

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L65910GA2009PLC006177

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACZ3924H

(ii) (a) Name of the company

ZUARI AGRO CHEMICALS LIMITED

(b) Registered office address

JAI KISAAN BHAWAN
ZUARINAGAR
Goa
403726
India

(c) * e-mail ID of the company

shares@adventz.com

(d) * Telephone number with STD code

08322592181

(e) Website

www.zuari.in

(iii) Date of Incorporation

10/09/2009

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) * Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE LIMITED	1
2	NATIONAL STOCK EXCHANGE LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 17/09/2021

(b) Due date of AGM 30/09/2021

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MANGALORE CHEMICALS ANC	L24123KA1966PLC002036	Subsidiary	54.03
2	ZUARI MAROC PHOSPHATES P	U24124OR2002PTC017414	Joint Venture	50

3	PARADEEP PHOSPHATES LTD	U24129OR1981PLC001020	Associate	40
4	Adventz Trading DMCC		Subsidiary	100
5	ZUARI FARMHUB LIMITED	U52202GA2019PLC014150	Subsidiary	100
6	Zuari Yoma Agri Solutions Lim		Associate	20

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	122,500,000	42,058,006	42,058,006	42,058,006
Total amount of equity shares (in Rupees)	1,225,000,000	420,580,060	420,580,060	420,580,060

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	122,500,000	42,058,006	42,058,006	42,058,006
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,225,000,000	420,580,060	420,580,060	420,580,060

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	34,500,000	0	0	0
Total amount of preference shares (in rupees)	345,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	34,500,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	345,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	232,661	41,825,345	42058006	420,580,060	420,580,060	
Increase during the year	0	9,920	9920	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		9,920	9920			
Increase in DEMAT holding during the year						
Decrease during the year	9,920	0	9920	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	9,920		9920			
Decrease in physical holding during the year						
At the end of the year	222,741	41,835,265	42058006	420,580,060	420,580,060	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE840M01016

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="14/09/2020"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. * Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,063,000

(ii) Net worth of the Company

-1,086,289,290.02

VI. (a) SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	231,027	0.55	0	
	(ii) Non-resident Indian (NRI)	150,585	0.36	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	26,974,807	64.14	0	
10.	Others	0	0	0	
	Total	27,356,419	65.05	0	0

Total number of shareholders (promoters)

16

(b) SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	10,725,974	25.5	0	
	(ii) Non-resident Indian (NRI)	166,689	0.4	0	
	(iii) Foreign national (other than NRI)	3	0	0	
2.	Government				
	(i) Central Government	300	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	96,006	0.23	0	
3.	Insurance companies	903,773	2.15	0	
4.	Banks	3,360	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	377,400	0.9	0	
7.	Mutual funds	381,818	0.91	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,466,989	3.49	0	
10.	Others Trust, Clearing Members, H	579,275	1.38	0	
	Total	14,701,587	34.97	0	0

Total number of shareholders (other than promoters)

26,321

**Total number of shareholders (Promoters+Public/
Other than promoters)**

26,337

(c) Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
HYPNOS FUND LIMITE	SBI SG GLOBAL SECURITIES SERVIC			377,400	0.9

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	16	16
Members (other than promoters)	24,441	26,321
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	0	2	0	0.79
B. Non-Promoter	1	4	1	5	0	0.01
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	3	0	4	0	0.01
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	7	0	0.8

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SAROJ KUMAR PODD,	00008654	Director	179,406	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NITIN KANTAK	08029847	Whole-time director	1,000	
NARAYANAN SURESH	00021965	Director	0	
AKSHAY PODDAR	00008686	Director	150,585	
MARCO WADIA	00244357	Director	3,608	
KIRAN DHINGRA	00425602	Director	0	01/04/2021
DIPANKAR CHATTERJ	00031256	Director	0	
LINGAPURAM M CHAN	01245052	Director	0	
VIJAYAMAHANTESH V	ASAPK8872A	Company Secretar	2	
RAJ KUMAR GUPTA	ABZPG0160B	CFO	100	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
GOPAL PILLAI	02340756	Director	01/04/2020	CESSATION
SUNIL SETHY	00244104	Managing Director	01/08/2020	CESSATION
LINGAPURAM M CHAN	01245052	Additional director	27/06/2020	APPOINTMENT
NITIN KANTAK	08029847	Additional director	03/09/2020	APPOINTMENT
NITIN KANTAK	08029847	Whole-time director	03/09/2020	APPOINTMENT
VIJAYAMAHANTESH V	ASAPK8872A	Company Secretar	01/04/2020	APPOINTMENT
LINGAPURAM M CHAN	01245052	Director	14/09/2020	CHANGE IN DESIGNATION
DIPANKAR CHATTERJ	00031256	Director	14/09/2020	CHANGE IN DESIGNATION
R.Y. PATIL	AJWPP4794M	Company Secretar	01/04/2020	CESSATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	14/09/2020	25,330	55	51.62

B. BOARD MEETINGS

Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/06/2020	7	7	100
2	27/06/2020	7	7	100
3	03/09/2020	8	8	100
4	09/11/2020	8	8	100
5	12/02/2021	8	8	100
6	22/02/2021	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

20

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2020	3	3	100
2	Audit Committee	19/06/2020	3	3	100
3	Audit Committee	03/09/2020	3	3	100
4	Audit Committee	09/11/2020	4	4	100
5	Audit Committee	07/01/2021	4	4	100
6	Audit Committee	12/02/2021	4	4	100
7	Audit Committee	22/02/2021	4	4	100
8	Stakeholders Forum	19/06/2020	3	3	100
9	Stakeholders Forum	12/02/2021	3	3	100
10	Risk Management	12/02/2021	5	5	100

D. ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 17/09/2021 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
		1	SAROJ KUMAR	6	6	100	4	4
2	NITIN KANTAK	4	4	100	1	1	100	Yes
3	NARAYANAN	6	6	100	19	19	100	Yes
4	AKSHAY PODDAR	6	6	100	6	6	100	Yes
5	MARCO WADHANI	6	6	100	19	19	100	Yes
6	KIRAN DHINGRA	6	6	100	15	15	100	Not Applicable
7	DIPANKAR CHAKRABORTY	6	6	100	0	0	0	Yes
8	LINGAPURAM	4	4	100	4	4	100	Yes

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUNIL SETHY	Managing Director	2,713,200	0	0	397,500	3,110,700
2	NITIN KANTAK	Executive Director	7,143,212.52	0	0	365,074.16	7,508,286.68
	Total		9,856,412.52	0	0	762,574.16	10,618,986.68

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJ KUMAR GUPTA	Chief Financial Officer	6,153,338	0	0	277,200	6,430,538
	Total		6,153,338	0	0	277,200	6,430,538

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SAROJ KUMAR PC	Non Executive Dir	0	0	0	360,000	360,000
2	AKSHAY PODDAR	Non Executive Dir	0	0	0	390,000	390,000
3	NARAYANAN SUR	Non Executive Dir	0	0	0	655,000	655,000
4	MARCO WADIA	Independent Dir	0	0	0	655,000	655,000
5	KIRAN DHINGRA	Independent Dir	0	0	0	595,000	595,000
6	DIPANKAR CHATT	Independent Dir	0	0	0	300,000	300,000
7	LINGAPURAM MA	Independent Dir	0	0	0	300,000	300,000
	Total		0	0	0	3,255,000	3,255,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director 

DIN of the director

To be digitally signed by 

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8_ZACL.pdf Committee Meetings-Continuation to Point Zuari Agro Chemicals Limited_MGT7_SHT Promoter and Promoter Group of ZACL as

Remove attachment

Modify

Check Form

Presubmit

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company