

25th May, 2024

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: **Outcome of the Board Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the above subject, we hereby inform you that the Board of Directors at its meeting held today, i.e. 25th May, 2024, inter alia, has considered and approved the following:

- a. Audited Standalone and Consolidated Financial Results of the Company for the quarter and year ended 31st March, 2024. A copy of the Audited Standalone and Consolidated Financial Results for the quarter and year ended 31st March, 2024 is enclosed as **Annexure- A**.

In terms of Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby declared that the Statutory Auditors of the Company have issued an unmodified audit report on the Standalone & Consolidated financial results of the Company for the year ended 31st March, 2024.

- b. Re-appointment of Mrs. Reena Suraiya (DIN: 01824778), as a Non-Executive and Independent Director of the Company to hold office for a second term of 3 years from 24th June, 2024 to 23rd June, 2027 and continuation of her directorship after attaining the age of 75 years during her aforesaid tenure as an independent Director of the Company, which shall be subject to the approval of the members. In compliance with SEBI Letter dated 14th June, 2018 read along with NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018 and BSE Circular dated LIST/COMP/14/2018-19 dated 20th June, 2018, we wish to confirm that Mrs. Reena Suraiya has not been debarred from holding the office of Director by virtue of any SEBI Order or any other Authority. The details required under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated 13th July, 2023, are given in **Annexure B**.
- c. Extension of period for repayment of Inter Corporate Deposits (ICDs) availed by the Company from its related parties i.e. Zuari Industries Limited amounting to Rs. 128.50 Crore for a further period of 1 year from their respective maturity dates.

The Meeting commenced at 8.30 A.M. (IST) and concluded at 11:25 A.M.(IST).

The above announcement is also being made available on the website of the Company at www.zuari.in.

Thanking You,

Yours Faithfully,
For Zuari Agro Chemicals Limited

Manoj Dere
Company Secretary

Encl: As above



ZUARI AGRO CHEMICALS LIMITED
 Regd. Office: Jai Kisaan Bhawan, Zuarinagar, Goa -403 726, C IN -L65910GA2009PLC006177
STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024

(INR in Crore)

S.No	Particulars	STANDALONE					CONSOLIDATED				
		3 months ended 31/03/2024	3 months ended 31/12/2023	3 months ended 31/03/2023	Year ended 31/03/2024	Year ended 31/03/2023	3 months ended 31/03/2024	3 months ended 31/12/2023	3 months ended 31/03/2023	Year ended 31/03/2024	Year ended 31/03/2023
		Audited	Unaudited	Audited	Audited	Audited	Audited	Unaudited	Audited	Audited	Audited
1	Continuing operations										
	Revenue										
	(a) Revenue from operations	17.49	10.17	39.44	83.00	165.00	897.67	843.44	1,338.91	4,595.46	4,552.62
	(b) Other income	113.20	3.44	59.93	149.53	72.61	126.78	12.42	65.81	177.41	94.65
	Total income	130.69	13.61	99.37	232.53	237.61	1,024.45	855.86	1,404.72	4,772.87	4,647.27
2	Expenses										
	(a) Cost of raw material and components consumed	0.60	6.64	30.36	56.09	118.25	464.11	393.44	584.64	2,001.60	2,187.48
	(b) Purchases of traded goods	-	-	-	-	15.89	78.18	122.03	212.10	963.17	833.91
	(c) Changes in inventories of finished goods, traded goods and work-in-progress	14.41	1.21	(0.60)	12.47	(13.43)	36.26	(13.19)	73.73	46.09	58.36
	(d) Employee benefits expense	0.38	0.80	0.36	3.09	5.54	34.75	31.77	28.07	130.90	119.66
	(e) Depreciation and amortisation expense	0.80	0.81	1.04	3.24	3.52	24.52	24.17	21.25	94.81	78.51
	(f) Finance costs	25.63	24.19	26.07	101.30	100.35	51.00	48.80	53.53	211.26	205.45
	(g) Other expenses	5.16	7.08	13.10	34.94	64.25	265.77	234.19	309.69	1,097.53	1,021.89
	Total expense	46.98	40.73	70.33	211.13	294.37	954.59	841.21	1,283.01	4,545.36	4,505.25
3	Profit / (loss) before exceptional items and tax from continuing operations (1-2)	83.71	(27.12)	29.04	21.40	(56.76)	69.86	14.65	121.71	227.51	142.02
4	Exceptional items	-	-	(698.97)	-	443.42	-	-	(698.97)	-	443.42
5	Share of profit of joint venture	-	-	-	-	-	4.31	30.80	4.60	23.04	97.93
6	Profit / (loss) before tax from continuing operations (3+4+5)	83.71	(27.12)	(669.93)	21.40	386.66	74.17	45.45	(572.66)	250.55	683.37
7	Tax expense / (credit)										
	(a) Current tax	-	-	(173.71)	-	10.17	2.35	7.94	(157.35)	43.10	50.63
	(b) Tax relating to earlier years	-	-	-	-	-	-	0.33	0.01	0.33	0.01
	(c) Deferred tax charge / (credit)	-	-	2.33	-	67.42	(5.54)	8.63	11.38	36.19	78.47
	Income tax expense / (credit)	-	-	(171.38)	-	77.59	(3.19)	16.90	(145.96)	79.62	129.11
8	Profit / (loss) for the period / year from continuing operations (6-7)	83.71	(27.12)	(498.55)	21.40	309.07	77.36	28.55	(426.70)	170.93	554.25
9	Profit / (loss) for the period / year from discontinued operations	-	-	-	-	(15.22)	-	-	-	-	(15.22)
10	Tax expense of discontinued operations	-	-	-	-	-	-	-	-	-	-
11	Profit / (loss) for the period / year from discontinued operations (9-10)	-	-	-	-	(15.22)	-	-	-	-	(15.22)
12	Profit / (loss) for the period / year (8 + 11) (a)	83.71	(27.12)	(498.55)	21.40	293.85	77.36	28.55	(426.70)	170.93	539.04
13	Other Comprehensive income (net of tax)										
	A Items that will not be reclassified to profit or loss										
	Re-measurement gains / (losses) on defined benefit plans	(0.08)	-	(0.20)	(0.11)	(0.04)	(0.69)	(0.13)	(0.50)	(1.20)	(0.38)
	Income tax relating to items that will not be reclassified to profit or loss	-	-	0.05	-	0.01	0.19	0.05	0.17	0.36	0.14
	Net (loss)/gain on FVTOCI financial instruments	9.89	-	26.69	11.58	27.40	9.89	-	26.69	11.58	27.40
	Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-	-	-	-	-
	Share of OCI of joint ventures	-	-	-	-	-	(0.58)	(0.30)	(0.15)	(0.70)	0.14
	B Items that will be reclassified to profit or loss										
	Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	0.08	-	-
	Total Other Comprehensive Income (b)	9.81	-	26.54	11.47	27.37	8.81	(0.38)	26.29	10.04	27.30
14	Total Comprehensive Income / (loss) for the period / year (a+b)	93.52	(27.12)	(472.01)	32.87	321.22	86.17	28.17	(400.41)	180.97	566.34
15	Profit attributable to:										
	Owners of the equity						75.17	13.41	(458.40)	99.81	476.64
	Non-controlling interest						2.19	15.14	31.70	71.12	62.40
	Other comprehensive income attributable to:										
	Owners of the equity						8.92	(0.34)	26.42	10.29	27.44
	Non-controlling interest						(0.11)	(0.04)	(0.13)	(0.25)	(0.14)
	Total comprehensive income attributable to:										
	Owners of the equity						84.09	13.07	(431.98)	110.10	504.08
	Non-controlling interest						2.08	15.10	31.57	70.87	62.26
16	Paid-up Equity Share Capital (face value INR 10/- per share)	42.06	42.06	42.06	42.06	42.06	42.06	42.06	42.06	42.06	42.06
17	Other Equity as per balance sheet of previous accounting year				160.88	128.01				1,651.88	1,539.11
18	Earnings/ (Loss) per share (of INR 10/- each) (not annualised):										
	(a) Basic and diluted EPS from continuing operations (INR)	19.90	(6.45)	(118.54)	5.09	73.49	17.87	6.78	(108.99)	23.73	116.95
	(b) Basic and diluted EPS from discontinued operations (INR)	-	-	-	-	(3.62)	-	-	-	-	(3.62)
	(c) Basic and diluted EPS from continuing and discontinued operations (INR)	19.90	(6.45)	(118.54)	5.09	69.87	17.87	6.78	(108.99)	23.73	113.33



ZUARI AGRO CHEMICALS LIMITED
 Regd. Office: Jai Kisaan Bhawan, Zuarinagar, Goa -403 726. CIN -1.65910GA2009PLC006177
STATEMENT OF ASSETS AND LIABILITIES

(INR in Crores)

	Standalone		Consolidated	
	As at March 31, 2024 (Audited)	As at March 31, 2023 (Audited)	As at March 31, 2024 (Audited)	As at March 31, 2023 (Audited)
Assets				
Non-current assets				
(a) Property, plant and equipment	51.33	53.59	1,748.36	1,740.28
(b) Right of use assets	7.73	7.77	100.08	88.14
(c) Capital work-in-progress	2.39	0.59	13.56	14.67
(d) Investment property	3.42	3.42	3.42	3.42
(e) Intangible assets	-	-	105.34	108.18
(f) Intangible assets under development	-	-	9.90	4.50
(g) Investments in a joint venture	-	-	1,204.69	1,182.35
(h) Financial assets				
(i) Investments	872.40	867.07	65.26	60.04
(ii) Loans	-	-	0.01	0.02
(iii) Others	5.57	4.64	17.72	16.09
(i) Deferred tax assets (net)	-	-	8.51	1.88
(j) Other non-current assets	6.06	6.15	32.83	13.97
(k) Income tax assets (net)	24.55	22.39	27.41	23.84
	973.45	965.62	3,337.09	3,257.38
Current assets				
(a) Inventories	30.75	34.76	316.07	398.70
(b) Financial assets				
(i) Investments	-	-	-	-
(ii) Trade receivables	25.71	42.94	598.00	780.20
(iii) Cash and cash equivalents	25.07	9.22	337.83	389.20
(iv) Bank balances other than (iii) above	1.95	2.11	50.81	38.17
(v) Loans	-	-	-	-
(vi) Others	0.14	14.51	4.45	31.42
(c) Other current assets	11.32	11.39	169.47	150.42
	94.94	114.93	1,476.63	1,788.11
Assets held for sale	6.19	6.20	6.19	6.20
	101.13	121.13	1,482.82	1,794.31
Total assets	1,074.58	1,086.75	4,819.91	5,051.69
Equity and liabilities				
Equity				
(a) Equity share capital	42.06	42.06	42.06	42.06
(b) Other equity	160.88	128.01	1,651.88	1,539.11
Equity attributable to equity holders of the parent company	-	-	1,693.94	1,581.17
(c) Non-controlling interests	-	-	595.85	533.15
Total equity	202.94	170.07	2,289.79	2,114.32
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	133.62	208.50	434.09	556.92
(i) Lease liabilities	-	-	98.28	93.25
(ii) Others	-	-	-	-
(b) Provisions	0.65	0.32	22.22	18.43
(c) Deferred tax liabilities (net)	-	-	103.96	61.50
(d) Other non-current liabilities	-	-	0.17	0.17
	134.27	208.82	658.72	730.27
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	498.50	447.87	1,239.69	1,457.12
(i) Lease liabilities	-	-	10.98	0.36
(ii) Trade payables				
a) total outstanding dues of micro enterprises and small enterprises	0.10	0.30	15.89	55.24
b) total outstanding dues of creditors other than micro enterprises and small enterprises	146.51	172.80	322.50	428.18
(iii) Others	67.10	56.59	184.24	154.90
(b) Other current liabilities	14.93	19.83	17.69	15.92
(c) Liabilities for current tax (net)	10.17	10.17	63.25	76.98
(d) Provisions	0.06	0.30	17.17	18.40
	737.37	707.86	1,871.40	2,207.10
Liabilities directly associated with the assets held for sale	-	-	-	-
Total liabilities	871.64	916.68	2,530.12	2,937.37
Total equity and liabilities	1,074.58	1,086.75	4,819.91	5,051.69



ZUARI AGRO CHEMICALS LIMITED
 Regd. Office: Jai Kisaan Bhawan, Zuarinagar, Goa -403 726, CIN -L65910GA2009PLC006177
STATEMENT OF AUDITED CASH FLOWS THE YEAR ENDED MARCH 31, 2024

(INR in Crores)

	Standalone		Consolidated	
	For the period ended 31 March 2024	For the period ended 31 March 2023	For the period ended 31 March 2024	For the period ended 31 March 2023
	Audited	Audited	Audited	Audited
A	Cash flow from operating activities:			
Profit/(Loss) before tax from continuing operations	21.40	386.67	250.57	683.37
Profit/(Loss) before tax from discontinued operations	-	(15.22)	-	(15.22)
Share of (profit) of a joint venture partner	-	-	(23.04)	(97.93)
Adjustments to reconcile loss before tax to net cash flows:				
Depreciation of property, plant and equipment	3.24	3.52	91.33	74.93
Amortisation of intangible assets	-	-	3.47	3.58
Loan receivable, interest receivable and investment written off of Subsidiary	-	3.53	-	3.44
Loss / (profit) on disposal of property, plant and equipment (net)	(114.91)	(55.79)	(109.13)	(50.57)
Exceptional Item - Gain on Slump Sale of Goa plant and Fertilizer Business of holding company	-	(443.42)	-	(443.42)
Excess provision / unclaimed liabilities / unclaimed balances written back	(16.48)	(10.00)	(23.04)	(13.90)
Bad debts, claims and advances written off	-	-	0.22	-
Provision for doubtful debts, claims and advances	-	0.41	12.47	2.08
Incentive under packing scheme incentive	-	-	(0.17)	(0.17)
Deferred Income	-	(0.05)	0.17	(1.00)
Unrealized foreign exchange fluctuation loss	0.70	(0.71)	-	(0.91)
Interest expense	101.18	114.96	193.37	172.60
Rent Received	(0.44)	(0.57)	(1.39)	(1.70)
Interest income	(0.64)	(13.6)	(28.60)	(20.58)
Dividend income	(9.71)	(7.77)	(0.10)	(0.09)
Operating profit/ (loss) before working capital adjustments	(15.65)	(25.80)	366.13	294.51
Working capital adjustments :				
(Decrease)/Increase in provisions	(0.02)	(1.00)	1.36	5.64
Increase/(Decrease) in trade payables and other liabilities	(13.97)	8.51	(46.36)	(52.16)
(Increase)/Decrease in trade receivables	17.25	(31.79)	169.76	(148.77)
(Increase)/Decrease in inventories	4.01	(12.76)	82.62	105.18
Decrease / (increase) in other assets and financial assets	13.90	79.46	5.93	(57.40)
(Increase)/Decrease in loans and advances	-	-	-	0.02
	21.18	42.42	213.30	(147.49)
Cash Generated From Operations	5.53	16.62	579.43	147.02
Less : Income tax paid (net of refunds)	(2.16)	(7.66)	(106.29)	(52.21)
Net cash flow from operating activities (A)	3.37	8.95	473.14	94.80
B	Cash flow from investing activities:			
Purchase of property, plant and equipment, including intangible assets, capital work in progress and capital advances	(3.19)	(2.10)	(143.84)	(316.70)
Proceeds from sale of property, plant and equipment	114.99	68.56	124.16	71.41
Proceeds from sale of non-current investment	6.25	10.04	6.36	9.54
Proceeds from sale of Goa plant and Fertilizer Business of holding company	-	537.00	-	537.00
Investment in bank deposits (having original maturity of more than 3 months)	(0.34)	58.04	(14.48)	103.20
Interest received	0.76	4.71	29.11	20.28
Rent Received	0.44	-	1.39	1.12
Dividend received	9.71	6.99	0.10	0.09
Net cash flow from/ (used in) investing activities (B)	128.62	683.24	2.80	425.94
C	Cash flow from financing activities:			
Proceeds from long term borrowings	133.62	35.00	137.47	268.21
(Repayment) of long term borrowings	(533.87)	(133.67)	(232.44)	(203.57)
Proceed/(Repayment) of lease liability	-	-	33.83	(5.67)
Proceeds from short term borrowings	498.51	184.70	518.51	184.70
(Repayment) of short term borrowings	(122.50)	(658.76)	(763.80)	(749.48)
Dividend paid on equity shares	-	-	(8.17)	(7.68)
Interest paid	(91.91)	(115.86)	(212.72)	(183.58)
Net cash flow (used in) financing activities (C)	(116.14)	(688.59)	(527.32)	(697.07)
D	Net increase/ (decrease) in cash and cash equivalents (A + B + C)			
	15.85	3.60	(51.38)	(176.33)
Cash and cash equivalents at the beginning of the year	9.22	5.62	389.20	565.51
Cash and cash equivalents at the year end	25.07	9.22	337.82	389.18
	For the period ended 31 March 2024	For the period ended 31 March 2023	For the period ended 31 March 2024	For the period ended 31 March 2023
Balances with banks				
- On current accounts	3.61	9.22	120.32	58.97
- On cash credit accounts	21.46	-	-	-
- Deposits with original maturity of less than 3 months	-	-	217.49	330.21
Cash on hand	0.00	0.00	0.02	-
Cash and cash equivalents	25.07	9.22	337.82	389.18



Notes:

1. The above Audited standalone financial results and consolidated financial results have been prepared in accordance with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015, as amended, from time to time.
2. The consolidated financial results comprise the financial results of the Company and its subsidiaries, herein after referred to as "the Group" including its Joint Venture (including Joint Venture's Subsidiary and Associate) as mentioned below:

1	Zuari Agro Chemicals Limited (ZACL)
Subsidiaries	
2	Mangalore Chemicals and Fertilizers Limited (MCFL)
3	Adventz Trading DMCC (ATD) (Not considered for consolidation)
4	Zuari FarmHub Limited (ZFL)
Joint Venture	
5	Zuari Maroc Phosphates Private Limited (ZMPPL)
6	Paradeep Phosphates Limited (PPL) (subsidiary of ZMPPL)
7	Zuari Yoma Agri Solutions Limited (ZYASL) (associate of PPL)

3. These Audited standalone and consolidated financial results for the quarter and year ended on March 31, 2024 have been reviewed by the Audit Committee and taken on record by the Board of Directors of the Company in their respective meetings held on May 25, 2024. The Statutory Auditors have conducted audit of these results in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and have expressed unmodified report on the above results.
4. In case of Subsidiary (MCFL) recognized urea subsidy income of INR 29.14 crores during the year ended March 31, 2021, without benchmarking its cost of production using naphtha with that of gas-based urea manufacturing units recently converted to natural gas, as notified by the Department of Fertilizers (DoF) for subsidy income computation, against which the Company had filed a writ petition against the DoF before the Hon'ble High Court of Delhi (DHC). Pending finalization of writ petition before the DHC, the management, based on legal opinion and considering the fact that the energy cost is always a pass through in subsidy computation, believes that artificial benchmarking is arbitrary and discriminatory and is confident of realization of the aforesaid subsidy income.
5. The board of directors of the Company in its meeting held on 7th February, 2024, inter-alia, has considered and approved the proposed transfer of 3,92,06,000 (Three Crores Ninety Two Lakhs Six Thousand) equity shares having face value of INR 10/- (Indian Rupees Ten) each of Mangalore Chemicals and Fertilisers Limited ("MCFL"), representing 33.08% of the paid-up equity share capital of MCFL, held by the Company to Zuari Maroc Phosphates Private Limited, pursuant to and as set out in the composite scheme of arrangement by and amongst MCFL, Paradeep Phosphates Limited and their respective shareholders and creditors, subject to the approval of the shareholders, creditors and other applicable regulatory authorities including Hon'ble National Company Law Tribunal of the Company, as may be required under applicable law. Post implementation of the proposed scheme of arrangement, MCFL will be amalgamated with into Paradeep Phosphates Limited and MCFL will stand dissolved without winding up from the Appointed date (April), 2024.



6. The Group including Company is engaged in the business of manufacturing, trading and marketing of chemical fertilizers and fertilizers products, which constitutes a single operating segment as per Ind AS 108 hence separate segment disclosures, have not been furnished.
7. Previous period/year figures have been re-grouped/re-classified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective April 01, 2022.



Date: May 25, 2024
Place: Bengaluru



For and on behalf of Board of Directors

A handwritten signature in blue ink, appearing to be "Nitin M Kantak".

Nitin M Kantak
Executive Director
DIN: 08029847

Independent Auditor's Report on the Quarterly & Year to Date Audited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
Zuari Agro Chemicals Limited

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying statement of quarterly and year to date standalone financial results of Zuari Agro Chemicals Limited (the "company") for the quarter ended March 31, 2024 and for the year ended March 31, 2024 (The "Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (the "Listing Regulations")

In our Opinion and to the best of our information and according to the explanations given to us, the Statement:

- a. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- b. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net (loss)/ profit and other comprehensive income and other financial information of the Company for the quarter ended March 31, 2024 and for the year ended March 31, 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of The Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of



India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and

the Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive loss of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls. That were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:



- a. Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks. and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- d. Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and based on the audit evidence obtained. Whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results such disclosures are inadequate, to modify our opinion. Our opinions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e. Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Other Matter

The Statement includes the results for the quarter ended March 31,2024 being the balancing figure between the audited figures in respect of the full financial year ended March 31,2024 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For **K.P. Rao & Co**
Chartered Accountants
Firm's Registration No. 003135S

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Prashanth S
Partner
Membership Number: 228407

UDIN : **24228407BKFYJE6654**

Place: Bangalore
Date: 25th May 2024

Independent Auditor's Report on the Quarterly and Year to Date Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
Zuari Agro Chemicals Limited

Report on the audit of the Consolidated Financial Results

Opinion

We have audited the accompanying Statement of quarterly and year to date Consolidated Ind AS Financial Results of Zuari Agro Chemicals Limited ("Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its joint venture for the quarter ended March 31, 2024 and for the year ended March 31, 2024 ("Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate audited financial statements/financial results/financial information of the subsidiaries and joint venture, the Statement:

1	Zuari Agro Chemicals Limited
Subsidiaries	
2	Mangalore Chemicals and Fertilizers Limited (MCFL)
3	Adventz Trading DMCC (Not considered for Consolidation)
4	Zuari Farmhub Limited
Joint Venture	
5	Zuari Maroc Phosphates Private Limited
6	Paradeep Phosphates Limited (subsidiary of Zuari Maroc Phosphates Private Limited)
Associates of Joint Venture	
7	Zuari Yoma Agri Solutions Limited (Associate of Paradeep Phosphates Limited)



- a. includes the results of the following entities (to indicate list of entities included in the consolidation):
- b. are presented in accordance with the requirements of the Listing Regulations in this regard; and
- c. gives a true and fair view in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of the consolidated net (loss)/profit and other comprehensive income and other financial information of the Group for the quarter ended March 31,2024

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Group and its joint venture in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient appropriate to provide a basis for our opinion

Emphasis of Matters

- a. We draw attention to Note 4, which states that in case of a Subsidiary Company (MCFL), MCFL has recognized urea subsidy income of INR 29.14 crores considering that benchmarking of its cost of production of urea using Naptha with that of gas based urea manufacturing units is arbitrary and for which the MCFL has filed a writ petition against the Department of Fertilizers before the Hon'ble High court of Delhi. Based on legal opinion obtained, the management of MCFL believes that the criteria for recognition of subsidy revenue are met.
- b. We draw attention to Note 5 of the accompanying financial results, Mangalore Chemical and fertilizers Limited (MCFL), the board of directors of the Company in its meeting held on 7th February, 2024, inter-alia, has considered and approved the proposed transfer of 3,92,06,000 (Three Crores Ninety Two Lakhs Six Thousand) equity shares having face value of INR 10/- (Indian Rupees Ten) each of Mangalore Chemicals and Fertilizers Limited ("MCFL"), representing 33.08% of the paid-up equity share capital of MCFL, held by the Company to Zuari Maroc Phosphates Private Limited, pursuant to and as set out in the composite scheme of arrangement by and amongst MCFL, Paradeep Phosphates Limited and



their respective shareholders and creditors, subject to the approval of the shareholders, creditors and other applicable regulatory authorities including Hon'ble National Company Law Tribunal of the Company, as may be required under applicable law. Post implementation of the proposed scheme of arrangement, MCFL will be amalgamated with into Paradeep Phosphates Limited and MCFL will stand dissolved without winding up from the Appointed date April 1, 2024.

Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net loss and other comprehensive loss and other financial information of the Group including its joint venture in accordance with the applicable accounting standards prescribed under section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of the Group and of its joint venture to continue as a going concern (refer Note 4 of the accompanying consolidated financial results), disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint venture is also responsible for overseeing the financial reporting process of the Group and of its joint venture.



Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a. Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- d. Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results (refer our note on Material Uncertainty Related to Going Concern above) or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- e. Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- f. Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its joint venture of which we are the independent auditors to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence. and where applicable, related safeguards.

We also performed procedures in accordance with the Circular No. CJR/CFD/CMD I/44/2019 dated March 29, 2019 issued by the Securities Exchange Board of India wider Regulation 33 (8) of the Listing Regulations, to the extent applicable.



Other Matter

The accompanying Statement includes the audited financial results/statements and other financial information, in respect of:

- One subsidiary, whose financial results/statements include total assets of INR 400.31 crores as at March 31,2024, total revenues of INR 109.80 INR 781.68 crores, total net profit/ (loss) after tax of INR (7.69) crores and INR (11.99) crores, total comprehensive Income/(loss) of INR (7.88) crores and INR (12.18) crores, for the quarter and the year ended on that date respectively, and net cash inflows of INR (16.86) crores for the year ended March 31, 2024, as considered in the Statement audited by us.
- One subsidiary, whose financial results/statements include total assets of INR 2430.43 crores as at March 31,2024, total revenues of INR 786.40 INR 3795.44 crores, total net profit/ (loss) after tax of INR 4.84 crores and INR 154.82 crores, total comprehensive Income/(loss) of INR 4.61 crores and INR 154.27 crores, for the quarter and the year ended on that date respectively, and net cash inflows of INR (50.37) crores for the year ended March 31, 2024, as considered in the Statement audited by us.
- One joint venture, whose special purpose financial results/statements include Group's share of net profit of INR 3.71 crores and INR 23.04 crores and Group's share of total comprehensive income of INR 3.13 crores and INR 22.33 crores, for the quarter and for the year ended March 31, 2024 respectively, as considered in the Statement, whose special purpose financial results/ financial statements, other financial information have been audited as per SA - 800 (Audit of special considerations/audit of financial statements prepared in accordance with special purpose frameworks issued by ICAI) by their respective independent auditors.

The independent auditor's report on the financial statements/financial results/financial information of these entities has been furnished to us by the Management and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture is based solely on the reports of such auditors and the procedures performed by us as stated in paragraph above

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Financial Results/financial information certified by the Management.

The Statement includes the results for the quarter ended March 31,2024 being the balancing figure between the audited figures in respect of the full financial year ended March 31,2024 and the published unaudited year-to-date figures up to the third quarter of the



current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For **K.P. Rao & Co**
Chartered Accountants
Firm's Registration No. 003135S

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Prashanth S
Partner
Membership Number: 228407

UDIN: **24228407BKFYJF7094**

Place: Bangalore
Date: 25th May 2024

Annexure – B

Sr. No.	Details of events that need to be provided	Information of such event(s)
1	Reason for change viz. re-appointment, resignation, removal, death or otherwise;	Mrs. Reena Suraiya (DIN: 01824778), was appointed as a Non-Executive and Independent Director, upon recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 24 th June, 2021 and the shareholders at their meeting held on 17 th September, 2021 for a period of 3 years from 24 th June, 2021 to 23 rd June, 2024. The term of Mrs. Reena Suraiya will expire on 23 rd June, 2024.
2.	Date of re-appointment /cessation (as applicable) Term of re-appointment	Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held today i.e. 25 th May, 2024 has approved the re-appointment of Mrs. Reena Suraiya (DIN: 01824778), as a Non-Executive and Independent Director of the Company to hold office for a second term of 3 years from 24 th June, 2024 to 23 rd June, 2027 and continuation of her directorship after attaining the age of 75 years during her aforesaid tenure as an independent Director of the Company, subject to approval of members.
3.	Brief Profile (in case of re-appointment)	Mrs. Reena Suraiya, graduated in English Major from East Carolina University, Greenville, NC, USA. She manages the investments in the Indian Financial Markets.
4.	Disclosure of relationships between directors (in case of re-appointment of director).	N.A.

