

# 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 LIM

(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

shares@adventz.com

(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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(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 AND	L24123KA1966PLC002036	Subsidiary	54.03
2	ZUARI MAROC PHOSPHATES P	U24124OR2002PTC017414	Joint Venture	50

3	PARADEEP PHOSPHATES LTD	L24129OR1981PLC001020	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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	222,741	41,835,265	42058006	420,580,060	420,580,060	
<b>Increase during the year</b>	0	37,555	37555	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		37,555	37555			
increase in demat holding						
<b>Decrease during the year</b>	37,555	0	37555	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	37,555		37555			
Decrease in demat holding						
<b>At the end of the year</b>	185,186	41,872,820	42058006	420,580,060	420,580,060	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	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 style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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	900	1000000	900,000,000
Partly convertible debentures	0		0
Fully convertible debentures	0		0
<b>Total</b>			900,000,000

**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	900	0	900
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

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

(i) Turnover

25,944,078,000

(ii) Net worth of the Company

-1,511,704,000

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	
	<b>Total</b>	27,356,419	65.05	0	0

Total number of shareholders (promoters)

14

(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	11,255,750	26.76	0	
	(ii) Non-resident Indian (NRI)	199,761	0.47	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	116,975	0.28	0	
3.	Insurance companies	213,614	0.51	0	
4.	Banks	3,360	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	424,689	1.01	0	
7.	Mutual funds	381,818	0.91	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,476,120	3.51	0	
10.	Others	629,197	1.5	0	
	<b>Total</b>	14,701,587	34.96	0	0

**Total number of shareholders (other than promoters)**

28,088

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

28,102

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

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Hypnos Fund Limited	SBI SG GLOBAL SECURITIES SERVICE			350,000	0.83
BNS ASIA LIMITED	HSBC SECURITIES SERVICES 11TH F			1,582	0
QUADRATURE CAPITAL	JPMORGAN CHASE BANK N.A., INC			73,085	0
COPTHALL MAURITIUS				22	

**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	14
Members (other than promoters)	26,321	28,088
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
<b>A. Promoter</b>	0	2	0	2	0	0
<b>B. Non-Promoter</b>	1	5	0	5	0	0
(i) Non-Independent	1	1	0	1	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	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	7	0	7	0	0

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	01/04/2022
REENA SURAIYA	01824778	Director	0	
DIPANKAR CHATTERJ	00031256	Director	0	
LINGAPURAM M CHAN	01245052	Director	0	12/06/2022
VIJAYAMAHANTESH V	ASAPK8872A	Company Secretary	2	11/06/2022
RAJ KUMAR GUPTA	ABZPG0160B	CFO	100	11/06/2022

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

3

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)
KIRAN DHINGRA	00425602	Director	01/04/2021	CESSATION
REENA SURAIYA	01824778	Additional director	24/06/2021	APPOINTMENT
REENA SURAIYA	01824778	Director	17/09/2021	CHANGE IN DESIGNATION

**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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEET	17/09/2021	30,721	70	50
Extra Ordinary General Met	23/06/2021	30,772	10	10

**B. BOARD MEETINGS**

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2021	7	6	85.71
2	24/06/2021	7	7	100
3	10/08/2021	8	8	100
4	14/08/2021	8	8	100
5	17/09/2021	8	8	100
6	10/11/2021	8	8	100
7	02/02/2022	8	8	100
8	23/02/2022	8	6	75

#### C. COMMITTEE MEETINGS

Number of meetings held

19

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 COMM	12/05/2021	3	3	100
2	AUDIT COMM	28/05/2021	3	3	100
3	AUDIT COMM	14/08/2021	3	3	100
4	AUDIT COMM	17/09/2021	3	3	100
5	AUDIT COMM	10/11/2021	3	3	100
6	AUDIT COMM	02/02/2022	3	3	100
7	AUDIT COMM	15/03/2022	3	3	100
8	AUDIT COMM	29/03/2022	3	3	100
9	RISK MANAG	12/08/2021	5	4	80
10	RISK MANAG	08/02/2022	5	4	80

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on  (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	8	8	100	3	3	100	
2	NITIN KANTAK	8	8	100	5	5	100	
3	NARAYANAN SUR	8	7	87.5	19	16	84.21	
4	AKSHAY PODDAR	8	7	87.5	6	4	66.67	
5	MARCO WADWANI	8	8	100	17	17	100	
6	REENA SURAN	6	6	100	0	0	0	
7	DIPANKAR CH	8	7	87.5	1	1	100	

**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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NITIN KANTAK	EXECUTIVE DIRECTOR	118.14	0	0	5.04	123.18
	Total		118.14	0	0	5.04	123.18

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	65.09	0	0	2.97	68.06
	Total		65.09	0	0	2.97	68.06

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
1	SAROJ KUMAR PODDAR	NON EXECUTIVE DIRECTOR	0	0	0	445,000	445,000
2	NARAYANAN SURAN	NON EXECUTIVE DIRECTOR	0	0	0	670,000	670,000
3	AKSHAY PODDAR	NON EXECUTIVE DIRECTOR	0	0	0	410,000	410,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	MARCO WADIA	INDEPENDENT	0	0	0	735,000	735,000
5	REENA SURAIYA	INDEPENDENT	0	0	0	300,000	300,000
6	DIPANKAR CHATT	INDEPENDENT	0	0	0	365,000	365,000
7	LINGAPURAM M C	INDEPENDENT	0	0	0	675,000	675,000
	Total		0	0	0	3,600,000	3,600,000

#### 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

SADASHIV SHET

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2540

**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. ... 15B dated 21/10/2016

(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

08029847

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

24445

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**

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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**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**