

December 30, 2017

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- 400001

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 21st November, 2017.

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 29th December, 2017 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

(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 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	36139 (Friday, 17th November, 2017)
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 No.1 Raising of funds through issue of securities.

Resolution Required (Ordinary/Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution? No	Yes. Promoter Directors are interested in the resolution

Category	Mode of Voting		No. of shares held 1	No. of votes polled 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour 4	No. of Votes against 5	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
	Evoting	Postal Ballot							
Promoter and Promoter Group	26717157	0	27790419	26717157	96.14	26717157	0	100.000	0.000
Public – Institutions	2948064	0	4502505	2948064	65.48	2948064	0	100.000	0.000
Public-Non Institutions	1811734	12579★	9765082	1824313	18.68	1824296	17	99.9991	0.001
Total	31476955	12579	42058006	31489534	74.87	31489517	17	99.9999	0.0001

* Exclude invalid votes

Result: Resolution passed by requisite majority

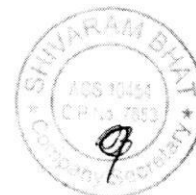


SCRUTINIZER'S REPORT

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

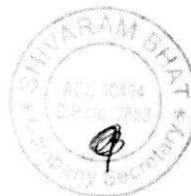
Dear Sir,

1. The Board of Directors of the Company at its meeting held on 21st November, 2017 has appointed me as Scrutinizer for conducting the postal ballot voting process (which includes e-voting also) on the resolution contained in the Notice dated 21st November, 2017.
2. I submit my report as under:
 - a. The Company has completed on November 29, 2017 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 17th November, 2017, 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 Central Depository Services (India) Limited ('CDSL') e-voting facility.



Shivaram Bhat
Company Secretary

- c. The e-voting remained open for the period commencing from Thursday, 30th November, 2017, 10:00 A.M to Friday, 29th December, 2017, 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 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 and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on 17th November, 2017.
- g. All postal ballot forms received upto 5.00 p. m. on 29th December, 2017, 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 Central Depository Services (India) Limited ('CDSL') i.e., <https://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

Item No. 1:

Special Resolution for raising of funds through issue of securities.

(i) Voted in favour the resolution:

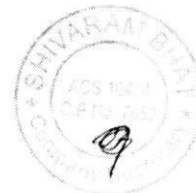
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Postal Ballot	E-voting	Postal Ballot	E-voting	
199	51	12562	31476955	
TOTAL VOTES		31,489,517		99.9999

(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	
8	0	17	0	
TOTAL VOTES		17		0.0001

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	34



Shivaram Bhat
Company Secretary

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

Thanking you,

Place: Zuarinagar, Goa
Date: December 29, 2017



Yours faithfully,

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

Shivaram Bhat
Practising Company Secretary
CP No. 7853

For ZUARI AGRO CHEMICALS LIMITED

A handwritten signature in black ink, appearing to read 'R.Y. Patil', written over a horizontal line.

R.Y. PATIL
Vice President & Company Secretary

