

28th May, 2019

The Secretary,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
BSE scrip Code: 534742

National Stock Exchange of India Ltd,
Exchange Plaza, 5th floor,
Plot No. cm, 'G' Block, Bandra-Kurla Complex, Bandra (E).
Mumbai - 400 051
NSE Symbol: ZUARI

Dear Sirs,

Sub: Secretarial Compliance Report for the year ended March 31, 2019

With reference to the SEBI circular CIR/CFD/CMDI/27/2019 dated February 8, 2019 please find enclosed Secretarial Compliance Report for the year ended March 31, 2019 issued by the Practicing Company Secretary, Mr. Shivaram Bhat.

You are requested to kindly take the same on your records.

Thanking you,

Yours Faithfully,

For Zuari Agro Chemicals Limited



R Y Patil
Vice President & Company Secretary

Encl: As above

ZUARI AGRO CHEMICALS LIMITED

CIN No.: L65910GA2009PLC006177

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403726, India

Tel: +0832 259 2180, 259 2181 Fax: +0832 255 5279

www.zuari.in

**Secretarial compliance report of ZUARI AGRO CHEMICALS LIMITED
for the year ended 31st March, 2019**

I, CS Shivaram Bhat have examined:

- (a) all the documents and records made available to me and explanation provided by ZUARI AGRO CHEMICALS LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not applicable as there was no reportable event during the review period;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - *Not applicable as there was no reportable event during the review period;*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not applicable as there was no reportable event during the review period;*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not applicable as there was no reportable event during the review period;*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and Circulars, Guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
-----NIL-----			



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				



CS Shivaram Bhat
ACS No. 10454 CP No. 7853

Place: Panaji, Goa.
Date: May 27, 2019

This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

Shivaram Bhat
Company Secretary

**(My Secretarial compliance report of even date is
to be read along with this Annexure.)**

I have been engaged by ZUARI AGRO CHEMICALS LIMITED (whose equity shares are listed on BSE Limited and National Stock Exchange of India Limited) to issue the Annual Secretarial Compliance Report in the manner specified under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No.CIR/CFD/CMD1/27/2019 dated February 08, 2019 issued by Securities Exchange Board of India (SEBI).

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable Regulations and Circulars / Guidelines issued by SEBI.

My responsibility is to express an opinion on these secretarial records based on my audit. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

Secretarial Compliance Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Panaji, Goa.
Date: May 27, 2019



A handwritten signature in black ink, appearing to read "Shivaram Bhat".

CS Shivaram Bhat
ACS No. 10454 CP No. 7853