



## ZUARI AGRO CHEMICALS LIMITED

CIN- L65910GA2009PLC006177

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

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

### NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of Zuari Agro Chemicals Limited will be held on **Monday, the 10<sup>th</sup> September, 2018 at 11.30 A.M.** at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa -403726 to transact the following business:

#### **Ordinary Business:**

1. To receive, consider and adopt :

(a) The Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018 including Audited Balance Sheet for the year ended 31<sup>st</sup> March, 2018 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

(b) The Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018 including Audited Consolidated Balance Sheet for the year ended 31<sup>st</sup> March, 2018 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. N. Suresh Krishnan, (DIN 00021965), who retires by rotation and being eligible, offers himself for re-appointment.

#### **Special Business:**

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

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

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Mr. Irudayam Savari Muthu, Cost Accountant having Firm Registration No. 100107, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2018-19, being ₹ 3,00,000/- (Rupees Three lakhs only) plus applicable taxes and out of pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed.

#### **4. Re-appointment of Ms. Kiran Dhingra as an Independent Director:**

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

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Kiran Dhingra (DIN 00425602), who meets the criteria for independence as provided in Section 149(6) of the Act as an Independent Director, be and is hereby appointed for second term as an Independent Director of the Company, not liable to retire by rotation and to hold office for 3 (Three) consecutive years for a term up to March 31, 2021.

#### **5. Reclassification of Pilani Investment and Industries Corporation Limited from "Promoter and 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 31A (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from SEBI, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to re-classify Pilani Investment and Industries Corporation Limited, which holds 1.03% of the issued and paid-up share capital of Company from the "Promoter and Promoter Group" Category to the "Public" Category.

RESOLVED FURTHER THAT Pilani Investment and Industries Corporation Limited has fulfilled all the following necessary requirements for reclassification as required under Regulation 31 A(5) of the SEBI Listing Regulations:

- that it does not have any special rights through formal or informal agreements;
- that it does not hold, individually or in aggregate, more than 10% of the paid-up equity capital of the Company; and
- that it or any person nominated by them, shall not 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, Pilani Investment and Industries Corporation Limited shall cease to be part of the "Promoter and Promoter Group" of the Company.

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: 25<sup>th</sup> May, 2018  
Registered Office: Jai Kisaan Bhawan, Zuarinagar-Goa 403 726

NOTES:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3,4 & 5 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. 4 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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
3. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.** Proxy/Representation letter submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable. A Proxy form is attached herewith.
5. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' written notice in this respect is given to the company.
6. Members, Proxies and Authorised Representatives are requested to carry to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
7. In case of joint-holders attending the meeting, only such joint-holder who is higher in the order of names will be entitled to vote.
8. The Company's Registrar & Share Transfer Agents (RTA) are :  
Link Intime India Pvt. Limited  
C-101, 247 Park,  
L B S Marg, Vikhroli (W)  
Mumbai 400 083  
Tel : 022-49186000  
Fax: 022-49186060  
E-mail: rnt.helpdesk@linkintime.co.in  
Website: www.linkintime.co.in
9. The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> July, 2018 to 28<sup>th</sup> July, 2018 (both days inclusive) for the purpose of Annual General Meeting.
10. The Company has not declared dividend on equity shares for the financial year ended March 31, 2018.

11. There is no dividend which has remained unclaimed for a period of 7 years as on 31<sup>st</sup> March, 2018 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 9th Annual General Meeting (AGM) along with instruction for e-voting, Attendance Slip, Proxy Form and Annual Report for F.Y. 2017-18, 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 2017-18 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](mailto:investor.relations@adventz.com).
18. Members may also note that the Notice of the 9th Annual General Meeting and the Annual Report for F.Y. 2017-18 will also be available on the Company's website [www.zuari.in](http://www.zuari.in) for download. The physical copies of the aforesaid documents will be available at the Company's Registered Office in Goa for inspection during normal business hours on all working days, (i.e. Monday to Friday) upto the date of AGM.
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 PIN CODE, 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 Ninth (9th) 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 9th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Link Intime India Pvt. Ltd. (LI IPL).

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

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

#### Instructions for shareholders to vote electronically are as under:

Log-in to e-voting website of Link Intime India Private Limited (LI IPL)

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

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

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

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

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

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

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

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

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

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

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

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.  
Cast your vote by selecting appropriate option i.e. Favour /Against as desired.  
  
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour / Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour / Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.  
  
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

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

The e-voting period commences on **Friday, the 7<sup>th</sup> September, 2018** at **10.00 A.M.** and ends on **Sunday, 9<sup>th</sup> September, 2018**, 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 **Monday, 3<sup>rd</sup> September, 2018**, 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 cut-off date, being Monday, 3<sup>rd</sup> September, 2018.
- 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 or Vice President & Company Secretary 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-off date i.e. 3<sup>rd</sup> September, 2018, may obtain the sequence number for voting by sending request to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) in case he/she has not updated the PAN with Company/DP. However, if you are already registered with Link Intime India Pvt. Ltd. for remote e-voting then you can use your existing user ID and password for casting your vote.

#### **Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013:**

##### **Item No.3:Ratification of Remuneration Payable to the Cost Auditor :**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Irudayam Savari Muthu, Cost Accountant as the Cost Auditor to conduct the audit of the Cost Accounts of the Company in respect of the Fertiliser operations of the Company's plants situated at Zuarinagar Goa, Mahad and Baramati for the financial year 2018-19 at a remuneration of ₹ 3,00,000/- (Rupees Three Lakhs Only) plus applicable taxes and out of pocket expenses incurred by him in connection with the aforesaid audit.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial Year 2018-19.

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

##### **Item No. 4: Re-appointment of Ms. Kiran Dhingra as an Independent Director :**

Ms. Kiran Dhingra was appointed as Non-Executive/Independent Director of the Company for a period of 3 years w.e.f. 10<sup>th</sup> March, 2015.

The term of Ms. Kiran Dhingra ended on 31<sup>st</sup> March, 2018.

In terms of section 164 of the Act, Ms. Kiran Dhingra is not disqualified from being re-appointed as an Independent Director of the Company. In the opinion of the Board, Ms. Kiran Dhingra fulfils the conditions specified in the Act and she is independent of the management.

Considering Ms. Dhingra's vast experience and based on the performance evaluation the Board at its meeting held on 12<sup>th</sup> February, 2018 approved the re-appointment of Ms. Kiran Dhingra, as Non- Executive/Independent Director of the Company subject to the approval of the members for a further period of 3 years w.e.f 1<sup>st</sup> April, 2018.

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

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

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

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

##### **Item No.5 :Reclassification of Piani Investment and Industries Corporation Limited from "Promoter and Promoter Group" Category to "Public" Category:**

Piani Investment and Industries Corporation Limited, one of the Promoter Group Companies, holds 4,34,000 Equity Shares constituting 1.03% of paid-up share capital in the Company.

Piani Investment and Industries Corporation Limited, have approached the Company and expressed their desire, to re-classify entire shares held by them in the Company from "Promoter and Promoter Group" Category to "Public" Category.

Piani Investment and Industries Corporation Limited has fulfilled all the following necessary requirements for reclassification as required under Regulation 31A(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- that it does not have any special rights through formal or informal agreements;
- that it does not hold, individually or in aggregate, more than 10% of the paid-up equity capital of the Company; and
- that it or any person nominated by it, does not and shall not 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, Pilani Investment and Industries Corporation Limited 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 have approved the same at its meeting held on 25<sup>th</sup> May, 2018.

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 financial or otherwise 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: 25<sup>th</sup> May, 2018  
Registered Office: Jai Kisaan Bhawan, Zuarinagar-Goa 403 726

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

Name of the Director	Ms. Kiran Dhingra
DIN	00425602
Date of Birth	12-01-1953
Age	65
Nationality	Indian
Relationship between directors inter-se	NIL
Date of First Appointment	10-03-2015
Qualification	Retired IAS Officer
Functional Expertise & Experience including brief resume.	<p>Ms. Kiran Dhingra has 38 years of experience in governance and has held senior positions in decision making capacities in practically all sectors – the developmental, agricultural, social, industrial, infrastructural, transportation, economic and regulatory. She joined Government in 1975, after standing first in the combined merit list for IFS/IAS, opting to serve in the IAS.</p> <p>About half her career has been in Government of India, in the Ministries of Human Resource Development, Housing and Urban Poverty Alleviation, Textiles and Shipping. In 2013, she retired in the rank of Secretary to Government of India, being one of the longest serving secretaries to government with almost five years of service in that rank. Post retirement, she was appointed as Chairperson, Board of Governors of the National Institute of Fashion Technology (NIFT), a deemed university set up under an Act of Parliament, for a three year tenure, from 1-04-2013 to 31-03-2016.</p> <p>During her career, she has served as Government Director or Chairman on the Board of several CPSUs, or supervised their functioning which included the Delhi Tourism and Transport Development Corporation, the Delhi Metro, the National Housing Bank, the Housing and Urban Development Corporation, the Cotton Corporation of India, the Central Cottage Industries Corporation, etc.</p>

Appointment/Re-appointment	Re-appointment
Terms and Conditions of re-appointment	As per Explanatory Statement
*Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 31st March, 2018.	1. Indian Register of Shipping 2. Goa Carbon Limited 3. L & T Shipbuilding Limited 4. Paradeep Phosphates Limited
*Membership/Chairmanship of Committees of public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March, 2018.	1. L & T Shipbuilding Limited – Member of Audit Committee 2. Pradeep Phosphates Limited – Member of Audit Committee
Number of shares held in the Company	NIL
Remuneration last drawn	NA
Remuneration proposed to be paid	NA
Number of meetings of the Board attended during the year.	Five



# ZUARI AGRO CHEMICALS LIMITED

CIN - L65910GA2009PLC006177

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

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

## PROXY FORM Form No. MG-11

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

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

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

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

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

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

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

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email id: \_\_\_\_\_

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 9<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 10<sup>th</sup> September, 2018 at 11.30. A.M. at the Registered office of the Company at "Jai Kisaan Bhawan" Zuarinagar, Goa-403726 and at any adjournment(s) thereof in respect of such resolutions as are indicated below;

Sr. No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	a) Adoption of audited Financial Statements for the year ended 31st March, 2018		
	b) Adoption of Consolidated Financial Statements for the year ended 31st March, 2018		
2.	Re-appointment of Mr. N. Suresh Kirshnan (DIN: 00021965), who retires by rotation and being eligible offers himself for re-appointment.		
<b>Special Business</b>			
3.	Ratification of the Remuneration payable to the Cost Auditor.		
4.	Re-appointment of Ms. Kiran Dhingra as an Independent Director		
5.	Reclassification of Pilani Investment and Industries Corporation Limited from "Promoter and Promoter Group" Category to "Public" Category		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

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

Affix  
Revenue  
stamp  
Re.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**

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

## ATTENDANCE SLIP

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

Folio No.	
No. of Share held	
*DPID No./Client ID No.:	

Name & Address of Shareholder / Proxy holder \_\_\_\_\_

I/We hereby record my/our presence at the 9th Annual General Meeting of the Company held on Monday, 10th September, 2018 at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar Goa, 403726 at 11.30 a.m.

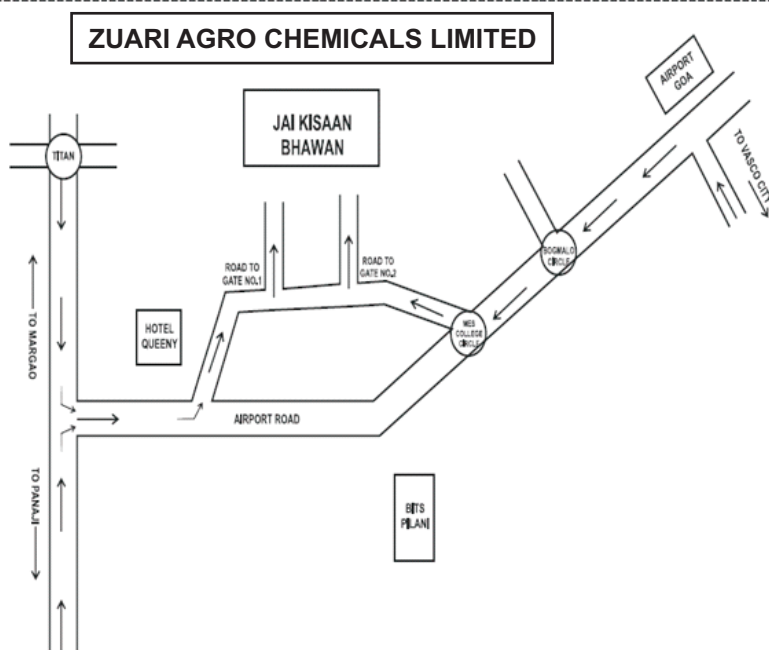
\_\_\_\_\_  
Signature of the Shareholder / Proxy

\* Applicable for investors holding shares in electronic form.

### NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate, not more than 10% of the total share capital of the Company.
4. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 9<sup>th</sup> Annual General Meeting.
5. \* This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in the above box before submission.
7. All members wishing to ask questions during the 9<sup>th</sup> Annual General Meeting should forward them to the registered office, 7 days before the date of Annual General Meeting.

Road Map for the 9<sup>th</sup> Annual General Meeting



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