

Extract of Annual Return

As on the financial year ended on 31.03.2019 (Pursuant to sec 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies(Management and Administration) Rules, 2014)

I. CORPORATE INFORMATION:

i.	CIN	L65910GA2009PLC006177
ii.	Registration Date	10-Sep-09
iii.	Name of the Company	Zuari Agro Chemicals Limited
iv.	Category / Sub-Category of the Company	Company Limited by Shares
v.	Address of the Registered office and contact details	Jai Kisaan Bhawan, Zuarinagar, Goa, 403726. Tel No. 0832-2592180 Email Id: investor.relations@adventz.com Website: www.zuari.in
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent	Link Intime India Pvt. Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083. Tel No. 91 22 49186000 Fax 91 22 49186060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The business activities contributing 10 % or more of the total turnover of the Company are as below:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Manufacture of urea and other organic fertilizers	20121/22	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
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1	Mangalore Chemicals And Fertilizers Limited Level 11, UB Tower, UB City, No. 24, Vittal Mallya Road, Bangalore, Karnataka, India – 560 001, Ph. No. : 080-3985 5500/6000	L24123KA1966 PLC002036	Subsidiary	53.03	2(87)
2	Zuari Maroc Phosphates Private Limited (formerly known as Zuari Maroc Phosphates Limited)5th Floor, Orissa State Handloom Weavers' Co-Operative Building, Pandit J.N Marg, Bhubaneswar,Orissa, 751001	U24124OR2002 PTC017414	Joint Venture	50	2(6)
3	MCA Phosphates Pte. Limited 112 Robinson Road # 05-01 Singapore 068902	Foreign Company	Joint Venture	30	2(6)
4	Paradeep Phosphates Ltd.* 5th Floor, Orissa State Handloom Weavers' Co-Operative Building, Pandit J. N. Marg, Bhubaneswar, Orissa, 751001	U24129OR1981 PLC001020	Associate	40	2(6)
5	Adventz Trading DMCC Unit No. 1860, DMCC Business Centre, Level 1, Jewellery & Gemplex 3, Dubai, United Arab Emirates	Foreign Company	Subsidiary	100	2(87)

*Percentage of shares held indirectly by the Company

	f) Insurance Companies	2281243	200	2281443	5.42	2281243	200	2281443	5.42	-
	g) FIs									
	h) Foreign Venture Capital Funds									
	i) Others (specify)									
	i- Foreign Bank	217	0	217	0	217	0	217	0.0	
	ii-Alternate Investment Fund	58584	0	58584	0.14	39159	0	39159	0.09	-0.05
	iii- Foreign Portfolio Investors	687171	400	687571	1.63	927913	400	928313	2.20	0.57
	Sub-total (B)(1):-	4586113	4615	4590728	10.92	4324423	4615	4329038	10.28	-0.64
2	Non-Institutions									
	a) Bodies Corp.									
	i) Indian	3739136	16800	3755936	8.93	4537899	16800	4554699	10.82	1.89
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto ` 2 lakh	3774481	340079	4114560	9.78	3958376	318422	4276798	10.17	0.39
	ii) Individual shareholders holding nominal share capital in excess of ` 2 lakh	1050407	0	1050407	2.50	9059690	0	905969	2.15	-0.35
	NBFCs registered with RBI					6146	0	6146	0.01	0.01
	c) Others (specify)									
	i) Clearing Members	258376	0	258376	0.61	92076	0	92076	0.21	0.4
	ii) Non Resident Indians	164081	2837	166918	0.4	191409	667	192076	0.45	-0.05
	iii) Overseas Bodies Corp.	0	450	450	0	0	450	450	0.0	0.0
	iv) Trusts	21981	0	21981	0.05					-0.05
	v)HUF	308231	0	308231	0.73	344335	0	344335	0.82	0.09
	Sub-total (B)(2) :	9316693	360166	9676859	23.01	10036210	336339	10372549	24.63	1.62

	Total Public Shareholding (B)=(B)(1)+ (B)(2)	13902806	364781	14267587	23	14360633	340954	14701587	34.91	11.91
	TOTAL (A)+(B)	41693225	364781	42058006	100	41717052	340954	42058006	100	0
C	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Grand Total (A+B+C)	41693225	364781	42058006	100	41717052	340954	42058006	100	0

ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total share	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Globalware Trading and Holdings Ltd.	74,91,750	17.81	-	74,91,750	17.81	-	-
2	Texmaco Infrastructure & Holdings Ltd.	3000125	7.13	-	3000125	7.13	-	-
3	Jeewan Jyoti Medical Society	138550	0.33	-	138550	0.33	-	-
4	Adventz Finance Private Limited	1424201	3.38	-	1424201	3.38	-	-
5	Duke Commerce Ltd.	111000	0.26	-	111000	0.26	-	-
6	Saroj Kumar Poddar	29406	0.07	-	29406	0.07	-	-
7	Adventz Securities Enterprises Ltd.	98804	0.23	-	98804	0.23	-	-
8	Adventz Investment Co. Pvt. Ltd.	15000	0.04	-	15000	0.04	-	-
9	Ricon Commerce Ltd.	8100	0.02	-	8100	0.02	-	-
10	Jyotsna Poddar	21621	0.05	-	21621	0.05	-	-

11	New Eros Tradecom Ltd.	1196767	2.85	-	1196767	2.85	2.85	-
12	Pilani Investment & Ind. Corp. Ltd.*	434000	1.03	-	-	-	-	-1.03
13	Basant Kumar Birla	30000	0.07	-	30000	0.07	-	-
14	Zuari Global Limited	8411601	20.00	-	8411601	20.00	-	-
15	Zuari Management Services Ltd.	5078909	12.08	-	5078909	12.08	8.26	-
16	Saroj Kumar Poddar (trustee)	150000	0.36	-	150000	0.36	-	-
17	Akshay Poddar	150585	0.36	-	150585	0.36	-	-
TOTAL		27790419	66.08	-	27356419	65.04	11.11	-1.03

iii) ***Change in Promoters' Shareholding** : BSE Limited and National Stock Exchange vide letters dated 23rd October, 2018 had approved the reclassification of above shareholder from 'Promoter Group to Public Category under Reg. 31A of SEBI Listing Regulations.

iv) **Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	FINQUEST SECURITIES PVT. LTD. - CLIENT BENEFICIARY A/C				
	At the beginning of the year	943239	2.24		
	27 Apr 2018 Transfer	221000	0.53	1164239	2.77
	04 May 2018 Transfer	14	0.00	1164253	2.77
	11 May 2018 Transfer	74986	0.18	1239239	2.95
	18 May 2018 Transfer	110031	0.26	1349270	3.21
	25 May 2018 Transfer	2320	0.01	1351590	3.21
	01 Jun 2018	152950	0.36	1504540	3.58
	08 Jun 2018	232399	0.55	1736939	4.13
	15 Jun 2018	2561	0.01	1739500	4.13
	22 Jun 2018	47300	0.11	1786800	4.25
	30 Jun 2018	11138	0.03	1797938	4.27
	06 Jul 2018	(138)	0.00	1797800	4.27
	20 Jul 2018	14500	0.03	1812300	4.31

	27 Jul 2018	(405000)	(0.96)	1407300	3.35
	24 Aug 2018	(12900)	(0.03)	1394400	3.32
	07 Sep 2018	100000	0.24	1494400	3.55
	14 Sep 2018	(17000)	(0.04)	1477400	3.51
	21 Sep 2018	95000	0.23	1572400	3.74
	29 Sep 2018	24000	0.06	1596400	3.80
	19 Oct 2018	125000	0.30	1721400	4.09
	09 Nov 2018	15000	0.04	1736400	4.13
	14 Dec 2018	4862	0.01	1741262	4.14
	21 Dec 2018	(662)	0.00	1740600	4.14
	11 Jan 2019	(90000)	(0.21)	1650600	3.92
	25 Jan 2019	2800	0.01	1653400	3.92
	15 Feb 2019	(4100)	(0.01)	1649300	3.92
	At the end of the year (or on the date of separation, if separated during the year)			1649300	3.92
2.	Life Insurance Corporation of India				
	At the beginning of the year	1350526	3.21	1350526	3.21
	At the end of the year (or on the date of separation, if separated during the year)			1350526	3.21
3	L AND T MUTUAL FUND TRUSTEE LTD- L AND T INDIA VALUE FUND				
	At the beginning of the year	1481679	3.52		-
	27 Apr 2018 Transfer	(18514)	(0.04)	1463165	3.48
	01 Jun 2018 Transfer	(34911)	(0.08)	1428254	3.40
	15 Jun 2018 Transfer	(37529)	(0.09)	1390725	3.31
	22 Jun 2018 Transfer	(17277)	(0.04)	1373448	3.27
	03 Aug 2018 Transfer	(26005)	(0.06)	1347443	3.20
	12 Oct 2018 Transfer	(18635)	(0.04)	1328808	3.16
	15 Feb 2019 Transfer	(35115)	(0.08)	1293693	3.08
	22 Feb 2019 Transfer	(12643)	(0.03)	1281050	3.05
	01 Mar 2019 Transfer	(11898)	(0.03)	1269152	3.02
	08 Mar 2019 Transfer	(219420)	(0.52)	1049732	2.50
	At the end of the year (or on the date of separation, if separated during the year)			1049732	2.50
4	HYPNOS FUND LIMITED				
	At the beginning of the year	477400	1.14		
	27 Jul 2018 Transfer	315000	0.75	792400	1.88

5	SIL INVESTMENTS LIMITED				
	At the beginning of the year	872000	2.07		
	20 April 2018 Transfer	(60000)	(0.14)	812000	1.93
	27 April 2018 Transfer	(24500)	(0.06)	787500	1.87
	AT THE END OF THE YEAR			787500	1.87
6	GENERAL INSURANCE CORPORATION OF INDIA				
	At the beginning of the year	565972	1.35		
	AT THE END OF THE YEAR			565972	1.35
7	PILANI INVESTMENT AND INDUSTRIES CORPORATION LTD.				
	At the beginning of the year	434000	1.03		
	AT THE END OF THE YEAR			434000	1.03
8	THE NEW INDIA ASSURANCE COMPANY LIMITED				
	At the beginning of the year	329695	0.78		
	AT THE END OF THE YEAR			329695	0.78
9	MUKUL MAHAVIRPRASAD AGRAWAL				
	At the beginning of the year	200000	0.48		
	AT THE END OF THE YEAR			200000	0.48
10	FINQUEST FINANCIAL SOLUTIONS PVT. LTD.				
	At the beginning of the year	277261	0.66		
	06 April 2018 Transfer	31976	0.08	309237	0.74
	13 April 2018 Transfer	10000	0.02	319237	0.76
	20 April 2018 Transfer	2342	0.01	321579	0.76
	27 April 2018 Transfer	(215000)	(0.51)	106579	0.25
	04 May 2018 Transfer	263	0.00	106842	0.25
	11 May 2018 Transfer	3014	0.01	109856	0.26
	18 May 2018 Transfer	(101568)	(0.24)	8288	0.02
	25 May 2018 Transfer	33730	0.08	42018	0.10
	01 June 2018 Transfer	(7800)	(0.02)	34218	0.08
	08 June 2018 Transfer	(8574)	(0.02)	25644	0.06
	15 June 2018 Transfer	26366	0.06	52010	0.12
	22 June 2018 Transfer	(43300)	(0.10)	8710	0.03
	30 June 2018 Transfer	(4138)	(0.01)	4572	0.01
	06 July 2018 Transfer	3402	0.01	7974	0.02

	13 July 2018 Transfer	2000	0.00	9974	0.02
	20 July 2018 Transfer	(7411)	(0.02)	2563	0.01
	27 July 2018 Transfer	(832)	0.00	1731	0.00
	10 Aug 2018 Transfer	1833	0.00	3564	0.01
	17 Aug 2018 Transfer	2000	0.00	5564	0.01
	24 Aug 2018 Transfer	8205	0.02	13769	0.03
	31 Aug 2018 Transfer	15052	0.04	28821	0.07
	07 Sept 2018 Transfer	4626	0.01	33447	0.08
	14 Sept 2018 Transfer	1513	0.00	34960	0.08
	21 Sept 2018 Transfer	(31000)	(0.07)	3960	0.01
	29 Sept 2018 Transfer	478	0.00	4438	0.01
	05 Oct 2018 Transfer	6996	0.02	11434	0.03
	19 Oct 2018 Transfer	(11400)	(0.03)	34	0.00
	02 Nov 2018 Transfer	11080	0.03	11114	0.03
	09 Nov 2018 Transfer	(10949)	(0.03)	165	0.00
	30 Nov 2018 Transfer	4114	0.01	4279	0.01
	14 Dec 2018 Transfer	(2091)	0.00	2188	0.01
	21 Dec 2018 Transfer	662	0.00	2850	0.01
	18 Jan 2019 Transfer	90000	0.21	92850	0.22
	25 Jan 2019 Transfer	(2800)	(0.01)	90050	0.21
	15 Feb 2019 Transfer	1096	0.00	91146	0.22
	22 Feb 2019 Transfer	2000	0.00	93146	0.22
	08 March 2019 Transfer	25000	0.06	118146	0.28
	15 March 2019 Transfer	5000	0.01	123146	0.29
	22 March 2019 Transfer	(90000)	(0.21)	33146	0.08
	At the end of the year (or on the date of separation, if separated during the year)			33146	0.08

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

1	Saroj Kumar Poddar (individual capacity)	29406	0.07	29406	0.07
2	Saroj Kumar Poddar(as a Trustee to Saroj and Jyoti Poddar Holdings Private Trust)	150000	0.36	150000	0.36
4	Akshay Poddar	150585	0.36	150585	0.36
5	Marco Wadia	2811	0.07	2811	0.07
6	R Y Patil	51	0.00	301	0.00

V. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2509.46	630.33	-	3139.79
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	4.57	1.00	-	5.57
Total(i+ii+iii)	2514.03	631.33	-	3145.36
Change in Indebtedness during the financial year				
Addition	4587.19	2421.99	-	7009.18
Reduction	4017.25	2616.00	-	6633.25
Net Change	569.94	(194.01)	-	375.93
Indebtedness at the end of the financial year				
i) Principal Amount	3083.97	442.78	-	3526.75
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5.26	3.50	-	8.76
Total (i+ii+iii)	3089.23	446.28	-	3535.51

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. in lakhs)

Sl. No.	Particulars of Remuneration	Managing Director
		Sunil Sethy
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	89.99
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	
2.	Stock Option	
3.	Sweat Equity	
4.	Commission - as % of profit - others, specify...	
5.	Others, please specify (Retirement Benefits)	
6.	Total(A)	89.99
	Ceiling as per the Act	As per Schedule V of Companies Act, 2013

B. Remuneration to other Directors:

Sr. No	Particulars of Remuneration	Name of Directors				Total Amount (Rs.)
		Mr. Marco Wadia	Mr. J.N. Godbole	Ms. Kiran Dhingra	Mr. Gopal Pillai	
1	Independent Directors					
	Fee for attending board committee meetings	7.65	7.35	5.00	5.15	25.15
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	7.65	7.35	5.00	5.15	25.15
2.	Other Non-Executive Directors	Mr. Saroj Kumar Poddar	Mr. Akshay Poddar	Mr. N. Suresh Krishnan	Total	
	Fee for attending board committee meetings	3.25	2.80	6.55		12.60
	Commission					
	Others, please specify					

	Total (2)	3.25	2.80	6.55	12.60
	Total (B)=(1+2)				37.75
	Total Managerial Remuneration				89.99
	Overall Ceiling as per the Act	As per Schedule V of Companies Act, 2013			

(Rs. in lakhs)

C. Remuneration to Key managerial personnel other than MD/ Manager / WTD

(Rs. In Lakhs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
		R.Y.Patil	Sandeep K Agrawal	
1.	Gross salary			
	(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	65.33	148.69	214.02
	(b)Value of perquisites u/s17(2)Income-tax Act,1961	5.14	0.40	5.54
	(c)Profits in lieu of salary under section 17(3)Income-tax Act,1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission - as% of profit - others, specify...			
5.	Others, please specify(Retirement Benefits)	2.94	12.56	15.50
6.	Total	73.42	161.64	235.06

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					

Penalty	None
Punishment	
Compounding	
B. Directors	
Penalty	None
Punishment	
Compounding	
C. Other Officers in Default	
Penalty	None
Punishment	
Compounding	