



30th April, 2012

To

National Stock Exchange of India Limited,
"Exchange Plaza"
Bandra Kurla Complex,
Bandra (East),
MUMBAI – 400 001.

Subject: Outcome of Extra-Ordinary General Meeting.

Dear Sir,

With reference to the above captioned subject, this is to inform you that the shareholders at the Extra-Ordinary General Meeting held on 30th April, 2012, has approved the following Businesses:

1. Mrs. Jyotsna Poddar was appointed as a Whole Time Director of the Company for a period of five years with effect from 1st April, 2012.
2. The name of the Company has been changed from Zuari Industries Limited to **Zuari Global Limited.**

The Proceedings of the meeting is also enclosed to this letter.

Thanking you,

Yours faithfully,
For ZUARI INDUSTRIES LIMITED

A handwritten signature in black ink, appearing to be 'Swapnil Yelgaonkar'.

Swapnil Yelgaonkar
Company Secretary

ZUARI INDUSTRIES LIMITED

Registered Office : Jaikisaan Bhawan, Zuarinagar, Goa - 403 726, India.
Telephone : (0832) 2592180, 2592181
FAX : (0832) Finance - 2555279, Operations - 2592343, Commercial - 2555462

Proceedings of the Extra-Ordinary General Meeting of the Members of Zuari Industries Limited, held on Monday, the 30th day of April, 2012 at the Registered Office of the Company at Jai Kisaan Bhawan, Zuarinagar, Goa 403 726 at 10.00 a.m.

Present : Mr. D. B. Engineer - Director
Mr. J. N. Godbole - Director
Mr. Marco Wadia - Director
Mr. N. Suresh Krishnan - Director

In Attendance : Mr. Swapnil Yelgaonkar - Company Secretary

By Invitation : Mr. Naveen Kapoor
Mr. Binayak Datta
Mr. R. Y. Patil
Mr. N. M. Kantak

Members : As per attendance and proxy Register, 22 members were present in person and 65 members were present in proxy.

CHAIRMAN OF THE MEETING :

The Company Secretary informed the members that the Chairman of the Board of Directors, Mr. S. K. Poddar had expressed his inability to attend the meeting. It was further explained that Article 82 of the Articles of Association provides that members shall elect one of the Directors present as Chairman of the meeting in the absence of Chairman of the Board of Directors.

Mr. Girish Naik Desai proposed the name of Mr. D. B. Engineer, Director to be the Chairman of the meeting and Mrs. Fatima Mendes seconded the same.

Thereupon, Mr. D. B. Engineer took the Chair and called the meeting to order.

RESOLUTION NO.1: APPOINTMENT OF MRS. JYOTSNA PODDAR AS WHOLE-TIME DIRECTOR :

Mr. D. B. Engineer proposed the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 the Company hereby accords approval to the appointment of Mrs. Jyotsna Poddar as Whole Time Director of the Company for a period of 5 years with effect from 1st April, 2012 on the remuneration and terms and conditions mentioned in the Explanatory Statement annexed to this Notice".

"RESOLVED FURTHER THAT in the event of the Company having no profits or inadequate profits in any financial year during the tenure of Mrs. Jyotsna Poddar as Whole Time Director of the Company, subject

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to the approval of the Central Government, consent of the Company be and is hereby accorded to the payment of remuneration as and by way of minimum remuneration and as set out in the Explanatory Statement annexed to this Notice”.

“RESOLVED FURTHER THAT the Board of Directors or the Sub-Committee of the Board be and is hereby authorised to determine such increments and corresponding increase in salary related perquisites payable to Mrs. Jyotsna Poddar, as it may deem fit and proper within the approved salary range”.

Mr. H. C. Shah seconded the resolution.

The Chairman then put the resolution to vote and on a show of hands, the resolution was carried Nem. Con.

RESOLUTION NO.2: THE NAME OF THE COMPANY BE CHANGED :

Mr. Vallabh Bastodkar proposed the following resolution as a Special Resolution.

“RESOLVED THAT subject to the approval of Central Government and pursuant to the provisions of Section 21 of the Companies Act, 1956 and Articles of Association of the Company, the name of the Company be changed from “ZUARI INDUSTRIES LIMITED” to “ZUARI GLOBAL LIMITED” and that the name of ZUARI INDUSTRIES LIMITED, wherever it appears in the Memorandum, Articles of Association, documents, etc. be substituted by ZUARI GLOBAL LIMITED”.

Mr. B. V. Patil Seconded the resolution

The Chairman then put the resolution to vote and on a show of hands, the resolution was carried Nem. Con.

There being no further business, the meeting ended with a vote of thanks to the chair proposed by Ms. Simone Furtado.

CHAIRMAN

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