

4<sup>th</sup> August, 2018

BSE Limited  
Floor 25, P.J. Towers  
Dalal Street  
**Mumbai 400 001** -

National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East  
**Mumbai- 400051** -

Dear Sirs,

**Sub: Submission of voting results of Postal Ballot**

The Company has sought approval of members through Postal Ballot vide Postal Ballot Notice dated 25<sup>th</sup> June, 2018.

Pursuant to Regulation 44(3) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, the results of Postal Ballot along with report of the scrutinizer dated 3<sup>rd</sup> August, 2018 for the postal ballot process is enclosed herewith.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For ZUARI AGRO CHEMICALS LIMITED



R.Y. PATIL  
Vice President & 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](http://www.zuari.in)

**Summary of Voting Results of Postal Ballot**  
Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM/EGM	Not Applicable
Total number of shareholders on record date	39087 (Friday, 22nd June, 2018)
No. of shareholders present in the meeting either in person or through proxy: a)Promoter and Promoter Group b)Public	Not Applicable
No. of shareholders present in the meeting either in person or through Video Conferencing a)Promoter and Promoter Group b)Public	Not Applicable

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Raising of funds through Issue of Foreign Currency Convertible Bonds (FCCBs)				
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
Promoter and Promoter Group	E-Voting		22273275	80.1473	22273275	0	100.0000	0.0000
	Poll	27790419	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	27790419	22273275	80.1473	22273275	0	100.0000	0.0000
Public- Institutions	E-Voting		1511296	34.3071	1511296	0	100.0000	0.0000
	Poll	4405196	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4405196	1511296	34.3071	1511296	0	100.0000	0.0000
Public- Non Institutions	E-Voting		151708	1.5382	151680	28	99.9815	0.0185
	Poll	9862391	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		12782	0.1296	12709	73	99.4289	0.5711
	<b>Total</b>	9862391	164490	1.6679	164389	101	99.9386	0.0614
<b>Total</b>		<b>42058006</b>	<b>23949061</b>	<b>56.9429</b>	<b>23948960</b>	<b>101</b>	<b>99.9996</b>	<b>0.0004</b>



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue and Allotment of Compulsorily Convertible Debentures on Rights basis and equity shares arising on conversion of Compulsorily Convertible Debentures:				
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
Promoter and Promoter Group	E-Voting		22273275	80.1473	22273275	0	100.0000	0.0000
	Poll	27790419	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	27790419	22273275	80.1473	22273275	0	100.0000	0.0000
Public- Institutions	E-Voting		1511296	34.3071	1373448	137848	90.8788	9.1212
	Poll	4405196	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4405196	1511296	34.3071	1373448	137848	90.8788	9.1212
Public- Non Institutions	E-Voting		151708	1.5382	151703	5	99.9967	0.0033
	Poll	9862391	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		11743	0.1191	11407	336	97.1387	2.8613
	<b>Total</b>	9862391	163451	1.6573	163110	341	99.7914	0.2086
<b>Total</b>		<b>42058006</b>	<b>23948022</b>	<b>56.9405</b>	<b>23809833</b>	<b>138189</b>	<b>99.4230</b>	<b>0.5770</b>



**SCRUTINIZER'S REPORT**

To  
The Chairman/ Managing Director  
**ZUARI AGRO CHEMICALS LIMITED** (the Company)  
Jai Kisaan Bhawan,  
Zuarinagar,  
Goa-403726.

Dear Sir,

1. The Board of Directors of the Company at its meeting held on June 25, 2018 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 25<sup>th</sup> June, 2018.
  
2. I submit my report as under:
  - a. The Company has completed on July 04, 2018 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 22<sup>nd</sup> June, 2018, the record date fixed for the purpose.
  
  - 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 Link Intime India Private Limited ('LI IPL') e-voting facility.



A handwritten signature in blue ink, appearing to be "SB", located to the right of the circular stamp.

**Shivaram Bhat**  
**Company Secretary**

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- c. The e-voting remained open for the period commencing from Thursday, 5<sup>th</sup> July, 2018, 10:00 A.M to Friday, 3<sup>rd</sup> August 2018, 05:00 P.M.
- d. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the LIPL 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 and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on 22<sup>nd</sup> June, 2018.
- g. All postal ballot forms received upto 5.00 P.M. on Friday,3<sup>rd</sup> August, 2018, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny and were duly opened in my presence and scrutinized.
- h. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- i. The details containing inter alia, list of Equity Share Holders, who voted 'FOR' and 'AGAINST' the resolution that was put to vote, were generated from the e-voting website of Link Intime India Private Limited (LIPL) i.e., <https://instavote.linkintime.co.in> and based on such reports generated and upon the counting of the postal ballots received, the result of the voting is as under:



A handwritten signature in blue ink, appearing to be "SB", located to the right of the circular stamp.

**Shivaram Bhat**  
**Company Secretary**

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Item No. 1:

Special Resolution for Raising of funds through Issue of Foreign Currency Convertible Bonds (FCCBs).

(i) Voted in favour the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Postal Ballot	E-voting	Postal Ballot	E-voting	
286	33	12,709	2,39,36,251	
TOTAL VOTES				<b>99.9996</b>

(ii) Voted **against** the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Postal Ballot	E-voting	Postal Ballot	E-voting	
20	2	73	28	
TOTAL VOTES				<b>0.0004</b>

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	16



**Shivaram Bhat**  
**Company Secretary**

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Item No. 2:

Special Resolution for Issue and Allotment of Compulsorily Convertible Debentures on Rights basis and equity shares arising on conversion of Compulsorily Convertible Debentures:

(i) Voted **in favour** the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Postal Ballot	E-voting	Postal Ballot	E-voting	
269	28	11,407	2,37,98,426	
TOTAL VOTES				<b>99.4230</b>

(ii) Voted **against** the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Postal Ballot	E-voting	Postal Ballot	E-voting	
17	6	336	1,37,853	
TOTAL VOTES				<b>0.5770</b>

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	16



A handwritten signature in blue ink, appearing to be "S. Bhat", written in a cursive style.

**Shivaram Bhat**  
**Company Secretary**

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3. Electronic record containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
4. I have handed over the postal ballot forms and other related papers and records for safe custody to the Company Secretary authorised by the Board to supervise the postal ballot process.
5. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting (Ref. Clause 16.6.3 of Secretarial Standards).
6. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

Place: Zuarinagar, Goa  
Date: August 03, 2018

Yours faithfully,



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**Shivaram Bhat**  
**Practising Company Secretary**  
CP No. 7853

