



02nd September, 2016

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

National Stock Exchange of India Limited,
Exchange Plaza,
Bandra – Kurla Complex
Bandra (E)
Mumbai 400 051

Sub: Notice of the Seventh Annual General Meeting (AGM) of the Company for the Financial Year 2015-16 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the 7th AGM of the Company along with attendance Slip and Proxy Form.

Please take the same on record.

Thanking you,

Yours Faithfully,
For Zuari Agro Chemicals Limited

(R. Y. Patil)
Vice President
& Company Secretary

Enclosed: as above

ZUARI AGRO CHEMICALS LIMITED
(Formerly known as Zuari Holdings Limited)

Registered Office : Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726, India.
Telephone : (0832) 2592180, 2592181, Fax : (0832) 2555279, CIN-L65910GA2009PLC006177
Website : www.zuari.in

NOTICE

NOTICE is hereby given that the Seventh (7th) Annual General Meeting of the Members of ZUARI AGRO CHEMICALS LIMITED will be held on **Thursday, 29th September, 2016 at 10.30 a.m.** at the Registered Office of the Company at "Jai Kisaan Bhawan, Zuarinagar, Goa – 403 726" 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 31st March, 2016 including Audited Balance Sheet for the year ended 31st March, 2016 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 31st March, 2016 including Audited Consolidated Balance Sheet for the year ended 31st March, 2016 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 appoint a Director in the place of Mr. Saroj Kumar Poddar, (DIN: 00008654), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, New Delhi, Firm Registration No.301003E/E300005 as Statutory Auditors of the Company for a further period of Five years from the conclusion of Seventh Annual General Meeting till the conclusion of the Twelfth Annual General Meeting, subject to ratification by Members at every Annual General Meeting, on such remuneration as may be decided by the Board of Directors.

Special Business:

4. RATIFICATION OF REMUNERATION TO COST AUDITOR :

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

RESOLVED THAT pursuant to the provisions of Section 148 and all 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 2016-17, being ₹ 1,75,000/- (Rupees One Lac Seventy Five Thousand 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.

RESOLVED FURTHER THAT any of the Directors and/or Mr. R. Y. Patil, Vice President & Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

5. RECLASSIFICATION OF CERTAIN SHAREHOLDERS FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY :

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

RESOLVED THAT pursuant to Regulation 31 A(5) and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the understanding/arrangement between Mr. Saroj Kumar Poddar (as one of the promoter and authorised representative of Zuari Agro Chemicals Limited) and Mr. Chandra Shekhar Nopany (as the authorised representative of SCM Investment and Trading Co. Limited, RTM Investment and Trading Co. Limited, SIL Investments Limited and Ronson Traders Limited), certain shareholder entities which are owned and controlled by Mr. Chandra Shekhar Nopany, namely (i) SCM Investment and Trading Co. Limited; (ii) RTM Investment and Trading Co. Limited; (iii) SIL Investments Limited and (iv) Ronson Traders Limited, which together hold 8.12 % of the issued and paid-up share capital of Company be reclassified from the "Promoter and Promoter Group" category to the "Public" category, in the shareholding pattern filed with the Stock Exchanges with effect from the date of this Special Resolution.

RESOLVED FURTHER THAT (i) SCM Investment and Trading Co. Limited; (ii) RTM Investment and Trading Co. Limited; (iii) SIL Investments Limited and (iv) Ronson Traders Limited have fulfilled all the following necessary requirements for reclassification as required under Regulation 31 A(5) of the SEBI Listing Regulations:

- that none of the aforementioned shareholders have any special rights through formal or informal agreements;
- that none of the aforementioned shareholders hold, individually or in aggregate, more than 10% of the paid-up equity capital of the Company; and
- that none of the aforementioned shareholders or any person nominated by them, shall act as Key Managerial Personnel for a period of more than 3 years from the date of shareholders' approval.

RESOLVED FURTHER THAT pursuant to the fulfilment of the above three conditions as per Regulation 31A(5) of the SEBI Listing Regulations, (i) SCM Investment and Trading Co. Limited; (ii) RTM Investment and Trading Co. Limited; (iii) SIL Investments Limited and (iv) Ronson Traders Limited shall cease to be part of the "Promoter Group" of the Company with effect from the date of this Special Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director, or Company Secretary of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.

By Order of the Board of Directors

R. Y. Patil

Vice- President & Company Secretary
F.C.S. No: 2845

Date : 24th August, 2016

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. 4 and 5 of the Notice, is annexed hereto. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting (AGM) under item No. 2 is also annexed hereto.
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 SUCH 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 FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. Proxies/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 Pvt. Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (W),
Mumbai – 400 078
Tel : 022-25946970
Fax: 022-25946969
[E-mail: rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
[Website: www.linkintime.co.in](http://www.linkintime.co.in)
9. The Register of Members and Share Transfer Books of the Company remained closed from Tuesday, the 2nd day of August, 2016 to Tuesday, the 9th day of August, 2016 (both days inclusive).
10. The Company has not declared any dividend in view of loss for the year ended 31st March, 2016.
11. There is no dividend which has remained unclaimed for a period of 7 years as on 31st March, 2016 and hence no unclaimed dividend is due for transfer to the Central Government.
12. 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.
13. 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 Numbers 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).

14. 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.
15. 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.
16. 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.
17. Electronic copy of the Notice of the 7th Annual General Meeting (AGM) along with instruction for e-voting, Attendance Slip, Proxy Form and Annual Report for F.Y. 2015-16, 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 2015-16 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.
18. Members may also note that the Notice of the 7th Annual General Meeting and the Annual Report for F.Y. 2015-16 will also be available on the Company's website 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.
19. 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.
20. 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.
21. 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.
22. A route map showing directions to reach the venue of the Seventh (7th) 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 7th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by CDSL. 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.

The instructions for shareholders voting electronically are as under :

- I. The Shareholders should log on to the e-voting website www.evotingindia.com.
- II. Click on "shareholders" tab.
- III. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- IV. Next enter the Image Verification as displayed and Click on Login.

V. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

VI. If you are a first time user follow the steps given below:

For members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The Sequence Number is printed in BOLD along with name and address on sticker affixed on envelop.
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR 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. 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 as mentioned in instruction (III).

VII. After entering these details appropriately, click on "SUBMIT" tab.

VIII. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Change' 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 such 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.

IX. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.

X. Click on the Electronic Voting Sequence Number (EVSN) : 160822032 for Zuari Agro Chemicals Limited. This will take you to the voting page.

XI. 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.

XII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.

XIII. 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.

XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

XVI. If Demat account holder has forgotten the same password 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.

XVII Note for Non- Individual Shareholders & Custodians:

- Non- Individual shareholders (i. e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details compliance user should be created using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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.

XVIII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

B. Commencement of e-voting :

The e-voting period commences on Monday, 26th September, 2016 at 10.00 A.M. and ends on Wednesday, 28th September, 2016 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 Thursday, 22nd September, 2016, 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 Thursday, 22nd September, 2016.
- 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 any other Director 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 and its Corporate Office. The result will also be displayed on the website of the Company at www.zuari.in, 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 of date i.e. Thursday, 22nd September, 2016, may obtain the sequence number for voting by sending request to nt.helpdesk@linkintime.co.in in case he/she has not updated the PAN with Company/DP. However, if you are already registered with CDSL 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.4 :

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 records of the Company for the Financial Year 2016-17 at a remuneration of ₹ 1,75,000/- 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 Companies Act, 2013 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, the members are requested to pass an ordinary resolution as consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in this resolution. The Board recommends the passing of the resolution as an Ordinary Resolution.

Item No.5 :

In the disclosures filed with the Stock Exchanges and other such communication and disclosures as required from time to time, the "Promoter and Promoter Group" includes (i) SCM Investment and Trading Co. Limited; (ii) RTM Investment and Trading Co. Limited; (iii) SIL Investments Limited and (iv) Ronson Traders Limited (together as "Nopany Group Companies") which are entities controlled by Mr. Chandra Shekhar Nopany and together hold 8.12% of the share capital of the Company. Pursuant to the arrangement/understanding between Mr. Chandra Shekhar Nopany (as one of the promoters and the authorised representative of Nopany Group Companies) and Mr. Saroj Kumar Poddar (as authorised representative of Zuari Agro Chemicals Limited) it has been agreed and acknowledged that the Nopany Group Companies comply with all the following conditions under Regulation 31 A (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"):

- none of the Nopany Group Companies have any special rights through formal or informal agreements;
- none of the Nopany Group Companies hold, individually or in aggregate, more than 10% of the paid-up equity capital of the Company; and
- none of the Nopany Group Companies or any person nominated by them, shall act as Key Managerial Personnel for a period of more than 3 years from the date of shareholders' approval.

It has been further agreed, that in accordance with Regulation 31 A(5) of the SEBI Listing Regulations, the Nopany Group Companies shall be reclassified from "Promoter and Promoter Group" category to "Public" category in the shareholding pattern filed with the respective stock exchanges. The Board of Directors of the Company has duly approved the same vide circular resolution passed on 24th August, 2016.

In accordance with Regulation 31 A (5) of the SEBI Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtains the consent of the shareholders of the Company, for the reclassification. Accordingly, the Board recommends the resolution set out at Item No. 5 for the approval of the shareholders of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 5.

By Order of the Board of Directors

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

Date : 24th August, 2016
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:**

Re-appointment of Mr. Saroj Kumar Poddar (Item No. 2)

Name of the Director	Mr. Saroj Kumar poddar	
DIN	00008654	
Date of Birth	15/09/1945	
Nationality	Indian	
Relationships between directors inter-se	Father of Mr. Akshay Poddar, Director of the Company.	
Date of Appointment	20/05/2011	
Qualification	Gold Medalist in Commerce from Calcutta University	
Functional expertise & experience	Mr. Saroj Kumar Poddar is the Chairman of the Adventz group, which has promoted various seminal projects including joint ventures with leading international corporations. Has served as President of FICCI and International Chamber of Commerce in India, and has been appointed by Govt of India on the Board of Trade - the highest body on trade – as well as on the Court of the Indian Institute of Science, Bangalore. Has also served as a member of the Board of Governors of the Indian Institute of Technology, Kharagpur for over 10 years and on the local Board of the Reserve Bank of India for a similar period. He was also on the Advisory Board of one of the most reputed investment brokers, Messrs N M Rothschild & Sons (India) Pvt Limited. He is the Chairman of India-Saudi Arabia Joint Business Council and is a Member of the Indo-French CEO Forum.	
Appointment/ Reappointment	Re-appointment on retirement by rotation	
Directorships held in other companies (excluding foreign companies & section 8 Companies) as on 31st March, 2016.	Sr. No.	Name of the other Companies
	1	Chambal Fertilisers And Chemicals Limited
	2	Lionel India Ltd.
	4	Paradeep Phosphates Limited
	5	Texmaco Infrastructure & Holdings Limited
	6	Texmaco Rail & Engineering Limited
	7	Zuari Agro Chemicals Limited
	8	Adventz Finance Private Limited
	9	Ethan Allen India Private Limited
	10	Hettich India Private Limited
	11	Texmaco Hi-Tech Private Limited (Formerly Texmaco UGL Rail Pvt. Ltd.
	12	HePo VB & Fasteners India Private Limited
Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March, 2016.	NIL	
Number of shares held in the Company	1,29,406 Equity shares	

The above Director seeking re-appointment at the forthcoming Annual General Meeting is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.



ZUARI AGRO CHEMICALS LIMITED
CIN- L65910GA2009PLC006177

Registered Office : Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726
Tel.91-0832-2592180/81, Fax : 0832-2555279 Website : www.zuari.in

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) : _____ E-mail Id: _____

Registered address : _____

Folio No./ Client ID : _____ DP/ID : _____

I/We, being the shareholders of _____ shares of Zuari Agro Chemicals Limited, hereby appoint

(1) Name : _____ Address : _____ E-mail id _____ or failing him

(2) Name : _____ Address : _____ E-mail id _____ or failing him

(3) Name : _____ Address : _____ E-mail id _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company to be held on Thursday, the 29th day of September, 2016 at 10.30 a.m., at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa 403 726 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional*	
		For	Against
ORDINARY BUSINESS			
1.	a) Adoption of Financial Statements for the year ended 31 st March, 2016		
	b) Adoption of Consolidated Financial Statements for the year ended 31 st March, 2016		
2	Re-appointment of Mr. Saraj Kumar Poddar (DIN :00008654) who retires by rotation and being eligible, offers himself for re appointment.		
3	Re-appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, New Delhi, Firm. Reg No.301003E/ E300005 as Statutory Auditors of the Company for a term of Five years.		
SPECIAL BUSINESS			
4	Ratification of remuneration to Cost Auditor		
5	Reclassification of certain shareholders from Promoter Group Category to Public Category		

Signed this _____ day of _____, 2016

Signature of shareholder

Affix
Revenue
Stamp ₹1

Signature of first Proxy holder

Signature of Second Proxy holder

Signature of third Proxy holder



ZUARI AGRO CHEMICALS LIMITED

CIN- L65910GA2009PLC006177

Registered Office : Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726
 Tel.91-0832-2592180/81, Fax : 0832-2555279 • Website : www.zuari.in

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. / Client ID No. :	

Name and Address of the Shareholder _____

I/We hereby record my / our presence at the 7th Annual General Meeting of the Company on Thursday the 29th day of September, 2016 at the Registered Office of the Company at "JaiKisaan Bhawan", Zuarinagar, Goa 403 726 at 10:30 a.m.

*Applicable for investors holding shares in electronic form.

Signature of the Shareholder / Proxy

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 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.
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 Notice of the 7th Annual General Meeting.
5. *This is only Optional. Please put a '✓' 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. All the Members wishing to ask questions during the 7th Annual General Meeting should forward them to the registered office, 7 days before the date of Annual General Meeting.

Road Map for 7th Annual General Meeting

