

September 7, 2019



To,
The Manager – Corporate
Relationship Department
BSE Limited
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400 001

To,
The Manager - Corporate Compliance
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Bandra
(East), Mumbai- 400 051

Sub: Regulation 44(3) of SEBI (LODR) Regulations, 2015 - Disclosure of Voting Results.

Script Code: BSE -534742, NSE - ZUARI

Dear Sir,

This is to inform you that the Shareholders at the 10th Annual General Meeting of the Company held on 6th September, 2019 have approved the following:

Sr. No.	Particulars	Resolution required: (Ordinary/ Special)	Mode of voting: (Show of hands/Poll/ Postal ballot/E-voting)	Results
1.	(a) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 including audited Balance Sheet for the year ended 31st March, 2019 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. (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019 including audited Consolidated Balance Sheet for the year ended 31st March, 2019 and the Consolidated Statement of Profit and Loss Account for the year ended on that date and the Report of the Auditors thereon.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
2	Re-appointment of Mr. Saroj Kumar Poddar, (holding DIN 00008654), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
3	Ratification of remuneration payable to Mr. Irudayam Savari Muthu, Cost Accountant for conducting the Cost Audit of the Company for the financial year 2019-20.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority

ZUARI AGRO CHEMICALS LIMITED

CIN No.: L65910GA2009PLC006177

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403 726, India

Tel: +0832 2592180, 2592181, 6752399

www.zuari.in



4	Re-appointment of Mr. Marco Wadia (DIN: 00244357) as an Independent Director.	Special Resolution	Poll & E-voting	Passed with requisite majority
5	Re-appointment of Mr. Gopal K. Pillai (DIN: 02340756) as an Independent Director.	Special Resolution	Poll & E-voting	Passed with requisite majority
6	Re-appointment of Mr. J.N. Godbole (DIN: 00056830) as an Independent Director.	Special Resolution	Poll & E-voting	Passed with requisite majority
7	Re-appointment and Remuneration payable to Mr. Sunil Sethy as Managing Director of the Company.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority

The consolidated voting details of the 10th Annual General Meeting together with the report of the Scrutinizer dated 7th September, 2019 are enclosed.

Request you to take the same on records.

Thanking You,

Yours faithfully,

For **ZUARI AGRO CHEMICALS LIMITED**



R.Y. Patil
Vice President & Company Secretary



Encl: As above

Annexure - I

Date of the AGM/EGM	06.09.2019
Total number of shareholders on record date / cut-off date	38,960
No. of shareholders present in the meeting either in person or through proxy:	53
Promoters and Promoter Group:	11
Public	42
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group:	-
Public	-



Resolution 1

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2019, together with the Reports of the Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	E-voting	27,356,419	22,871,877	83.61	22,871,877	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		Not Applicable					
	Total	27,356,419	22,871,877	83.61	22,871,877	-	100.00	0.00
Public-Institutions	E-voting	4,238,175	992,768	23.42	913,473	79,295.00	92.01	7.99
	Poll		-	-	-	-	-	-
	Postal Ballot		Not Applicable					
	Total	4,238,175	992,768	23.42	913,473	79,295	92.01	7.99
Public-Non Institutions	E-voting	10,463,412	184	0.00	184	-	100.00	0.00
	Poll		6,758	0.06	6,708	50	99.26	0.74
	Postal Ballot		Not Applicable					
	Total	10,463,412	6,942	0.07	6,892	50	99.28	0.72
Total		42,058,006	23,871,587	56.76	23,792,242	79,345	99.67	0.33



Resolution No. 2

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

Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	YES

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100	
Promoter and Promoter Group	E-voting	27,356,419	22,692,471	82.95	22,692,471	-	100.00	0.00	
	Poll		-	-	-	-	-	-	
	Postal Ballot		Not Applicable						
	Total		27,356,419	22,692,471	82.95	22,692,471	-	100.00	0.00
Public-Institutions	E-voting	4,238,175	992,768	23.42	913,473	79,295	92.01	7.99	
	Poll		-	0	-	-	-	-	
	Postal Ballot		Not Applicable						
	Total		4,238,175	992,768	23.42	913,473	79,295	92.01	7.99
Public-Non Institutions	E-voting	10,463,412	184	0.00	184	-	100.00	0.00	
	Poll		6,758	0.06	6,708	50.00	99.26	0.74	
	Postal Ballot		Not Applicable						
	Total		10,463,412	6,942	0.07	6,892	50	99.28	0.72
Total		42,058,006	23,692,181	56.33	23,612,836	79,345	99.67	0.33	



Resolution No. 3**Ratification of Remuneration to the Cost Auditor.**

Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	E-voting	27,356,419	22,871,877	83.61	22,871,877	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	27,356,419	22,871,877	83.61	22,871,877	-	100.00	-
Public-Institutions	E-voting	4,238,175	992,768	23.42	992,768	-	100.00	-
	Poll		0	0	0	-	-	-
	Postal Ballot	Not Applicable						
	Total	4,238,175	992,768	23.42	992,768	-	100.00	0.00
Public-Non Institutions	E-voting	10,463,412	184	0.00	184	-	100.00	0.00
	Poll		6,758	0.06	6,758	-	100.00	0.00
	Postal Ballot	Not Applicable						
	Total	10,463,412	6,942	0.07	6,942	-	100.00	0.00
Total		42,058,006	23,871,587	56.76	23,871,587	-	100.00	0.00



Resolution No. 4**Re-appointment of Mr. Marco Wadia (DIN: 00244357) as an Independent Director.**

Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	E-voting	27,356,419	22,871,877	83.61	22,871,877	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	27,356,419	22,871,877	83.61	22,871,877	-	100.00	0.00
Public-Institutions	E-voting	4,238,175	992,768	23.42	950,661	42,107	95.76	4.24
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	4,238,175	992,768	23.42	950,661	42,107	95.76	4.24
Public-Non Institutions	E-voting	10,463,412	184	0.00	184	-	100.00	0.00
	Poll		3,947	0.04	3,897	50	98.73	1.27
	Postal Ballot	Not Applicable						
	Total	10,463,412	4,131	0.04	4,081	50	98.79	1.21
Total		42,058,006	23,868,776	56.75	23,826,619	42157	99.82	0.18



Resolution No. 5**Re-appointment of Mr. Gopal K. Pillai (DIN: 02340756) as an Independent Director.**

Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoter and Promoter Group	E-voting	27,356,419	22,871,877	83.61	22,871,877	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	27,356,419	22,871,877	83.61	22,871,877	-	100.00	0.00
Public-Institutions	E-voting	4,238,175	992,768	23.42	950,661	42,107	95.76	4.24
	Poll		-	0	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	4,238,175	992,768	23.42	950,661	42,107	95.75862639	4.24
Public-Non Institutions	E-voting	10,463,412	184	0.00	184	-	100.00	0.00
	Poll		6,758	0.06	6,708	50	99.26	0.74
	Postal Ballot	Not Applicable						
	Total	10,463,412	6,942	0.07	6,892	50	99.28	0.72
Total		42,058,006	23,871,587	56.76	23,829,430	42157	99.82	0.18



Resolution No. 6**Special resolution for Re-appointment of Mr. J. N. Godbole (DIN: 00056830) as an Independent Director.**

Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoter and Promoter Group	E-voting	27,356,419	22,871,877	83.61	22,871,877	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	27,356,419	22,871,877	83.61	22,871,877	-	100.00	0.00
Public-Institutions	E-voting	4,238,175	992,768	23.42	913,473	79,295	92.01	7.99
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	4,238,175	992,768	23.42	913,473	79,295	92.01	7.99
Public-Non Institutions	E-voting	10,463,412	184	0.00	184	-	100.00	0.00
	Poll		6,758	0.06	6,708	50	99.26	0.74
	Postal Ballot	Not Applicable						
	Total	10,463,412	6,942	0.07	6,892	50	99.28	0.72
Total		42,058,006	23,871,587	56.76	23,792,242	79345	99.67	0.33



Resolution No. 7**Re-appointment and Remuneration payable to Mr. Sunil Sethy as Managing Director (DIN: 00244104) of the Company.**

Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	E-voting	27,356,419	22,871,877	83.61	22,871,877	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	27,356,419	22,871,877	83.61	22,871,877	-	100.00	0.00
Public-Institutions	E-voting	4,238,175	992,768	23.42	992,768	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	4,238,175	992,768	23.42	992,768	-	100	-
Public-Non Institutions	E-voting	10,463,412	184	0.00	184	-	100.00	-
	Poll		6,758	0.06	6,758	-	100	-
	Postal Ballot	Not Applicable						
	Total	10,463,412	6,942	0.07	6,942	-	100.00	0.00
Total		42,058,006	23,871,587	56.76	23,871,587	0	100.00	0.00



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,

Chairman, Annual General Meeting of the Equity Shareholders
of Zuari Agro Chemicals Limited

- Held on Friday, 6th day of September, 2019 at 11.30 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 Tenth Annual General Meeting of the Equity Shareholders of Zuari Agro Chemicals Limited, held on Friday, 6th day of September, 2019 at 11.30 a.m. at the registered office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa -403726, submit my report as under:



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Shivaram Bhat
Company Secretary

1. The Company has extended the facility of e-voting to the shareholders by tying up with the Link Intime India Private Limited ('LIPL').
2. The e-voting remained open for the period commencing from Tuesday, 3rd September, 2019, 10:00 a.m. to Thursday, 5th September, 2019, 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 locked 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 LIPL 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:



Pooja Alornekar



Kimberly Desouza

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.



Shivaram Bhat
Company Secretary

8. The result of the voting is as under:

Item No. 1

To Consider and adopt:

- a. the Audited Financial Statements of the Company for the year ended March 31, 2019; and
- b. the Consolidated Financial Statements of the Company for the year ended March 31, 2019.

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
34	15	6,708	2,37,85,534	99.67

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
1	4	50	79,295	0.33

(iii) Invalid votes:

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 2

Re-appointment of Mr. Saroj Kumar Poddar (DIN: 00008654), as Director 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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
34	13	6,708	2,36,06,128	99.67

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
1	4	50	79,295	0.33

(iii) Invalid votes:

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 3

Ratification of Remuneration to the Cost Auditor.

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
35	19	6,758	2,38,64,829	100

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
0	0	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 4

Special resolution for Re-appointment of Mr. Marco Wadia (DIN: 00244357) as an Independent Director.

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
32	16	3,897	2,38,22,722	99.82

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
1	3	50	42,107	0.18

(iii) Invalid votes:

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
2	2,811



Shivaram Bhat
Company Secretary

Item No. 5

Special resolution for Re-appointment of Mr. Gopal K. Pillai (DIN: 02340756) as an Independent Director.

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
34	16	6,708	2,38,22,722	99.82

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
1	3	50	42,107	0.18

(iii) Invalid votes :

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 6

Special resolution for Re-appointment of Mr. J. N. Godbole (DIN: 00056830) as an Independent Director.

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
34	15	6,708	2,37,85,534	99.67

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
1	4	50	79,295	0.33

(iii) Invalid votes:

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 7

Re-appointment and Remuneration payable to Mr. Sunil Sethy as Managing Director (DIN: 00244104) of the Company.

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
35	19	6,758	2,38,64,829	100

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
0	0	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0



Shivaram Bhat
Company Secretary

9. A list of equity shareholders (in electronic format) who voted "FOR" and "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 Vice President & Company Secretary authorized by the Board for safe keeping.
11. You may accordingly declare the result of the voting.

Thanking you,



Yours faithfully,

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

Place : Panaji, Goa

Dated: September 7, 2019

Shivaram Bhat
Practising Company Secretary
CP No. 7853

For Zuari Agro Chemicals Limited

For ZUARI AGRO CHEMICALS LIMITED

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

R.Y. PATIL
Vice President & Company Secretary

