

25th June, 2025

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

Dear Sirs,

Sub: Postal Ballot Notice –Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed herewith a copy of Postal Ballot Notice pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which is being sent to the Members of the Company for seeking their approval by remote e-voting process (“e-voting”) for re-appointment of Mr. Sanjeev Lall (DIN: 08740906) as a Non-Executive and Independent Director of the Company.

Pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, latest being General Circular No.09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and pursuant to SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice is being sent only by email to all its members who have registered their email addresses with the Company or depository(ies)/ depository participants/MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. Friday, 20th June, 2025. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members. The e-voting shall commence on Sunday, 29th June, 2025 at 10.00 A.M.(IST) and end on Monday, 28th July, 2025 at 5.00 P.M.(IST). The e-voting facility shall be disabled by CDSL thereafter. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, 20th June, 2025.

The members, whose email addresses are not registered, are requested to register the same by following the detailed procedure prescribed in the Notice.

The resolution, if passed by requisite majority, shall be deemed to have been passed on Monday, 28th July, 2025 i.e. last day of the e- voting period. The result of the e-voting by Postal Ballot will be announced on Tuesday, 29th July, 2025.

The Postal ballot Notice is also uploaded on the website of the Company at www.zuari.in.

Please take the above information on record.

Thanking You,

Yours Faithfully,
For Zuari Agro Chemicals Limited

Asheeba Pereira
Company Secretary

Encl: As above



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 and subsequent circulars issued in this regard, latest being General Circular No. 09/2024 dated 19th September, 2024 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 setout hereunder is proposed for the approval of the Members through Postal ballot by electronic voting ("**remote e-voting**").

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

Further, in terms of the MCA Circulars, this Postal Ballot Notice is sent only through electronic mode to those members who have registered their email addresses with the Company or depository/depository participants. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the SEBI (LODR) Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The Company has engaged Central Depositories Services (India) Limited (CDSL), to provide remote e-voting facility to the Members. The communication of assent (FOR)/dissent (AGAINST) of the Members shall only take place through the remote e-voting system. Mr. Shivaram Bhat, (Membership No. FCS 10454, COP No. 7853), Practising Company Secretary, has been appointed as the Scrutinizer ("the Scrutinizer") for conducting the Postal Ballot through remote e-voting process. Members are requested to record their assent (FOR) or dissent (AGAINST) through remote e-voting which commences from 10.00 a.m. (IST) on Sunday, 29th June, 2025 and ends at 5.00 p.m. (IST) on Monday, 28th July, 2025. Remote e-voting shall be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time. Upon completion of the scrutiny of the remote e-voting data provided by CDSL, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him. The result of the Postal Ballot shall be announced on Tuesday, 29th July, 2025. The said results along with the scrutinizer's report shall be displayed on Company website www.zuari.in, communicated to the stock exchanges and will be displayed simultaneously on the website of the Stock exchanges, RTA and on the Notice Board of the Company.

The last date of e-voting, i.e. Monday, 28th July, 2025, shall be the date on which the resolution would be

deemed to have been passed, if approved by the requisite majority. The resolution passed by the members through postal ballot are deemed to have been passed as if it is passed at a General Meeting of the members.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notice.

Special Business:

1. Re-appointment of Mr. Sanjeev Lall (DIN: 08740906) as a Non-Executive and Independent Director of the Company

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, Mr. Sanjeev Lall (DIN: 08740906), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for re-appointment as a Non - Executive and Independent Director, be and is hereby re-appointed as a Non - Executive and Independent Director of the Company for a second term of 3 (Three) years with effect from 1st September, 2025 to 31st August, 2028 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Regd. Office:

Jai Kisaan Bhawan, Zuarinagar
Goa 403 726

**Asheeba Pereira
Company Secretary & Compliance Officer
Membership No. ACS48097**

Date: 14th May, 2025

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, 20th June, 2025**. 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, 20th June, 2025**. 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 **Sunday, 29th June, 2025 IST at 10.00 a.m.** and will end on **Monday, 28th July, 2025, 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 **Monday, 28th July, 2025** i.e. the last date of e-voting.
9. The Form DIR-2, MBP-1, DIR-8 of Mr. Sanjeev Lall 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.
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 **Tuesday, 29th July, 2025** 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, 2020 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 & My Easi New (Token) 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. 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 My Easi New (Token) 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. 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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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 21 09911.
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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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. **250620003** 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 .
 - It is mandatory that, 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@in.mpms.mufg.com. 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 21 09911

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 21 09911

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

1. Re-appointment of Mr. Sanjeev Lall (DIN: 08740906) as Non-Executive and Independent Director of the Company

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board vide Circular resolution approved on 1st September, 2022 and the shareholders at the Annual General Meeting held on 12th September, 2022 had approved the appointment of Mr. Sanjeev Lall (DIN: 08740906), as Non-Executive and Independent Director of the Company for a period of 3 years from 1st September, 2022 to 31st August, 2025.

The Nomination and Remuneration Committee has evaluated the performance of Mr. Sanjeev Lall based on the criteria of performance of duties and responsibilities /obligations, governance parameters, participation and contribution at the Board and fulfilment of independence criteria and maintaining independence from the management by him. Pursuant to the evaluation done by the Nomination and Remuneration Committee and the Board and considering his expertise, skills, experience, knowledge and recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 14th May, 2025, has approved, subject to the approval of the shareholders, the re-appointment of Mr. Sanjeev Lall as a Non-Executive and Independent Director for a second term of 3 years w.e.f. 1st September, 2025 to 31st August, 2028. The brief profile and other particulars of Mr. Sanjeev Lall as required under 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. Considering his vast experience, it is desirable that he should complete his 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, and as per Reg 16(1)(b) of Listing Regulations.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Sanjeev Lall fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations and he 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 Mr. Sanjeev Lall as a Non- Executive and Independent Director of the Company. If re-appointed, he 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 Mr. Sanjeev Lall (i) consent to act as Director of the Company; (ii) intimation to the effect that he is not disqualified from being re-appointed as Director in terms of Section 164(2) of the Act (iii) Form MBP-1 giving disclosure of interest; and (iv) declaration that he 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 he has confirmed that he is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Sanjeev Lall is interested in the Resolution set out at Item No. 1 of the Notice with regard to his re-appointment. The relatives of Mr. Sanjeev Lall 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

**Asheeba Pereira
Company Secretary & Compliance Officer
Membership No. ACS48097**

Date: 14th May, 2025

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

Name of the Director	Mr. Sanjeev Lall
DIN	08740906

Date of Birth	30-04-1964
Age (in years)	61 years
Nationality	Indian
Inter-se relationship with directors and KMP of the Company	None
Date of First Appointment	01-09-2022
Skills and capabilities required for the role	Strategic, Finance Skills, Business Management Understanding of the relevant laws, rules, regulation policies applicable to the organisation /industry/sector and level/ status of compliances thereof by the organisation.
Qualification	PGDBM (MBA) degree from XLRI, Jamshedpur
Nature of expertise in functional areas and Experience including brief resume and skills and capabilities possessed by the Director	<p>Mr. Sanjeev Lall is an Entrepreneurial strategic leader and proven organization builder - spanning brand, reputation, customers & business, and talent & teams with a successful track record of more than 30 years in Investment Banking, Corporate /Mid-market / SME Banking and Advisory Services.</p> <p>He has successfully managed large bank balance sheets and ensured its rotation through successful structured transactions with various Commercial Banks and Development Financial Institutions. His areas of expertise include Commercial Banking, Corporate Credit Risk, Profit & Loss Management, Business Leadership and Strategic Planning.</p> <p>He is also on the Board of Mirae Asset Financial Services (India) Private Limited and Wonne Advisory Services (OPC) Private Limited. He has worked in various positions in DBS Bank, Mumbai including Managing Director & Head Institutional Banking Group and Branches - India and Sr. Vice President and Head Enterprise Banking Group (MM and SME) - India. And during his tenure of more than 12 years he was involved in structuring the Corporate Bank and its processes which resulted in significant increased presence of DBS Bank in India. He also successfully set up the SME and Midmarket Corporate businesses for DBS Bank in India. Prior to DBS Bank he held the position of Vice President & Regional Manager West, Corporate Bank & Country Head Liabilities - India at Credit Lyonnais and also held various positions in G.E. Capital Services India in Corporate coverage and Credit Risk functions.</p>
Appointment/Re-appointment	Re-appointment
Terms and Conditions of appointment/ re-appointment	As per resolution at Item No. 1 of this Notice read with explanatory statement thereto.

Directorship held in other companies including listed Companies (excluding foreign companies & Section 8 companies) as on —05-05-2025	<ul style="list-style-type: none"> • Mirae Asset Financial Services (India) Private Limited • Wonne Advisory Services (OPC) Private Limited • Zuari Finserv Limited • Mirae Asset Sharekhan Financial Services Limited • SBM Bank (India) Limited
Listed entities from which the person has resigned in the past three years	Nil
Membership/Chairmanship of Committees of other public limited companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 05-05-2025	Mirae Asset Sharekhan Financial Services Limited- Member of Audit committee
Number of shares held in the Company including shareholding as a beneficial owner	Nil
Remuneration last drawn	Sitting fees were paid to Mr. Sanjeev Lall of Rs. 3.00 Lakhs for FY 2024-25
Remuneration proposed to be paid	Sitting fees
Number of meetings of the Board attended for the FY- 2024-25	6