

27<sup>th</sup> September, 2024

BSE Limited  
Floor 25, P.J. Towers,  
Dalal Street,  
Mumbai - 400 001  
BSE scrip Code: 534742

National Stock Exchange of India Ltd,  
Exchange Plaza, 5th floor,  
Bandra-Kurla Complex,  
Bandra (E).  
Mumbai - 400 051  
NSE Symbol: ZUARI

**Sub: Regulation 44(3) of SEBI (LODR) Regulations, 2015 -Voting results and Consolidated Report of the scrutiniser w.r.t. the 15<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2024**

Dear Sirs,

This is to inform you that the Shareholders at the 15<sup>th</sup> Annual General Meeting of the Company held on Friday, 27<sup>th</sup> September, 2024 have approved all the resolutions as set out in the notice of the 15<sup>th</sup> Annual General Meeting.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the consolidated report of the 15<sup>th</sup> Annual General Meeting as Annexure I and the report of the Scrutinizer, Mr. Shivaram Bhat, Practising Company Secretary dated 27<sup>th</sup> September, 2024 as Annexure II.

Request you to kindly take the same on record.

Thanking You,

Yours Faithfully,  
**For Zuari Agro Chemicals Limited**

**Manoj Dere**  
**Company Secretary**

Encl: As above



Annexure 1  
Details of voting results pursuant to  
Reg 44(3) of SEBI (CORP) Regulations, 2015

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Voting results	
Record date	20-09-2024
Total number of shareholders on record date	44489
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	9
b) Public	33
<b>No. of resolution passed in the meeting</b>	<b>4</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				to receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the financial year ended 31st March, 2024 and the reports of Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		27424960	99.8907	27424960	0	100.0000	0.0000
	Poll	27454960						
	Postal Ballot (if applicable)							
	<b>Total</b>	27454960	27424960	99.8907	27424960	0	100.0000	0.0000
Public- Institutions	E-Voting		52490	9.7763	52490	0	100.0000	0.0000
	Poll	536910						
	Postal Ballot (if applicable)							
	<b>Total</b>	536910	52490	9.7763	52490	0	100.0000	0.0000
Public- Non Institutions	E-Voting		12768	0.0908	12153	615	95.1833	4.8167
	Poll	14066136						
	Postal Ballot (if applicable)							
	<b>Total</b>	14066136	12768	0.0908	12153	615	95.1833	4.8167
<b>Total</b>		42058006	27490218	65.3626	27489603	615	99.9978	0.0022
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Mr. Akshay Poddar (DIN : 00008686) who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		27223348	99.1564	27223348	0	100.0000	0.0000
	Poll	27454960						
	Postal Ballot (if applicable)							
	<b>Total</b>	27454960	27223348	99.1564	27223348	0	100.0000	0.0000
Public- Institutions	E-Voting		52490	9.7763	35050	17440	66.7746	33.2254
	Poll	536910						
	Postal Ballot (if applicable)							
	<b>Total</b>	536910	52490	9.7763	35050	17440	66.7746	33.2254
Public- Non Institutions	E-Voting		12768	0.0908	11889	879	93.1156	6.8844
	Poll	14066136						
	Postal Ballot (if applicable)							
	<b>Total</b>	14066136	12768	0.0908	11889	879	93.1156	6.8844
<b>Total</b>	<b>Total</b>	42058006	27288606	64.8833	27270287	18319	99.9329	0.0671
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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**Resolution (3)**

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To ratify the payment of Remuneration payable to Cost Auditor						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		27424960	99.8907	27424960	0	100.0000	0.0000
	Poll	27454960						
	Postal Ballot (if applicable)							
	<b>Total</b>	27454960	27424960	99.8907	27424960	0	100.0000	0.0000
Public- Institutions	E-Voting		52490	9.7763	52490	0	100.0000	0.0000
	Poll	536910						
	Postal Ballot (if applicable)							
	<b>Total</b>	536910	52490	9.7763	52490	0	100.0000	0.0000
Public- Non Institutions	E-Voting		12768	0.0908	11859	909	92.8806	7.1194
	Poll	14066136						
	Postal Ballot (if applicable)							
	<b>Total</b>	14066136	12768	0.0908	11859	909	92.8806	7.1194
<b>Total</b>	<b>Total</b>	42058006	27490218	65.3626	27489309	909	99.9967	0.0033
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (4)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary Yes to approve the proposed transfer of 3,92,06,000 equity shares of Mangalore Chemicals & Fertilizers Limited held by the Company to Zuari Maroc Phosphates Private Limited, pursuant to and as an integral part of the draft Composite Scheme of Arrangement entered into by and				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	27454960						
	Postal Ballot (if applicable)							
	<b>Total</b>	27454960	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		52490	9.7763	43940	8550	83.7112	16.2888
	Poll	536910						
	Postal Ballot (if applicable)							
	<b>Total</b>	536910	52490	9.7763	43940	8550	83.7112	16.2888
Public- Non Institutions	E-Voting		12768	0.0908	10334	2434	80.9367	19.0633
	Poll	14066136						
	Postal Ballot (if applicable)							
	<b>Total</b>	14066136	12768	0.0908	10334	2434	80.9367	19.0633
<b>Total</b>		42058006	65258	0.1552	54274	10984	83.1683	16.8317
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Wrt. this resolution, we hereby inform that the Scheme of arrangement was returned by SEBI vide its letter dated 2<sup>nd</sup> September, 2024 and though the resolution is passed, it won't be acted upon on the ground of scheme becoming unviable



**Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,

The Chairman,  
Annual General Meeting of the Equity Shareholders  
of **Zuari Agro Chemicals Limited**

(Regd. Office: Jai Kisaan Bhawan, Zuarinagar, Goa- 403 726.)

Held on Friday, 27<sup>th</sup> day of September, 2024 at 02:00 p.m. IST.  
Through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

I, Shivaram Bhat, Practicing Company Secretary, have been appointed as the Scrutinizer by **Zuari Agro Chemicals Limited (CIN: L65910GA2009PLC006177)**, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the remote e-voting process in respect of the below mentioned resolutions proposed at the 15<sup>th</sup> Annual General Meeting (AGM) of Members of the Company held on Friday, 27<sup>th</sup> day of September, 2024 at 02:00 p.m. I.S.T, through VC / OAVM.

I have also been appointed to scrutinize the e-voting process held at the said AGM.



1. I submit my report as under:

- a) The Company has informed me that on September 3, 2024, it has completed the dispatch of notice through email to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on August 30, 2024.
  
- b) The Company has extended the facility of e-voting to the shareholders by tying up with the Central Depository Services (India) Limited ("CDSL") e-voting facility.
  
- c) The remote e-voting remained open for the period commencing from Tuesday, September 24, 2024, 10:00 a.m. (IST) to Thursday, September 26, 2024, 05:00 p.m. (IST).
  
- d) The Remote e-voting was also made available to the members at/during the AGM pursuant to MCA Circular dated May 5, 2020 as amended from time to time.
  
- e) After the conclusion of the AGM, using the scrutinizer's login on the "CDSL" voting portal, the votes cast through remote e-voting as above were unblocked in the presence of two witnesses who are not in the employment of the company:



- f) I have scrutinized and reviewed the remote e-voting and e-voting at the meeting based on the data downloaded from the “CDSL” e-voting system and matching with the Register of Members of the Company as on September 20, 2024 provided by the Registrar and Share Transfer Agents of the Company namely Link Intime India Private Limited.
- g) The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.
- h) My responsibility as scrutinizer for the remote e-voting and the e-voting at the AGM is restricted to scrutinize votes cast and making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I now submit consolidated result of the remote e-voting and the e-voting at the AGM in respect of the resolutions considered.



**Item No. 1**

To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March 2024 and the reports of Board of Directors and Auditors thereon - Ordinary Resolution

(i) Voted in favour of the resolution:

Number of ballots received	Number of votes cast	% of total number of valid votes cast
98	27489603	100

(ii) Voted against the resolution:

Number of ballots received	Number of votes cast	% of total number of valid votes cast
8	615	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 2

To re-appoint Mr. Akshay Poddar (DIN: 00008686), who retires by rotation and being eligible, offers himself for re-appointment - Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of ballots received	Number of votes cast	% of total number of valid votes cast
86	27270287	99.93

(ii) Voted against the resolution:

Number of ballots received	Number of votes cast	% of total number of valid votes cast
17	18319	0.07

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 3**

**To ratify the payment of Remuneration payable to Cost Auditor - Ordinary Resolution.**

(i) Voted in favour of the resolution:

Number of ballots received	Number of votes cast	% of total number of valid votes cast
94	27489309	100

(ii) Voted against the resolution:

Number of ballots received	Number of votes cast	% of total number of valid votes cast
12	909	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 4**

To approve the proposed transfer of 3,92,06,000 equity shares of Mangalore Chemicals & Fertilizers Limited held by the Company to Zuari Maroc Phosphates Private Limited, pursuant to and as an integral part of the draft Composite Scheme of Arrangement entered into by and amongst Mangalore Chemicals & Fertilizers Limited, Paradeep Phosphates Limited and their respective shareholders and creditors- Ordinary Resolution.<sup>1</sup>

(i) Voted in favour of the resolution:

Number of ballots received	Number of votes cast	% of total number of valid votes cast
79	54274	83.17

(ii) Voted against the resolution:

Number of ballots received	Number of votes cast	% of total number of valid votes cast
13	10984	16.83

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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<sup>1</sup> It may be noted that in the Outcome/Proceedings of the 15<sup>th</sup> AGM filed by the Company to the Stock Exchanges (BSE and NSE) on 27-09-2024, it is mentioned that "with respect to the Resolution no. 4, the Chairman informed that the aforesaid Scheme of Arrangement was returned by SEBI vide its letter dated 2nd September, 2024, hence this resolution, though included as an Ordinary Resolution in the Notice of the AGM, if approved by the Shareholders, won't be acted upon on the ground of scheme becoming unviable".



The data and all other relevant records relating to e-voting were handed over to the Company Secretary authorized by the Board for safe keeping.

You may accordingly declare the result of the voting.

Thanking you,  
Yours faithfully,



A handwritten signature in black ink, appearing to be "Shivaram Bhat", written over a horizontal line.

Place: Panaji, Goa.

Date : 27/09/2024

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**Shivaram Bhat**  
**Practicing Company Secretary**  
**ACS10454 CP 7853**  
**UDIN: A010454F001347889**

For Zuari Agro Chemicals Limited

Company Secretary

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Chairman/ Director/ Company Secretary