



June 29, 2022

BSE Limited  
Floor 25, P.J. Towers,  
Dalal Street,  
Mumbai - 400 001  
BSE scrip Code: 534742

National Stock Exchange of India Ltd,  
Exchange Plaza, 5th Floor,  
Bandra-Kurla Complex,  
Bandra (E).  
Mumbai - 400 051  
NSE Symbol: ZUARI

Dear Sirs,

**Sub: Postal Ballot Notice –Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed herewith a copy of Postal Ballot Notice pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which is being sent to the Members of the Company for seeking their approval by remote e-voting process ("e-voting") for appointment of Mr. Amandeep (DIN:00226905) as an Independent Director of the Company

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Notice is being sent only by email to all its members who have registered their email addresses with the Company or depository(ies)/ depository participants/Link Intime India Private Limited and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. 24<sup>th</sup> June, 2022.

The members, whose email addresses are not registered, are requested to register the same by following the detailed procedure prescribed in the Notice.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members. The e-voting shall commence on Saturday, 2<sup>nd</sup> July, 2022 at 10.00 A.M.(IST) and end on Sunday, 31<sup>st</sup> July, 2022 at 5.00 P.M.(IST). The e-voting facility shall be disabled by CDSL thereafter. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 24<sup>th</sup> June, 2022.

The resolutions, if passed by requisite majority, shall be deemed to have been passed on Sunday 31<sup>st</sup> July, 2022 i.e. last day of the e- voting period.

**ZUARI AGRO CHEMICALS LIMITED**

CIN No.: L65910GA2009PLC006177

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

Tel: +0832 2592180, 2592181, 6752399

www.zuari.in

The result of the e-voting by Postal Ballot will be announced on 1<sup>st</sup> August, 2022 at 5.00 P.M. (IST).

The Postal ballot Notice is uploaded on the website of the Company at [www.zuari.in](http://www.zuari.in)

Please take the above information on record.

Thanking You,

Yours Faithfully,  
**For Zuari Agro Chemicals Limited**



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

Encl: As above



**ZUARI AGRO CHEMICALS LIMITED**

**CIN: L65910GA2009PLC006177**

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

**Tel: 91-0832-2592180, E-mail: [shares@adventz.com](mailto:shares@adventz.com), Website: [www.zuari.in](http://www.zuari.in)**

**POSTAL BALLOT NOTICE**  
**[ONLY THROUGH E-VOTING]**

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

**To**  
**The Members,**

**Notice** is hereby given to the members of Zuari Agro Chemicals Limited (“the Company”) pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (“**Act**”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modifications or reenactment thereof for the time being in force), read with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) and pursuant to other laws and regulations, if any, that the resolution appended below is proposed for the approval of the Members through Postal ballot by electronic voting (“**remote e-voting**”).

**Special Business:**

**1. Appointment of Mr. Amandeep (DIN:00226905) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Amandeep (DIN:00226905), who was appointed as an Additional Director in the category of Independent Director w.e.f 29<sup>th</sup> May, 2022 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for appointment as Director, be and is hereby appointed as an Independent Director of the Company for a period of three (3) years with effect from 29<sup>th</sup> May, 2022 to 28<sup>th</sup> May, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as they deem necessary in connection with appointment of Mr. Amandeep, as Non-Executive Independent Director of the Company and to file all the necessary documents with Registrar of Companies for the purpose of giving effect to this resolution."

By Order of the Board  
For **Zuari Agro Chemicals Limited**

**Regd. Office:**

Jai Kisaan Bhawan, Zuarinagar  
Goa 403 726  
Date: 29<sup>th</sup> May, 2022

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

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in respect of the business specified above is annexed hereto.
2. In accordance with the MCA circulars, the postal ballot notice is being sent only by electronic mode to those members whose email is registered with the RTA /Depository and whose names appear on the Register of Members/ list of beneficial owners as on the cut-off date i.e. Friday, 24<sup>th</sup> June, 2022. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this postal ballot and the shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through e-voting only.
3. The Postal Ballot Notice is placed on the website of the Company at [www.zuari.in](http://www.zuari.in), websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
4. Members who have not registered their email addresses or if there is any change in their registered email addresses, are requested to immediately notify/update their email address with their depository participant, for the shares held in dematerialized form and to the Registrar and Share Transfer Agent, for the shares held in physical form by providing the necessary details;
5. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Central Depositories Services (India) Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut - off date i.e. Friday, 24<sup>th</sup> June, 2022. The person who is not a member as on cut-off date should treat this notice for information purpose only.
7. The e- voting period will commence from Saturday, 2<sup>nd</sup> July, 2022, IST at 10.00 a.m. and will end on Sunday, 31<sup>st</sup> July, 2022, IST at 5.00 p.m. The evoting module shall be disabled by for voting thereafter. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. Once the vote on a resolution is cast by the members, they shall not be allowed to change it subsequently.

8. A member cannot exercise his/her vote by proxy on Postal Ballot ( e-voting).
9. The resolution, if passed by requisite majority, shall be deemed to have been passed on Sunday, 31<sup>st</sup> July, 2022 i.e. the last date of e-voting.
10. The Form DIR-2, MBP-1, DIR-8, Declaration under Reg 149 of the Companies Act, 2013 and Regulation 16 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2013 and Appointment Letter of Mr. Amandeep and Notice under Section 160 of the Companies Act, 2013 will be available for inspection on the website of the Company at [https://www.zuari.in/investor/notice\\_general\\_meeting](https://www.zuari.in/investor/notice_general_meeting) from the date of dispatch of notice up to the last date of e-voting i.e from 30<sup>th</sup> June, 2022 to 31<sup>st</sup> July, 2022.
11. Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. 10454) has been appointed by the Board of Directors of the Company vide resolution dated 29<sup>th</sup> May, 2022 as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.
12. The Scrutinizer shall submit his report to the Executive Director of the Company, or any other Director or Company Secretary of the Company upon completion of scrutiny of the votes cast through e-voting. The result of the voting by Postal Ballot will be announced on Monday, 1<sup>st</sup> August, 2022 at 5.00 P.M. (IST) and the same shall be displayed on the Notice Board at the Registered Office and on the website of the Company at [www.zuari.in](http://www.zuari.in) and on the website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com) and the same shall also be communicated to the Stock Exchanges.

#### **THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> and</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> ; and</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under</li> </ol>

	‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call on toll free no 1800 22 33 55
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for physical shareholders and shareholders other than individual shareholders holding shares in DEMAT form**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:



<b>For Shareholders holding shares in Demat Form other than individual and 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>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of ZACL i.e.220610001 to vote.
- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

#### **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [cs.sbhat@gmail.com](mailto:cs.sbhat@gmail.com) and to the Company at the email address viz; [shares@adventz.com](mailto:shares@adventz.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **Process for those Shareholders whose email addresses/mobile numbers are not registered with the Depositories/Company/RTA**

1. **For Physical shareholders-** A signed copy of request letter mentioning details like Folio No., Name of shareholder, Mobile No., email id, that is to be registered along with scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) may be sent by email to the Company at [shares@adventz.com](mailto:shares@adventz.com) /RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) .
2. **For Demat shareholders -**, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 33 55.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 33 55.

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No.1:**

#### **Appointment of Mr. Amandeep, (DIN: 00226905) as an Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 29<sup>th</sup> May, 2022, has appointed Mr. Amandeep, (DIN: 00226905) as Additional Director of the Company w.e.f 29<sup>th</sup> May, 2022 for a period of 3 years in the category of Independent Director subject to the approval of members of the Company.

Pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015 effective from 1<sup>st</sup> January 2022, the Company is required to get the approval of shareholders for appointment of a person on the Board of Directors within a time period of three months from the date of appointment or at the next general meeting whichever is earlier. Therefore, Company is seeking the approval of members by way of this Postal Ballot

Notice.

A notice has been received in writing by a member under Section 160 of the Companies Act, 2013 proposing appointment of Mr. Amandeep as an Independent Director of the Company for a period of 3 (three) years with effect from 29<sup>th</sup> May, 2022 to 28<sup>th</sup> May, 2025. If appointed, he shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof within the approved limits.

The Company has received in writing from Mr. Amandeep (i) consent to act as Director of the Company; (ii) intimation to the effect that he is not disqualified from being appointed as Director in terms of Section 164(2) of the Act; and (iii) declaration that he meets the criteria of independence as specified under Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Amandeep fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

The brief profile and other particulars of Mr. Amandeep as required SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed and forms part of this notice. Considering the vast experience of Mr. Amandeep in diversified fields which would be beneficial to the Company, it is proposed to appoint Mr. Amandeep as an Independent Director on the Board.

Mr. Amandeep is interested in the Resolution set out at Item No. 1 of the Notice in regard to his appointment. The relatives of Mr. Amandeep may be deemed to be interested in the Resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above appointment.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the members.

By Order of the Board  
For **Zuari Agro Chemicals Limited**

**Regd. Office:**

Jai Kisaan Bhawan, Zuarinagar  
Goa 403 726  
Date: 29<sup>th</sup> May, 2022

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

**Details of Director seeking appointment, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of the Director	Mr. Amandeep
DIN	00226905
Date of Birth	17-05-1969
Age (in years)	53
Relationship between directors inter-se	NA

Date of First Appointment	29-05-2022
Qualification	M.E Industrial Engineering
Skills and capabilities required for the role	Strategic, Finance Skills, Business Management Understanding of the relevant laws, rules, regulation policies applicable to the organisation /industry/sector and level/status of compliances thereof by the organisation. Identification of key risks including legal and regulatory compliance and advising on risk mitigation
Functional & specific expertise & Experience including brief resume and skills and capabilities possessed by the Director	<p>Mr. Amandeep is currently Founder and Sherpa-in-Chief, a company started by him in May, 2020 to enable mid sized owner companies in realising their full potential.</p> <p>Mr. Amandeep is a professional with 30 years of experience, the last 17 years spent in leadership positions in HR, Corporate Affairs, managing P&amp;L as CEO, Corporate Development and as Managing Director. He has worked for close to 14 years with Dalmia Bharat Group and has played a key role in the journey of the group from 500 Cr turnover to 12000 Cr.</p> <p><b>In all these years Amandeep has demonstrated capabilities which cut across functions and business verticals as given below:-</b></p> <ul style="list-style-type: none"> <li>• Sharp business acumen enabling quick understanding of risks and opportunities in a business.</li> <li>• Ability to cut through the clutter and identify key business issues and aligning stakeholders to the action plan.</li> <li>• Build high performing enabled teams.</li> <li>• Managing regulatory framework to covert that into strategic advantage.</li> <li>• Building brands.</li> <li>• Growing the business at 2X of the industry growth.</li> <li>• Enhancing profitability of the company by identifying opportunities across different lines of P &amp; L.</li> <li>• Strengthening Balance Sheet of the company through focus on basics.</li> <li>• Expansion of business through acquisitions, brown field and green field expansions across geographies in India.</li> <li>• Large network of professionals and entrepreneurs which can be leveraged as per the needs.</li> </ul>
Appointment/Re-appointment	Appointment
Terms and Conditions of appointment/ re-appointment	As per Explanatory Statement
Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 29-05-2022	<p>Zuari Farmhub Limited  Ralsion Tyres Limited  Transrail Logistics Limited  Daffodil Software Private Limited  Versatile HR Solutions Private Limited</p> <p>Mr. Amandeep is not a Director in any Listed Company except the Company</p>

Listed entities from which the person has resigned in the past three years	Trident Ltd
Membership/Chairmanship of Committees of other public limited companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 29-05- 2022	Transrail Logistics Ltd – Audit Committee-Member Ralsen Tyres Limited- Audit Committee- Chairman
Number of shares held in the Company including shareholding as a beneficial owner	-
Remuneration last drawn	Nil
Remuneration proposed to be paid	Sitting fees will be paid
Number of meetings of the Board attended during the year.	N.A.