

28th September, 2023

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 14th Annual General Meeting of the Company held on 27th September, 2023

Dear Sirs,

This is to inform you that the Shareholders at the 14th Annual General Meeting of the Company held on Wednesday, 27th September, 2023 have approved all the resolutions as set out in the notice of the 14th 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 14th Annual General Meeting as **Annexure I** and the report of the Scrutinizer, Mr. Shivaram Bhat, Practising Company Secretary dated 28th September, 2023 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 (LODR) Regulations,
2015

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Voting results	
Record date	20-09-2023
Total number of shareholders on record date	32893
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	9
b) Public	42
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	Add Notes

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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						
		a) the Audited Financial Statements of the Company for the financial year ended 31st March						
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)							
	Total	27454960	27424960	99.8907	27424960	0	100.0000	0.0000
Public- Institutions	E-Voting		422480	47.2923	422480	0	100.0000	0.0000
	Poll	893338						
	Postal Ballot (if applicable)							
	Total	893338	422480	47.2923	422480	0	100.0000	0.0000
Public- Non Institutions	E-Voting		17774	0.1296	17150	624	96.4893	3.5107
	Poll	13709708						
	Postal Ballot (if applicable)							
	Total	13709708	17774	0.1296	17150	624	96.4893	3.5107
Total	Total	42058006	27865214	66.2542	27864590	624	99.9978	0.0022
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



[Home](#)[Validate](#)**Resolution (2)**

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To re-appoint Mr. Nitin M. Kantak (DIN: 08029847), an Executive Director of the Company, 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		27424960	99.8907	27424960	0	100.0000	0.0000
	Poll	27454960						
	Postal Ballot (if applicable)							
	Total	27454960	27424960	99.8907	27424960	0	100.0000	0.0000
Public- Institutions	E-Voting		422480	47.2923	381818	40662	90.3754	9.6246
	Poll	893338						
	Postal Ballot (if applicable)							
	Total	893338	422480	47.2923	381818	40662	90.3754	9.6246
Public- Non Institutions	E-Voting		17774	0.1296	17145	629	96.4611	3.5389
	Poll	13709708						
	Postal Ballot (if applicable)							
	Total	13709708	17774	0.1296	17145	629	96.4611	3.5389
Total	Total	42058006	27865214	66.2542	27823923	41291	99.8518	0.1482
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		Ratification for payment of Remuneration to Cost Auditor - Ordinary Resolution						
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)							
	Total	27454960	27424960	99.8907	27424960	0	100.0000	0.0000
Public- Institutions	E-Voting		422480	47.2923	422480	0	100.0000	0.0000
	Poll	893338						
	Postal Ballot (if applicable)							
	Total	893338	422480	47.2923	422480	0	100.0000	0.0000
Public- Non Institutions	E-Voting		17774	0.1296	16619	1155	93.5017	6.4983
	Poll	13709708						
	Postal Ballot (if applicable)							
	Total	13709708	17774	0.1296	16619	1155	93.5017	6.4983
Total	Total	42058006	27865214	66.2542	27864059	1155	99.9959	0.0041
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 (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Waiver of recovery of excess remuneration paid to Mr Sunil Sethy, then Managing Director for Financial Year 2019-2020				
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)							
	Total	27454960	27424960	99.8907	27424960	0	100.0000	0.0000
Public- Institutions	E-Voting		422480	47.2923	422480	0	100.0000	0.0000
	Poll	893338						
	Postal Ballot (if applicable)							
	Total	893338	422480	47.2923	422480	0	100.0000	0.0000
Public- Non Institutions	E-Voting		17774	0.1296	15945	1829	89.7097	10.2903
	Poll	13709708						
	Postal Ballot (if applicable)							
	Total	13709708	17774	0.1296	15945	1829	89.7097	10.2903
Total	Total	42058006	27865214	66.2542	27863385	1829	99.9934	0.0066
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 (5)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Shifting of the Registered Office of the Company from the State of Goa to the State of Haryana and consequent alteration of Clause II of Memorandum of Association of the Company						
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)							
	Total	27454960	27424960	99.8907	27424960	0	100.0000	0.0000
Public- Institutions	E-Voting		422480	47.2923	422480	0	100.0000	0.0000
	Poll	893338						
	Postal Ballot (if applicable)							
	Total	893338	422480	47.2923	422480	0	100.0000	0.0000
Public- Non Institutions	E-Voting		17774	0.1296	15459	2315	86.9754	13.0246
	Poll	13709708						
	Postal Ballot (if applicable)							
	Total	13709708	17774	0.1296	15459	2315	86.9754	13.0246
Total	Total	42058006	27865214	66.2542	27862899	2315	99.9917	0.0083
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



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 Wednesday, 27th day of September, 2023 at 03:00 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 the Board of Directors of 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 14th Annual General Meeting (AGM) of Members of the Company held on Wednesday, 27th day of September, 2023 at 03:00 p.m. I.S.T, through VC / OAVM.

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

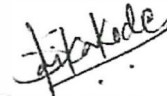


1. I submit my report as under:

- a) The Company has informed me that on September 5, 2023, 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 September 1, 2023.
- 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 Sunday, September 24, 2023, 10:00 a.m. (IST) to Tuesday, September 26, 2023, 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 following two witnesses who are not in the employment of the company:



Clarissa Dsouza



Sakshi Pai Kakode



- 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, 2023 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

- a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, and the Reports of the Board of Directors and Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the Report of Auditors thereon. - Ordinary Resolution

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
87	2,78,64,590	99.9978

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
8	624	0.0022

(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. Nitin M. Katak (DIN: 08029847), an Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment. - Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
80	2,78,23,923	99.8518

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
15	41,291	0.1482

(iii) Invalid votes:

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



Item No. 3

Ratification for payment of Remuneration to Cost Auditor - Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
83	2,78,64,059	99.9959

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
12	1,155	0.0041

(iii) Invalid votes:

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



Item No. 4

Waiver of recovery of excess remuneration paid to Mr Sunil Sethy, then Managing Director for Financial Year 2019-2020 - Special Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
77	2,78,63,385	99.9934

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
18	1,829	0.0066

(iii) Invalid votes:

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



Item No. 5

Shifting of the Registered Office of the Company from the State of Goa to the State of Haryana and consequent alteration of Clause II of Memorandum of Association of the Company - Special Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
83	2,78,62,899	99.9917

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
12	2,315	0.083

(iii) Invalid votes:

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



Shivaram Bhat
Company Secretary

The data and all other relevant records relating to e-voting were handed over to the Director/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 : 28/09/2023

Shivaram Bhat
Practicing Company Secretary
ACS10454 CP 7853

UDIN: A010454E001107451

For Zuari Agro Chemicals Limited

Company Secretary

Chairman/ Director/ Company Secretary