



ZUARI AGRO CHEMICALS LIMITED

CIN: L65910GA2009PLC006177

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

Tel: 91-0832-2592180, E-mail: shares@adventz.com, Website: www.zuari.in

POSTAL BALLOT NOTICE
[ONLY THROUGH E-VOTING]

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To
The Members,

Notice is hereby given to the members of Zuari Agro Chemicals Limited (“the Company”) pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 (“**Act**”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modifications or reenactment thereof for the time being in force), read with General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) and pursuant to other laws and regulations, if any, that the resolution appended below is proposed for the approval of the Members through Postal ballot by electronic voting (“**remote e-voting**”).

Special Business:

1. **Re-appointment of Mrs. Reena Suraiya (DIN: 01824778) as a Non-Executive and Independent Director of the Company and continuation of her directorship after attaining the age of 75 years**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Reena Suraiya (DIN: 01824778), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for re-appointment as a Non - Executive and Independent Director, be and is hereby re-appointed for a second term as a Non - Executive and Independent Director of the Company for a period of 3 (Three) years with effect from 24th June, 2024 to 23rd June, 2027 not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, approval of the

members, be and is hereby accorded for continuation of directorship of Mrs. Reena Suraiya after attaining the age of 75 years, during her aforesaid tenure as a Non-Executive and Independent Director of the Company.”

**By Order of the Board
For Zuari Agro Chemicals Limited**

Regd. Office:

Jai Kisaan Bhawan, Zuarinagar
Goa 403 726

Manoj Dere
Company Secretary & Compliance Officer
Membership No. FCS7652

Date: 25th May, 2024

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in respect of the business specified above is annexed hereto.
2. In accordance with the MCA circulars, the postal ballot notice is being sent only by electronic mode to those members whose email is registered with the RTA /Depository and whose names appear on the Register of Members/ list of beneficial owners as on the cut-off date i.e. **Friday, 31st May, 2024**. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this postal ballot and the shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through e-voting only.
3. The Postal Ballot Notice is placed on the website of the Company at www.zuari.in, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
4. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Central Depositories Services (India) Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut - off date i.e. **Friday, 31st May, 2024**. The person who is not a member as on cut-off date should treat this notice for information purpose only.
6. The e- voting period will commence from **Monday, 10th June, 2024, IST at 10.00 a.m.** and will end on **Tuesday, 9th July, 2024, IST at 5.00 p.m.** The e-voting module shall be disabled by CDSL for voting thereafter. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. Once the vote on a resolution is cast by the members, they shall not be allowed to change it subsequently.
7. A member cannot exercise his/her vote by proxy on Postal Ballot (e-voting).
8. The resolution, if passed by requisite majority, shall be deemed to have been passed on **Tuesday, 9th July, 2024** i.e. the last date of e-voting.

9. The Form DIR-2, MBP-1, DIR-8 of Mrs. Reena Suraiya and Notice under Section 160 of the Companies Act, 2013 will be available for inspection on the website of the Company at https://www.zuari.in/investor/notice_general_meeting from the date of dispatch of notice up to the last date of e-voting i.e. from **6th June, 2024 to 9th July, 2024**.
10. Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. 10454) has been appointed as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.
11. The Scrutinizer shall submit his report to the Executive Director or any other Director or Company Secretary of the Company upon completion of scrutiny of the votes cast through e-voting. The result of the voting by Postal Ballot will be announced on Wednesday, 10th July, 2024 and the same shall be displayed on the Notice Board at the Registered Office and on the website of the Company at www.zuari.in and on the website of the CDSL at www.evotingindia.com and the same shall also be communicated to the Stock Exchanges.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2022 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode in CDSL/NSDL** is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote

	during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ 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 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of ZACL i.e. 240527005 to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

18) Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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 in the “Corporates” module.
- 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping .
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cs.sbhat@gmail.com and to the Company at the email address viz; shares@adventz.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES/RTA

1. **For shareholders holding shares in physical mode** - A signed copy of request letter in Form ISR-1 mentioning details like Folio No., Name of shareholder, Mobile No., email id, that is to be registered along with scanned copy of the share certificate (front and back), copy of PAN (self attested), copy of AADHAR (self attested) may be sent by email to the Company at shares@adventz.com /RTA at rnt.helpdesk@linkintime.co.in . Members may download the prescribed form from the Company’s website at http://www.zuari.in/investor/kyc_compliance
2. **For Demat shareholders** - Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

1. **Re-appointment of Mrs. Reena Suraiya (DIN: 01824778) as a Non-Executive and Independent Director of the Company and continuation of her directorship after attaining the age of 75 years**

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 24th June, 2021 and the shareholders at their meeting held on 17th September, 2021 had approved the appointment of Mrs. Reena Suraiya (DIN: 01824778), as a Non-Executive and Independent Director for a period of 3 years from 24th June, 2021 to 23rd June, 2024.

Based on her skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 25th May, 2024, has approved, subject to the approval of the shareholders, the re-appointment of Mrs. Reena Suraiya as a Non-Executive and Independent Director for a second term of 3 years w.e.f. 24th June, 2024 to 23rd June, 2027 and continuation of directorship of Mrs. Reena Suraiya after attaining the age of 75 years, during her tenure as a Non-Executive and Independent Director of the Company. The brief profile and other particulars of Mrs. Reena Suraiya as required SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed and forms part of this notice.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Company is required to get the approval of shareholders for appointment/re-appointment of a person on the Board of Directors within a time period of three months from the date of appointment/re-appointment or at the next general meeting, whichever is earlier. In terms of Regulation 17(1A) of the Listing Regulations, the continuation of directorship of any person as a Non-Executive Director, who has attained the age of seventy five years, requires approval of shareholders by way of a special resolution, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointment or continuation of directorship of such a person. The Board recommends the Special resolution in relation to the continuation of directorship of Mrs. Reena Suraiya as a Non-Executive and Independent Director, even after she attains the age of 75 years till the expiry of her term till 23rd June, 2027, for the approval of the Members of the Company. Considering her vast experience, it is desirable that she should complete her tenure of 3 years as an Independent Director of the Company.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

In the opinion of the Nomination and Remuneration Committee and the Board, Mrs. Reena Suraiya fulfils the conditions for her re-appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

A notice has been received in writing by a member under Section 160 of the Companies Act, 2013 proposing re-appointment of Mrs. Reena Suraiya as a Non- Executive and Independent Director of the Company. If re-appointed, she shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof within the approved limits.

The Company has received in writing from Mrs. Reena Suraiya (i) consent to act as Director of the Company; (ii) intimation to the effect that she is not disqualified from being re-appointed as Director in terms of Section 164(2) of the Act; and (iii) Form MBP-1 giving disclosure of interest (iv) declaration that she meets the criteria of independence as specified under Section 149 of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and she has confirmed that she is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Mrs. Reena Suraiya is interested in the Resolution set out at Item No. 1 of the Notice with regard to her re-appointment. The relatives of Mrs. Reena Suraiya may be deemed to be interested in the Resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above re-appointment.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the members.

**By Order of the Board
For Zuari Agro Chemicals Limited**

Regd. Office:

Jai Kisaan Bhawan, Zuarinagar
Goa 403 726

**Manoj Dere
Company Secretary & Compliance Officer
Membership No. FCS7652**

Date: 25th May, 2024

Details of Director seeking re-appointment, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mrs. Reena Suraiya
DIN	01824778
Date of Birth	30-05-1950
Age (in years)	73
Nationality	Indian
Relationship between directors inter-se	NA
Date of First Appointment	24-06-2021
In case of Independent Directors, Skills and capabilities required for the role	Risk Management, Administrative skills.
Qualification	Graduated in English Major from East Carolina University, Greenville, NC, USA
Nature of expertise in functional areas and Experience including brief resume and skills and capabilities possessed by the Director	Mrs. Reena Suraiya manages the investments in the Indian Financial Markets.
Appointment/Re-appointment	Re-appointment
Terms and Conditions of appointment/ re-appointment	As per explanatory statement
Directorship held in other companies including listed Companies (excluding foreign companies & Section 8 companies)	Verve Trading Private Limited
Listed entities from which the person has resigned in the past three years	N.A.
Membership/Chairmanship of Committees of other public limited companies (includes only Audit Committee and Stakeholders Relationship Committee)	N.A.
Number of shares held in the Company including shareholding as a beneficial owner	-

Remuneration last drawn	Sitting fees were paid to Mr. Reena Suraiya of Rs. 4.40 Lakhs for FY 2023-24
Remuneration proposed to be paid	Sitting fees
Number of meetings of the Board attended during the year	6