

January 11, 2017

**The Manager – Corporate  
Relationship Department  
BSE Limited**  
25<sup>th</sup> 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 21<sup>st</sup> 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 11<sup>th</sup> January, 2017 for the postal ballot process is enclosed herewith.

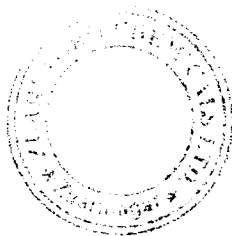
You are requested to take the same on record.

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](http://www.zuari.in)

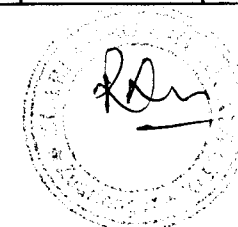
**summary Voting Results of postla Ballot**  
**Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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
	<b>Total</b>	<b>31,056,802</b>	<b>30,126,184</b>	<b>97.00</b>	<b>30,126,184</b>	<b>0</b>	<b>100.00</b>	<b>0.000</b>
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
	<b>Total</b>	<b>4,330,282</b>	<b>370,121</b>	<b>8.55</b>	<b>370,121</b>	<b>0</b>	<b>100.00</b>	<b>0.000</b>
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	
	<b>Total</b>	<b>6,670,922</b>	<b>9,832</b>	<b>0.15</b>	<b>9,114</b>	<b>717</b>	<b>92.70</b>	<b>7.293</b>
<b>Total</b>		<b>42,058,006</b>	<b>30,506,137</b>	<b>72.53</b>	<b>30,505,419</b>	<b>717</b>	<b>99.998</b>	<b>0.002</b>



**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 21<sup>st</sup> 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 21<sup>st</sup> 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 2<sup>nd</sup> 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, 12<sup>th</sup> December, 2016, 10:00 A.M. to Tuesday, 10<sup>th</sup> January, 2017, 05:00 P.M..

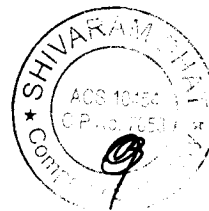


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**Shivaram Bhat**  
**Company Secretary**

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- 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 2<sup>nd</sup> December, 2016.
- g. All postal ballot forms received up to 10<sup>th</sup> 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](http://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**

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**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:

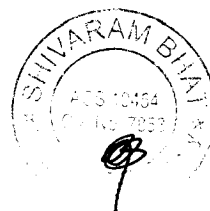
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
38	85	3,04,98,125	7,294	
TOTAL VOTES		3,05,05,419		99.998

(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**

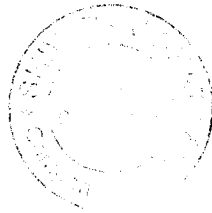
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3. I have handed over the postal ballot forms and other related papers and records for safe custody to the Vice President & Company Secretary authorised by the Board to supervise the postal ballot process.
  
4. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

Yours faithfully,

Date: January 11, 2017  
Place: Zuarinagar-Goa



For ZUARI AGRO PRODUCTS LIMITED  
  
Director

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