

29 September 2023

BSE Limited
Floor 25, P.J. Towers,
Dalal Street,
Mumbai - 400 001
BSE Scrip Code: 500780

National Stock Exchange of India Limited,
Exchange Plaza, 5th floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051
NSE Symbol: ZUARIIND

Sub: Voting results and Consolidated Scrutinizer's Report pertaining to 55th Annual General Meeting of the Company held on Thursday, 28 September 2023

Ref: Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Dear Sir/Madam,

Pursuant to Regulation 44 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results along with the Consolidated Scrutinizer's Report on the resolutions approved by the Shareholders through remote E- Voting and E-Voting at the Fifty Fifth (55th) Annual General Meeting of the Company held on Thursday, 28 September 2023 at 03:00 P.M.(IST) via two way Video Conferencing ("VC") or Other Audio-Visual means ("OAVM").

The Voting Results along with the Scrutinizer's Report shall also be made available on the website of the Company at www.zuariindustries.in and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to kindly take the same in your records and oblige.

Thanking you,

For Zuari Industries Limited
(formerly Zuari Global Limited)

LAXMAN
AGGARWAL

Digitally signed by
LAXMAN AGGARWAL
Date: 2023.09.29
17:41:36 +05'30'

Laxman Aggarwal
Company Secretary

Encl: As above

DETAILS OF VOTING RESULTS

ZUARI INDUSTRIES LIMITED	
Date of the Annual General Meeting	September 28, 2023
Total number of shareholders on record date	27494
No. of Shareholders present in the meeting either in person or through proxy :	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	10
Public:	34

Agenda wise Disclosures

Item No. 1:	To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31 March 2023 and the reports of the Board of Directors ("the Board") and Auditors thereon.
Resolution Required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16918079	16888079	99.8227	16888079	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		16888079	99.8227	16888079	0	100.0000	0.0000
Public-Institutions	E-Voting	409995	380000	92.6841	380000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		380000	92.6841	380000	0	100.0000	0.0000
Public-Non Institutions	E-Voting	12453110	36482	0.2930	35716	766	97.9003	2.0997
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		36482	0.2930	35716	766	97.9003	2.0997
Total		29781184	17304561	58.1057	17303795	766	99.9956	0.0044



Item No. 2:	To declare the Final Dividend as detailed below: (i) Dividend @ 10% i.e., Rs. 1/- per equity share of the face value of Rs.10/- each on 2,97,81,184 equity shares fully paid up. (ii) Dividend @7% i.e., Rs.0.70/- per 7% - Non-Convertible Redeemable Preference Shares of the face value of Rs.10 each on 59,22,080 shares aggregating to Rs.32,70,935/- (iii) Dividend @10.5% i.e., Rs.1.05/- per 10.5% - Non-Convertible Redeemable Preference Shares of the face value of Rs.10 each on 58,52,034 shares aggregating to Rs.48,48,370/-
Resolution Required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16918079	16888079	99.8227	16888079	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		16888079	99.8227	16888079	0	100.0000	0.0000
Public-Institutions	E-Voting	409995	380000	92.6841	380000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		380000	92.6841	380000	0	100.0000	0.0000
Public-Non Institutions	E-Voting	12453110	36482	0.2930	35608	874	97.6043	2.3957
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		36482	0.2930	35608	874	97.6043	2.3957
Total		29781184	17304561	58.1057	17303687	874	99.9949	0.0051



Item No. 3:	To re-appoint Mrs. Jyotsna Poddar, (DIN: 00055736), who retires by rotation and being eligible, offers herself for re-appointment.
Resolution Required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes

Category	Made of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16918079	14934556	88.2757	14934556	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		14934556	88.2757	14934556	0	100.0000	0.0000
Public-Institutions	E-Voting	409995	380000	92.6841	380000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		380000	92.6841	380000	0	100.0000	0.0000
Public-Non Institutions	E-Voting	12453110	36482	0.2930	30358	6124	83.2136	16.7864
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		36482	0.2930	30358	6124	83.2136	16.7864
Total		29781184	15351038	51.5461	15344914	6124	99.9601	0.0399



Item No. 4:	To ratify the remuneration of the Cost Auditors of the Company for the Financial Year 2023-24.
Resolution Required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16918079	16888079	99.8227	16888079	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		16888079	99.8227	16888079	0	100.0000	0.0000
Public-Institutions	E-Voting	409995	380000	92.6841	380000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		380000	92.6841	380000	0	100.0000	0.0000
Public-Non Institutions	E-Voting	12453110	36382	0.2922	33238	3144	91.3584	8.6416
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		36382	0.2922	33238	3144	91.3584	8.6416
Total		29781184	17304461	58.1053	17301317	3144	99.9818	0.0182





CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

To,
The Chairman
Zuari Industries Limited
(Formerly Zuari Global Limited),
Jai Kisaan Bhawan,
Zuarinagar, Goa- 403726
India

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 55th Annual General Meeting ('AGM') of Members of Zuari Industries Limited (Formerly Zuari Global Limited) held on Thursday, September 28th, 2023 at 3.00 P.M.(IST) conducted through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM')

- 1) I, Aditi Gupta of M/s Aditi Agarwal & Associates, Company Secretaries, New Delhi, was appointed as Scrutinizer by the Board of Directors of Zuari Industries Limited (Formerly Zuari Global Limited) (the Company') for the purpose of scrutinizing the e-voting process (i.e. remote e-voting and e-voting during AGM) in respect of resolutions set out at the 55th AGM of the Company held on Thursday, September 28, 2023 at 3:00 pm (IST) conducted through VC/ OAVM, in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India (as amended from time to time).
- 2) The 55th AGM of the Company was conducted as per the directives issued by the Ministry of Corporate Affairs through General Circular Nos. 14/2020 dated April 8, 2020, Circular No 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated March 22, 2022 and Circular

Garwal



No. 10/2022 dated December 28, 2022 in relation to "Clarification on holding of AGM through VC/OAVM read with other Circulars, as may be applicable (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1 /CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (collectively referred to as "SEBI Circulars").

- 3) The Company had availed the facility offered by National Securities Depository Limited ('NSDL') for providing remote e-voting and e-voting during the 55th AGM of the Company.
- 4) NSDL had provided the e-voting facility for voting conducted during the remote e-voting period (i.e. from September 25, 2023 to September 27, 2023) and during the 55th AGM i.e. on September 28, 2023 on all the items of the business sought to be transacted at the 55th AGM. The electronic voting facility was set up by NSDL on their website, www.evoting.nsdl.com.
- 5) The Members of the Company as on the 'Cut-off Date' i.e. Thursday, September 21, 2023 were entitled to avail the facility of remote e-voting as well as e-voting during the 55th AGM on the proposed resolution(s) as set out in the Notice of the 55th AGM.
- 6) Remote e-Voting was carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Act') and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
- 7) The facility to vote electronically (e-voting) during the 55th AGM, was provided to facilitate only those Members who attended the 55th AGM through VC/OAVM but could not participate in the remote e-voting to record their votes.
- 8) Scrutinizer's Responsibility:



The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the Notice of the 55th AGM of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for the process of e-voting during the 55th AGM, is restricted to make a Scrutinizer's Report of the votes cast in "FAVOR" or "AGAINST" the resolution(s) stated in the Notice of the 55th AGM of the

Praveen



Company, based on the reports generated from the electronic voting system provided by NSDL.

- 9) On Thursday, September 28, 2023, after completion of the e-voting at the 55th AGM, the system provided by the NSDL was duly unblocked by me as a Scrutinizer in the presence of Mr. Harsh Bhatnagar and Ms. Ayushi Gupta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

Name of the Witness	Mr. Harsh Bhatnagar	Ms. Ayushi Gupta
Signature of the Witness		

Thereafter, I as a Scrutinizer duly compiled the details of the remote e-voting and the e-voting during the 55th AGM, the voting results are summarized below:

Details	Remote E-Voting	E-Voting at AGM	Total Voting
Number of Shareholders who casted their votes	109	3	112
Total number of Shares held by them	1,73,02,360	2,201	1,73,04,561
Valid votes	As per details provided under each Resolution(s) mentioned below.		
Invalid Votes	NIL		

- 10) After completion of e-voting at the 55th AGM, the data of remote e-voting and e-voting at AGM was diligently scrutinized. Thereafter, data of remote e-voting and e-voting at 55th AGM were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
- 11) The Members exercised their voting either by remote e-voting or e-voting at the 55th AGM. There was no member who opted for both the facilities.
- 12) As requested by the management, I submit herewith my consolidated report on the results of remote e-voting together with that of e-voting at the 55th AGM as under:




ORDINARY BUSINESS:

ITEM 1 OF THE NOTICE

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS ("THE BOARD") AND THE AUDITORS THEREON.

Particulars	Ordinary Resolution Number of Valid Votes			Percentage
	E-Voting at the AGM	Remote e-voting	Total	
Assent	2,201	1,73,01,594	1,73,03,795	99.996%
Dissent	NIL	766	766	0.004%
TOTAL	2,201	1,73,02,360	1,73,04,561	100%

Item 1 of the Notice stands PASSED with the requisite majority.

ITEM 2 OF THE NOTICE

TO DECLARE THE FINAL DIVIDEND AS DETAILED BELOW:

- i. DIVIDEND @10% i.e., RS. 1/- PER EQUITY SHARE OF THE FACE VALUE OF RS. 10/- EACH ON 2,97,81,184 EQUITY SHARE FULLY PAID UP.
- ii. DIVIDEND @7% i.e., RS.0.70/- PER 7% - NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF THE FACE VALUE OF RS.10 EACH ON 59,22,080 SHARES AGGREGATING TO RS.32,70,935/-
- iii. DIVIDEND @10.5% i.e., RS.1.05/- PER 10.5% - NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF THE FACE VALUE OF RS.10 EACH ON 58,52,034 SHARES AGGREGATING TO RS.48,48,370/-

Particulars	Ordinary Resolution Number of Valid Votes			Percentage
	E-Voting at the AGM	Remote e-voting	Total	
Assent	2,201	1,73,01,486	1,73,03,687	99.995%
Dissent	NIL	874	874	0.005%
TOTAL	2,201	1,73,02,360	1,73,04,561	100%

Item 2 of the Notice stands PASSED with the requisite majority



ITEM 3 OF THE NOTICE

TO RE-APPOINT MRS. JYOTSNA PODDAR (DIN: 00055736) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HERSELF FOR RE- APPOINTMENT

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-Voting at the AGM	Remote e-voting	Total	
Assent	2,201	1,53,42,713	1,53,44,914	99.96%
Dissent	NIL	6,124	6,124	0.04%
TOTAL	2,201	1,53,48,837	1,53,51,038	100%

Item 3 of the Notice stands PASSED with the requisite majority.

SPECIAL BUSINESS:

ITEM 4 OF THE NOTICE

TO RATIFY THE REMUNERATION OF THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-Voting at the AGM	Remote e-voting	Total	
Assent	2,201	1,72,99,116	1,73,01,317	99.98%
Dissent	NIL	3,144	3,144	0.02%
TOTAL	2,201	1,73,02,260	1,73,04,461	100%

Item 4 of the Notice stands PASSED with the requisite majority.

- 13) Based on the foregoing, all the resolutions as stated in the Notice of the 55th AGM are deemed to have been passed with the requisite majority on the date of the 55th AGM i.e. Thursday, September 28, 2023.
- 14) The electronic data and all other relevant records relating to the remote e-voting and e-voting at the 55th AGM is under my safe custody and will be handed over to the Company Secretary and Compliance Officer for preserving safely after the Chairman considers, approves and signs the minutes of the 55th AGM.



Thanking You,
Yours Faithfully

For Aditi Agarwal & Associates,
Company Secretaries
(Peer Reviewed Firm: 2200/2022)

Aditi Gupta
Company Secretary in
whole-time practice
FCS- 9410
C.P. - 10512



Date: September, 28, 2023
Place: New Delhi

UDIN: F009410E001115229

Counter-signed by:
For Zuari Industries Limited
(Formerly Zuari Global Limited)

Laxman Aggarwal
Company Secretary
ACS-19861



Date: 28-09-2023
Place: Gurugram