



ZUARI AGRO CHEMICALS LIMITED
CIN- L65910GA2009PLC006177

Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa 403 726
Website : www.zuari.in, Tel.: 0832-2592431, Fax: 0832-2555279

For Zuari Agro Chemicals Ltd.


R.Y. Patil
Chief General Manager
& Company Secretary

NOTICE

NOTICE is hereby given that the Sixth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa - 403726 on Monday the 21st day of September, 2015 at 10.00 A.M. to transact the following business:

Ordinary Business :

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet for the year ended 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended 31st March, 2015 including audited Consolidated Balance Sheet for the year ended 31st March, 2015 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.
3. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2015.
4. To appoint a Director in the place of Mr. N. Suresh Krishnan (holding DIN 00021965), who retires by rotation and being eligible offer himself for re-appointment.
5. To ratify appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, Registration No.301003E as Statutory Auditors of the Company and fix their remuneration.

Special Business

6. To consider and if thought fit to pass, with or without modification(s), 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 of Rs. 1,75,000/- plus applicable taxes and out of pocket expenses for the financial year ending 31st March, 2016 as recommended by the Audit Committee and approved by the Board of Directors be paid to Mr. Irudayam Savari Muthu, Cost Accountant for conducting the Cost Audit be and is hereby approved and ratified.
7. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution;

RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations as per the draft regulations contained in the Articles of Association submitted to this meeting and the same be and is hereby approved and adopted as new regulations of the Articles of Association of the Company and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.
8. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Kiran Dhingra (holding DIN 00425602), Director of the Company, who was appointed as Additional Director upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three years upto 31st March, 2018.
9. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kapil Mehan (holding DIN 01215092), Director of the Company, who was appointed as Additional Director up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

10. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution :

RESOLVED THAT pursuant to the provisions of Section 2(54), 2(78), 196, 197, 198, 199, 200, 203 and all other applicable provisions of the Companies Act, 2013 (" the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities, including the Central Government in granting such approvals, permissions, sanctions, approval of the shareholders be and is hereby accorded to the appointment and payment of remuneration of Mr. Kapil Mehan as the Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2015 as per details contained in the Statement annexed to this notice.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the Managing Director the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified above and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity (fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961), gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the company (hereinafter referred to as the 'Board' which term shall be deemed to include Nomination and Remuneration Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorized to vary, increase, enhance, or widen from time to time the terms and conditions of appointment and remuneration of the Managing Director during the period 1st April, 2015 to 31st March, 2020 within the scale of basic salary of Rs.8 lakhs per month to Rs. 20 lakhs per month, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

11. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution;

RESOLVED THAT pursuant to the provisions of Section 197, 198, 199, 200 and all other applicable provisions of the Companies Act, 2013 (" the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approval, approval of the shareholders be and is hereby accorded to modify the remuneration payable to Mr. Kapil Mehan as the Managing Director of the Company w.e.f. 1st August, 2015 on the terms and conditions mentioned in the Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

By Order of the Board of Directors

Date: 12th August, 2015
Registered Office: Jai Kisaan Bhawan,
Zuarinagar-Goa 403 726

R.Y. Patil
Chief General Manager
& Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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.
2. 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. PROXIES 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 MEETING. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.

4. During the period beginning twenty-four 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' notice in writing to inspect is given to the company.
5. The Company's Registrar & Share Transfer Agents (RTA) are :
Link Intime India Pvt. Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (W)
Mumbai – 400 078
Tel : 022-25946970
Fax: 022-25946969
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in
6. The Register of Members and Share Transfer Books of the Company remained closed from 3rd August, 2015 to 10th August, 2015 (both days inclusive) for the purpose of payment of the dividend for the financial year ended 31st March, 2015.
7. The dividend recommended by the Board, if approved by the shareholders at the Annual General Meeting, will be paid on or after 24th September, 2015 to those persons.
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on 1st August, 2015 as per the list of beneficial owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in electronic form.
 - (b) Whose names appear as Members of the Company after giving effect to valid share transfers, if any, in physical form lodged with the Company/Registrar & Share Transfer Agents on or before 1st August, 2015.
8. There is no dividend which has remained unclaimed for a period of 7 years as on 31st March, 2015 and hence no unclaimed dividend is due for transfer to the Central Government.

Shareholders who have not encashed the dividend warrants so far in respect of the earlier years are requested to send their claims, if any, to the Company / share transfer agent immediately. As and when due the amount will be transferred by the Company to IEPF. No claim thereof shall lie against the Company after such transfer.

9. Shareholders are advised to avail of the facility for receipt of future dividends through Electronic Clearing Services (ECS). 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 ECS facility. The Company or 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).
10. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. 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.
11. 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.
12. 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.
13. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is given in the Corporate Governance Report along with the details of their shareholding.
14. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) 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 2014-15 are being sent in the permitted mode.
15. The Notice of the 6th Annual General Meeting of the Company and instructions for e-voting, along with Ballot form, Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email IDs are registered with the Company/Depository Participant(s) 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 aforementioned documents are being sent in the permitted mode.

16. Members may also note that the Notice of the 6th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.zuari.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Goa for inspection during normal business hours on working days, excluding Saturday upto the date of AGM. 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.
17. Shareholders are requested to notify any change of address:
- To their Depository Participants (DPs) in respect of the shares held in demat form and
 - 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.
 - In case the mailing address mentioned on this Annual Report is without the PINCODE, kindly inform the same to DP of the Company, as mentioned above.
18. 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.
- 19. 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 Clause 35B of the Listing Agreement, the Company is pleased to provide the Members the facility to exercise their right to vote at the 6th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by CDSL.

The instruction for e-voting are as under:

A. In case a Member receives an email from CDSL (for members whose e-mail ID's are registered with the Company/ Depository Participants):

- The Shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "shareholders".
- Now enter the user ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

| | |
|-----------------------|---|
| | For Members holding shares in Demat Form and Physical Form |
| PAN | Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on ballot paper indicated in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iii). |

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- XII. Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.
- XIII. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVI. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVII. Note for Non- Individual Shareholders & Custodians:
- Non- Individual shareholders (i. e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Companies user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The List of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XVIII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of Members receiving Physical copies

Please follow steps from Sr. no. (ii) to (xi) as mentioned in (A) above, to cast your vote.

- C. The e-voting period commences on 16th September, 2015 at 10.00 A.M. and ends on 20th September, 2015 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 14th September, 2015, may cast their vote by electronic means in the manner and process set out hereinabove. 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

2. General instruction/information for Members for voting on the Resolutions:

- a) Members can opt for only one mode of voting i.e. through e-voting or postal ballot. In case of member(s) who casts their votes by both the modes, then voting done through e-voting shall prevail and the Postal Ballot Form of such member shall be treated as invalid.
- b) Facility of voting through Poll paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting.
- c) Members who have cast their vote through remote e-voting or through Ballot Form prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- d) 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 14th September, 2015.
- e) The Board of Directors has appointed CS Shivaram Bhat, Practicing Company Secretary, failing him, CS Shubhangi Baichwal, Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f) 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.
- g) The Scrutinizer will submit the Consolidated report to the Chairman after the completion of scrutiny and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized on 22nd September, 2015 at 04.30 P.M. at the registered office of the Company. The result will also be displayed on the website of the Company (www.zuari.in) besides being communicated to stock Exchanges.
- h) 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 of date i.e. 14th September, 2015, may obtain the sequence number for voting by sending request to mt.helpdesk@linkintime.co.in incase he/she has not updated the PAN with Company/DP. However, if you are already registered with CDSL for remote evoting then you can use your existing user ID and password for casting your vote.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No.6:

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 records of the Company at a remuneration of Rs. 1,75,000/- plus applicable taxes and out of pocket expenses for the financial year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

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

Item No. 7:

The existing Articles of Association ("AOA") of the Company are based on the provisions of the Companies Act, 1956 and several regulations in the Articles of Association contained references to the provisions of the Companies Act, 1956.

The existing regulations contained in the Articles of Association require substantial alteration/modification or deletion. Hence, it is proposed to adopt a new set of Articles by replacing the existing AOA.

The proposed new draft AOA shall be available on the website of the Company for the perusal of the shareholders and also at the registered office of the Company.

The resolution as above is placed before the shareholders for approval.

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

Item No.8:

The Board at its meeting held on 10th March, 2015 appointed Ms. Kiran Dhingra as Additional Director of the Company w.e.f. 10th March, 2015. Her term as Additional Director is upto the Annual General Meeting.

Ms. Kiran Dhingra (Retd. IAS), aged 62 years, has 38 years of experience in governance and has held senior positions in decision making capacities. She stood first in the combined merit list for IFS/IAS and opted to serve in the IAS.

Ms. Dhingra was instrumental in shaping policy for elementary education and growth of textiles in a globally competitive market. She retired in the rank of Secretary to Government of India, in 2013.

Currently, she is appointed as Chairperson, Board of Governors of the National Institute of Fashion Technology (NIFT), a deemed university set up under an Act of Parliament. She is Independent Director on the Board of Indian Register of Shipping and Goa Carbon Limited.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Kiran Dhingra, being eligible offers herself for appointment, as an independent director for three consecutive years.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Ms. Kiran Dhingra for the office of the Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Dhingra (i) Consent in writing to act as Director in Form DIR - 2 pursuant to Rule 8 of the Companies (Appointment and qualification of Directors) Rules, 2014; (ii) a declaration to the effect that she meets the criteria of Independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Kiran Dhingra fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Kiran Dhingra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday; upto the date of Annual General Meeting.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. The detailed resume is given in the report on Corporate Governance which forms part of the Annual report.

The resolution as above is placed before the shareholders for approval. Except Ms. Kiran Dhingra, none of the other Directors and Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMP are concerned or interested in this resolution.

Item No. 9, 10 & 11:

Appointment as Director

The Board at its meeting held on 10th March, 2015 appointed Mr. Kapil Mehan (holding DIN 01215092) as Additional Director on the Board of your Company, effective 1st April, 2015.

Mr. Kapil Mehan, aged 57 years has rich experience and background in varied leadership roles. He is a graduate in Veterinary Science and Animal Health from the Punjab Agricultural University, Ludhiana and holds a Post Graduate Diploma in Management with specialization in Agriculture from Indian Institute of Management, Ahmedabad (1981). He is also an alumnus of Harvard Business School, where he attended Advanced Management Program (AMP) in 2008.

He joined Coromandel International in October, 2010 and has served as its Managing Director till February, 2015. He is known for his knowledge of Agriculture, Agri-business and Agricultural input markets in India.

Appointment as Managing Director

Considering Mr. Mehan's rich experience as Whole Time Director of Tata Chemicals Limited and Managing Director of Coromandel Industries Limited, it was felt appropriate to appoint Mr. Kapil Mehan as Managing Director of your Company for a period of 5 years beginning 1st April, 2015. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 10th March, 2015 had appointed Mr. Kapil Mehan as Managing Director of the Company for a period of five years w.e.f. 01.04.2015 and approved the remuneration on the terms and conditions given herein below :-

01. Salary : Rs.8 lakhs per month (in the range of Rs. 8 lakhs to Rs.20 lakhs) with such annual increments as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors.
02. Housing : Company Leased Accommodation shall be provided at the place of posting subject to a maximum of Rs. 2 lakhs per month
03. Perquisites and Benefits: Perquisites including superannuation fund and National Pension Scheme will be allowed in addition to the salary, subject to a maximum of Rs.10,65,520/- per month and as applicable to the Senior Executives as per Company Policy, which shall be reviewed by the Nomination and Remuneration Committee / Board of Directors on an annual basis.
04. The Company shall reimburse expenses towards Membership Fees of upto two clubs
05. Two cars will be provided by the Company for official and personal use. Out of the two cars, one chauffeur driven car shall be fully maintained by the Company.
06. Performance Linked Variable Pay in accordance with Company rules, based on company's and individual's performance as decided by the Nomination and Remuneration Committee and/or the Board of Directors at its sole discretion
07. The Managing Director shall also be covered under the Group Personal Accident Insurance Policy, Group Term Life Insurance Scheme, Group Health Insurance Scheme, as per Company policy.
08. All Contributions including contribution to Provident Fund and Gratuity shall be as per the Rules of the Company.
09. Leave/encashment of leave in accordance with the Company rules applicable to Senior Executives.
10. The Managing Director shall be paid a one-time joining bonus of an amount not exceeding Rs 50 lakhs on his assuming office.
11. The Managing Director shall be entitled to such other additional perquisites as may be applicable to Senior Executives of the Company.
12. All statutory deductions will be made in accordance with the current provisions or as amended from time to time. Payment of taxes (apart from Tax Deducted at Source by the Company) will be the responsibility of the Managing Director.
13. Termination: The Agreement may be terminated by giving the other party, six months' notice.

Revision in the Remuneration payable to Managing Director

Further subject to the approval of the members at the general meeting and based on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 12th August, 2015 revised the remuneration payable to Mr. Kapil Mehan as Managing Director w.e.f. 1st August, 2015 on the revised terms and conditions of appointment as given herein below:

01. Housing: House Rent Allowance shall be provided at the place of posting subject to a maximum of Rs. 2.10 lakhs per month. Maintenance of Apartment shall be provided subject to a maximum of Rs. 3 lakhs per annum. Electricity and water bills shall be paid at actual. Telephone bills at residence shall be paid subject to a maximum of Rs. 36,000 per annum.
02. Perquisites and Benefits : Perquisites including superannuation fund and National Pension Scheme will be allowed in addition to the salary, and as applicable to the Senior Executives as per Company Policy, which shall be reviewed by the Nomination and Remuneration Committee / Board of Directors on an annual basis.

03. Performance Linked Variable Pay of Rs. 15 lakhs in accordance with Company rules, based on company's and individual's performance as decided by the Nomination and Remuneration Committee and/or the Board of Directors at its sole discretion
04. All other terms and conditions including components of remuneration as mentioned in Item No. 10 shall remain the same.

The resolution above is placed before the shareholders for approval.

Except Mr. Kapil Mehan, Managing Director, none of the other Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in the passing of the above resolutions.

By Order of the Board of Directors

R.Y. Patil
Chief General Manager
& Company Secretary

Date: 12th August, 2015
Registered Office: Jai Kisaan Bhawan,
Zuarinagar-Goa 403 726

**ZUARI AGRO CHEMICALS LIMITED**

CIN- L65910GA2009PLC006177

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

Website : www.zuari.in, Tel.: 0832-2592431, Fax: 0832-2555279

PROXY FORM

[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) : _____ E-mail Id: _____

Registered address : _____

Folio No./ Client Id : _____ DP/ID : _____

I/We, being the member (s) of _____ shares of Zuari Agro Chemicals Limited, hereby appoint

(1) Name : _____ Address : _____ E-mail id _____ or failing him

(2) Name : _____ Address : _____ E-mail id _____ or failing him

(3) Name : _____ Address : _____ E-mail id _____ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company to be held on Monday, the 21st day of September, 2015 at 10 a.m., at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa 403 726 and at any adjournment thereof in respect of such resolutions as are indicated below :

| Sr. No. | Resolutions | Optional * | |
|--------------------------|---|------------|---------|
| | | For | Against |
| ORDINARY BUSINESS | | | |
| 1. | Adoption of Financial Statements for the year ended 31 st March, 2015 | | |
| 2. | Adoption of Consolidated Financial Statements for the year ended 31st March, 2015 | | |
| 3. | Declaration of Dividend on Equity Shares | | |
| 4. | Re-appointment of Mr. N. Suresh Krishnan, who retires by rotation | | |
| 5. | Ratification of appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, 301003E as Statutory Auditors of the Company | | |
| SPECIAL BUSINESS | | | |
| 6. | To ratify the remuneration of the cost auditor for the financial year 2015-16 | | |
| 7. | Adoption of new set of Articles by replacing the existing AOA. | | |
| 8. | Appointment of Ms. Kiran Dhingra as Independent Director. | | |
| 9. | Appointment of Mr. Kapil Mehan as a Director | | |
| 10. | Appointment and payment of remuneration of Mr. Kapil Mehan as the Managing Director of the Company. | | |
| 11. | Approve the revision of remuneration payable to Mr. Kapil Mehan as the Managing Director of the Company | | |

Signed this _____ day of _____, 2015

Signature of shareholder

Signature of first Proxy holder

Signature of Second Proxy holder

Signature of third Proxy holder

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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 Shares Held : | |
| * DPID No. / Client ID No. : | |

Name and Address of the Shareholder _____

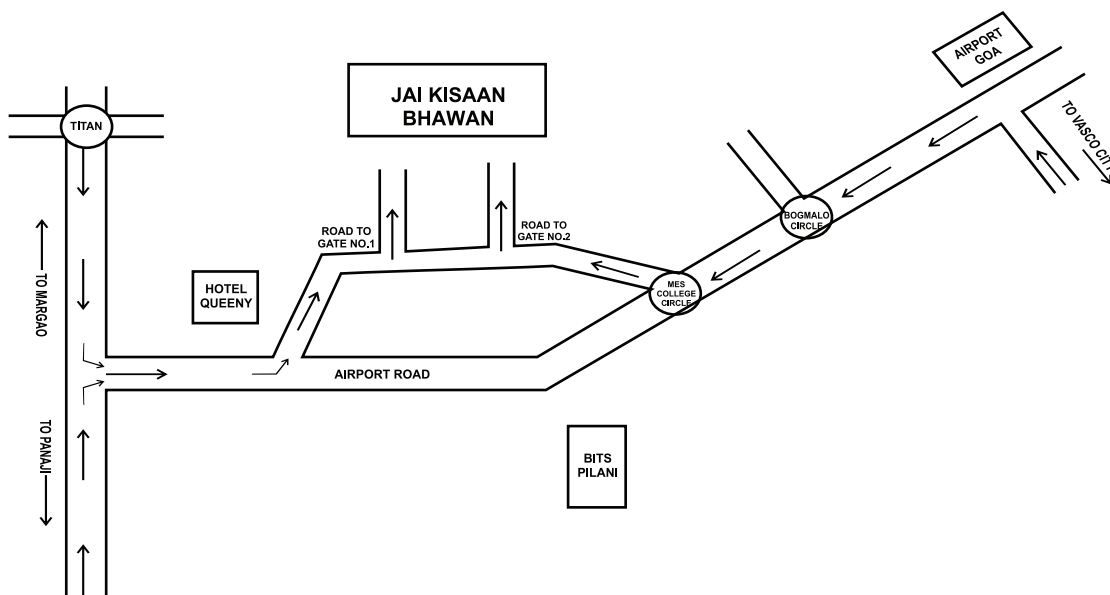
I/We hereby record my / our presence at the 6th Annual General Meeting of the Company on Monday the 21st day of September, 2015 at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa 403 726 at 10:00 a.m.

*Applicable for investors holding shares in electronic form.

Signature of the Shareholder / Proxy

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 Notice of the 6th 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 above box before submission.
7. All the Members wishing to ask questions during the 6th Annual General Meeting should forward them to the registered office, 7 days before the date of annual general meeting.



**ZUARI AGRO CHEMICALS LIMITED****Registered Office: Jai Kisaan Bhawan, Zuarinagar Goa 403 726**

CIN:L65910GA2009PLC006177

Website: www.adventz.com, Tel. 91-0832-2592431, Fax: 91-0832-2555279

BALLOT FORM

Sr. No. :

| | | |
|---------------------------------|---|----------------|
| Registered Folio/DP & Client ID | : | |
| Name of the shareholder | : | |
| Address of the shareholder | : | |
| Joint Holder (s) 1 | : | |
| Joint Holder (s) 2 | : | |
| Number of Share(s) held | : | |
| EVSN (E-Voting SequenceNumber) | : | 150818030 |
| | | *DEFAULT PAN : |

I/We hereby exercise my/our votes in respect of the I Resolutions set out in the Notice of the Annual General Meeting dated 12th August, 2015 by sending my/our assent or dissent to the said Resolutions by placing the (v) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid) :

| Sr. No. | DESCRIPTION | No. of Shares | I/WE assent to the Resolution (For) | I/WE dissent to the Resolution (Against) |
|---------|--|---------------|-------------------------------------|--|
| 1. | To receive, consider and adopt the Financial Statements of the Company for the year ended 31 st March, 2015 including audited Balance Sheet for the year ended 31 st March, 2015 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. | | | |
| 2. | To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended 31 st March, 2015 including audited Consolidated Balance Sheet for the year ended 31 st March, 2015 and the Consolidated Statement of Profit and Loss Account for the year ended on that date and the Report of the Auditors thereon. | | | |
| 3. | To declare dividend on Equity Shares for the financial year ended 31 st March, 2015 | | | |
| 4. | To appoint a Director in the place of Mr. N. Suresh Krishnan (holding DIN 00021965, who retires by rotation and being eligible offers himself for re-appointment | | | |
| 5. | To ratify appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, Registration No.301003E as Statutory Auditors of the Company and fix their remuneration. | | | |
| 6. | To Consider and ratify the remuneration payable to Mr. Irudayam Savari Muthu, Cost Accountant for conducting the Cost Audit of the Company for the financial year 2015-16. | | | |
| 7. | To consider and approve the alteration in the Articles of Association of the Company by replacing all the existing regulations | | | |
| 8. | To consider and approve appointment of Ms. Kiran Dhingra (holding DIN 00425602), Director of the Company, who was appointed as Additional Director | | | |
| 9. | To consider and approve appointment of Mr. Kapil Mehan (holding DIN 01215092), Director of the Company, who was appointed as Additional Director | | | |
| 10. | To approve the appointment and remuneration of Mr. Kapil Mehan, as the Managing Director of the Company for a period of 5 years w.e.f. 1 st April, 2015. | | | |
| 11. | To consider and approve the revision in the remuneration payable to Mr. Kapil Mehan, as the Managing Director of the Company w.e.f. 1 st August, 2015. | | | |

*Only Members who have not updated their PAN with the Company / Depository Participant shall use Default PAN in the PAN field.

E-mail ID :

Place :

Date :

Signature of the Member**NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING YOUR VOTE**

INSTRUCTIONS

General Instructions:

1. This Ballot form is provided for the benefit of the members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. The members can opt for only one mode of voting i.e., either by ballot or e-voting. If the members opt for e-voting, they should not vote by ballot and vice-versa. In case members cast their vote by ballot as well as e-voting, then voting done by e-voting will prevail and voting done by post shall be considered as invalid.
3. For detailed instructions on evoting, please refer the notice appended to the Annual general Meeting Notice.

Process and manner for members opting to vote by using the Physical Ballot Form.

1. A shareholder desirous of exercising vote by Ballot should complete the Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The Ballot Form should be signed by the Member as per specimen signature registered with the Company/Depository Participant. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of the member may vote on the Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Ballot Form will be rejected.
3. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours (05.00 hrs) on 20th September, 2015. Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Ballot Forms well before 20th September, 2015 providing sufficient time for postal transit.
4. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 14th September, 2015.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Ballot Form.
6. Members are requested not to send any paper along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
7. The exercise of vote by Ballot is not permitted through proxy.
8. There will be only one Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
9. Unsigned, Incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A ballot form will be rejected if it is received torn, defaced or mutilated to an extent which will makes it difficult to for the scrutinizer to indentify either the member or the number of votes or to whether the votes are in favor or against or if the signature cannot be verified.
10. Members from whom no Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
11. The Scrutinizer's decision on the validity of a Ballot shall be final.
12. The result of the voting on the resolutions will be declared at the Registered office of the Company on 22nd September 2015 at 04.30 P.M. The results will be informed to the stock exchanges and hosted on the Company's website www.adventz.com on the very day itself.
13. Kindly note that Any query in relation to the resolutions proposed to be passed by Ballot may be addressed to The Company Secretary, Zuari Agro Chemicals Limited, Jai Kisaan Bhawan, Zuarinagar, Goa – 403 726. Tel No. : +91-0832-2592509, Fax No. +91-0832-2555279, Email :shares@adventz.com