



September 22, 2015

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

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

**Sub: Outcome of the 6th Annual General Meeting of the Company and Disclosure of Voting Results:**

**Script Code: BSE -534742, NSE - ZUARI**

Dear Sir,

This is to inform you that the Shareholders at the 6th Annual General Meeting of the Company held today, 21<sup>st</sup> September, 2015 have approved the following:

Sr. No.	Particulars	Resolution required: (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Result
1	Adoption of standalone Audited Balance Sheet of the Company as at March 31, 2015, and the Statement of Profit and Loss for the financial year ended on that date together with the Reports of the Board of Directors' and Auditors' thereon.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
2	Adoption of consolidated Audited Balance Sheet of the Company as at March 31, 2015, and the Statement of Profit and Loss for the financial year ended on that date together with the Reports of the Board of Directors' and Auditors' thereon.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
3	Declaration of dividend of Rs. 2/- per Equity Share	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
4	Re-appointment of N. Suresh Krishnan as a Director of the Company.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
5	Ratification of appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, as Statutory Auditors of the Company.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
6	To ratify the remuneration payable to Mr. Irudayam Savari Muthu, Cost Accountant for conducting the Cost Audit of the Company for the financial year 2015-16.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
7	Alteration in the Articles of Association of the Company by replacing all the existing regulations	Special Resolution	Poll & E-voting	Passed with requisite majority
8	Appointment of appointment of Ms. Kiran Dhingra (holding DIN 00425602), Director of the Company, who was appointed as	Ordinary Resolution	Poll & E-voting	Passed with requisite majority

**ZUARI AGRO CHEMICALS LIMITED**  
 (Formerly known as Zuari Holdings Limited)

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

Telephone : (0832) 2592180, 2592181, Fax : (0832) 2555279, CIN-L65910GA2009PLC006177

Website : www.zuari.in

	Additional Director			
9	Appointment of Mr. Kapil Mehan (holding DIN 01215092), Director of the Company, who was appointed as Additional Director	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
10	Appointment and remuneration of Mr. Kapil Mehan, as the Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2015.	Special Resolution	Poll & E-voting	Passed with requisite majority
11	Revision in the remuneration payable to Mr. Kapil Mehan, as the Managing Director of the Company w.e.f. 1st August, 2015.	Special Resolution	Poll & E-voting	Passed with requisite majority

Pursuant to Clause 35A of the Listing Agreement, the details of the voting results at the Annual General Meeting of the Company are given below;

Date of the AGM:	September 21, 2015
Total number of shareholders on record date (Cut-off date for e-voting):	32738
No. of shareholders present in the meeting either in person or through proxy:	44
Promoters and Promoter Group:	7
Public:	44
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	NIL
Public:	NIL

The consolidated voting details of 6<sup>th</sup> Annual General Meeting together with the reports of the Scrutinizer are enclosed.

Kindly acknowledge the same.

Thanking You,

Yours faithfully,

For **ZUARI AGRO CHEMICALS LIMITED**



**R.Y. Patil**  
**Chief General Manager**  
**& Company Secretary**

1

To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet for the year ended 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Promoter/ Public	Electronic	Physical	No. of shares held	No. of Vote polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in Favour	No. of Votes Again	% of Votes in favour on vote polled (6)=[(4)/(2)]* 100	% of Votes against on vote polled (7)=[(5)/(2)]*1 00
			-1	-2	-3	-4	-5	-6	-7
Promoter and Promoter Group	30117763	0	31056802	30117763	96.98	30117763	0	100.00	0.00
Public - Institutional holders	3259230	0	6894416	3259230	47.27	3259230	0	100.00	0.00
Public-Others	912	12421	4106788	13333	0.32	13123	151	98.42	1.13
<b>Total</b>	<b>33377905</b>	<b>12421</b>	<b>42058006</b>	<b>33390326</b>		<b>33390116</b>	<b>151</b>	<b>99.9994</b>	<b>0.0005</b>

2

To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended 31st March, 2015 including audited Consolidated Balance Sheet for the year ended 31st March, 2015 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.

Promoter/ Public	Electronic	Physical	No. of shares held	No. of Vote polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in Favour	No. of Votes Again	% of Votes in favour on vote polled (6)=[(4)/(2)]* 100	% of Votes against on vote polled (7)=[(5)/(2)]*1 00
			-1	-2	-3	-4	-5	-6	-7
Promoter and Promoter Group	30117763	0	31056802	30117763	96.98	30117763	0	100	0
Public - Institutional holders	3259230	0	6894416	3259230	47.27	3259230	0	100	0
Public-Others	912	11925	4106788	12837	0.31	12627	151	98.36	1.18
<b>Total</b>	<b>33377905</b>	<b>11925</b>	<b>42058006</b>	<b>33389830</b>		<b>33389620</b>	<b>151</b>	<b>100.00</b>	<b>0.00</b>



3 To approve declaration of dividend of Rs. 2/- per equity share for the year ended 31<sup>st</sup> March, 2015.

Promoter/ Public	Electronic	Physical	No. of shares held	No. of Vote polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in Favour	No. of Votes Again	% of Votes in favour on vote polled (6)=[(4)/(2)]* 100	% of Votes against on vote polled (7)=[(5)/(2)]*1 00
			-1	-2	-3	-4	-5	-6	-7
Promoter and Promoter Group	30117763	0	31056802	30117763	96.98	30117763	0	100	0
Public - Institutional holders	3259230	0	6894416	3259230	47.27	3259230	0	100	0
Public-Others	912	11925	4106788	12837	0.31	12777	1	99.53	0.01
<b>Total</b>	<b>33377905</b>	<b>11925</b>	<b>42058006</b>	<b>33389830</b>		<b>33389770</b>	<b>1</b>	<b>100.000</b>	<b>0.000</b>

4 To approve reappointment of Mr. N. Suresh Krishnan (holding DIN 00021965), as Director of the Company.

Promoter/ Public	Electronic	Physical	No. of shares held	No. of Vote polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in Favour	No. of Votes Again	% of Votes in favour on vote polled (6)=[(4)/(2)]* 100	% of Votes against on vote polled (7)=[(5)/(2)]*1 00
			-1	-2	-3	-4	-5	-6	-7
Promoter and Promoter Group	30117763	0	31056802	30117763	96.98	30117763	0	100	0
Public - Institutional holders	3259230	0	6894416	3259230	47.27	3259230	0	100	0
Public-Others	912	11925	4106788	12837	0.31	12268	510	95.57	3.97
<b>Total</b>	<b>33377905</b>	<b>11925</b>	<b>42058006</b>	<b>33389830</b>		<b>33389261</b>	<b>510</b>	<b>99.998</b>	<b>0.002</b>

5 to ratify appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, as Statutory Auditors of the Company.

Promoter/ Public	Electronic	Physical	No. of shares held	No. of vote polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in Favour	No. of Votes Again	% of Votes in favour on vote polled (6)=[(4)/(2)]* 100	% of Votes against on vote polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	30117763	0	31056802	30117763	96.98	30117763	0	100	0
Public - Institutional holders	3259230	0	6894416	3259230	47.27	3259230	0	100	0
Public-Others	912	11925	4106788	12837	0.31	12626	152	98.36	1.18
<b>Total</b>	<b>33377905</b>	<b>11925</b>	<b>42058006</b>	<b>33389830</b>		<b>33389619</b>	<b>152</b>	<b>100.00</b>	<b>0.00</b>



6

To ratify the remuneration payable to Mr. Irudayam Savari Muthu, Cost Accountant for conducting the Cost Audit of the Company for the financial year 2015-16.

Promoter/ Public	Electronic	Physical	No. of shares held	No. of Vote polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In Favour	No. of Votes Again	% of Votes in Favours on vote polled (6)=[(4)/(2)]* 100	% of Votes against on vote polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	30117763	0	31056802	30117763	96.98	30117763	0	100	0
Public - Institutional holders	3259230	0	6894416	3259230	47.27	3259230	0	100	0
Public-Others	912	11925	4106788	12837	0.31	12527	251	97.59	1.96
<b>Total</b>	<b>33377905</b>	<b>11925</b>	<b>42058006</b>	<b>33389830</b>		<b>33389520</b>	<b>251</b>	<b>100.00</b>	<b>0.00</b>

7

To consider and approve the alteration in the Articles of Association of the Company by replacing all the existing regulations.

Promoter/ Public	Electronic	Physical	No. of shares held	No. of Vote polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In Favour	No. of Votes Again	% of Votes in favours on vote polled (6)=[(4)/(2)]* 100	% of Votes against on vote polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	30117763	0	31056802	30117763	96.98	30117763	0	100	0
Public - Institutional holders	3259230	0	6894416	3259230	47.27	3259230	0	100	0
Public-Others	912	11881	4106788	12793	0.31	12284	450	96.02	3.52
<b>Total</b>	<b>33377905</b>	<b>11881</b>	<b>42058006</b>	<b>33389786</b>		<b>33389277</b>	<b>450</b>	<b>100.00</b>	<b>0.00</b>

8

To approve appointment of Ms. Kiran Dhingra (holding DIN 00425602), Director of the Company, who was appointed as Additional Director.

Promoter/ Public	Electronic	Physical	No. of shares held	No. of Vote polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In Favour	No. of Votes Again	% of Votes in favours on vote polled (6)=[(4)/(2)]* 100	% of Votes against on vote polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	30117763	0	31056802	30117763	96.98	30117763	0	100	0
Public - Institutional holders	3259230	0	6894416	3259230	47.27	3259230	0	100	0
Public-Others	912	11925	4106788	12837	0.31	12268	510	95.57	3.97
<b>Total</b>	<b>33377905</b>	<b>11925</b>	<b>42058006</b>	<b>33389830</b>		<b>33389261</b>	<b>510</b>	<b>100.00</b>	<b>0.00</b>



**To approve appointment of Mr. Kapil Mehan (holding DIN 01215092), Director of the Company, who was appointed as Additional Director.**

Promoter/ Public	Electronic	Physical	No. of shares held	No. of Vote polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in Favour	No. of Votes Again	% of Votes in favour on vote polled (6)=[(4)/(2)]* 100	% of Votes against on vote polled (7)=[(5)/(2)]* 100
			1	2	3	4	5	6	7
Promoter and Promoter Group	30117763	0	31056802	30117763	96.98	30117763	0	100	0
Public – Institutional holders	3259230	0	6894416	3259230	47.27	3259230	0	100	0
Public-Others	912	11925	4106788	12837	0.31	12267	511	95.56	3.98
<b>Total</b>	<b>33377905</b>	<b>11925</b>	<b>42058006</b>	<b>33389830</b>		<b>33389260</b>	<b>511</b>	<b>100.00</b>	<b>0.00</b>

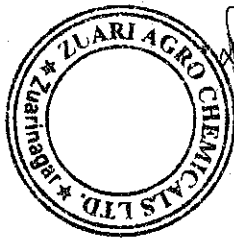
**10 To approve appointment and remuneration of Mr. Kapil Mehan, as the Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2015**

Promoter/ Public	Electronic	Physical	No. of shares held	No. of Vote polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in Favour	No. of Votes Again	% of Votes in favour on vote polled (6)=[(4)/(2)]* 100	% of Votes against on vote polled (7)=[(5)/(2)]* 100
			1	2	3	4	5	6	7
Promoter and Promoter Group	30117763	0	31056802	30117763	96.98	30117763	0	100	0
Public – Institutional holders	3259230	0	6894416	3259230	47.27	3259230	0	100	0
Public-Others	912	11925	4106788	12837	0.31	12224	554	95.22	4.32
<b>Total</b>	<b>33377905</b>	<b>11925</b>	<b>42058006</b>	<b>33389830</b>		<b>33389217</b>	<b>554</b>	<b>100.00</b>	<b>0.00</b>



To approve the revision in the remuneration payable to Mr. Kapil Mehan, as the Managing Director of the Company w.e.f. 1st August, 2015

Promoter/ Public	Electronic	Physical	No. of shares held	No. of Vote polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in Favour	No. of Votes Again	% of Votes in favour on vote polled (6)=[(4)/(2)]* 100	% of Votes against on vote polled (7)=[(5)/(2)]*1 00
			1	2	3	4	5	6	7
Promoter and Promoter Group	30117763	0	31056802	30117763	96.98	30117763	0	100	0
Public - Institutional holders	3259230	0	6894416	3259230	47.27	3259230	0	100	0
Public-Others	912	11825	4106788	12737	0.31	12016	662	94.34	5.20
<b>Total</b>	<b>33377905</b>	<b>11825</b>	<b>42058006</b>	<b>33389730</b>		<b>33389009</b>	<b>662</b>	<b>99.998</b>	<b>0.002</b>



**Report of Scrutinizer**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,

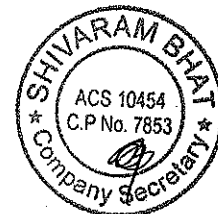
Chairman, Annual General Meeting of the Equity Shareholders  
of Zuari Agro Chemicals Limited

Held on Monday, 21st day of September, 2015 at 10.00 A.M.  
at Jai Kisaan Bhawan, Zuarinagar, Goa- 403726

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll (which includes e-voting and Postal Ballot) on the below mentioned resolution(s), at the Sixth Annual General Meeting of the Equity Shareholders of Zuari Agro Chemicals Limited, held on Monday, 21st day of September, 2015 at 10.00 a.m. at Jai Kisaan Bhawan, Zuarinagar, Goa- 403726, submit my report as under:

1. The Company has completed on Tuesday, 25th August, 2015 the dispatch of postal ballot forms (together with Annual Report) and postage prepaid business reply envelope to its Members.

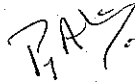





**Shivaram Bhat**  
**Company Secretary**

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2. The Company has extended the facility of e-voting to the shareholders by tying up with the Central Depository Services (India) Limited ('CDSL') e-voting facility.
3. The e-voting remained open for the period commencing from Wednesday, 16th September, 2015, 10:00 A.M to Sunday, 20th September, 2015, 05:00 P.M.
4. At the Annual General Meeting, after the time fixed for closing of the poll by the Chairman, one ballot box that was kept for polling was locked in my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
6. Thereafter, using the scrutinizer's login on the CDSL e-voting website, the votes cast through remote-voting was unblocked in the presence of following two witnesses who are not in the employment of the company:

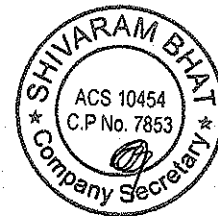


Pooja Alornekar



Shraddha Prabhukhanolkar

7. The votes cast by the shareholders through the e-voting facility were scrutinized.
8. All postal ballot forms received upto 5.00 P.M. on 20th September, 2015, 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.
9. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



10. The result of the voting is as under:

Item No. 1

Adoption of Financial Statements for the year ended 31st March, 2015.

(i) Voted in favour of the resolution:

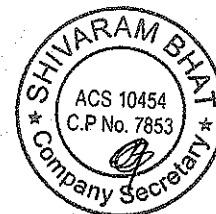
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
35	83	33	4,275	8,087	33,377,754	100

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
0	0	2	0	0	151	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	59



Item No. 2

Adoption of Consolidated financial statements for the year ended 31st March, 2015.

(i) Voted in favour of the resolution:

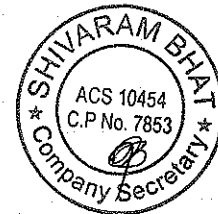
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
35	78	33	4275	7591	33377754	100.00

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
0	0	2	0	0	151	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	59



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

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Item No. 3

Declaration of dividend on Equity Shares.

(i) Voted in favour of the resolution:

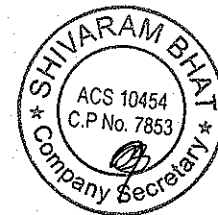
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
35	77	35	4275	7590	33377905	100.00

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
0	1	0	0	1	0	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	59



**Item No. 4**

Re-appointment of Mr. N. Suresh Krishnan, (DIN- 00021965), who retires by rotation.

(i) Voted in favour of the resolution:

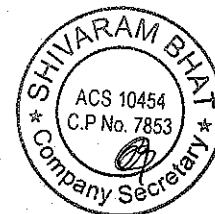
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
35	75	33	4275	7232	33377754	100.00

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
0	3	2	0	359	151	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	59



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

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**Item No. 5**

Ratification of appointment of M/s. S. R. Batliboi & Co., LLP, Chartered Accountants, (301003E) as Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

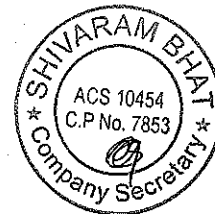
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
35	77	33	4275	7590	33377754	100.00

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
0	1	2	0	1	151	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	59



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

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Item No. 6

To ratify the remuneration of the cost auditor for the financial year 2015-16.

(i) Voted in favour of the resolution:

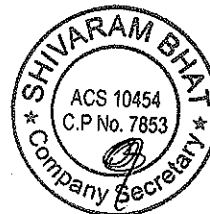
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
35	77	33	4275	7491	33377754	100.00

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
0	1	2	0	100	151	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	59



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

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Item No. 7

Adoption of new set of Articles by replacing the existing AOA.

(i) Voted in favour of the resolution:

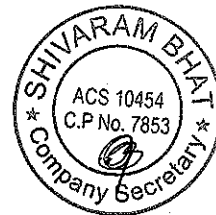
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
35	75	34	4275	7247	33377755	100.00

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
0	2	1	0	300	150	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	59





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

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Item No. 8

Appointment of Ms. Kiran Dhingra (DIN- 00425602) as Independent Director.

(i) Voted in favour of the resolution:

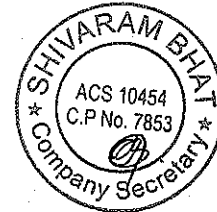
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
35	75	33	4275	7232	33377754	100.00

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
0	3	2	0	359	151	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	59



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

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Item No. 9

Appointment of Mr. Kapil Mehan (DIN- 01215092) as a Director.

(i) Voted in favour of the resolution:

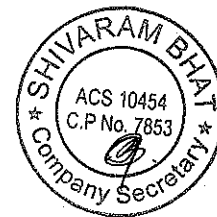
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
35	74	33	4275	7231	33377754	100.00

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
0	4	2	0	360	151	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	59



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

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Item No. 10

Appointment and payment of remuneration of Mr. Kapil Mehan as the Managing Director of the Company.

(i) Voted in favour of the resolution:

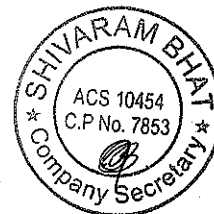
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
35	74	33	4275	7188	33377754	100.00

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
0	4	2	0	403	151	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	59



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

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Item No. 11

Approve the revision of remuneration payable to Mr . Kapil Mehan as the Managing Director of the Company.

(i) Voted in favour of the resolution:

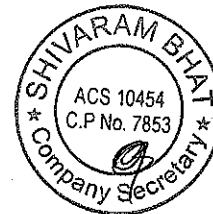
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
35	72	32	4275	6988	33377746	100.00

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	Those present in person or by proxy at AGM	Through Ballot Form	Through E-voting	
0	5	3	0	503	159	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	59

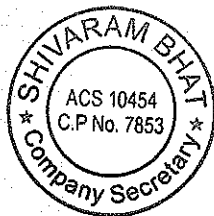


**Shivaram Bhat**  
**Company Secretary**

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11. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" those whose votes were declared invalid for each resolution is enclosed.
12. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
13. You may accordingly declare the result of the voting.

Thanking you,



Yours faithfully,

A handwritten signature in black ink, appearing to be "Shivaram Bhat", written over a horizontal line.

Place: Zuarinagar, Goa.

Dated: September 22, 2015.

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

**For ZUARI AGRO CHEMICALS LIMITED**

A handwritten signature in black ink, appearing to be "Anil A. Meep.", written in a cursive style.

**DIRECTOR**