Form No. MGT-7

Form language

(●) English ( ) Hindi

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

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*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN): L65910GA2009PLC006177

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY): 01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY): 31/03/2025

(c) *Type of Annual filing: (●) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years:

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	ZUARI AGRO CHEMICALS LIMITED	ZUARI AGRO CHEMICALS LIMITED
Registered office address	JAI KISAAN BHAWAN,NA,ZUARINAGAR,South Goa,Goa,India,403726	JAI KISAAN BHAWAN,NA,ZUARINAGAR,South Goa,Goa,India,403726
Latitude details	15.38	15.38
Longitude details	73.88	73.88

(a) *Photograph of the registered office of the Company showing external building and name prominently visible: Photos ZACL.pdf

(b) *Permanent Account Number (PAN) of the company: AA******4H

(c) *e-mail ID of the company: *****s@adventz.com

(d) *Telephone number with STD code: 08*******80

(e) Website: www.zuari.in

iv *Date of Incorporation (DD/MM/YYYY) — 10/09/2009

v (a) *Class of Company (as on the financial year end date) — Public company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) — Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) — Indian Non-Government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) — (●) Yes ( ) No

vii (a) Whether shares listed on recognized Stock Exchange(s) — (●) Yes ( ) No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent — 1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058

ix * (a) Whether Annual General Meeting (AGM) held — (●) Yes ( ) No

(b) If yes, date of AGM (DD/MM/YYYY) — 23/09/2025

(c) Due date of AGM (DD/MM/YYYY) — 30/09/2025

(d) Whether any extension for AGM granted — ( ) Yes (●) No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	20	Manufacture of chemicals and chemical products	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given: 4

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	L24123KA1966PLC002036		MANGALORE CHEMCALS AND FERTILISERS LIMITED	Subsidiary	54.03
2	U24124OR2002PTC017414		ZUARI MAROC PHOSPHATES PRIVATE LIMITED	Joint Venture	50.00
3	L24129OR1981PLC001020		PARADEEP PHOSPHATES LTD	Associate	28.03
4	U52202GA2019PLC014150		ZUARI FARMHUB LIMITED	Subsidiary	99.54

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	122500000.00	42058006.00	42058006.00	42058006.00
Total amount of equity shares (in rupees)	1225000000.00	420580060.00	420580060.00	420580060.00

Number of classes: 1

Class of shares: Equity	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	122500000	42058006	42058006	42058006
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1225000000.00	420580060.00	420580060	420580060

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	34500000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	345000000.00	0.00	0.00	0.00

Number of classes: 1

Class of shares: Preference	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	34500000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in	345000000.00	0.00	0	0

rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	155267	41902739	42058006.00	420580060	420580060	
Increase during the year	0.00	29080.00	29080.00	29080.00	29080.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Increase in demat holding	0	29080	29080.00	29080	29080	
Decrease during the year	29080.00	0.00	29080.00	29080.00	29080.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Decrease in physical holding	29080	0	29080.00	29080	29080	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the end of the year	126187.00	41931819.00	42058006.00	420580060.00	420580060.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company: INE840M01016

ii Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☐ Nil

Number of transfers: 1

Attachments:

1. Details of shares/Debentures Transfers: Zuari_Transfer Details-F.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes: 1

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
NON CONVERTIBLE DEBENTURES	500	1000000	500000000.00
Total	500.00	1000000.00	500000000.00

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
NA	500000000	0	0	500000000.00
Total	500000000.00	0.00	0.00	500000000.00

(b) Partly convertible debentures

*Number of classes: 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes: 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	500000000.00	0.00	0.00	500000000.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	500000000.00	0.00	0.00	500000000.00

v Securities (other than shares and debentures): 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover: 477974000

ii * Net worth of the Company: 1356241000

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	201027	0.48	0	0.00
	(ii) Non-resident Indian (NRI)	150585	0.36	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	27073348	64.37	0	0.00
10	Others	0	0.00	0	0.00
	Total	27424960.00	65.21	0.00	0

Total number of shareholders (promoters) 13

B Public/Other than promoters

S. No	**Category**	**Equity**		**Preference**	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1	Individual/Hindu Undivided Family				
	(i) Indian	11681129	27.77	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	314816	0.75	0	0.00
2	Government				
	(i) Central Government	300	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	35050	0.08	0	0.00
4	Banks	2825	0.01	0	0.00

5	Financial institutions	50	0.00	0	0.00
6	Foreign institutional investors	562052	1.34	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1111311	2.64	0	0.00
10	Others Trust, LLP, HUF,CM,I	925513	2.20	0	0.00
	Total	14633046.00	34.79	0.00	0

Total number of shareholders (other than promoters): 47132

Total number of shareholders (Promoters + Public/Other than promoters): 47145.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	**Category**	
1	Individual - Female	9065
2	Individual - Male	18833
3	Individual - Transgender	0
4	Other than individuals	19247
	Total	47145.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company: 11

Name of the FII	**Address**	**Date of Incorporation**	**Country of Incorporation**	**Number of shares held**	**% of shares held**
ACADIAN ACWI EX US SMALL-CAP FUND LLC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	17/12/2025	India	10383	0.02

AYUSHMAT LTD	SBI SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI	17/12/2025	India	50000	0.13
CC&ampL Q GLOBAL SMALL CAP EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 M.G. ROAD FORT, MUMBAI	17/12/2025	India	11889	0.03
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS SMALL CAP EQUITY ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	17/12/2025	India	394	0.01
RED BAY LTD	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI	17/12/2025	India	3915	0.01
SOMERVILLE TRADING ENTERPRISES, LLC	JPMorgan Chase Bank, N.A. India Sub Custody 9th Floor,Tower A Block 9, NKP Western Express Highway,Goregaon E.	17/12/2025	India	1504	0.01
ACADIAN EMERGING MARKETS MICROCAP EQUITY MASTER FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	17/12/2025	India	14633	0.02
BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI	17/12/2025	India	9	0.01
COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E.	17/12/2025	India	155524	0.37
ELM PARK FUND LIMITED	ICICI BANK LIMITED SMS DEPT., 1 ST FLOOR EMPIRE COMPLEX, 414, S. B. MARG LOWER PAREL (W), MUMBAI	17/12/2025	India	300000	0.71
UBS AG - ODI	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	17/12/2025	India	13801	0.02

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	14	13
Members (other than promoters)	37641	47132
Debenture holders	72	72

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	2	0	2	0	0.79
B Non-Promoter	1	5	1	5	0.00	0.00
i Non-Independent	1	1	1	1	0	0
ii Independent	0	4	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	1	7	1	7	0.00	0.79

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 10

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SAROJ KUMAR PODDAR	00008654	Director	179406	
NITIN MANGUESH KANTAK	08029847	Whole-time director	0	
AKSHAY PODDAR	00008686	Director	150585	
ATHAR SHAHAB	01824891	Director	0	
DIPANKAR CHATTERJI	00031256	Director	0	
REENA SURAIYA	01824778	Director	0	
AMANDEEP .	00226905	Director	0	
SANJEEV LALL	08740906	Director	0	
ASHEEBA PEREIRA	BZDPP1309J	Company Secretary	0	
MANISH MALIK	ACVPM5699J	CFO	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
REENA SURAIYA	01824778	Director	24/06/2024	Appointment
MANOJ ARVIND DERE	AEPPD9210G	Company Secretary	30/09/2024	Cessation
ASHEEBA PEREIRA	BZDPP1309J	Company Secretary	01/10/2024	Appointment

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IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held 2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance

			Number of members attended	% of total shareholding
Annual General Meeting	27/09/2024	44489	42	64.42
PostaL Ballot	09/07/2024	39665	172	65.57

B BOARD MEETINGS

*Number of meetings held: 6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2024	8	8	100
2	03/08/2024	8	7	87.5
3	01/10/2024	8	7	87.5
4	06/11/2024	8	8	100
5	25/11/2024	8	8	100
6	06/02/2025	8	8	100

C COMMITTEE MEETINGS

Number of meetings held: 14

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	25/05/2024	4	4	100
2	AUDIT COMMITTEE	03/08/2024	4	3	75
3	AUDIT COMMITTEE	06/11/2024	4	4	100
4	AUDIT COMMITTEE	25/11/2024	4	4	100
5	AUDIT COMMITTEE	06/02/2025	4	4	100

6	STAKEHOLDERS RELATIONSHIP COMMITTEE	05/02/2025	3	3	100
7	RISK MANAGEMENT COMMITTEE	02/08/2024	4	3	75
8	RISK MANAGEMENT COMMITTEE	15/02/2025	4	3	75
9	BANKING AND FINANCE COMMITTEE	24/09/2024	3	3	100
10	NOMINATION AND REMUNERATION COMMITTEE	24/05/2024	3	3	100
11	NOMINATION AND REMUNERATION COMMITTEE	02/08/2024	3	3	100
12	NOMINATION AND REMUNERATION COMMITTEE	01/10/2024	3	2	66.67
13	NOMINATION AND REMUNERATION COMMITTEE	05/02/2025	3	3	100
14	Corporate Social Responsibility Committee	24/05/2024	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	23/09/2025 (Y/N/NA)
1	SAROJ KUMAR PODDAR	6	6	100	1	1	100	Yes
2	NITIN MANGUESH KANTAK	6	6	100	5	5	100	Yes
3	AKSHAY PODDAR	6	6	100	7	7	100	Yes
4	ATHAR SHAHAB	6	5	83	9	6	66	Yes
5	DIPANKAR CHATTERJI	6	6	100	11	11	100	Yes
6	REENA SURAIYA	6	6	100	6	6	100	Yes

7	AMANDEEP .	6	5	83	10	9	90	No
8	SANJEEV LALL	6	6	100	0	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	MANISH MALIK	CFO	5832078	0	0	277656	6109734.00
2	MANOJ DERE	Company Secretary	1892940	0	0	79122	1972062.00
3	ASHEEBA PEREIRA	Company Secretary	416288	0	0	19020	435308.00
	Total		8141306.00	0.00	0.00	375798.00	8517104.00

C *Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SAROJ KUMAR PODDAR	Director	0	0	0	315000	315000.00
2	ATHAR SHAHAB	Director	0	0	0	380000	380000.00
3	AKSHAY PODDAR	Director	0	0	0	405000	405000.00
4	DIPANKAR CHATTERJI	Director	0	0	0	515000	515000.00
5	AMANDEEP	Director	0	0	0	435000	435000.00

6	REENA SURAIYA	Director	0	0	0	440000	440000.00
7	SANJEEV LALL	Director	0	0	0	300000	300000.00
	Total		0.00	0.00	0.00	2790000.00	2790000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☐ Nil 2

Name of the company/ directors/ officers	**Name of the court/ concerned Authority**	**Date of Order (DD/MM/YYYY)**	**Name of the Act and section under which penalised / punished**	**Details of penalty/ punishment**	**Details of appeal (if any) including present status**
ZUARI AGRO CHEMICALS LIMITED	REGISTRAR OF COMPANIES	16/08/2024	VIOLATION OF SEC 197 OF THE COMPANIES ACT 2013	PENALTY OF RS.5 LAKH WAS PAID BY THE COMPANY	
SUNIL SETHY - EX MANAGING DIRECTOR	REGISTRAR OF COMPANIES	16/08/2024	VIOLATION OF SEC 197 OF THE COMPANIES ACT 2013	PENALTY OF RS.1 LAKH WAS PAID BY MR. SUNIL SETHY , EX-MANAGING DIRECTOR	

B *DETAILS OF COMPOUNDING OF OFFENCES ☑ Nil

Name of the company/ directors/ officers	**Name of the court/ concerned Authority**	**Date of Order (DD/MM/YYYY)**	**Name of the Act and section under which offence committed**	**Particulars of offence**	**Amount of compounding (in rupees)**

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder: 47145

XIV Attachments

(a) List of share holders, debenture holders: Zuari_Details of Shareholder or Debenture holder.xlsm

(b) Optional Attachment(s), if any:
Designated person responsible for beneficial interest.pdf
Promoter n Promoter Group of ZACL as on 31-03-2025.pdf
MGT 8 31.03.2025_Zuari Agro_18.12.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of ZUARI AGRO CHEMICALS LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the

company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

SHIVARAM SUBRAY BHAT
Digitally signed by SHIVARAM SUBRAY BHAT
Date: 2025.12.23 09:53:29 +05'30'

Name	SHIVARAM BHAT
Date (DD/MM/YYYY)	18/12/2025
Place	PANAJI GOA

Whether associate or fellow:

◉ Associate ◯ Fellow

Certificate of practice number	7*5*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person	48097
*(b) Name of the Designated Person	ASHEEBA PEREIRA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 6C dated* (DD/MM/YYYY) 01/10/2024 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by** NITIN MANGUESH KANTAK Digitally signed by NITIN MANGUESH KANTAK Date: 2025.12.22 18:05:06 +05'30'

*Designation Director

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator 0*0*9*4*

***To be digitally signed by** ASHEEBA PEREIRA Digitally signed by ASHEEBA PEREIRA Date: 2025.12.22 18:04:05 +05'30'

◉ Company Secretary ○ Company secretary in practice

*Whether associate or fellow:

◉ Associate ○ Fellow

Membership number 4*0*7

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN) AC0017374

eForm filing date (DD/MM/YYYY) 22/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company