



30th September, 2016

BSE Limited

Floor 25, P.J. Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited

Exchange Plaza,
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051

Sub: 'Consolidated Report of Scrutinizer' for the 7th Annual General Meeting of Zuari Agro Chemicals Limited.

Dear Sir/Madam,

We hereby enclose the 'Consolidated Report of Scrutinizer' on the voting at the 7th Annual General Meeting of Zuari Agro Chemicals Limited held on 29th September, 2016 at Jai Kisaan Bhawan, Zuarinagar, Goa.

Requesting you to kindly take the same on record.

Thanking you,

Yours faithfully,

For **ZUARI AGRO CHEMICALS LIMITED**

A handwritten signature in blue ink, appearing to read 'R.Y. Patil'.

R.Y. PATIL
Vice-President
& Company Secretary

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

Report of Scrutinizer

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

To,

The Chairman, Annual General Meeting of the Equity Shareholders
of ZUARI AGRO CHEMICALS LIMITED

Held on Thursday, 29th day of September, 2016 at 10.30 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 taken (which includes e-voting) on the below mentioned resolution(s), at the Seventh Annual General Meeting of the Equity Shareholders of Zuari Agro Chemicals Limited, held on Thursday, 29th day of September, 2016 at 10.30 a.m. at the registered office of the company at Jai Kisaan Bhawan, Zuarinagar, Goa- 403726, submit my report as under:



1. 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.
2. The e-voting remained open for the period commencing from Monday, 26th September, 2016, 10:00 A.M to Wednesday, 28th September, 2016, 05:00 P.M.
3. 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 sealed in my presence with due identification marks placed by me.
4. 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.
5. Thereafter, using the scrutinizer's login on the CDSL e-voting website, the votes cast through remote e-voting was unblocked in the presence of following two witnesses who are not in the employment of the company:

Shraddha Prabhukhanolkar

Siddhi Salkar

6. The votes cast by the shareholders through the e-voting facility were scrutinized.
7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



8. The result of the voting is as under:

Item No. 1 (a)

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet for the year ended 31st March, 2016 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
41	21	96,13,310	2,14,93,167	99.791

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
1	6	50	65,061	0.209

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	474



Shivaram Bhat
Company Secretary

Item No. 1 (b)

To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended 31st March, 2016 including audited Consolidated Balance Sheet for the year ended 31st March, 2016 and the Consolidated Statement of Profit and Loss Account for the year ended on that date and the Report of the Auditors thereon.

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
41	21	96,13,310	2,14,93,167	99.791

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
1	6	50	65,061	0.209

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	474



Shivaram Bhat
Company Secretary

Item No. 2

To approve re-appointment of Mr. Saroj Kumar Poddar, (DIN: 00008654), who retires by rotation and being eligible, offers himself for re-appointment.

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
40	25	96,13,210	2,14,28,572	99.999

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
2	1	150	250	0.001

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	474



Shivaram Bhat Company Secretary

Item No. 3

To approve re- appointment of M/s S. R. Batliboi & Co., LLP, Chartered Accountants, New Delhi, (Firm. Reg. No. 301003E) as Statutory Auditors of the Company and fix their remuneration.

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
40	21	96,13,210	2,14,93,167	99.791

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
2	6	150	65,061	0.209

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	474



Shivaram Bhat
Company Secretary

Item No. 4

To consider and ratify the remuneration payable to Mr. Irudayam Savari Muthu, Cost Accountant for conducting the cost audit of the Company for the financial year 2016-17.

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
39	26	96,13,200	2,15,57,978	99.999

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
2	1	150	250	0.001

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	474

M. R. A. M.



Shivaram Bhat Company Secretary

Item No. 5

To approve reclassification of certain shareholders from Promoter Group Category to Public Category.

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
40	25	96,13,300	1,83,49,978	99.999

(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 E-voting	Those present in person or by proxy at AGM	Through E-voting	
1	1	50	250	0.001

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	32,08,474



Shivaram Bhat
Company Secretary

9. A 'pen-drive' containing a list of equity shareholders who voted "FOR, AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board/ Chairman for safe keeping.
11. You may accordingly declare the result of the voting.

Thanking you,

Place: Zuarinagar, Goa.
Date: September 29, 2016



Yours faithfully,

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

Shivaram Bhat
Practising Company Secretary
CP No. 7853

