provisions of Section 124 (6) and section 125 of the Companies Act, 2013 read with Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF within 30 days of they becoming due to be transferred.
10. The company has uploaded the details of unpaid and unclaimed amount lying with the Company as on the date of last Annual General Meeting (AGM) i.e. on the website of the Company [www.zuari.in](http://www.zuari.in) as well as on the website of the Ministry of Company Affairs. Unclaimed dividend pertaining to the financial year 2011-12 is due for transfer to the Investor education and Protection Fund and the same can be claimed from the Company.

The following are the due dates for transfer of unclaimed dividend to IEPF.

<b>Financial year ended</b>	<b>Due date for transfer to IEPF</b>
31.03.2012	05/09/2019
31.03.2013	22/10/2020
31.03.2014	30/09/2021
31.03.2015	19/10/2022
31.03.2017	20/10/2024

11. Members, who have neither received nor encashed their dividend warrant(s) in respect of the earlier years, are requested to write to the Company/RTA, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s). As and when the amount is due, it will be transferred by the Company to Investor Education and Protection Fund. No claim thereof shall lie against the Company after such transfer.
12. Members are advised to avail the facility for receipt of future dividends through National Electronic Clearing Services (NECS). The ECS facility is available at the specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility. The Company or our RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Shareholders holding shares in physical form and desirous of either registering bank details or changing bank details already registered against their respective folios are requested to send a request letter for updating Bank Account Number with 9 digit MICR Number to the RTA or to the Company with attested copy of his/her PAN Card and a photocopy of his/her cheque leaf (to capture correct Bank Account Number, IFSC Code and 9 digit MICR Code).
13. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members can avail facility for nomination in respect of the shares held by them. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled in to RTA at the above mentioned address.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
16. Electronic copy of the Notice of the 10th Annual General Meeting (AGM) along with instruction for e-voting, Attendance Slip, Proxy Form and Annual Report for F.Y. 2018-19, is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 and AGM notice are being sent in the permitted mode. Even after registering for e-communication,

members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor.relations@adventz.com.

17. Members may also note that the Notice of the 10th Annual General Meeting and the Annual Report for F.Y. 2018-19 will also be available on the Company's website [www.zuari.in](http://www.zuari.in) for download. The physical copies of the aforesaid documents will be available at the Company's Registered Office in Goa for inspection during normal business hours on all working days, (i.e. Monday to Friday) upto the date of AGM.
18. Members are requested to notify any change in their postal/mail or email address:
  - (i) To their Depository Participants (DPs) in respect of the shares held in Demat form and
  - (ii) To the Company, to its Shares Department at the Registered Office at Jai Kisaan Bhawan, Zuarinagar, Goa – 403726 in respect of the shares held in physical form.
  - (iii) In case the mailing address registered with the Company is without the PINCODE, kindly inform the same to DP or the Company, as mentioned above.
19. The Company has been maintaining, inter-alia, the following statutory registers at its Registered Office, which are open for inspection, on all working days (i.e. Monday to Friday) during business hours, in terms of the applicable provisions of the Companies Act, 2013(Act) by Members and others as specified below:
  - (i) Register of Contracts or arrangements in which directors are interested under Section 189 of the Act. The said register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
  - (ii) Register of Directors & Key Managerial Personnel and their shareholding under Section 170 of the Act. The said register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the meeting.
20. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant, if the shares are held in electronic mode.
21. With effect from April 01, 2019, except in the case of transmission or transposition of securities, the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. Hence, the members holding shares in physical form are requested to dematerialize their physical shares into electronic form by sending demat request to their concerned Depository Participants.
22. A route map showing directions to reach the venue of the Tenth (10th) AGM is annexed herewith.

### **23. Voting Process:**

#### **A. Process and manner for members opting to vote through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members the facility to exercise their right to vote at the 10th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Link Intime India Pvt. Ltd. (LIPL). The vote cast by the Members through e-voting is deemed to have been casted as if they have been casted at the AGM.

In order to facilitate those Members who do not wish to use the e-voting, the facility for voting through polling paper shall be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**Instructions for shareholders to vote electronically:**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"><li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed in bold along with the name and address on sticker affixed on envelope.</li></ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details (last four digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"><li>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction 4.</li></ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.  
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please [click here](#) or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or Call us :- Tel : 022 - 49186000.



**B. Commencement of e-voting :**

The e-voting period commences on **Tuesday, 3<sup>rd</sup> September, 2019, at 10.00 A.M. and ends on Thursday, 5<sup>th</sup> September, 2019, at 5.00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **Friday, 30<sup>th</sup> August, 2019**, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Members shall not be allowed to change it subsequently.

**C. General instruction/information for Members for voting on the Resolutions:**

- a) The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the Section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cutoff date, being Friday, 30<sup>th</sup> August, 2019.
- b) Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. 10454) has been appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing the remote e-voting process as well as voting through poll papers at the Meeting, in a fair and transparent manner.
- c) The Scrutinizer shall immediately after conclusion of the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company.
- d) The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report, of the total votes cast in favour or against, if any, to the Chairman of AGM or to the person authorized by him in writing who will countersign the same and declare the result of the voting forthwith, which shall be displayed on the Notice Board of the Company at its Registered Office. The result will also be displayed on the website of the Company at [www.zuari.in](http://www.zuari.in), and on the website of LIPL besides being communicated to Stock Exchanges.
- e) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of cut-off date i.e. Friday 30<sup>th</sup> August, 2019, may obtain the sequence number for voting by sending request to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) in case he/she has not updated the PAN with Company/DP. However, if you are already registered with Link Intime India Pvt. Ltd. for remote e-voting then you can use your existing user ID and password for casting your vote.

**Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013:****Item No.3: Ratification of Remuneration to Cost Auditor :**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Irudayam Savari Muthu, Cost Accountant as the Cost Auditor to conduct the audit of the Cost Accounts of the Company in respect of the Fertiliser operations of the Company's plants situated at Zuarinagar Goa, Mahad and Baramati for the financial year 2019-20 at a remuneration of Rs. 3,00,000/- plus applicable taxes and out of pocket expenses incurred by him in connection with the aforesaid audit.

In terms of provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, consent of the members is sought by Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial Year 2019-20.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in this resolution.

**Item No. 4: Re-appointment of Mr. Marco Wadia as an Independent Director :**

Mr. Marco Wadia was appointed as Non-Executive/Independent Director of the Company for a period of 5 years upto 31<sup>st</sup> March, 2019.

The term of Mr. Marco Wadia ended on 31<sup>st</sup> March, 2019.

In terms of section 164 of the Act, Mr. Marco Wadia is not disqualified from being re-appointed as a Director of the Company. The Company has also received declarations from Mr. Marco Wadia that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. In the opinion of the Board Mr. Marco Wadia fulfils the conditions specified in the Act and he is independent of the management.

Considering Mr. Wadia's vast experience and based on the performance evaluation, the Board on the recommendation of Nomination and Remuneration Committee at its meeting held on 8<sup>th</sup> February, 2019 approved the re-appointment of Mr. Marco Wadia, as Non- Executive/Independent Director of the Company subject to the approval of the members for a further period of 3 years w.e.f 1<sup>st</sup> April, 2019. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Marco Wadia for re-appointment as Independent Director of the Company.

Brief profile along with other particulars of Mr. Marco Wadia, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as annexure to this Notice. Mr. Marco Wadia is not related to any Director of the Company.

Copy of the letter of appointment of Mr. Marco Wadia as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

Except Mr. Marco Wadia, none of the other Directors and Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMP are, in any way, concerned or interested in the said resolution.

Hence, the Board recommends the resolution set out at Item No. 4 of the Notice for shareholders' approval as a Special Resolution.

**Item No. 5: Re-appointment of Mr. Gopal K. Pillai as an Independent Director :**

Mr. Gopal K. Pillai was appointed as Non-Executive/Independent Director of the Company for a period of 5 years upto 31<sup>st</sup> March, 2019.

The term of Mr. Gopal K. Pillai ended on 31<sup>st</sup> March, 2019.

In terms of section 164 of the Act, Mr. Gopal K. Pillai is not disqualified from being re-appointed as a Director of the Company. The Company has also received declarations from Mr. Gopal K. Pillai that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. In the opinion of the Board Mr. Gopal K. Pillai fulfils the conditions specified in the Act and he is independent of the management.

Considering Mr. Pillai's vast experience and based on the performance evaluation, the Board on the recommendation of Nomination and Remuneration Committee at its meeting held on 8<sup>th</sup> February, 2019 approved the re-appointment of Mr. Gopal K. Pillai, as Non- Executive/Independent Director of the Company subject to the approval of the members for a further period of 1 year w.e.f 1<sup>st</sup> April, 2019. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Gopal K. Pillai for re-appointment as Independent Director of the Company.

Brief profile along with other particulars of Mr. Gopal K. Pillai, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as annexure to this Notice. Mr. Gopal K. Pillai is not related to any Director of the Company.

Copy of the letter of appointment of Mr. Gopal K. Pillai as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

Except Mr. Gopal K. Pillai, none of the other Directors and Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMP are, in any way, concerned or interested in the said resolution.

Hence, the Board recommends the resolution set out at Item No. 5 of the Notice for shareholders' approval as a Special Resolution.

**Item No. 6::Re-appointment of Mr. J.N. Godbole as an Independent Director :**

Mr. J.N. Godbole was appointed as Non-Executive/Independent Director of the Company for a period of 5 years upto 31<sup>st</sup> March, 2019.

The term of Mr. J.N. Godbole ended on 31<sup>st</sup> March, 2019.

In terms of section 164 of the Act, Mr. J.N. Godbole is not disqualified from being re-appointed as a Director of the Company. The Company has also received declarations from Mr. J N Godbole that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. In the opinion of the Board Mr. J.N. Godbole fulfils the conditions specified in the Act and he is independent of the management.

Considering Mr. Godbole's vast experience and based on the performance evaluation, the Board on the recommendation of Nomination and Remuneration Committee at its meeting held on 8<sup>th</sup> February, 2019 approved the re-appointment of Mr. J.N. Godbole, as Non-Executive/Independent Director of the Company w.e.f 1<sup>st</sup> April, 2019 upto the age of 75 years i.e upto 17<sup>th</sup> February, 2020 subject to the approval of the members.

Brief profile along with other particulars of Mr. J.N. Godbole, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as annexure to this Notice. Mr. J.N. Godbole is not related to any Director of the Company.

Copy of the letter of appointment of Mr. J.N. Godbole as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

Except Mr. J.N. Godbole, none of the other Directors and Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMP are, in anyway, concerned or interested in the said resolution.

Hence, the Board recommends the resolution set out at Item No. 6 of the Notice for shareholders' approval as a Special Resolution.

**Item No. 7:Re-appointment and remuneration payable to Mr. Sunil Sethy as Managing Director:**

The Board on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 28th July, 2017 and the Members at the Annual General Meeting of the Company held on 22nd September, 2017 approved appointment and payment of remuneration to Mr. Sunil Sethy (DIN: 00244104), as the Managing Director of the Company for the period of 2 years with effect from 1st August,2017. The term of Mr. Sunil Sethy, as Managing Director, would end on 31st July, 2019.

Considering Mr. Sethy's rich experience and background in varied leadership roles, the Board at its meeting held on 15th May, 2019, on the recommendation of the Nomination and Remuneration Committee approved the re-appointment of Mr. Sunil Sethy as Managing Director for a period of 1 year w.e.f. 1st August, 2019, on the terms and conditions given herein below:

01. Consolidated Salary : Rs.4,50,000/- per month in the range of Rs. 4.00 lakhs to Rs.6.00 lakhs with such annual increments as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors.
02. Perquisites : Perquisites including House Rent & Allowance will be allowed in addition to the salary, subject to a maximum of Rs. 2,25,000/- per month and as applicable to the Senior Executives as per Company Policy.
03. Following perquisites shall be provided as per rules of the Company as applicable to Senior Executives of the Company :
  - i) Membership Fees of one club
  - ii) One company maintained car will be provided
04. Provision of car and mobile phone and telephone at residence will not be considered as perquisites.
05. The Managing Director shall also be covered under the Group Personal Accident Insurance Policy, Group Term Life Insurance Scheme, Group Health Insurance Scheme, as per Company policy.

06. Additional perquisites: The Managing Director shall be entitled to such other additional perquisites which are applicable to Senior Executives of the Company.

07. Termination: The Agreement may be terminated by giving the other party, six months' notice.

The Company may or may not have adequate profits in the Financial Year 2019-20 during the tenure of Mr. Sunil Sethy as Managing Director of the Company for payment of remuneration as per the details mentioned in the explanatory statement. Thus, it is proposed to take approval of the shareholders by way of an Ordinary Resolution in accordance with Sec II of Part II of Schedule V as per details mentioned in the explanatory statement without the approval of the Central Government.

Mr. Sunil Sethy, as stipulated in Section II (B) of Schedule V (as amended vide notification dated 12th September, 2016) does not have any interest in the capital of the company or any of its subsidiaries directly or indirectly or through any other statutory structures and does not have any direct or indirect interest or related to the directors or promoters of the company or any of its subsidiaries at any time during the last two years before or on or after the date of his appointment.

#### **Other Information required under Sec II of Part II of Schedule V.**

#### **I. GENERAL INFORMATION**

1. **Nature of Industry:** Zuari Agro Chemicals Limited is one of the leading fertilizer manufacturing companies in India. The Company manufactures urea & complex fertilizers of various grades at its manufacturing facility in Goa, SSP Fertilizers at Mahad Plant in Maharashtra, 100% water soluble fertilisers at Baramati plant.

Agriculture plays a crucial role in the Indian economy and about 60% of the India's workforce is dependent on agriculture and allied activities for their livelihood. As India's food requirement is increasing proportionally with the ever-increasing population, correspondingly, there is also an increase in the requirement of crops. Fertilizers remain as the key to future development of agriculture. It is for this very reason that fertilizer has been declared as an essential and controlled commodity. India has more than 57 large and 64 medium and small fertilizer production units under the Indian fertilizer industry. Zuari Agro Chemicals Limited is among the largest fertilizer manufacturing Companies of India.

2. **Commencement of Commercial Production:** The Company was incorporated on 10th September, 2009. In the year 2012, vide a Scheme of Arrangement and Demerger between the company and its 100% holding Company, Zuari Industries Limited, the fertiliser Division of Zuari Industries Limited was demerged and vested into the Company. Commercial production of fertilizers at the manufacturing facility at Goa began in the Year 1973.

3. **Financial Performance based on given indicators:**

**Rs. In lacs**

<b>Year</b>	<b>2018-19</b>	<b>2017-18</b>
Paid up capital	4205.80	4205.80
Other Equity	39159.83	63178.41
Total Revenue	519541.55	473,120.58
Profit Before Tax	(22281.21)	3912.64
Profit After Tax	(21114.92)	3033.42

4. **Foreign investments or collaborations:**

The Company has two joint ventures, namely Zuari Maroc Phosphates Private Limited and MCA Phosphates Pte Limited. Zuari Maroc Phosphates Private Limited is a 50:50 joint venture company between Office Cherifien Des Phosphates (OCP), S.A and the Company. MCA Phosphates Pte Limited is a Joint Venture company between Mitsubishi Corporation, Japan and the Company

#### **II. Information about appointee:**

1. **Background details:** Mr. Sunil Sethy has been appointed as Managing Director of the Company with effect from August 1, 2017. He is also Managing Director of Paradeep Phosphates Limited. He is a finance professional having 40 years of experience in different Companies out of which, 29 years was in Finance discipline and 11 years as MD/CEO.
2. **Past Remuneration details :** Rs. 50.05 lakhs & Rs. 89.99 lakhs for FY 2017-18 & 18-19 resp.

3. **Recognition or awards:** Mr. Sunil Sethy is serving as Director on the Board of The Fertiliser Association of India.
4. **Job profile and his suitability:** He has over 40 years of experience in accountancy, finance, law and general management. Prior to his appointment to the Board of our Company, he has served as the Managing Director of Chambal Fertilizers and Chemicals Limited and the Vice Chairman and Managing Director of Binani Industries Limited.
5. **Remuneration proposed:** As disclosed above.
6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The remuneration proposed to be paid to Mr. Sunil Sethy is fully justifiable and comparable as prevalent in the industry keeping in view the profile and position of Managing Director.  
  
The remuneration of Mr. Sunil Sethy has been decided by the Nomination and Remuneration Committee of the Board, after considering skills, expertise, knowledge and proficiency required for the position.
7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel:** Besides the remuneration paid to Mr. Sunil Sethy, he does not have any other pecuniary relationship either directly or indirectly with the Company or relationship with managerial personnel.

### III Other Information:

1. **Reason for loss or inadequate profits:** Prior approval from the shareholders is sought in case any loss or inadequacy of profits arises because of factors such as general economic conditions, future demand of company's products, aggressive competition from other players etc.
2. **Steps taken or proposed to be taken for improvement :** In order to improve the financial performance of the Company, various steps are being initiated and implemented including integrated approach in its operations across various functions, rationalization of production and sales processes, raising of funds through modes, cost reduction and increase of operational efficiency.
3. **Expected increase in productivity and profits in measurable terms:** The management is expecting improvement in its productivity through various measures taken and is hopeful of emerging as a stronger contender against other players in the industry.

### IV Other Disclosures:

The other required disclosures are made in the Corporate Governance Report attached to the Board of Directors' Report.

Brief profile along with other particulars of Mr. Sunil Sethy, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as annexure to this Notice. Mr. Sunil Sethy is not related to any Director of the Company.

Except, Mr. Sunil Sethy, none of the other Directors, Key Managerial Personnel (KMPs) of the Company/their relatives are in any way concerned or interested in the said resolution.

The Board of Directors recommends passing of an Ordinary Resolution as set out at Item No. 7 of this Notice.

**By Order of the Board of Directors**

**R.Y. Patil**  
**Vice President & Company Secretary**  
**F.C.S. No. 2845**

Date: 15<sup>th</sup> May, 2019

Registered Office: Jai Kisaan Bhawan, Zuarinagar-Goa 403 726

**Details of Director seeking re-appointment at the forthcoming Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:**

Name of the Director	<b>Mr. Marco Wadia</b>	<b>Mr. Gopal Krishna Pillai</b>
DIN	00244357	02340756
Date of Birth	30-01-1956	30-11-1949
Age	63	69
Nationality	Indian	Indian
Relationship between directors inter-se	NIL	NIL
Date of First Appointment	20-05-2011	30-07-2012
Qualification	Advocate	Retired Government Official
Functional Expertise & Experience including brief resume.	<p>Marco Wadia aged 63 years, is an Independent Director of our Company. He is a member of Bar Council of Maharashtra and Goa. He has been a practicing advocate since 1986 and, is currently, a partner at Crawford Bayley &amp; Co. He has over 30 years of experience in the legal profession having specialised in corporate matters and mergers and acquisitions.</p>	<p>Gopal Krishna Pillai aged 69 years, is an Independent Director of our Company. He holds a bachelor's degree in science from Bangalore University and a master's degree in science specialising in chemistry from Indian Institute of Technology, Madras. He joined the Indian Administrative Service in 1972 and has held various positions in the Kerala State Government including as the District Collector (Quilon), Deputy Secretary (Labour), Special Secretary (Industries), Secretary (Health &amp; Family Welfare) and Principal Secretary to the Chief Minister of Kerala. In the past, he has also served in various positions with the Government of India, <i>inter alia</i>, in the capacity of the Secretary (Commerce) and Union Home Secretary. He currently serves as the chairman of the board of directors of Tata International Limited and IvyCap Ventures Advisors Private Limited.</p>

Appointment/Re-appointment	Re-appointment	Re-appointment
Terms and Conditions of re-appointment	As per Explanatory Statement	As per Explanatory Statement
Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 31 <sup>st</sup> March, 2019	<ol style="list-style-type: none"> <li>1. Zuari Global Limited</li> <li>2. Chambal Fertilisers And Chemicals Limited</li> <li>3. Josts Engineering Company Limited</li> <li>4. Stovec Industries Limited</li> <li>5. Paradeep Phosphates Ltd</li> <li>6. Simon India Limited</li> <li>7. Gobind Sugar Mills Ltd</li> <li>8. Indian Register Of Shipping</li> <li>9. Amphenol Interconnect India Private Limited</li> <li>10. Amphetronix Offset Interconnect Solutions Private Limited</li> <li>11. Johnson And Johnson Private Limited</li> <li>12. Amphenol Omniconnect India Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Adani Ports and Special Economic Zone Limited;</li> <li>2. Berger Paints India Limited;</li> <li>3. CMS Info Systems Limited;</li> <li>4. Ivy Cap Ventures Advisors Private Limited; and</li> <li>5. Tata International Limited</li> </ol>
Membership/Chairmanship of Committees of public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 <sup>st</sup> March, 2019	<ol style="list-style-type: none"> <li>1. Zuari Global Limited – Chairman of Audit Committee &amp; member of Stakeholders Relationship Committee</li> <li>2. Chambal Fertilisers &amp; Chemicals Limited – Chairman of Audit Committee &amp; member of Stakeholders Relationship Committee</li> <li>3. Zuari Agro Chemicals Limited- Chairman of Audit Committee &amp; member of Stakeholders Relationship Committee.</li> <li>4. Simon India Limited - Chairman of Audit Committee</li> <li>5. Paradeep Phosphates Ltd - Chairman of Audit Committee</li> <li>6. Stovec Industries Ltd - Member of Audit Committee</li> <li>7. Gobind Sugar Mills Ltd – Member of Audit Committee</li> </ol>	<ol style="list-style-type: none"> <li>1. Zuari Agro Chemicals Limited – Member of Audit Committee</li> <li>2. Tata International Limited – Member of Audit Committee</li> <li>3. Adani Ports and Special Economic Zone Ltd - Chairman of Audit Committee</li> <li>4. Berger Paints India Limited - Member of Audit Committee.</li> <li>5. CMS Info Systems Ltd - Chairman of Audit Committee</li> </ol>
Number of shares held in the Company	2811	NIL

Remuneration last drawn	Sitting fees of Rs. 7.65 lacs was paid by the Company for F Y 2018-19.	Sitting fees of Rs. 5.15 lacs was paid by the Company for F Y 2018-19.
Remuneration proposed to be paid	Sitting fees will be paid	Sitting fees will be paid
Number of meetings of the Board attended during the year.	7	7

Name of the Director	<b>Mr. J.N. Godbole</b>	<b>Mr. Sunil Sethy</b>
DIN	00056830	00244104
Date of Birth	17-02-1945	27-03-1951
Age	74	68
Nationality	Indian	Indian
Relationship between directors inter-se	NIL	NIL
Date of First Appointment	20-05-2011	28-07-2017
Qualification	Bachelor's degree in technology from the Indian Institute of Technology, Bombay	Chartered Accountant
Functional Expertise & Experience including brief resume.	Jayant Narayan Godbole aged 74 years, is an Independent Director of our Company. He has been associated with our Company since May 20, 2011. He holds a bachelor's degree in technology from the Indian Institute of Technology, Bombay. He has also completed a course on PERT/CPM conducted by the Small Industry Extension Training Institute, Hyderabad and also holds a certificate in financial management from the Jamnalal Bajaj Institute of Management Studies, University of Bombay. He has served on the board of the Industrial Development Bank of India as its chairman and was also appointed by the state government of Sabah, Malaysia as an Industrial Consultant and posted to the Department of Industrial Development, Sabah. He has been associated with Sabah Gas Industries in the capacity of coordination and planning manager and has also been associated with the Narbada Valley Chemical Industries Private Limited.	Sunil Sethy aged 68 years, is the Managing Director of our Company. He has been associated with our Company since July 28, 2017. He is a fellow of the ICAI. He has previously served as the Managing Director of Binani Industries Limited and as the Managing Director of Chambal Fertilisers & Chemicals Limited



Appointment/Re-appointment	Re-appointment	Re-appointment
Terms and Conditions of re-appointment	As per Explanatory Statement	As per Explanatory Statement
Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 31 <sup>st</sup> March, 2019	<ol style="list-style-type: none"> <li>1. Emami Paper Mills Limited;</li> <li>2. Embio Limited;</li> <li>3. Gujarat Alkalies and Chemicals Limited;</li> <li>4. J. K. Cement Limited;</li> <li>5. Kesar Terminals &amp; Infrastructure Limited;</li> <li>6. Saurashtra Cement Limited; and</li> <li>7. Zuari Global Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Mangalore Chemicals &amp; Fertilizers Limited;</li> <li>2. Paradeep Phosphates Limited;</li> <li>3. The Fertiliser Association of India;</li> <li>4. Zuari Infraworld India Limited; and</li> <li>5. Zuari Maroc Phosphates Private Limited.</li> </ol>
Membership/Chairmanship of Committees of public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 <sup>st</sup> March, 2019.	<ol style="list-style-type: none"> <li>1. Gujarat Alkalies and Chemicals Ltd. – Member of Audit Committee.</li> <li>2. Embio Limited – Member of Audit Committee.</li> <li>3. Emami Paper Mills Ltd - Chairman of Audit Committee</li> <li>4. Kesar Terminals &amp; Infrastructure Ltd- Member of Audit Committee</li> <li>5. Zuari Agro Chemicals Limited- Member of Audit Committee &amp; Chairman of Stakeholders Relationship Committee.</li> <li>6. J.K. Cement Ltd - Member of Audit Committee</li> <li>7. Zuari Global Limited - Member of Audit Committee &amp; Chairman of Stakeholders Relationship Committee</li> </ol>	<ol style="list-style-type: none"> <li>1. Mangalore Chemicals And Fertilisers Limited. – Member of Audit Committee.</li> <li>2. Zuari Infraworld India Limited –Chairman of Audit Committee.</li> </ol>
Number of shares held in the Company	NIL	NIL
Remuneration last drawn	Sitting fees of Rs. 7.35 lacs was paid by the Company for F Y 2018-19.	Rs. 89.99 Lakhs for FY 2018-19
Remuneration proposed to be paid	Sitting fees will be paid	As disclosed in the explanatory statement
Number of meetings of the Board attended during the year.	7	7



**ZUARI AGRO CHEMICALS LIMITED**  
**CIN- L65910GA2009PLC006177**  
**Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa 403 726**  
**Website : www.zuari.in, Tel.: 0832-2592431**

**PROXY FORM**  
**Form No. MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) \_\_\_\_\_ Email Id: \_\_\_\_\_

Registered Address: \_\_\_\_\_

Folio No./Client \_\_\_\_\_ DP/ID: \_\_\_\_\_

I / We, being a member(s) of \_\_\_\_\_ shares of above named Company, hereby appoint;

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email id: \_\_\_\_\_ or failing him/her,  
2. Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email id: \_\_\_\_\_ or failing him/her,  
3. Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email id: \_\_\_\_\_

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 10<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 6<sup>th</sup> September, 2019 at 11.30 A.M. the Registered office of the Company at "Jai Kisaan Bhawan" Zuarinagar, Goa-403726 and at any adjournment(s) thereof in respect of such resolutions as are indicated below;

Sr.No	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	a) Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2019.		
	b) Adoption of Consolidated Financial Statements for the year ended 31 <sup>st</sup> March, 2019		
2	Re-appointment of Mr. Saroj Kumar Poddar (DIN: 00008654), as Director who retires by rotation and being eligible offers himself for re - appointment		
<b>Special Business</b>			
3	Ratification of Remuneration to the Cost Auditor.		
4	Re-appointment of Mr. Marco Wadia (DIN: 00244357) as an Independent Director		
5	Re-appointment of Mr. Gopal K. Pillai (DIN: 02340756) as an Independent Director		
6	Re-appointment of Mr. J.N. Godbole (DIN: 00056830) as an Independent Director		
7	Re-appointment and Remuneration payable to Mr. Sunil Sethy as Managing Director of the Company		

\_\_\_\_\_  
Signature of Shareholder

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Affix  
Revenue  
Stamp  
Re. 1

\_\_\_\_\_  
Signature of first Proxy Holder

\_\_\_\_\_  
Signature of second Proxy Holder

\_\_\_\_\_  
Signature of third Proxy holder

**NOTES:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate, not more than 10% of the total share capital of the Company.
4. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 10<sup>th</sup> Annual General Meeting.
5. \* This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in the above box before submission.
7. All members wishing to ask questions during the 10<sup>th</sup> Annual General Meeting should forward them to the registered office, 7 days before the date of Annual General Meeting.



**ZUARI AGRO CHEMICALS LIMITED**  
**CIN- L65910GA2009PLC006177**  
**Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa 403 726**  
**Website : www.zuari.in, Tel.: 0832-2592431**

**ATTENDANCE SLIP**

Please fill Attendance Slip and hand it over at the entrance of the Meeting Hall. Joint Shareholders may obtain additional Slip at the venue of the meeting.

Folio no:	
No. of shares held	
*DPID No./Cleint ID No:	

Name & Address of Shareholder / Proxy holder \_\_\_\_\_  
I/We hereby record my/our presence at the 10<sup>th</sup> Annual General Meeting of the Company held on Friday, 6<sup>th</sup> September, 2019 at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar Goa 403 726 at 11.30A.M.

\_\_\_\_\_  
Signature of the Shareholder/ Proxy

\*Applicable for investors holding shares in electronic form.

Road Map for the 10<sup>th</sup> Annual General Meeting

**ZUARI AGRO CHEMICALS LIMITED**

