

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

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

08322592509

(e) Website

www.zuari.in

(iii) Date of Incorporation

10/09/2009

(iv)	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 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 06/09/2019

(b) Due date of AGM 30/09/2019

(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 5

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	53.03
2	Zuari Maroc Phosphates Privat	U24124OR2002PTC017414	Joint Venture	50

3	MCA Phosphates Pte. Limited		Joint Venture	30
4	Paradeep Phosphates Ltd.	U24129OR1981PLC001020	Associate	40
5	Adventz Trading DMCC		Subsidiary	100

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
Equity shares				
At the beginning of the year	42,058,006	420,580,060	420,580,060	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	42,058,006	420,580,060	420,580,060	
Preference shares				
At the beginning of the year	0	0	0	

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

(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	10/09/2018
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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) *Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			308,923,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			44,628,000
Deposit			0
Total			353,551,000

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	0	0	0
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
Total					

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

51,265,469,000

(ii) Net worth of the Company

4,336,566,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		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	5,182,767	12.32	0	
	(ii) Non-resident Indian (NRI)	192,076	0.46	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	2,281,443	5.42	0	
4.	Banks	30,124	0.07	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	928,313	2.21	0	
7.	Mutual funds	1,049,782	2.5	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,554,699	10.83	0	
10.	Others foreign banks, HUF, oversea	482,383	1.15	0	
	Total	14,701,587	34.96	0	0

Total number of shareholders (other than promoters)

38,605

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

38,621

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

12

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			23,149	0.06
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			17,382	0.04
EMERGING MARKETS	DEUTSCHE BANK AG, DB HOUSE H			1,675	0
GMO GLOBAL REAL RI	DEUTSCHE BANK AG, DB HOUSE H			1,890	0
GMO IMPLEMENTATIC	DEUTSCHE BANK AG, DB HOUSE H			37,188	0.09
GMO TRUST A/c.GMO	CITIBANK N.A. (CUSTODY SERVICE:			350	0
HYPNOS FUND LIMITE	SBI SG GLOBAL SECURITIES SERVIC			792,400	1.88
INDIA MAX INVESTME	ICICI BANK LTD SMS DEPT 1ST FLO			30,000	0.07

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
JAVARI TRADING CO. I	RASHMIN SANGHVI & ASSOCIATES			50	0
JOHN HANCOCK FUNI	CITIBANK N.A. CUSTODY SERVICES			5,446	0.01
MORGAN STANLEY FR	CITIBANK N.A. CUSTODY SERVICES			2,000	0
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			16,783	0.06

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	17	16
Members (other than promoters)	38,024	38,605
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	5	1	5	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	4	0	4	0	0
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	7	1	7	0	0.79

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	
SUNIL SETHY	00244104	Managing Director	0	
NARAYANAN SURESH	00021965	Director	0	
AKSHAY PODDAR	00008686	Director	150,585	
JAYANT GODBOLE	00056830	Director	0	
MARCO WADIA	00244357	Director	2,811	
GOPAL PILLAI	02340756	Director	0	
KIRAN DHINGRA	00425602	Director	0	
R Y Patil	AJWPP4794M	Company Secretar	301	
Sandeep Agrawal	AFHPA4005M	CFO	0	12/04/2019

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

1

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	01/04/2018	Re-appointment as Independent Dire

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	10/09/2018	39,307	48	64.17

B. BOARD MEETINGS

Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/04/2018	8	8	100
2	25/05/2018	8	8	100
3	25/06/2018	8	5	62.5
4	01/08/2018	8	8	100
5	01/11/2018	8	8	100
6	07/01/2019	8	6	75
7	08/02/2019	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

24

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 Committ	25/05/2018	4	4	100
2	Audit Committ	05/06/2018	5	4	80
3	Audit Committ	01/08/2018	5	5	100
4	Audit Committ	10/09/2018	5	5	100
5	Audit Committ	01/11/2018	5	5	100
6	Audit Committ	07/01/2019	5	5	100
7	Audit Committ	08/02/2019	5	5	100
8	Nomination an	24/05/2018	3	3	100
9	Nomination an	08/02/2019	3	3	100
10	Stakeholders F	25/05/2018	3	3	100

D. ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	06/09/2019
								(Y/N/NA)
1	SAROJ KUMAR	7	5	71.43	7	5	71.43	No
2	SUNIL SETHY	7	7	100	11	10	90.91	Yes
3	NARAYANAN	7	6	85.71	21	19	90.48	No
4	AKSHAY PODDAR	7	5	71.43	3	2	66.67	No
5	JAYANT GODSE	7	7	100	23	22	95.65	Yes
6	MARCO WADIA	7	7	100	23	22	95.65	Yes
7	GOPAL PILLAI	7	7	100	10	7	70	Yes
8	KIRAN DHINGRA	7	7	100	6	6	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Sunil Sethy	Managing Director	8,999,988	0	0	0	8,999,988
	Total		8,999,988	0	0	0	8,999,988

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	R. Y Patil	Company Secretary	7,047,000	0	0	294,000	7,341,000
2	Sandeep Agrawal	Chief Financial Officer	14,909,000	0	0	1,256,000	16,165,000
	Total		21,956,000	0	0	1,550,000	23,506,000

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	Marco Wadia	Independent Director	0	0	0	765,000	765,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	J. N Godbole	Independent Dir	0	0	0	735,000	735,000
3	Kiran Dhingra	Independent Dir	0	0	0	500,000	500,000
4	Gopal Pillai	Independent Dir	0	0	0	515,000	515,000
5	Saroj Kumar Podda	Non Executive C	0	0	0	325,000	325,000
6	Akshay Poddar	Non Executive C	0	0	0	280,000	280,000
7	N. Suresh Krishnan	Non Executive C	0	0	0	655,000	655,000
	Total		0	0	0	3,775,000	3,775,000

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

SUNIL
SETHY

DIN of the director

00244104

To be digitally signed by

RAMKRIS
HNA PATIL

Company Secretary

Company secretary in practice

Membership number

2845

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- ZUARI AGRO CHEMICALS PVT L Committee Meetings.pdf Promoter and Promoter Group of ZAOL as Zuari Agro Chemicals Limited_MGT7_Sha
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Remove attachment

Modify

Check Form

Prescribing

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