



March 9, 2015

**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 22nd January, 2015 in the format prescribed.

Date of passing of the resolution	Monday, March 9, 2015
Total number of shareholders on record date (Cut-off date for e-voting):	33,036
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	N.A
Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	N.A.
Public:	N.A.

Details of the Agenda:

Item No.	Resolution	Type of Resolution	Mode of voting: (ballot/E-voting)	Result
1	Resolution pursuant to the provisions of section 42, 62 of the Companies Act 2013 and rules made thereunder and other applicable provisions to issue and allot equity shares for an amount upto Rs.400 crores (Rupees Four Hundred Crores only), through private placement and / or preferential allotment and / or qualified institutional placement ("QIP") and / or any other permitted modes.	Special	E-voting and physical ballot	Passed with requisite majority

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

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

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

Website : www.zuari.in

2	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 to secure all monies already borrowed or to be borrowed for the business of the Company or by its wholly owned Subsidiary, Zuari Fertilisers and Chemicals Limited (ZFCL) 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
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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 7th March, 2015 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

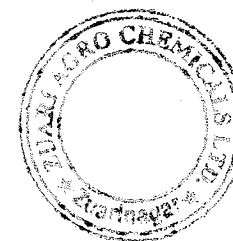
Annexure- A

Resolution pursuant to the provisions of section 42, 62 of the Companies Act 2013 and rules made thereunder and other applicable provisions to issue and allot equity shares for an amount upto Rs.400 crores (Rupees Four Hundred Crores only), through private placement and / or preferential allotment and / or qualified institutional placement ("QIP") and / or any other permitted modes.									
Resolution No. 1									
Promoter/ Public	Electronic	Physical	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
			-1	-2	-3	-4	-5	-6	-7
Promoter and Promoter Group	24535770	5519533	30875242	30055303	97.34	30055303	0	100.00	0.00
Public – Institutional holders	4124479	0	7378899	4124479	55.90	3935544	188935	95.42	4.58
Public-Others	13317	22545	3803865	35862	0.94	21545	13192	60.08	36.79
Total	28673566	5542078	42058006	34215644	81.35	34012392	202127	99.41	0.59



[Handwritten signature]

Resolution No. 2	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 to secure all monies already borrowed or to be borrowed for the business of the company or by its wholly owned subsidiary, Zuari Fertilisers and Chemicals Limited (ZFCL) and authorising the Board of Directors to perform all such acts, deeds and things as may be necessary, desirable or expedient in connection therewith								
Promoter/ Public	Electronic	Physical	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
			-1	-2	-3	-4	-5	-6	-7
Promoter and Promoter Group	24535770	5519533	30875242	30055303	97.34	30055303	0	100.00	0.00
Public – Institutional holders	4124479	0	7378899	4124479	55.90	3935544	188935	95.42	4.58
Public-Others	13317	22545	3803865	35862	0.94	21065	13060	58.74	36.42
Total	28673566	5542078	42058006	34215644	81.35	34011912	201995	99.41	0.59

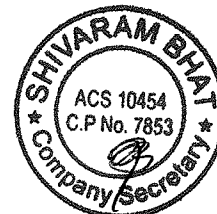


March 7, 2015**SCRUTINIZER'S REPORT**

To
Company Secretary
Zuari Agro Chemicals Limited (The Company)
"Jai Kisan Bhawan",
Zuarinagar, Goa-403726

Dear Sir,

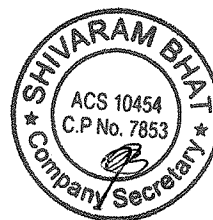
1. The Board of Directors of the Company at its meeting held on 22nd January, 2015 has appointed me as Scrutinizer for conducting the postal ballot voting process (which includes e-voting also) on the resolutions contained in the Notice dated 22nd January, 2015.
2. I submit my report as under:
 - a. The Company has completed on 2nd February, 2015, 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 16th January, 2015.
 - 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.
 - c. The e-voting remained open for the period commencing from Thursday, 5th February, 2015, 10:00 A.M. to Friday, 6th March, 2015, 05:00 P.M..



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Shivaram Bhat
Company Secretary

- 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 16th January, 2015.
- g. All postal ballot forms received up to 6th march, 2015, 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) 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

Resolution pursuant to the provisions of section 42, 62 of the Companies Act 2013 and rules made thereunder and other applicable provisions to issue and allot equity shares for an amount upto Rs.400 crores (Rupees Four Hundred Crores only), through private placement and / or preferential allotment and / or qualified institutional placement ("QIP") and / or any other permitted modes.

(i) Voted in favour of the resolution:

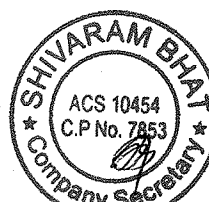
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
33	182	284,72,773	55,39,619	
TOTAL VOTES		340,12,392		99.41

(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	
15	16	2,00,793	1,334	
TOTAL VOTES		2,02,127		0.59

(iii) Invalid votes :

Number of members voting		Number of votes cast by them	
E-voting	Ballot	E-voting	Postal Ballot
1	20	85,789	1105
TOTAL VOTES		86,894	



Item No. 2

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 to secure all monies already borrowed or to be borrowed for the business of the company or by its wholly owned subsidiary, Zuari Fertilisers and Chemicals Limited (ZFCL) and authorising 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** of the resolution:

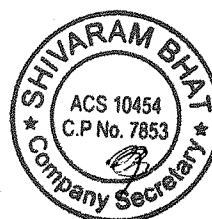
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
35	170	284,72,875	55,39,037	
TOTAL VOTES		340,11,912		99.41

(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	
13	19	2,00,691	1,304	
TOTAL VOTES		2,01,995		0.59

(iii) **Invalid** votes :

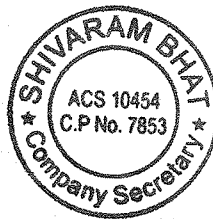
Number of members voting		Number of votes cast by them	
E-voting	Ballot	E-voting	Postal Ballot
1	29	85,789	1717
TOTAL VOTES		87506	



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 read "Shivaram", written over a horizontal line.

Shivaram Bhat
Practising Company Secretary
CP No. 7853

