



26th May, 2022

BSE Ltd.,
Floor 25, P J Towers,
Dalal Street,
Mumbai - 400 001
BSE scrip Code: 534742

National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex, Bandra (E).
Mumbai - 400 051
NSE Symbol: ZUARI

Dear Sirs,

Sub: Secretarial Compliance Report for the year ended March 31, 2022

In pursuance of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are enclosing herewith Secretarial Compliance Report for the year ended March 31, 2022 issued by the Practicing Company Secretary, Mr. Shivaram Bhat.

You are requested to kindly take the same on your records.

Thanking you,

Yours Faithfully,

For Zuari Agro Chemicals Limited

A handwritten signature in blue ink, appearing to read "Vijayamahantesh Khannur".

Vijayamahantesh Khannur
Company Secretary

Encl: As above

ZUARI AGRO CHEMICALS LIMITED

CIN No.: L65910GA2009PLC006177

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403 726, India.

Tel: +0832 2592180, 2592181, 6752399

www.zuari.in

**Secretarial compliance report of ZUARI AGRO CHEMICALS LIMITED
for the year ended 31st March, 2022**

I, **CS Shivaram Bhat** have examined:

- (a) all the documents and records made available to me, and explanation provided by **ZUARI AGRO CHEMICALS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - *Not applicable as there was no reportable event during the review period;*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not applicable as there was no reportable event during the review period;*



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to 12th August 2021) and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from 13th August 2021) - Not applicable as there was no reportable event during the review period;
- (f) Securities and Exchange Board of India (Issue and listing of Debt Securities Regulations, 2008 (up to 15th August 2021)- *Not applicable as there was no reportable event during the review period;*
- (g) Securities and Exchange Board of India (Non Convertible Redeemable Preference Shares) Regulations 2013 (up to 15th August 2021)- *Not applicable as there was no reportable event during the review period;*
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August 2021) - *Not applicable as there was no reportable event during the review period;*
- (i) Securities and Exchange Board of India (*Delisting of Equity Shares*) Regulations, 2009 (up to June 10th 2021) and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 11th June 2021) - *Not applicable as there was no reportable event during the review period;*
- (j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (k) Other Rules/Regulations and circulars/guidelines issued thereunder applicable to the listed entity: including Clause 6A and 6B of SEBI Circular- CIR/CFD/CMD1/114/2019 dated October 18, 2019

and based on the above examination and taking into consideration the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to COVID-19 pandemic, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
-----NIL-----			



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Panaji, Goa
Date: May 20th, 2022



Shivaram Bhat
Practicing Company Secretary
ACS10454 CP7853 PR1775/2022

UDIN:A010454D000361277

This Report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'ANNEXURE A'

(My Secretarial compliance report of even date is
to be read along with this Annexure.)

I have been engaged by **ZUARI AGRO CHEMICALS LIMITED** (whose equity shares are listed on BSE Limited and National Stock Exchange of India Limited) to issue the Annual Secretarial Compliance Report in the manner specified under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by Securities Exchange Board of India (SEBI).

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable Regulations and Circulars / Guidelines issued by SEBI.

My responsibility is to express an opinion on these secretarial records based on my audit. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

Secretarial Compliance Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Panaji, Goa
Date: May 20th, 2022



Shivaram Bhat
Practicing Company Secretary
ACS10454 CP7853 PR1775/2022

UDIN: A010454D000361277