



September 11, 2014

**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

Ref : Clause 35A of the Listing Agreement
Sub: Intimation of Postal Ballot Results:

Script Code: BSE -534742, NSE - ZUARI

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement, we furnish the details regarding the voting results in respect of the resolutions as set out in the Postal Ballot Notice dated 30th July, 2014 in the format prescribed.

Date of passing of the resolution	Thursday, September 11, 2014
Total number of shareholders on record date (Cut-off date for e-voting):	33,704
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NIL
Public:	NIL
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NIL
Public:	NIL

Details of the Agenda:

Item No.	Resolution	Type of Resolution	Mode of voting: (ballot/E-voting)	Result
1	Special Resolution to mortgage, hypothecate, otherwise charge, dispose off as may be necessary of all immovable and movable properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013 and authorizing the Board of Directors to perform all such acts, deeds and things as may be necessary, desirable or expedient in connection therewith	Special	E-voting and physical ballot	Passed with requisite majority
2	Special Resolution u/s 13, 61 of Companies Act 2013 for alteration in Capital Clause of Memorandum of Association of the Company.	Special	E-voting and physical ballot	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

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www.nseindia.com

3	Special Resolution u/s 14 of Companies Act 2013 for alteration in Article 3 of the Articles of Association of the Company	Special	E-voting and physical ballot	Passed with requisite majority
4	Special Resolution u/s 186 of the Companies Act 2013 for increasing the limits to make loan(s) or investment(s) and to give guarantee(s) or to provide security(ies) in connection with a loan(s)	Special	E-voting and physical ballot	Passed with requisite majority
5	Special Resolution u/s 188, 179 of the Companies Act 2013 to approve purchase of 3,22,67,741 shares of Nagarjuna Fertilizers Chemicals Limited held by Zuari Global Limited	Special	E-voting and physical ballot	Passed with requisite majority
6	Special Resolution u/s 188 of the Companies Act 2013 to purchase of land situated in Tamilnadu from Indian Furniture Products Limited	Special	E-voting and physical ballot	Passed with requisite majority

We wish to inform you that the above resolutions have been approved with requisite majority. The details of voting as per as per format prescribed under Clause 35A of the Listing Agreement is attached as Annexure – A

The report dated September 10, 2014 of Mr. Shivaram Bhat, Practising Company Secretary, Scrutinizer for the postal ballot is attached as Annexure – B.

Kindly acknowledge receipt.

Thanking You,

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


R.Y. Patil
Chief General Manager
& Company Secretary



Resolution No. 1

ANNEXURE - A

Promoter/ Public	Electronic	Physical	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
Promoter and Promoter Group	30706692	168550	30875242	30875242	100.00	30875242	0	100.00	0.00
Public - Institutional holders	3096924	19047	7058603	3115971	44.14	2882028	233943	92.49	7.51
Public-Others	367412	2230	4124161	369642	8.96	367783	1859	99.50	0.50
Total	34171028	189827	42058006	34360855		34125053	235802	99.31	0.69

Resolution No. 2

Promoter/ Public	Electronic	Physical	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
Promoter and Promoter Group	30706692	168550	30875242	30875242	100.00	30875242	0	100.00	0.00
Public - Institutional holders	3096924	19047	7058603	3115971	44.14	3115971	0	100.00	0.00
Public-Others	367412	2230	4124161	369642	8.96	369542	100	99.97	0.03
Total	34171028	189827	42058006	34360855		34360755	100	99.9997	0.0003



Resolution No. 3

Promoter/ Public	Electronic	Physical	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
Promoter and Promoter Group	30706692	168550	30875242	30875242	100.00	30875242	0	100.00	0.00
Public - Institutional holders	3096924	19047	7058603	3115971	44.14	3115971	0	100.00	0.00
Public-Others	367412	2230	4124161	369642	8.96	369592	50	99.99	0.01
Total	34171028	189827	42058006	34360855		34360805	50	99.9999	0.0001

Resolution No. 4

Promoter/ Public	Electronic	Physical	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
Promoter and Promoter Group	30706692	168550	30875242	30875242	100.00	30875242	0	100.00	0.00
Public - Institutional holders	3096924	19047	7058603	3115971	44.14	2882028	233943	92.49	7.51
Public-Others	367412	2230	4124161	369642	8.96	367683	1959	99.47	0.53
Total	34171028	189827	42058006	34360855		34124953	235902	99.31	0.69



Resolution No. 5

Promoter/ Public	Electronic	Physical	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
Promoter and Promoter Group	22295091	168550	30875242	22463641	72.76	22463641		100.00	0.00
Public - Institutional holders	3096924	19047	7058603	3115971	44.14	2882028	233943	92.49	7.51
Public-Others	367412	2230	4124161	369642	8.96	369392	250	99.93	0.07
Total	25759427	189827	42058006	25949254		25715061	234193	99.10	0.90

Resolution No. 6

Promoter/ Public	Electronic	Physical	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
Promoter and Promoter Group	30706692	168550	30875242	30875242	100.00	30875242		100.00	0.00
Public - Institutional holders	3096924	19047	7058603	3115971	44.14	2882028	233943	92.49	7.51
Public-Others	367412	2230	4124161	369642	8.96	369442	200	99.95	0.05
Total	34171028	189827	42058006	34360855		34126712	234143	99.32	0.68



309, GERA IMPERIUM 1, Patto, Panaji, GOA 403001 ☎: 0832 2438911 📱 : 9422 05 8248 ✉: cs.sbhat@gmail.com

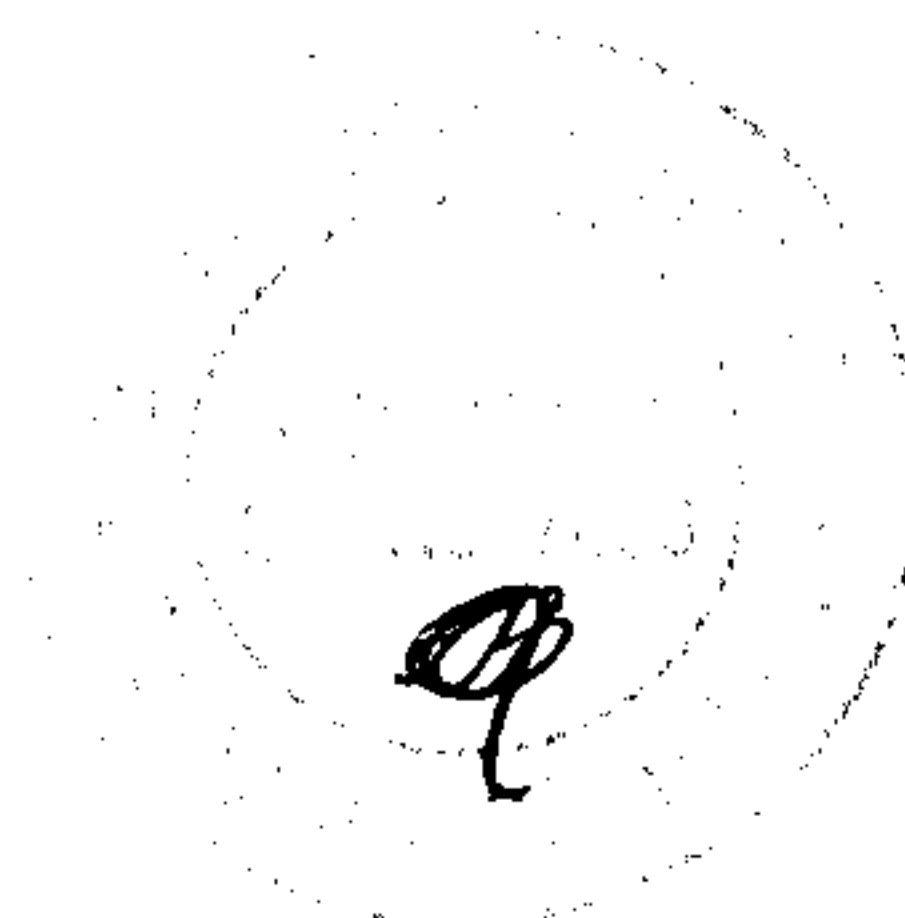
September 10, 2014

SCRUTINIZER'S REPORT

To
Chairman
Zuari Agro Chemicals Limited (the Company)
"Jai Kisan Bhawan",
Zuarinagar, Goa 403726.

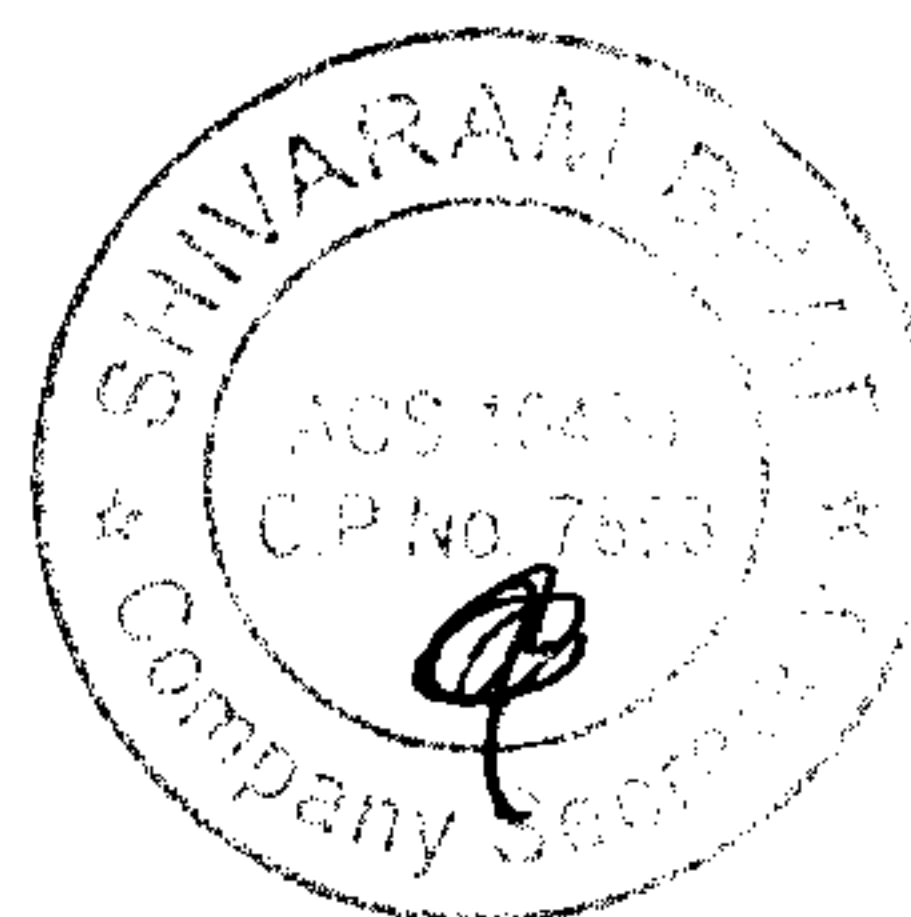
Dear Sir,

1. The Board of Directors of the Company at its meeting held on 8th May, 2014 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 30th July, 2014.
2. I submit my report as under:
 - a. The Company has completed on 5th August, 2014 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 1st July, 2014.
 - 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 Friday, 8th August, 2014, 10:00 A.M to Monday, 8th September, 2014, 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 in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as 1st July, 2014.
- g. All postal ballot forms received upto the close of working hours on 8th September, 2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- h. I did not find any defaced or mutilated ballot paper.
- 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) 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 to mortgage, hypothecate, otherwise charge, dispose off as may be necessary of all immovable and movable properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013 and authorizing the Board of Directors to perform all such acts, deeds and things as may be necessary, desirable or expedient in connection therewith.

(i) Voted in favour the resolution:

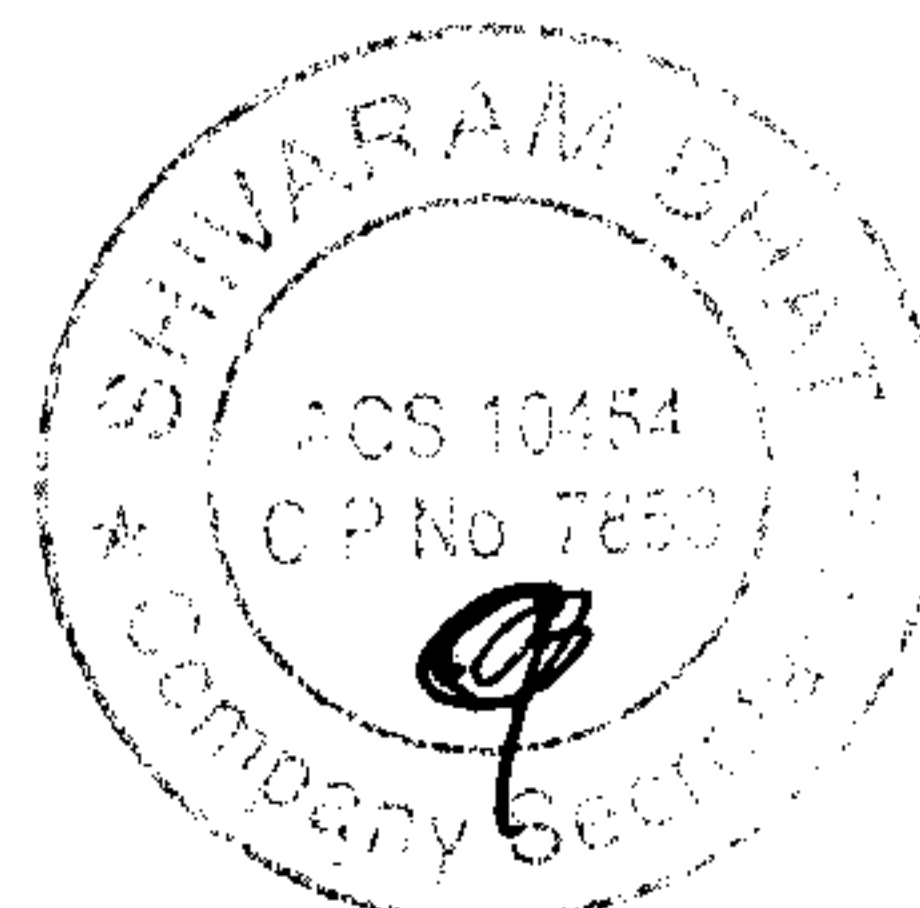
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
55	39	3,39,54,323	1,70,730	
TOTAL VOTES		3,41,25,053		99.31

(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	
12	3	2,16,705	19,097	
TOTAL VOTES		2,35,802		0.69

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	29



Shivaram Bhat
Company Secretary

Item No. 2

Special Resolution u/s 13, 61 of Companies Act 2013 for alteration in Capital Clause of Memorandum of Association of the Company.

(i) Voted in favour 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	
67	39	3,41,71,028	1,89,727	
TOTAL VOTES		3,43,60,755		99.9996

(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	
0	3	0	100	
TOTAL VOTES		100		0.0003

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	29



Shivaram Bhat
Company Secretary

Item No. 3

Special Resolution u/s 14 of Companies Act 2013 for alteration in Article 3 of the Articles of Association of the Company

(i) Voted in favour 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	
67	41	3,41,71,028	1,89,777	
TOTAL VOTES		3,43,60,805		99.9998

(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	
0	1	0	50	
TOTAL VOTES		50		0.0001

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	29



Shivaram Bhat
Company Secretary

Item No. 4

Special Resolution u/s 186 of the Companies Act 2013 for increasing the limits to make loan(s) or investment(s) and to give guarantee(s) or to provide security(ies) in connection with a loan(s).

(i) Voted in favour 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	
53	39	3,39,54,223	1,70,730	
TOTAL VOTES		3,41,24,953		99.31

(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	
14	3	2,16,805	19,097	
TOTAL VOTES		2,35,902		0.69

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	29



Shivaram Bhat
Company Secretary

Item No. 5

Special Resolution u/s 188, 179 of the Companies Act 2013 to approve purchase of 3,22,67,741 shares of Nagarjuna Fertilizers Chemicals Limited held by Zuari Global Limited

(i) Voted in favour the resolution:

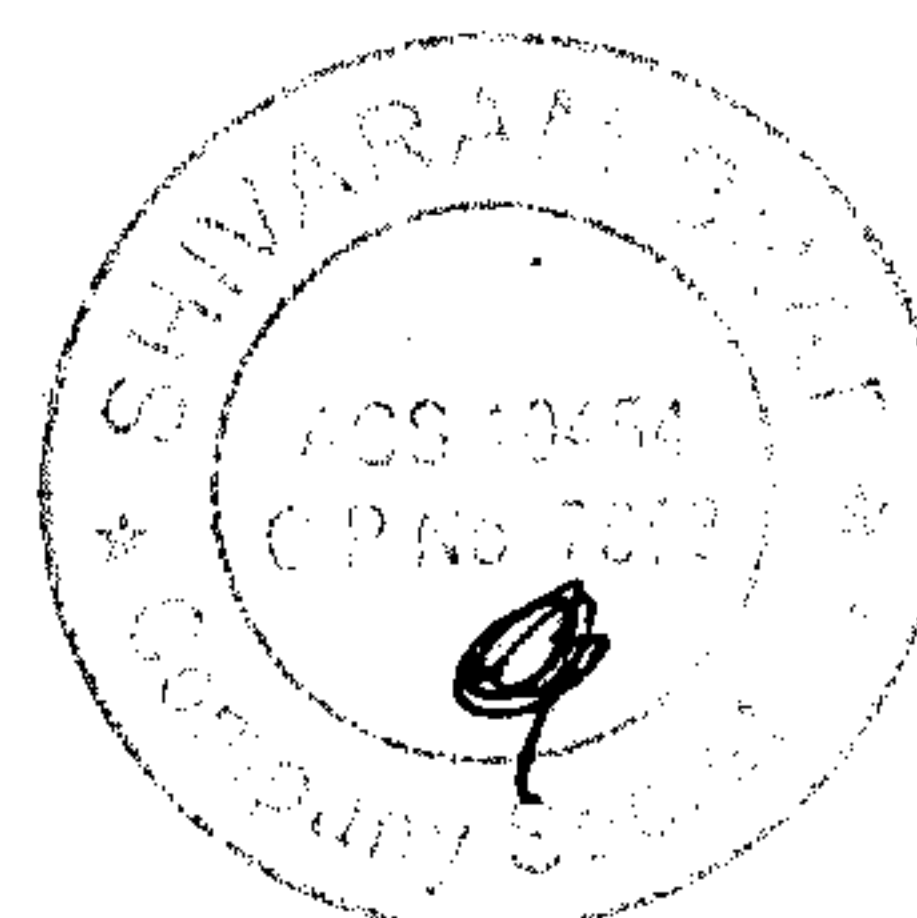
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
55	37	2,55,44,381	1,70,680	
TOTAL VOTES		2,57,15,061		99.10

(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	
12	5	2,15,046	19,147	
TOTAL VOTES		2,34,193		0.90

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	29



Shivaram Bhat
Company Secretary

Item No. 6

Special Resolution u/s 188 of the Companies Act 2013 to purchase land situated in Tamil Nadu from Indian Furniture Products Limited

(i) Voted in favour the resolution:

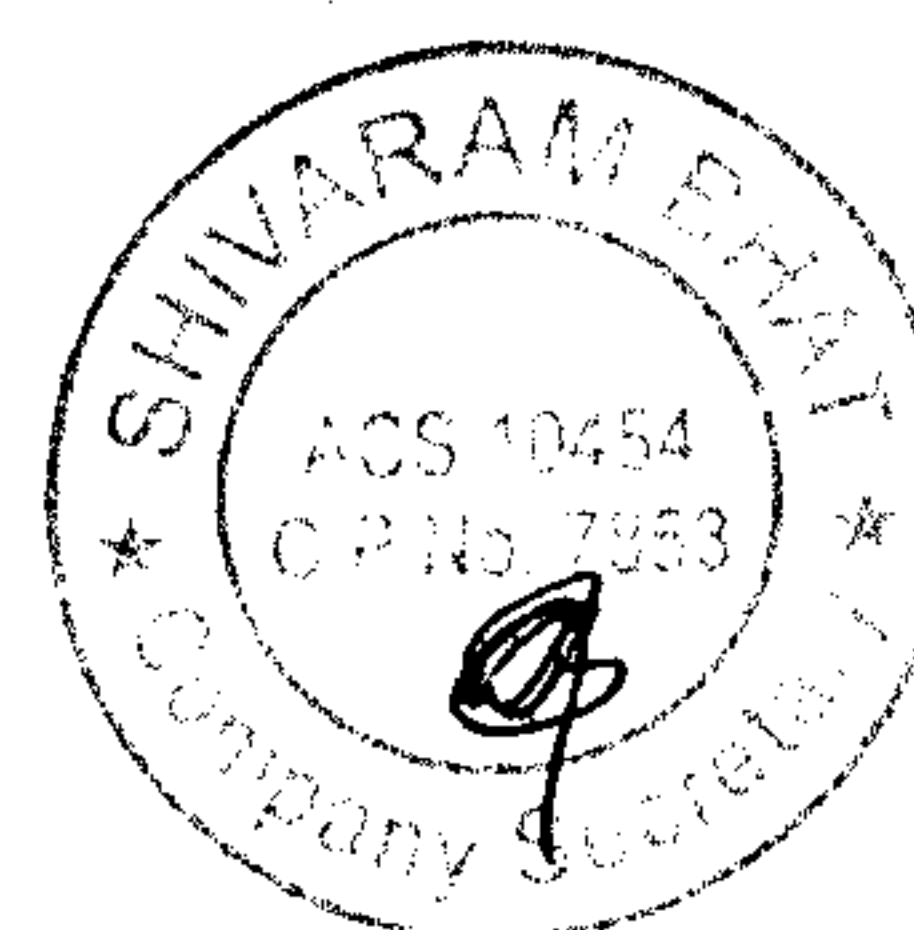
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
55	37	3,39,56,032	1,70,680	
TOTAL VOTES		3,41,26,712		99.32

(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	
12	5	2,14,996	19,147	
TOTAL VOTES		2,34,143		0.68

(iii) Invalid votes :

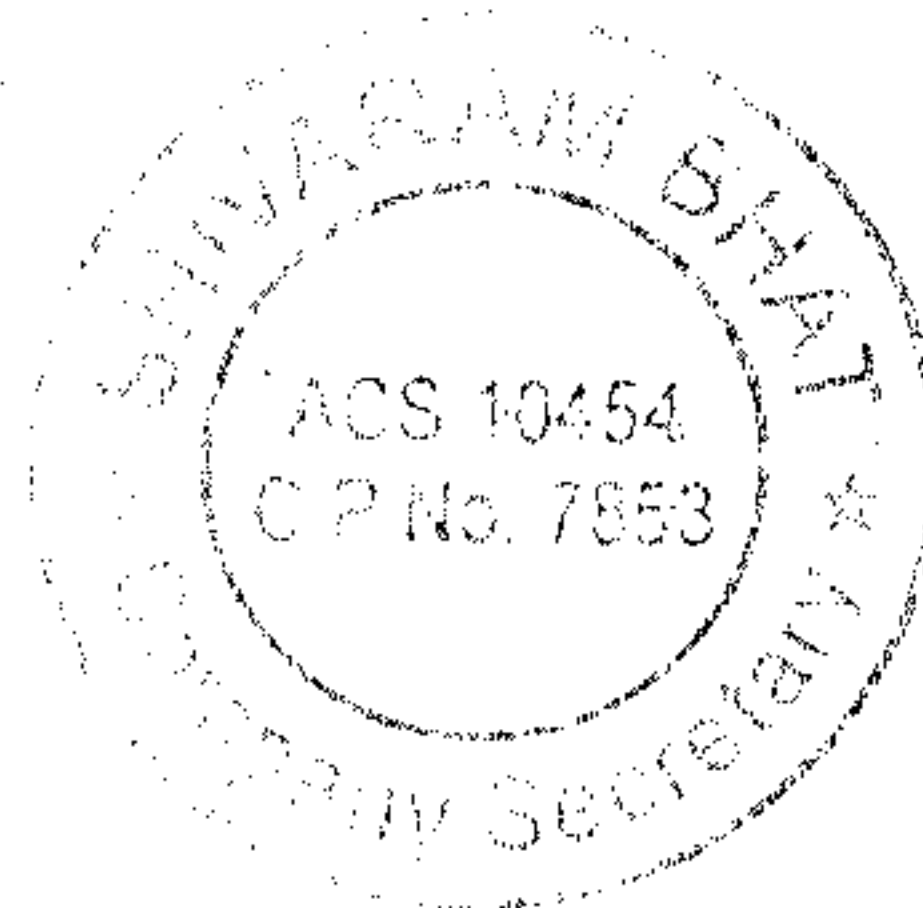
Total number of members whose votes were declared invalid	Total number of votes cast by them
4	29



Shivaram Bhat
Company Secretary

3. 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.
4. You may accordingly declare the result of the voting by postal ballot.

Thanking you,



Yours faithfully,

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

Shivaram Bhat
Practising Company Secretary
CP No. 7853