

ZUARI INDUSTRIES LIMITED

CIN: L65921GA1967PLC000157

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

Tel.: 0832-2592180/81

Corporate Office: 5th Floor, Tower - A, Global Business Park, Sector-26, MG Road,
Gurugram, Haryana - 122 002

Website: www.zuariindustries.in , E-mail: ig.zgl@adventz.com Tel.: 0124-4827800

NOTICE

NOTICE is hereby given that the **56th (Fifty-Sixth)** Annual General Meeting ("AGM") of the Members of Zuari Industries Limited will be held on **Friday, 27 September 2024 at 4.00 P.M. (IST)**, through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following businesses:

Ordinary Business:

- To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statement) of the Company for the Financial Year ended 31 March 2024 and the reports of the Board of Directors and the Auditors thereon.

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

"RESOLVED THAT Audited Financial Statements of the Company (including the Consolidated Financial Statements) for the Financial Year ended 31 March 2024 and the reports of the Board of Directors and the Auditors thereon as circulated to the Members be and is hereby approved and adopted."

- To declare the dividend on Equity and Preference shares of the Company

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

"RESOLVED THAT the dividend as recommended by the Board of Directors for the Financial Year ended 31 March 2024 as detailed below be and is hereby approved:-

- Dividend @10% i.e., ₹ 1/- per Equity Share of the face value of ₹10/- each on 2,97,81,184 Equity Shares fully paid up.
- Dividend @7% i.e., ₹ 0.70/- per 7% Non-Convertible Redeemable Preference Shares ("7% NCRPS") of the face value of ₹10/- each on 59,22,080 7% NCRPS.
- Dividend @10.5% i.e., ₹1.05/- per 10.5% Non-Convertible Redeemable Preference Shares ("10.5% NCRPS") of the face value of ₹10/- each on 58,52,034 10.5% NCRPS."

- To re-appoint Mr. Athar Shahab (DIN: 01824891), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT Mr. Athar Shahab, (DIN: 01824891), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by Rotation."

Special Business:

- To ratify the remuneration of the Cost Auditors of the Company for the Financial Year 2024-25.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes and out of pocket expenses for the Financial Year ending 31 March 2025 as recommended by the Audit Committee and approved by the Board of Directors to be paid to Mr. Somnath Mukherjee, F.C.M.A., Cost Accountant (Membership No.5343), for conducting the audit of the cost records of the Company for the Financial Year ended 31 March 2025, be and is hereby approved and ratified."

- To approve continuation of Directorship of Mrs. Jyotsna Poddar (DIN: 00055736), post 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 provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the applicable provisions of the Companies Act, 2013, if any read with Rules made thereunder and on the recommendation of Nomination and Remuneration Committee and the

Board of Directors, the approval of the Members of the Company be and is hereby accorded for continuation of Mrs. Jyotsna Poddar (DIN: 00055736) as Non-Executive Director of the Company, liable to retire by rotation post attaining the age of Seventy - Five (75) years.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any official authorised by the Board) be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re-appoint Mr. Athar Shahab (DIN: 01824891) as Managing Director.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (" the Act") read with Schedule V of the Act, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactments thereof for the time being in force) and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Athar Shahab (DIN: 01824891) as Managing Director and Key Managerial Personnel of the Company for a period of 3 years, w.e.f. 14 November, 2024 at a consolidated remuneration of ₹ 3.47 Crore per annum (inclusive of Company's contribution to Provident Fund and Gratuity) in addition to such other benefits and perquisites as may be applicable as per Company Policy, with powers to the Board to alter, amend, vary and modify the terms and conditions including increase in remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board and Mr. Athar Shahab.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Mr. Athar Shahab, Managing Director, the Company has no profits or profits are inadequate, the remuneration and / or perquisites payable to Mr. Athar Shahab as approved herewith may be construed as minimum remuneration payable to Mr. Athar Shahab.

RESOLVED FURTHER THAT the Board of Directors (which includes any official(s) authorized by the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."

7. To re-appoint Mr. Alok Saxena (DIN:08640413) as Whole-time Director.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (" the Act") read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Alok Saxena (DIN: 08640419) as Whole-time Director and Key Managerial Personnel of the Company for a period of 2 years, w.e.f. 1 July 2024 at a consolidated remuneration of ₹ 84.85 Lakh per annum (inclusive of Company's contribution to Provident Fund and Gratuity) in addition to such other benefits and perquisites as may be applicable as per Company Policy, with powers to the Board to alter, amend, vary and modify the terms and conditions including increase in remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board and Mr. Alok Saxena.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Mr. Alok Saxena Whole-time Director, the Company has no profits or profits are inadequate, the remuneration and / or perquisites payable to Mr. Alok Saxena as approved herewith may be construed as minimum remuneration payable to Mr. Alok Saxena.

RESOLVED FURTHER THAT the Board of Directors (which includes any official(s) authorized by the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution"

8. To approve material Related Party Transactions between Simon India Limited and Paradeep Phosphates Limited.

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR"), the applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions ("RPT Policy") and basis the approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into the Related Party Transaction(s) (in terms of Regulation 2(1)(zc)(i) of the SEBI LODR) between Simon India Limited (SIL), a Wholly-Owned subsidiary of the Company and

Paradeep Phosphates Limited, a related party of the Company for entering into contract of upto ₹ 200 Crore as per details mentioned in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee of Board or any official(s) authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed fit in this regard and to take all such steps as may be required in this connection to give effect to this resolution.”

Date: 10 August 2024
Place: Gurugram

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

By Order of the Board
For Zuari Industries Limited

Sd/-
Rakesh Kumar Singh
Company Secretary
M. No. A16093

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 4 to 8 of the Notice, is annexed hereto.
2. The Ministry of Corporate Affairs (MCA), vide General Circular dated 8 April 2020, 13 April 2020, 5 May 2020 and subsequent circulars issued in this regard, the latest being Circular dated 25 September 2023 (collectively referred to as "MCA Circulars") and SEBI vide its Master circular dated 11 July 2023 read with Circular dated 07 October 2023 (collectively referred to as "SEBI Circulars") has allowed the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") till 30 September, 2024. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and MCA Circulars, the 56th AGM of the Company shall be conducted through VC/OAVM. The venue of the meeting shall be deemed to be the Registered office of the Company at Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726.

Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Since the meeting has been called through VC/OAVM, route map to the venue of the meeting is not required.
5. The Company has appointed Ms. Aditi Gupta, Company Secretary in Whole Time Practice, to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The results of e-voting will be announced on or before Tuesday, 1 October 2024 and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.zuariindustries.in and NSDL website: www.evoting.nsd.com immediately after the results are declared. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the Registered and Corporate Office of the Company.
6. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email

address scrutinizermcalegal@gmail.com with copies marked to the Company at ig.zgl@adventz.com and to its Registrar and Share Transfer Agent ("RTA") at rt@adventz.zuarimoney.com.

7. The Notice of the AGM along with the Annual Report for the Financial Year ("FY") 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and SEBI Circulars. Members may note that the Notice of AGM and Annual Report for the FY 2023-24 will also be available on the Company's website www.zuariindustries.in; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the AGM through VC/OAVM facility only.
8. As per SEBI Master Circular dated 07 May 2024 issued by, it is mandatory for all shareholder holding shares in physical form to furnish/update PAN, Nomination, Contact details (Postal Address with PIN, E mail Address and Mobile Number), Bank account details and specimen signatures for their corresponding folio numbers of physical shares by submitting ISR forms available on website of the Company viz www.zuariindustries.in under Investors Section to the Company or its Registrar of Transfer Agent ("RTA"), for registration/updation of their details.

In case any of the aforesaid documents / details are not available in the records of the Company / RTA, the Member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish KYC details / documents. Further, with effect from April 01, 2024, any payment including dividend shall only be made in electronic mode to Members.

9. Members holding shares in demat mode may register/update their PAN/email address and/ or bank account details through their Depository Participant.
10. The Company's RTA is:
Zuari Finserv Limited
Plot No. 2, Zamrudpur Community Centre
Kailash Colony Extension
New Delhi - 110 048
Tel: 011 - 46474000
Email: rt@adventz.zuarimoney.com
Website: www.zuarimoney.com
11. Pursuant to the provisions of Section 124 (5) and 125 of the Act, the dividend amount remaining unclaimed/unpaid for a period of seven years from the due date of payment shall be transferred to the Investor Education and Protection Fund ("IEPF") established by Central Government. Pursuant to the provisions of Section 124 (6) and section 125 of the Act, read with Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall

be transferred by the Company to the IEPF within 30 days of becoming due to be transferred.

as on the website of the MCA. Unclaimed dividend pertaining to the FY 2016-17 is due for transfer to the IEPF and the same can be claimed from the Company.

12. The company has uploaded the details of unpaid and unclaimed amount lying with the Company on the website of the Company www.zuariindustries.in as well

The following are the due dates for transfer of unclaimed dividend to IEPF.

Financial Year	Date of declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEPF
2016-2017	28-09-2017	27-10-2024	26-11-2024
2017-2018	10-09-2018	08-10-2025	07-11-2025
2018-2019	06-09-2019	04-10-2026	02-11-2026
2019-2020	14-09-2020	12-10-2027	10-11-2027
2020-2021	13-02-2021	11-03-2028	09-04-2028
2020-2021	19-04-2021	17-05-2028	15-06-2028
2021-2022	14-11-2021	12-12-2028	10-01-2029
2021-2022	28-09-2022	26-10-2029	25-11-2029
2022-2023	28-09-2023	27-10-2030	24-11-2030

13. Members who have neither received nor encashed their dividend warrant(s) in respect of the FY 2016-17 and thereafter, are requested to write to the Company/RTA, mentioned the relevant Folio number or DP ID and Client ID, are requested to make their claim well in advance of the last dates for claiming such unclaimed and unpaid dividends as specified above. No claim thereof shall lie against the Company after such transfer.
14. The Register of Members and Transfer Books of the Company will be closed from Saturday, 21 September 2024 to Friday, 27 September 2024 (both days inclusive) for the purpose of Dividend and AGM.
15. The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source. Record date of Friday, 20 September 2024 is fixed for determining the eligibility of shareholders for payment of dividend, if declared at the AGM.
16. Pursuant to the amendments as per the Income Tax Act, 1961 ("the IT Act") by the Finance Act, 2020, dividend income is taxable in the hands of the shareholders from 1 April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the IT Act. The rates of tax deduction at source shall be based on the residential status of the member, category of member, status of return filing, status of PAN-AADHAAR linking and the documents/declarations submitted to the Company in accordance with the provisions of the IT Act to claim a lower / nil withholding of tax. To enable the Company to comply with the TDS requirements, Members are requested to complete and / or update the above mentioned details with their Depository Participants or in case shares are held in physical form, with the Company's Registrar & Share Transfer Agent i.e. Zuari Finserv Limited. Members may also submit any required document as prescribed under the IT Act to claim a lower / nil withholding of tax by email to zgl.tax@adventz.com or ig.zgl@adventz.com on or before 21 September 2024.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. With effect from 1 April 2019, except in the case of transmission or transposition of securities, the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. Hence, the Members holding shares in physical form are requested to dematerialize their physical shares into electronic form by sending demat request to their concerned DPs.
19. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and documents referred in the notice of meeting shall be available for inspection through electronic mode. Members may write to the Company at ig.zgl@adventz.com for inspection of said documents and the same will also be available for inspection by the Members during the AGM.
20. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards a Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the DPs, if shares are held in electronic mode.

21. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depositories Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
22. The remote e-voting period begins on **Monday, 23 September 2024 at 09:00 A.M.** and ends on **Thursday, 26 September 2024 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cutoff date) i.e., Friday, 20 September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 20 September 2024.
23. Members who are shareholders as on Friday, 20 September 2024 can join the AGM 30 minutes before the

commencement of the AGM i.e. at 3:30 P.M. following the procedure mentioned in this Notice.

24. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again. A person who is not a Member as on the cut-off date, should treat this notice of AGM for information purposes only.
25. A person who becomes a Member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Friday, 20 September 2024, may obtain the User Id and password by sending a request at evoting@nsdl.com or ig.zgl@adventz.com. However, if such Member is already registered for e-Voting, then such member may follow the process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM.

26. Voting Process: - EVEN No. 130199

The detailed procedure for (a) remote e-voting prior to the AGM (as explained at 'para A' herein below) or (b) remote e-voting during the AGM (as explained at 'para B' below); (c) Instructions for Members for attending the AGM through VC/OAVM (as explained at 'para C' below) is mentioned below:

A. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING PRIOR TO AGM ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- a. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#)

In terms of SEBI circular dated December 9, 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.

The Login method to access e voting facility for individual shareholders holding securities in demat mode is detailed below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are 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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL .	<ol style="list-style-type: none"> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option . 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

b. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 130199 then user ID is 130199001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file

contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Zuari Industries Limited that is **130199** to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to

cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. authorising authorised representative (s) to attend the AGM on its behalf and to vote at the AGM or through remote e-voting, to the Scrutinizer by e-mail to scrutinizermcalegal@gmail.com with a copy marked to evoting@nsdl.com and to the Company to ig.zgl@adventz.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting" tab** in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com.
4. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
 - a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of

- Aadhar Card) by email to ig.zgl@adventz.com and rta@adventz.zuarimoney.com.
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ig.zgl@adventz.com and rta@adventz.zuarimoney.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 under S. No a i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- c) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

B. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above under Step -1 for **Access to NSDL e-Voting system.**

After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against the name of the Company that is Zuari Industries Limited. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in **Shareholder/Member login** where the EVEN of Company 130199 will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

27. Instructions for Shareholders/Members to register themselves as Speakers during AGM:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at ig.zgl@adventz.com from Wednesday 18 September 2024 at 10:00 A. M. to Friday , 20 September 2024 till 05:00 P.M. provided they hold shares on cut off date i.e. 20 September 2024.

The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ig.zgl@adventz.com. The same will be replied by the company suitably.

Note:

Those Shareholder/Member who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

Item No.4:

To ratify the remuneration of the Cost Auditors of the Company for the Financial Year 2024-25.

The Board of Directors in its meeting held on 10 August 2024, based on the recommendation of the Audit Committee, had approved the appointment of Mr. Somnath Mukherjee, (Membership No. 5343), as Cost Auditors to conduct the audit of the cost records of the Company for the FY 2024-25 at a remuneration of ₹ 1,25,000 (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Personnels of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the Members.

Item No.5:

To approve continuation of Directorship of Mrs. Jyotsna Poddar (DIN: 00055736), post attaining the age of 75 years.

In terms of Regulation 17(1A) of the SEBI. (Listing Obligations and: Disclosure Requirements) ("SEBI LODR") no listed Company shall appoint a person or continue the appointment of Non- Executive Director, who has attained the age of 75 (Seventy Five) years unless Special Resolution is passed to that effect. Mrs. Jyotsna Poddar shall be attaining the age of in July 2025 and hence, continuation of her Directorship beyond the age of 75 (Seventy-Five) years requires the approval of Members by way of a Special Resolution.

The Nomination and Remuneration Committee ("NRC") in its meeting held on 10 August 2024 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the Members, the continuation of Mrs. Jyotsna Poddar as Non-Executive Director, liable to retire by rotation post attaining the age of 75 years.

Mrs. Jyotsna Poddar is B.A. (Hons.) and is one of the Promoter of the Company and holding Directorship in the Company since May 2009. She held the position of Whole-time Director of the Company from 1 April 2012 to 31 March 2022. She is the wife of Mr. Saroj Kumar Poddar, a Promoter of the Company and

renowned industrialist. Considering her long-term association with the Company, her experience and contribution, it is crucial for the Company to have her on the Board.

In compliance with the provisions of Section 17(1A) of SEBI LODR, the Special Resolution for continuation of Mrs. Jyotsna Poddar as Non-Executive Director, liable to retire by rotation post attaining the age of 75 years is being placed before the Members for their approval.

The particulars of Mrs. Jyotsna Poddar as requires in terms of Regulation 36(3) of the SEBI (LODR) including Secretarial Standard ("SS-2") on General Meeting are annexed and forms part of this notice as Annexure A.

Except Mrs. Jyotsna Poddar (self), Mr. Saroj Kumar Poddar and their relatives, to the extent of their shareholding, in the Company, none of the Directors and/ or Key Managerial Personnels of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice

The Board recommends the Special Resolution as set out at Item No. 5 for approval by the Members.

Item No.6:

To re-appoint Mr. Athar Shahab (DIN: 01824891) as Managing Director.

Mr. Athar Shahab (DIN:01824891) was appointed by the Board as Joint Managing Director and Key Managerial Personnel with effect from 14 November 2021 and was further appointed as Managing Director effective from 15 February 2022 for a period upto 13 November 2024. The Members of the Company vide Postal Ballot passed on 6 April 2022 approved the appointment of Mr. Athar Shahab as Joint Managing Director from 14 November 2021 to 14 February 2022 and as Managing Director from 15 February 2022 to 13 November 2024.

During his tenure as Managing Director, the Company has shown an all-round improvement in its operational and financial performance. Apart from Zuari Industries Limited, Mr. Shahab is also overseeing the performance of its subsidiaries and joint ventures.

Considering his performance and his contribution during his present stint, the Board in its meeting held on 10 August 2024, on the recommendation of the Nomination and Remuneration Committee, had approved re-appointment of Mr. Athar Shahab as Managing Director of the Company for another term of 3 years, effective from 14 November, 2024 at a remuneration of ₹ 3.47 Crore per annum (inclusive of Company's contribution to Provident Fund and Gratuity) in addition to such other benefits and perquisites as may be applicable as per Company Policy. In case during the currency of his tenure if the Company has no profits or profits are inadequate the remuneration or remuneration and / or perquisites payable to Mr. Athar Shahab as approved herewith may be construed as minimum remuneration.

The remuneration mentioned above for Mr. Athar Shahab is at the time of his re-appointment and the Board of Directors the Company is authorised to determine the increments, performance pay during the subsequent years.

Mr. Athar Shahab has done PG Diploma in Business Management from XLRI, Jamshedpur with specialisation in Finance and Marketing. He has been bestowed with Maxi Gold Medal for excellence in Marketing. He also holds a Bachelor degree in Civil Engineering from VSS University of Technology, Burla (VSSUT). Prior to joining our Company he has worked with L&T, Vedanta Group, IDFC, AES Corp., Shamil Bank and ICICI Limited.

The particulars of Mr. Athar Shahab as required in terms of Regulation 36(3) of the SEBI LODR including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice as Annexure A. A statement containing additional information as required under Schedule V to the Companies Act, 2013 is provided as Annexure B.

Mr. Athar Shahab is not related to any Director or any other Key Managerial Personal of the Company.

Except Mr. Athar Shahab, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution as set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 6 for approval by the Members.

Item No.7:

To re-appoint Mr. Alok Saxena (DIN:08640413) as Whole-time Director.

Mr. Alok Saxena (DIN: 08640419) was appointed by the Board as Whole-time Director and Key Managerial Personnel with effect from 1 July 2022 for a period of two years. The Members of the Company in its 54th Annual General Meeting held on 28 September, 2022 approved the appointment of Mr. Alok Saxena as Whole-time Director for a period of two years with from 1 July 2022 to 30 June 2024.

Mr. Alok Saxena is overall in-charge of SPE division Aira. Considering his contribution in operations of SPE division Aira, the Board in its meeting held on 21 May 2024, on the recommendation of the Nomination and Remuneration Committee, had approved re-appointment of Mr. Alok Saxena as Whole-time Director for further period of two (2) years commencing from 1 July 2024 to 30 June 2026. The Board of Directors in its meeting held on 10 August 2024 based on annual performance and upon recommendation of Nomination and Remuneration Committee revised his remuneration.

Considering his performance and his contribution during his present stint, it is proposed to re-appoint Mr. Alok Saxena as Whole-Time Director of the Company for another term of two (2) years, effective from 1 July 2024 at a remuneration of ₹ 84.85 Lakh per annum (inclusive of Company's contribution to Provident Fund and Gratuity) in addition to such other benefits and perquisites as may be applicable as per

Company Policy. In case during the currency of his tenure if the Company has no profits or profits are inadequate the remuneration or remuneration and / or perquisites payable to Mr. Alok Saxena as approved herewith may be construed as minimum remuneration.

The remuneration mentioned above for Mr. Alok Saxena is at the time of his re-appointment and the Board of Directors of the Company is authorised to determine the increments, performance pay during the subsequent years.

Mr. Alok Saxena is a Sugar Technologist having experience of more than 39 years in field of production, plant operation, project management, safety & environment management etc. He did his graduation in science from Kumaun University in 1981 and Post Graduate Diploma in Sugar Technology from National Sugar Institute, Kanpur in 1984. He was topper of his batch and was the recipient of Mahatma Gandhi Gold Medal.

Mr. Alok Saxena joined Gobind Sugar Mills Limited ("GSML") which is now merged with the Company, in 2013 as President & Unit Head and he was also on the Board of GSML. Prior to joining the GSML, he had worked with Triveni Engineering & Industries limited and Bajaj Hindusthan Limited.

The particulars of Mr. Alok Saxena as required in terms of Regulation 36(3) of the SEBI LODR including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice as Annexure A. Additional information as required under Schedule V to the Companies Act, 2013 is provided as Annexure B.

Mr. Alok Saxena is not related to any Director or any other Key Managerial Personal of the Company.

Except Mr. Alok Saxena, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution as set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 7 for approval by the Members.

Item No. 8:

To approve material Related Party Transactions between Simon India Limited and Paradeep Phosphates Limited

Simon India Limited ("SIL") is a Wholly-owned subsidiary of Zuari Industries Limited ("ZIL/ Company") and is engaged in Engineering, Procurement and Construction ("EPC") business and providing of Engineering/EPCM services. SIL had executed many successful projects. Paradeep Phosphates Limited ("PPL") is an Associate of Zuari Agro Chemicals Limited ("ZACL") and is engaged in manufacturing of various types of fertilizers. ZACL is an Associate of the ZIL and ZIL is Promoter of ZACL.

SIL is continuously exploring new business opportunities and is participating in various tenders issued by Chemicals, Fertilizers, Refineries and other plants for undertaking EPC/ Engineering/ EPCM activities. SIL has participated/intends to participate in tenders floated by PPL in future.

The Audit Committee and Board of Directors of the Company in their respective meetings held on 10 August 2024 had approved the proposal of entering into contract for Related Party Transactions by SIL with PPL upto ₹200 Crore.

The value of the contract to be entered between SIL and PPL is likely to exceeds 10% of the annual consolidated turnover of ZIL and in terms of the Regulation 23(4) of the SEBI LODR, approval of the Members is required for the same.

The proposed transaction is in the furtherance of the business of SIL, the same is beneficial to the Company.

Below are the relevant details of proposed Related Party Transaction for perusal of the Members:

S. No	Particulars	Details
1.	Name of the Related Party	Simon India Limited ("SIL") and Paradeep Phosphates Limited ("PPL")
2.	Nature of relationship including nature of its concern or interest (financial or otherwise);	SIL is a Wholly- owned Subsidiary of Zuari Industries Limited ("ZIL"/ "Company") and PPL is a related party of ZIL.
3.	Type, material terms and particulars of contract	<ul style="list-style-type: none"> - Engineering, Procurement & Construction - Manpower Deputation - Any transfer of resources, services or obligations to meet its contract requirements <p>Transactions shall be entered in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which SIL is operating</p>
4.	Tenure of the proposed transaction	Contractual commitments expected for a tenure upto 3 years
5.	Value of the proposed transaction	Monetary value of transactions subject to a maximum of 200 Crore through contracts/ arrangements
6.	The percentage of the ZIL's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Annual Consolidated Turnover (ACT) of ZIL as on 31.03.2024 is ₹837.80 Crore. 10% of ACT is ₹83.78 Crore Percentage of proposed transaction: 23.87%
7.	The percentage of the SIL's annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Annual Standalone Turnover (AST) of SIL as on 31.03.2024 is ₹2.20 Crore. 10% of ACT is ₹0.22 Crore Percentage of proposed transaction: 9090.91%
8.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
i)	details of the source of funds in connection with the proposed transaction	Not applicable
ii)	where any financial indebtedness is incurred to	make or give loans, inter-corporate deposits, advances or investments:
	<ul style="list-style-type: none"> • nature of indebtedness • cost of funds; and • tenure 	
iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
9.	Justification as to why the RPT is in the interest of the listed entity	SIL is a Wholly- owned subsidiary of the ZIL specialising in providing EPC/EPCM/Engineering services and the proposed transaction is in furtherance of business of SIL and accordingly the same is also in the interest of the ZIL.
10.	A copy of the valuation or other external party report, if any such report has been relied upon	N.A.
11.	Any other information that may be relevant	The transactions are proposed to be undertaken based on competitive bidding.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 8 for approval by the Members.

By Order of the Board
For Zuari Industries Limited

Sd/-
Rakesh Kumar Singh
Company Secretary
M. No. A16093

Date: 10 August 2024

Place: Gurugram

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

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Annexure-A

The brief profile and other particulars of Directors seeking appointment/re-appointment/ continuation in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2"):

Name of the Director	Mrs. Jyotsna Poddar	Mr. Athar Shahab	Mr. Alok Saxena
DIN	00055736	01824891	08640419
Date of Birth	26/07/1950	12/08/1968	25/09/1962
Age (in years)	74	55	61
Nationality	Indian	Indian	Indian
Relationship between Directors inter-se	Spouse of Mr. Saroj Kumar Poddar, Chairman of the Company	N.A.	N.A.
Date of First Appointment	15/05/2009	14/11/2021	01/07/2022
Qualification/ Experience (including expertise)/ Brief resume	Please refer the explanatory statement to Item No. 5 of this Notice. Detailed profile is available on website of the Company at www.zuariindustries.in	Please refer the explanatory statement to Item No. 6 of this Notice. Detailed profile is available on website of the Company at www.zuariindustries.in	Please refer the explanatory statement to Item No. 7 of this Notice. Detailed profile is available on website of the Company at www.zuariindustries.in
Terms and Conditions of appointment/re-appointment	Continuation as Non-Executive Director, liable to retire by rotation.	Re-appointment as Managing Directors for three (3) Years. For details refer the explanatory statement to Item No. 6 of this Notice	Re-appointment as Whole-time Directors for two (2) Years. For details refer the explanatory statement to Item No. 7 of this Notice
Directorship and Committee Membership in other Companies	Given hereunder as (i)	Given hereunder as (ii)	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Number of shares held in the Company:			
a) Self	71,621	Nil	Nil
b) as beneficiary	Nil	Nil	Nil
Remuneration last drawn	Sitting Fees- ₹ 3.50 Lakh	Consolidated remuneration of ₹3.15 Crore per annum (inclusive of Provident Fund and all Retirement benefits and allowances etc.)	Consolidated remuneration of ₹78.57 Lakh per annum (inclusive of Provident Fund and all Retirement benefits and allowances etc.)
Remuneration proposed to be paid	Mrs. Jyotsna Poddar is entitled for Sitting Fees.	As set out in Resolution of Item No. 6 of this Notice.	As set out in Resolution of Item No. 7 of this Notice.
Number of meetings of the Board attended during the year	5	5	5

(i) Names of other entities in which Mr. Jyotsna Poddar holds the Directorship and the Membership of Committees of the Board:

S. No	Directorship held in other Companies	Committee Position in other Companies
1.	Adventz Finance Private Limited	Member, Audit Committee Member, Asset Liability Management Committee Member, Corporate Social Responsibility Committee Member, Information Technology (IT) Strategy Committee
2.	Lionel Edwards Limited	Nil
3.	Lionel India Limited	Nil
4.	Nilgiri Plantations Limited	Nil
5.	Ronson Traders Limited	Nil
6.	Syndak Teatech Limited	Nil
7.	Yashovardhan Investment & Trading Co Limited	Nil
8.	Texmaco Infrastructure & Holdings Limited	Nil
9.	Adventz Homecare Private Limited	Nil
10.	Abhishek Holdings Private Limited	Nil

(ii) Names of other entities in which Mr. Athar Shahab holds the Directorship and the Membership of Committees of the Board:

S. No	Directorship in other Companies	Committee Position held in other Companies
1.	Zuari Agro Chemicals Limited	Member , Audit Committee Chairman, Stakeholders Relationship Committee Member, Risk Management Committee Member, Banking and Finance Committee Member, Allotment Committee
2.	Texmaco Infrastructure & Holdings Limited	Member, Risk Management Committee, Chairman, Corporate Social Responsibility Committee Member, Audit Committee
3.	Zuari Infracore India Limited	Nil
4.	Zuari Finserv Limited	Nil
5.	Zuari Insurance Brokers Limited	Nil
6.	Simon India Limited	Nil
7.	Zuari Management Services Limited	Nil
8.	Zuari Envien Bioenergy Private Limited	Nil

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Annexure B

Statement containing additional information as required in Schedule V of the Companies Act, 2013.

I. General information:

(1)	Nature of industry:	The Company is inter alia in manufacturing of Sugar and Real Estate Development business.		
(2)	Date or expected date of commencement of commercial production:	The Company has already commenced its business.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable		
(4)	Financial performance based on given indicators	Particulars	FY 2023-24 (₹ in Lakh)	FY 2022-23 (₹ In Lakh)
		a. Revenue from operations	71,464.80	81,448.27
		b. Profit/ (Loss) before tax	2,274.20	753.39
		c. Profit / (Loss) after tax	2,265.59	537.81
(5)	Foreign investments or collaborations, if any.	There is no Direct Foreign Investment in equity of the Company except the investment made by the Foreign Institution Investors/ Foreign persons through secondary market i.e. Stock Exchanges.		

II. Information about the Appointees:

Particulars	Mr. Athar Shahab	Mr. Alok Saxena
(1) Background details	Please refer the explanatory statement to Item No. 6 of this Notice.	Please refer the explanatory statement to Item No. 7 of this Notice.
(2) Past remuneration last drawn	Please refer details as set out under brief profile in Annexure A of this Notice	Please refer details as set out under brief profile in Annexure A of this Notice
(3) Recognition or awards	Refer details as set out under brief profile in Annexure A and explanatory statement to Item No. 6 of this Notice.	Refer the details as set out under brief profile in Annexure A and explanatory statement to Item 7 of this Notice.
(4) Job profile and his suitability	Refer explanatory statement to Item No. 6 of the Notice.	Refer explanatory statement to Item 7 of this Notice.
(5) Remuneration proposed	As set out in the Resolution of Item No. 6 of this Notice.	As set out in the Resolution of Item No. 7 of this Notice.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship with the Company or any relationship with any managerial personnel.	There is no pecuniary relationship with the Company or any relationship with any managerial personnel.

III. Other information:

(1)	Reasons of loss or inadequate profits:	Not applicable as the Company has posted net profit after tax of ₹ 2265.59 Lakh for the FY ended 31 March 2024.
(2)	Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:	Not Applicable as the Company has profit
(3)	Expected increase in productivity and profits in measurable terms.	Not Applicable as the Company has profit

IV. Disclosures

The information and disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration of Directors".