

January 11, 2017

**The Manager – Corporate
Relationship Department
BSE Limited**
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400 001

**The Manager - Corporate Compliance
National Stock Exchange of India Limited**
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051

Sub: submission of voting results of Postal Ballot:

Dear Sir,

The Company has sought approval of members through Postal ballot vide Postal Ballot notice dated 21st October, 2016.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of Postal Ballot along with report of the scrutinizer dated 11th January, 2017 for the postal ballot process is enclosed herewith.

You are requested to take the same on record.

Thanking You,

Yours faithfully,
For **ZUARI AGRO CHEMICALS LIMITED**



R Y PATIL
Vice President
& Company Secretary



ZUARI AGRO CHEMICALS LIMITED

(Formerly known as Zuari Holding Limited)

CIN No.: L65910GA2009PLC006177

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403726, India

Tel: +0832 259 2180, 259 2181 Fax: +0832 255 5279

www.zuari.in

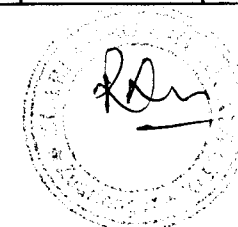
summary Voting Results of postla Ballot
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|--|----------------|
| Date of the AGM/EGM: | Not Applicable |
| Total number of shareholders on record date (02/12/2016) | 34398 |
| No. of Shareholders present in the meeting either in person or through proxy: Promoters & Promoters Group Public | Not Applicable |
| No. of Shareholders attended meeting through Video Conferencing Promoters & Promoters Group Public | Not Applicable |

Agenda wise Disclosure:

| | |
|--|--|
| SPECIAL RESOLUTION - : | Approval of the Members for alteration and variation of the term of appointment of Mr. Kapil Mehan (DIN: 01215092), Managing Director of the Company from a period of 5 (five) years to a period not exceeding 3 (three) years with effect from 1st April, 2015 and to pay remuneration within the overall ceiling limit as prescribed in Schedule V of the Companies Act, 2013. |
| Whether promoter group are interested in the resolution? | NO |

| Category | Mode of Voting | No. of Shares held | No. of Votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | 1 | 2 | 3=(2/1)*100 | 4 | 5 | 6=(4/2)*100 | 7=(5/2)*100 |
| Promoters and Promoter Group | E- voting | 31,056,802 | 30126184 | 97.00 | 30126184.00 | 0 | 100.00 | 0.000 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.000 |
| | Total | 31,056,802 | 30,126,184 | 97.00 | 30,126,184 | 0 | 100.00 | 0.000 |
| Public - Institutions | E- voting | 4,330,282 | 370,121 | 8.55 | 370,121 | 0 | 100.00 | 0.000 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.000 |
| | Total | 4,330,282 | 370,121 | 8.55 | 370,121 | 0 | 100.00 | 0.000 |
| Public - Non Institutions | E- voting | 6,670,922 | 2,020 | 0.03 | 1,820 | 200 | 90.10 | 9.901 |
| | Postal Ballot | | 7812 | 0.12 | 7294 | 517 | 93.37 | |
| | Total | 6,670,922 | 9,832 | 0.15 | 9,114 | 717 | 92.70 | 7.293 |
| Total | | 42,058,006 | 30,506,137 | 72.53 | 30,505,419 | 717 | 99.998 | 0.002 |



SCRUTINIZER'S REPORT

To
Director,
ZUARI AGRO CHEMICALS LIMITED (The Company)
Jai Kisaan Shawan,
Zuarinagar,
Goa- 403 726

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 21st October, 2016 has appointed me as Scrutinizer for conducting the postal ballot voting process (which includes e-voting also) on the resolutions contained in the Notice dated 21st October, 2016.

2. I submit my report as under:
 - a. The Company has completed on 9th December, 2016, the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 2nd December, 2016.

 - b. The Company has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Company by tying up with the Central Depository Services (India) Ltd ('CDSL') e-voting facility.

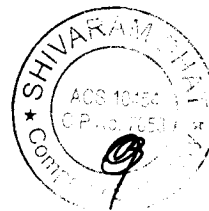
 - c. The e-voting remained open for the period commencing from Monday, 12th December, 2016, 10:00 A.M. to Tuesday, 10th January, 2017, 05:00 P.M..



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Shivaram Bhat
Company Secretary

- d. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting website.
- e. The postal ballot forms received in sealed envelope were kept in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
- f. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on 2nd December, 2016.
- g. All postal ballot forms received up to 10th January, 2017, by 5.00 P.M., the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- h. The defaced or mutilated ballot papers found by me were considered invalid.
- i. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted 'for', 'against' each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Ltd ('CDSL') i.e. www.evotingindia.com and based on such reports generated and upon the counting of the postal ballots received, the result of the voting is as under:



Shivaram Bhat
Company Secretary

Resolution

Approval of the Members for alteration and variation of the term of appointment of Mr. Kapil Mehan (DIN: 01215092), Managing Director of the Company from a period of 5 (five) years to a period not exceeding 3 (three) years with effect from 1st April, 2015 and to pay remuneration within the overall ceiling limit as prescribed in Schedule V of the Companies Act, 2013.

(i) Voted in favour of the resolution:

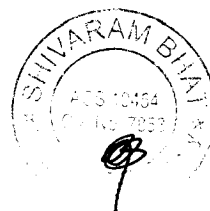
| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--------------------------|--------|------------------------------|---------------|---------------------------------------|
| E-voting | Ballot | E-voting | Postal Ballot | |
| 38 | 85 | 3,04,98,125 | 7,294 | |
| TOTAL VOTES | | 3,05,05,419 | | 99.998 |

(ii) Voted against the resolution:

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--------------------------|--------|------------------------------|---------------|---------------------------------------|
| E-voting | Ballot | E-voting | Postal Ballot | |
| 1 | 4 | 200 | 517 | |
| TOTAL VOTES | | 717 | | 0.002 |

(iii) Invalid votes :

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 1 | 1 |



Shivaram Bhat
Company Secretary

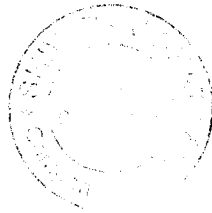
3. I have handed over the postal ballot forms and other related papers and records for safe custody to the Vice President & Company Secretary authorised by the Board to supervise the postal ballot process.

4. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

Yours faithfully,

Date: January 11, 2017
Place: Zuarinagar-Goa



For ZUARI AGRO PRODUCTS LIMITED

Director

Shivaram Bhat
Practising Company Secretary
CP No. 7853