



20<sup>th</sup> February, 2023

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 re-appointment of Mr. Dipankar Chatterji (DIN: 00031256) as a Non-Executive and Independent Director of the Company and Mr. Nitin M Kantak (DIN: 08029847) as Executive Director of the Company in the category of Whole Time Director.

Pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 03/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 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. Friday, 10<sup>th</sup> February, 2023. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

- 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 Wednesday, 22<sup>nd</sup> February, 2023 at 10.00 A.M.(IST) and end on Thursday, 23<sup>rd</sup> March, 2023 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. Friday, 10<sup>th</sup> February, 2023.

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

**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 resolutions, if passed by requisite majority, shall be deemed to have been passed on Thursday, 23<sup>rd</sup> March, 2023 i.e. last day of the e- voting period. The result of the e-voting by Postal Ballot will be announced on Friday, 24<sup>th</sup> March, 2023.

The Postal ballot Notice is also 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. Katak**  
**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 108, 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 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 03/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (“SEBI”) (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. **Re-appointment of Mr. Dipankar Chatterji (DIN: 00031256) as a Non-Executive and 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, 150, 152 and any other applicable provisions of the Companies Act, 2013, (“the Act”) 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 Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr. Dipankar Chatterji (DIN: 00031256), in respect of whom the Company has received a notice in writing from a member under Section 160 of the of the Act, proposing his candidature for re-appointment as an Non - Executive and Independent Director, be and is hereby re-appointed for a second term as a Non - Executive and Independent Director of the Company for a period of five (5) years with effect from 14<sup>th</sup> February, 2023 to 13<sup>th</sup> February, 2028, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, approval of the members, be and is hereby accorded for continuation of directorship of Mr. Dipankar Chatterji after attaining the age of 75 years, during his tenure as a Non-Executive and Independent Director of the Company.”

2. **Re-appointment of Mr. Nitin M Katak (DIN: 08029847) as Executive Director of the Company in the category of Whole Time Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 2(94) 2(78), 196, 203 and all other applicable provisions of the Companies Act, 2013 (“ the Act”) and Rules made thereunder (including any statutory modification 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 ( for the time being in force) and the Articles of Association of the Company and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders, be and is hereby accorded for the re-appointment of Mr. Nitin M. Katak as Executive Director in the category of Whole Time Director of the Company under the Companies Act, 2013 for a period of 3 years, w.e.f. 3<sup>rd</sup> September, 2023.

**RESOLVED FURTHER THAT** no remuneration will be payable to Mr. Nitin M. Katak, as Executive Director of the Company.”

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

**Regd. Office:**

Jai Kisaan Bhawan, Zuarinagar  
Goa 403 726

**Manoj Dere  
Company Secretary & Compliance Officer  
Membership No. FCS7652**

Date: 1<sup>st</sup> February, 2023

**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, 10<sup>th</sup> February, 2023. 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. 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 resolutions 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.

5. 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, 10<sup>th</sup> February, 2023. The person who is not a member as on cut-off date should treat this notice for information purpose only.
6. The e- voting period will commence from **Wednesday, 22<sup>nd</sup> February, 2023, IST at 10.00 a.m.** and will end on **Thursday, 23<sup>rd</sup> March, 2023, IST at 5.00 p.m.** The e-voting module shall be disabled by CDSL 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.
7. A member cannot exercise his/her vote by proxy on Postal Ballot (e-voting).
8. The resolutions, if passed by requisite majority, shall be deemed to have been passed on 23<sup>rd</sup> March, 2023 i.e. the last date of e-voting.
9. The Form DIR-2, MBP-1, DIR-8 of Mr. Dipankar Chatterji and Mr. Nitin M Kantak 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 21<sup>st</sup> February, 2023 to 23<sup>rd</sup> March, 2023.
10. Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. 10454) has been appointed as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.
11. The Scrutinizer shall submit his report to the Executive Director 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 Friday, 24<sup>th</sup> March, 2023 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:**

**Step 1** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2022, under Regulation 44 of SEBI (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.

**Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting &amp; voting during the meeting. 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/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></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 e-voting 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.nsdl.com">https://eservices.nsdl.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</li> </ol>

<b>Depository</b>	<p>“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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.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 ‘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 or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>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 website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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 contact at 022- 23058738, 022-23058542-43 or toll free no. 1800 22 55 33.
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

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(i) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding 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 Physical shareholders and other than individual shareholders holding shares in Demat.</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. 230209001 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.
- 17) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- 18) **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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For shareholders holding shares in physical mode** - A signed copy of request letter in Form ISR-1 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), copy of PAN (self attested), copy of AADHAR (self attested) 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) . Members may download the prescribed form from the Company’s website at [http://www.zuari.in/investor/kyc\\_compliance](http://www.zuari.in/investor/kyc_compliance)

2. **For Demat shareholders** - Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

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 contact at toll free no. 1800 22 55 33

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 contact at 022- 23058738, 022-23058542-43 or toll free no. 1800 22 55 33.

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

1. **Re-appointment of Mr. Dipankar Chatterji (DIN: 00031256) as a Non-Executive and Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 14<sup>th</sup> February, 2020 and the shareholders at their meeting held on 14<sup>th</sup> September, 2020 had approved the appointment of Mr. Dipankar Chatterji (DIN: 00031256), as Non-Executive and Independent Director for a period of 3 years from 14<sup>th</sup> February, 2020 to 13<sup>th</sup> February, 2023.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 1st February, 2023, has approved, subject to the approval of the shareholders, the re-appointment of Mr. Dipankar Chatterji as an Non-Executive and Independent Director for a second term of 5 years w.e.f. 14<sup>th</sup> February, 2023 to 13<sup>th</sup> February, 2028 and continuation of directorship of Mr. Dipankar Chatterji after attaining the age of 75 years, during his tenure as an Non-Executive and Independent Director of the Company. The brief profile and other particulars of Mr. Dipankar Chatterji as required SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed and forms part of this notice.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Company is required to get the approval of shareholders for appointment/re-appointment of a person on the Board of Directors within a time period of three months from the date of appointment/re-appointment or at the next general meeting, whichever is earlier. In terms of Regulation 17(1A) of the Listing Regulations, the continuation of directorship of any person as a Non-Executive Director, who has attained the age of seventy five years, requires approval of shareholders by way of a special resolution, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointment or continuation of directorship of such a person. The Board recommends the Special resolution in relation to the continuation of directorship of Mr. Dipankar Chatterji as a Non-Executive and Independent Director, even after he attains the age of 75 years till the expiry of his term till 13<sup>th</sup> February, 2028, for the approval of the Members of the Company. Considering his vast experience, it is desirable that he should complete his tenure of 5 years as an Independent Director of the Company.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

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

A notice has been received in writing by a member under Section 160 of the Companies Act, 2013 proposing re-appointment of Mr. Dipankar Chatterji as a Non- Executive and Independent Director of the Company. If re-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. Dipankar Chatterji (i) consent to act as Director of the Company; (ii) intimation to the effect that he is not disqualified from being re-appointed as Director in terms of Section 164(2) of the Act; and (iii) Form MBP-1 giving disclosure of interest (iv) declaration that he meets the criteria of independence as specified under Section 149 of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and he has confirmed that he is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties..

Mr. Dipankar Chatterji is interested in the Resolution set out at Item No. 1 of the Notice with regard to his re-appointment. The relatives of Mr. Dipankar Chatterji 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 re-appointment.

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

**2. Re-appointment of Mr. Nitin M Kantak (DIN: 08029847) as Executive Director of the Company in the category of Whole Time Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 3<sup>rd</sup> September, 2020 and the Members at the Annual General Meeting of the Company held on 14<sup>th</sup> September, 2020 approved the appointment and payment of remuneration to Mr. Nitin M Kantak (DIN: 08029847), as the Executive Director of the Company for the period of 3 years with effect from 3<sup>rd</sup> September, 2020. The term of Mr. Nitin M Kantak, as Executive Director, would end on 2<sup>nd</sup> September, 2023.

Considering Mr. Kantak's rich experience and background in varied leadership roles, the Board at its meeting held on 1<sup>st</sup> February, 2023, on the recommendation of the Nomination and Remuneration Committee approved the re-appointment of Mr. Nitin M Kantak as Executive Director for a period of 3 years w.e.f. 3<sup>rd</sup> September, 2023. The brief profile and other particulars of Mr. Nitin M Kantak as required SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed and forms part of this notice.

Mr. Nitin M Kantak, Executive Director will not draw any remuneration from the Company.

Mr. Nitin M Kantak is interested in the Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. The relatives of Mr. Nitin M Kantak may be deemed to be interested in the Resolution set out at Item No. 2 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 re-appointment.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 2 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

**Manoj Dere  
Company Secretary & Compliance Officer  
Membership No. FCS7652**

Date: 1<sup>st</sup> February, 2023

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

Name of the Director	Mr. Dipankar Chatterji	Mr. Nitin M. Kantak
DIN	00031256	08029847
Date of Birth	23-09-1948	13-12-1959
Age (in years)	74	63
Nationality	Indian	Indian
Relationship between directors inter-se	NA	NA
Date of First Appointment	14-02-2020	03-09-2020
In case of Independent Directors, 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	NA
Qualification	Member of the Institute of Chartered Accountants of India	Bachelor of Chemical Engineering from Institute of Chemical Technology (Formerly UDCT), Mumbai.
Nature of expertise in functional areas and Experience including brief resume and skills and capabilities possessed by the Director	Mr. Dipankar Chatterji, a Chartered Accountant by profession, is a senior partner in L B Jha & Co., Chartered Accountants, who are engaged in Consultancy, Audit and Assurance or Tax and other Compliance Services. He has been on the Board of four nationalised banks, a public sector mutual fund and an associate company of State	Mr. Nitin M. Kantak has over 40 years of experience in Nitrogenous and Phosphatic fertilizer industry in Plant Operations, Project Management & Commissioning, Process Engineering, and Technical Services. He started his career with Rashtriya Chemicals and Fertilizers Ltd, Trombay, before moving to Zuari Agro Chemicals

	Bank of India. He has been nominated on the boards of various companies by Banks/ Financial Institutions. He is the Vice-President of one of the top 10 B Schools in the country. He was appointed by RBI as a member of the Padmanabhan Committee, set up to review RBI's supervision over Banks. He was a member of the Central Council of the Institute of Chartered Accountants of India and Chairman of the Auditing Practices Committee of the Institute of Chartered Accountants of India.	Ltd in October 1982. He has worked in Zuari Agro Chemicals Limited from 1982 to 2014 in various capacities in Plant Operations. He was appointed as Vice President-Manufacturing & Unit Head of Paradeep Phosphates Ltd from December 2014 to August 2017. He was Chief Technical Officer for Adventz Group Fertilizer Business from September 2017 to January 2019. He has served as Chief Operating Officer of the Company before taking charge as Executive Director. He has participated in the 3 Tier Middle Management Programme for Management Development at IIM-Ahmedabad from January 20-February 16, 2008.  Mr. Kantak was appointed as Director in Mangalore Chemicals and Fertilisers Limited w.e.f 1 <sup>st</sup> January, 2022 and Whole Time Director w.e.f 3rd November, 2022.
Appointment/Re-appointment	Re-appointment	Re-appointment
Terms and Conditions of appointment/ re-appointment	As per Explanatory Statement	As per Explanatory Statement
Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 1 <sup>st</sup> February, 2023	-*Nicco Parks & Resorts Ltd -Obeete Textiles Private Limited -Peerless Financial Services Ltd -The Peerless General Finance & Investment Co Ltd -Bengal Peerless Housing Development Company Ltd -Delphi Management Services Private Limited -**Jagaran Microfin Private Limited -Ambuja Neotia Healthcare Venture Limited -*Paradeep Phosphates Limited	-Zuari Indian Oiltanking Private Limited -Zuari Management Services Limited -*Mangalore Chemicals and Fertilisers Limited -The Fertiliser Association of India
Listed entities from which the person has resigned in the past three years	-Zuari Industries Limited -Hindusthan National Glass & Industries Limited	-
Membership/Chairmanship of Committees of other public limited companies (includes only Audit Committee and Stakeholders Relationship	-Bengal Peerless Housing Development Company Ltd-Audit Committee -Chairman -Peerless Financial Services Ltd-Audit Committee-Chairman	-Mangalore Chemicals and Fertilisers Limited-Stakeholders Relationship Committee-Member

Committee) as on 1 <sup>st</sup> February, 2023	-Ambuja Neotia Healthcare Venture Limited Audit Committee-Chairman -Paradeep Phosphates Limited-Audit Committee Chairman	
Number of shares held in the Company including shareholding as a beneficial owner	-	500
Remuneration last drawn	Sitting fees were paid to Mr. Dipankar Chatterji of Rs. 3.65 Lakhs for FY 2021-22 and Rs.7.10 Lakhs from 01-04-2022 to 01-02-2023	Remuneration was paid to Mr. Nitin M. Katak of Rs.123.18 Lakhs for the financial year 2021-22 & Rs. 60.29 Lakhs from 01-04-22 to 30-11-2022.
Remuneration proposed to be paid	Sitting fees	-
Number of meetings of the Board attended during the year	8	8

\*Listed Companies

\*\* debt listed Company