

September 11, 2018

To,  
**The Manager – Corporate  
 Relationship Department  
 BSE Limited**  
 25<sup>th</sup> 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:**

Dear Sir,

This is to inform you that the Shareholders at the 9th Annual General Meeting of the Company held on 10<sup>th</sup> September, 2018 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, 2018 including audited Balance Sheet for the year ended 31st March, 2018 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, 2018 including audited Consolidated Balance Sheet for the year ended 31st March, 2018 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. N. Suresh Krishnan, (holding DIN 00021965), 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 2018-19.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
4	Re-appointment of Ms. Kiran Dhingra as an Independent Director.	Special Resolution	Poll & E-voting	Passed with requisite majority
5	Reclassification of Piani Investment and Industries Corporation Limited from "Promoter and Promoter Group" Category to "Public" Category.	Special 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



Pursuant to Regulation 44(3) of SEBI (LODR), Regulations 2015, the details of the voting results at the Annual General Meeting of the Company are given below;

<b>Date of the AGM:</b>	September 10, 2018
<b>Total number of shareholders on record date : (Cut-off date for e-voting):</b>	39307
<b>No. of shareholders present in the meeting either in person or through proxy or representations:</b>	48
<b>Promoters and Promoter Group:</b>	11
<b>Public:</b>	37
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	Not Applicable
<b>Promoters and Promoter Group:</b>	NIL
<b>Public:</b>	NIL

The consolidated voting details of 9th Annual General Meeting together with the reports of the Scrutinizer are enclosed.

Request you to kindly take the same on record.

Thanking You,

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



**R.Y. Patil**  
**Vice President & Company Secretary**



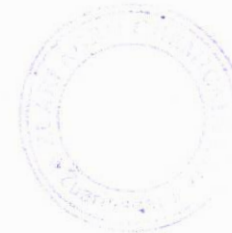
Details of Voting Results :

**Resolution 1:**

<b>1.To Consider and adopt the</b>	
<b>a. Audited Financial Statements of the Company for the year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon.</b>	
<b>b. The Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2018 including the Report of the Auditors thereon.</b>	
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	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	27,790,419	23,563,527	84.79	23,563,527	0	100.00	0.00
	Poll		1,196,767	4.50	1,196,767	0	100.00	0.00
	Postal Ballot		Not Applicable					
	Total	27,790,419	24,760,294	89.10	24,760,294	0	100.00	0.00
Public-Institutions	E-voting	4,697,155	1,478,161	31.47	1,347,443	130,718	91.16	8.84
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		Not Applicable					
	Total	4,697,155	1,478,161	31.47	1,347,443	130,718	91.16	8.84
Public-Non Institutions	E-voting	9,570,432	193	0.00	193	0	100.00	0.00
	Poll		14,610	0.15	14,560	50	99.66	0.34
	Postal Ballot		Not Applicable					
	Total	9,570,432	14,803	0.15	14,753	50	99.66	0.34
<b>Total</b>		<b>42,058,006</b>	<b>26,253,258</b>	<b>62.42</b>	<b>26,122,490</b>	<b>130,768</b>	<b>99.50</b>	<b>0.50</b>

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**Resolution No. 2****Re-appointment of Mr. N. Suresh Kirshnan (DIN: 00021965), who retires by rotation and being eligible offers himself for re-appointment**

<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	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	27,790,419	23,563,527	84.79	23,563,527	0	100.00	0.00	
	Poll		1,196,767	4.31	1,196,767	0	100.00	0.00	
	Postal Ballot		Not Applicable						
	Total		24,760,294	89.10	24,760,294	0	100.00	0.00	
Public-Institutions	E-voting	4,697,155	2,828,687	60.22	2,780,659	48,028	98.30	1.70	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot		Not Applicable						
	Total		2,828,687	60.22	2,780,659	48,028	98.30	1.70	
Public-Non Institutions	E-voting	9,570,432	193	0.00	193	0	100.00	0.00	
	Poll		14,661	0.15	14,611	50	99.66	0.34	
	Postal Ballot		Not Applicable						
	Total		14,854	0.16	14,804	50	99.66	0.34	
<b>Total</b>		<b>42,058,006</b>	<b>27,603,835</b>	<b>65.63</b>	<b>27,555,757</b>	<b>48,078</b>	<b>99.83</b>	<b>0.17</b>	



**Resolution No. 3****Ratification of the Remuneration payable 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	27,790,419	23,563,527	84.79	23,563,527	0	100.00	0.00
	Poll		1,196,767	4.31	1,196,767	0	100.00	0.00
	Postal Ballot		Not Applicable					
	Total	27,790,419	24,760,294	89.10	24,760,294	0	100.00	0.00
Public-Institutions	E-voting	4,697,155	2,828,687	60.22	2,828,687	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		Not Applicable					
	Total	4,697,155	2828687	60.22	2,828,687	0	100.00	0.00
Public-Non Institutions	E-voting	9,570,432	193	0.00	193	0	100.00	0.00
	Poll		14,661	0.15	14,661	0	100.00	0.00
	Postal Ballot		Not Applicable					
	Total	9,570,432	14,854	0.16	14,854	0	100.00	0.00
<b>Total</b>		<b>42,058,006</b>	<b>27,603,835</b>	<b>65.63</b>	<b>27,603,835</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 4**

<b>Special resolution for Re-appointment of Ms. Kiran Dhingra (DIN: 00425602) as an Independent Director.</b>	
<b>Resolution required: (Ordinary/ Special)</b>	Special
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	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	27,790,419	23,563,527	84.79	23,563,527	0	100.00	0.00
	Poll		1,196,767.00	4.31	1,196,767	0	100.00	0.00
	Postal Ballot		Not Applicable					
	Total	27,790,419	24,760,294	89.10	24,760,294	0	100.00	0.00
Public-Institutions	E-voting	4,697,155	2,828,687	60.22	2,828,687	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot		Not Applicable					
	Total	4,697,155	2,828,687	60.22	2,828,687	0	100.00	0.00
Public-Non Institutions	E-voting	9,570,432	193	0.00	193	0	100.00	0.00
	Poll		14,661	0.15	14,661	0	100.00	0.00
	Postal Ballot		Not Applicable					
	Total	9,570,432	14,854	0.16	14,854	0	100.00	0.00
<b>Total</b>		<b>42,058,006</b>	<b>27,603,835</b>	<b>65.63</b>	<b>27,603,835</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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**Resolution No. 5**

**Special resolution for Reclassification of Pilani Investment and Industries Corporation Limited from "Promoter and Promoter Group" Category to "Public" Category.**

<b>Resolution required: (Ordinary/ Special)</b>	Special
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	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	27,790,419	23,129,527	83.23	23,129,527	0	100.00	0.00
	Poll		1,196,767.00	4.31	1,196,767.00	0	100.00	0.00
	Postal Ballot		Not Applicable					
	Total	27,790,419	24,326,294	87.53	24,326,294	0	100.00	0.00
Public-Institutions	E-voting	4,697,155	2,828,687	60.22	2,828,687	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot		Not Applicable					
	Total	4,697,155	2,828,687	60.22	2,828,687	0	100.00	0.00
Public-Non Institutions	E-voting	9,570,432	193	0.00	193	0	100.00	0.00
	Poll		11,850	0.12	11,800	50	99.58	0.42
	Postal Ballot		Not Applicable					
	Total	9,570,432	12,043	0.13	11,993	50	99.58	0.42
<b>Total</b>		<b>42,058,006</b>	<b>27,167,024</b>	<b>64.59</b>	<b>27,166,974</b>	<b>50</b>	<b>99.9998</b>	<b>0.0002</b>



**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 Monday, 10th day of September, 2018 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 Ninth Annual General Meeting of the Equity Shareholders of Zuari Agro Chemicals Limited, held on Monday, 10th day of September, 2018 at 11.30 a.m. at the registered office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa -403726, submit my report as under:



Page 1 of 8



**Shivaram Bhat**  
**Company Secretary**

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1. The Company has extended the facility of e-voting to the shareholders by tying up with the Link Intime India Private Limited ('LI IPL').
2. The e-voting remained open for the period commencing from Friday, 7<sup>th</sup> September, 2018, 10:00 a.m. to Sunday, 9<sup>th</sup> September, 2018, 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 LI IPL 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



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6. The votes cast by the shareholders through the e-voting facility were scrutinized.
7. I did not find any poll papers invalid.



**Shivaram Bhat**  
**Company Secretary**

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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, 2018, together with the Reports of the Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018, together with the Auditors Report 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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
35	19	12,11,327	2,49,11,163	99.502

(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	6	50	1,30,718	0.498

(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**

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**Item No. 2**

Re-appointment of Mr. N. Suresh Kirshnan (DIN: 00021965), 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	
37	22	12,11,378	2,63,44,379	99.826

(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	48,028	0.174

(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**

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**Item No. 3**

Ratification of the Remuneration payable 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	
38	26	12,11,428	2,63,92,407	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**

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**Item No. 4**

Special resolution for Re-appointment of Ms. Kiran Dhingra (DIN: 00425602) 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	
38	26	12,11,428	2,63,92,407	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**

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**Item No. 5**

Special resolution for Reclassification of Pilani Investment and Industries Corporation Limited from "Promoter and 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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
34	25	12,08,567	2,59,58,407	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	
1	0	50	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**

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9. A list of equity shareholders (in electronic format) who voted "FOR", "AGAINST" 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,

Place: Panaji, Goa

Dated: September 10, 2018



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

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**Shivaram Bhat**  
**Practising Company Secretary**  
**CP No. 7853**

For Zuari Agro Chemicals Limited

For ZUARI AGRO CHEMICALS LIMITED

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

R.Y. PATIL

Vice President & Company Secretary

