



September 13, 2022

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 13th Annual General Meeting of the Company held on 12th September, 2022

Dear Sirs,

This is to inform you that the Shareholders at the 13th Annual General Meeting of the Company held on Monday, 12th September, 2022 have approved all the resolutions as set out in the notice of the 13th Annual General Meeting.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the consolidated voting details of the 13th Annual General Meeting as **Annexure I** and the report of the Scrutinizer, Mr. Shivaram Bhat, Practising Company Secretary dated 13th September, 2022 as **Annexure II**.

Request you to kindly take the same on record.

Thanking You,

Yours Faithfully,
For Zuari Agro Chemicals Limited

Gaurav Dutta
Company Secretary

Encl: As above

ZUARI AGRO CHEMICALS LIMITED

CIN No.: L65910GA2009PLC006177

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403 726, India.

Tel: +0832 2592180, 2592181, 6752399

www.zuari.in

Consolidated Voting details

Annexure 1

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Validate

Voting results	
Record date	05-09-2022
Total number of shareholders on record date	32710
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	47
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	Add Notes

Prev

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the 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)							
	Total	27454960	27424960	99.8907	27424960	0	100.0000	0.0000
Public- Institutions	E-Voting		381818	35.9119	381818	0	100.0000	0.0000
	Poll	1063206						
	Postal Ballot (if applicable)							
	Total	1063206	381818	35.9119	381818	0	100.0000	0.0000
Public - Non Institutions	E-Voting		228644	1.6887	226638	2006	99.1227	0.8773
	Poll	13539840						
	Postal Ballot (if applicable)							
	Total	13539840	228644	1.6887	226638	2006	99.1227	0.8773
Total		42058006	28035422	66.6589	28033416	2006	99.9928	0.0072
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 Institutions	0
Public - Non Institutions	0

Resolution (2)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are Interested in the agenda/resolution?				Ordinary Yes				
Description of resolution considered				To re-appoint Mr. Saroj K. Poddar (DIN 00008654), a Non-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		27073348	98.6100	27073348	0	100.0000	0.0000
	Poll	27454960						
	Postal Ballot (if applicable)							
	Total	27454960	27073348	98.6100	27073348	0	100.0000	0.0000
Public- Institutions	E-Voting		381818	35.9119	0	381818	0.0000	100.0000
	Poll	1063206						
	Postal Ballot (if applicable)							
	Total	1063206	381818	35.9119	0	381818	0.0000	100.0000
Public- Non Institutions	E-Voting		228644	1.6887	228449	195	99.9147	0.0853
	Poll	13539840						
	Postal Ballot (if applicable)							
	Total	13539840	228644	1.6887	228449	195	99.9147	0.0853
Total		42058006	27683810	65.8229	27301797	382013	98.6201	1.3799
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 Institutions	0
Public - Non Institutions	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 of 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)							
	Total	27454960	27424960	99.8907	27424960	0	100.0000	0.0000
Public- Institutions	E-Voting		381818	35.9119	381818	0	100.0000	0.0000
	Poll	1063206						
	Postal Ballot (If applicable)							
	Total	1063206	381818	35.9119	381818	0	100.0000	0.0000
Public- Non Institutions	E-Voting		228644	1.6887	228634	10	99.9956	0.0044
	Poll	13539840						
	Postal Ballot (If applicable)							
	Total	13539840	228644	1.6887	228634	10	99.9956	0.0044
Total		42058006	28035422	66.6589	28035412	10	100.0000	0.0000
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 Institutions	0
Public - Non Institutions	0

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Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are Interested In the agenda/resolution?		Yes						
Description of resolution considered		Ratification of Material Related Party Transactions entered with Paradeep Phosphates Limited for the financial year 2021-22						
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)							
	Total	27454960	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		381818	35.9119	381818	0	100.0000	0.0000
	Poll	1063206						
	Postal Ballot (If applicable)							
	Total	1063206	381818	35.9119	381818	0	100.0000	0.0000
Public- Non Institutions	E-Voting		228144	1.6850	228138	6	99.9974	0.0026
	Poll	13539840						
	Postal Ballot (If applicable)							
	Total	13539840	228144	1.6850	228138	6	99.9974	0.0026
Total		42058006	609962	1.4503	609956	6	99.9990	0.0010
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 Institutions	0
Public - Non Institutions	500

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Validate

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are Interested In the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sanjeev Lall (DIN: 08740906) as an Independent Director 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		381818	35.9119	381818	0	100.0000	0.0000
	Poll	1063206						
	Postal Ballot (If applicable)							
	Total	1063206	381818	35.9119	381818	0	100.0000	0.0000
Public- Non Institutions	E-Voting		228644	1.6887	226634	2010	99.1209	0.8791
	Poll	13539840						
	Postal Ballot (If applicable)							
	Total	13539840	228644	1.6887	226634	2010	99.1209	0.8791
Total		42058006	28035422	66.6589	28033412	2010	99.9928	0.0072
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 Institutions	0
Public - Non Institutions	0

CS Shivaram Bhat
Company Secretary

309, Gera Imperium 1, Patta, Panaji, Goa 403001

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 Monday, 12th day of September, 2022 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 13th Annual General Meeting (AGM) of Members of the Company held on Monday, 12th day of September, 2022 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 August 18, 2022, 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 12, 2022.
- 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 Friday, September 9, 2022, 10:00 a.m. to Sunday, September 11, 2022, 05:00 p.m.
- 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:



Vivek Naik Desai



Aarna Shirodkar



- 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 5, 2022 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, 2022, 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, 2022 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
103	2,80,33,416	99.9928

(ii) **Voted against the resolution:**

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
3	2,006	0.0072

(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. Saroj K. Poddar (DIN:00008654), a Non-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
98	2,73,01,797	98.6201

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
4	3,82,013	1.3799

(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 of 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
103	2,80,35,412	100

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
3	10	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

Ratification of Material Related Party Transactions entered with Paradeep Phosphates Limited for the financial year 2021-22 - 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
90	6,09,956	99.9990

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
2	6	0.0010

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	500



Item No. 5

Appointment of Mr. Sanjeev Lall (DIN: 08740906) as an Independent Director - 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
102	2,80,33,412	99.9928

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
4	2,010	0.0072

(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 read "Shivaram Bhat", with a horizontal line underneath.

Place: Panaji, Goa.

Date: 13/09/2022

Shivaram Bhat
Practicing Company Secretary
ACS10454 CP 7853

UDIN: A010454D000961624

For Zuari Agro Chemicals Limited

Company Secretary

Chairman/ Director/ Company Secretary