



September 1, 2014

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: Outcome of the 46th Annual General Meeting of the Company and Disclosure of Voting Results:

Script Code: BSE - 500780, NSE - ZUARIGLOB

Dear Sir,

This is to inform you that the Shareholders at the 46th Annual General Meeting of the Company held today, 1st September, 2014 have approved the following:

Sr. No.	Particulars	Resolution required: (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Result
1	Adoption of Audited Balance Sheet of the Company as at March 31, 2014, and the Statement of Profit and Loss for the financial year ended on that date together with the Reports of the Board of Directors' and Auditors' thereon.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
2	Declaration of dividend of Re. 1/- per Equity Share	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
3	Re-appointment of Mr. N. Suresh Krishnan as a Director of the Company.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
4	Re-appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, as Statutory Auditors of the Company.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
5	Appointment of Mr. Marco Wadia as the Independent Director of the Company to hold office for a term of five years from 1 st April, 2014 to 31st March, 2019.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
6	Appointment of Mr. D.B. Engineer as the Independent Director of the Company to hold office for a term of five years from 1 st April, 2014 to 31st March, 2019.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
7	Appointment of Mr. J.N. Godbole as the Independent Director of the Company to hold office for a term of five years from 1 st April, 2014 to 31 st March, 2019.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
8.	Authorisation to Board of Directors of the Company to borrow from time to time	Special Resolution	Poll & E-voting	Passed with requisite majority

ZUARI GLOBAL LIMITED

(Formerly known as Zuari Industries Limited)

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

Telephone : (0832) 2592180, 2592181

FAX : (0832) 2555279

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9.	Alteration in Clause V of the Memorandum of Association of the Company.	Special Resolution	Poll & E-voting	Passed with requisite majority
10	Alteration in Article 3 of the Articles of Association of the Company.	Special Resolution	Poll & E-voting	Passed with requisite majority
11	Ratification of the proposal approved by the Board of Directors for sale of 3,22,67,741 shares of Nagarjuna Fertilizers and Chemicals Limited held by the Company.	Special Resolution	Poll & E-voting	Passed with requisite majority
12	Ratification of the proposal approved by the Board of Directors for purchase of 25,00,000 equity shares of Zuari Financial Services Limited from Zuari Investments Limited.	Special Resolution	Poll & E-voting	Passed with requisite majority

Pursuant to Clause 35A of the Listing Agreement, the details of the voting results at the Annual General Meeting of the Company are given below;

Date of the AGM:	<u>September 1, 2014</u>
Total number of shareholders on record date (Cut-off date for e-voting):	36119
No. of shareholders present in the meeting either in person or through proxy:	62
Promoters and Promoter Group:	NIL
Public:	62
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	NIL
Public:	NIL

The consolidated voting details of 46th Annual General Meeting together with the reports of the Scrutinizer are enclosed.

Kindly acknowledge the same.

Thanking You,

Yours faithfully,
For **ZUARI GLOBAL LIMITED**


K.G. PRABHU
Company Secretary

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
Promoter and Promoter Group	18492267		19094817	18492267	96.84443166	18492267	0	100	0
Public - Institutional holders	1705708	19047	5256284	1724755	32.81	1600000	124755	92.8	7.23
Public-Others	354919	5717	5089503	360636	7.09	360586	50	99.99	0.01
Total	20552894	24764	29440604	20577658		20452853	124805	99.39	0.61

Resolution No. 2

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
Promoter and Promoter Group	18492267		19094817	18492267	96.84443166	18492267	0	100	0
Public - Institutional holders	1705708	19047	5256284	1724755	32.81	1724755	0	100	0
Public-Others	354919	5717	5089503	360636	7.09	360636	0	100	0
Total	20552894	24764	29440604	20577658		20577658	0	100	0

Resolution No. 3

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
Promoter and Promoter Group	18492267		19094817	18492267	96.84	18492267	0	100	0
Public - Institutional holders	1705708	19047	5256284	1724755	32.81	1600000	124755	92.77	7.23
Public-Others	354919	5717	5089503	360636	7.09	360586	50	99.99	0.01
Total	20552894	24764	29440604	20577658		20452853	124805	99.39	0.61

Resolution No. 4

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
Promoter and Promoter Group	18492267		19094817	18492267	96.84	18492267	0	100	0
Public - Institutional holders	1705708	19047	5256284	1724755	32.81	1724755	0	100	0
Public-Others	354919	5667	5089503	360586	7.08	360586	0	100	0
Total	20552894	24714	29440604	20577608		20577608	0	100	0



Resolution No. 5

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
Promoter and Promoter Group	18492267		19094817	18492267	96.84	18492267	0	100	0
Public - Institutional holders	1705708	19047	5256284	1724755	32.81	1600000	124755	92.77	7.23
Public-Others	354919	5717	5089503	360636	7.09	360586	50	99.99	0.01
Total	20552894	24764	29440604	20577658		20452853	124805	99.39	0.61

Resolution No. 6

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
Promoter and Promoter Group	18492267		19094817	18492267	96.84	18492267	0	100	0
Public - Institutional holders	1705708	19047	5256284	1724755	32.81	1600000	124755	92.77	7.23
Public-Others	354919	5717	5089503	360636	7.09	360586	50	99.99	0.01
Total	20552894	24764	29440604	20577658		20452853	124805	99.39	0.61

Resolution No. 7

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
Promoter and Promoter Group	18492267		19094817	18492267	96.84	18492267	0	100	0
Public - Institutional holders	1705708	19047	5256284	1724755	32.81	1721803	2952	99.83	0.17
Public-Others	354919	5717	5089503	360636	7.09	360586	50	99.99	0.01
Total	20552894	24764	29440604	20577658		20574656	3002	99.99	0.01

Resolution No. 8

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
Promoter and Promoter Group	18492267		30875242	18492267	59.89	18492267	0	100	0
Public - Institutional holders	1705708	19047	7058603	1724755	24.43	1724755	0	100	0.00
Public-Others	354919	5717	4124161	360636	8.74	360586	50	99.99	0.01
Total	20552894	24764	42058006	20577658		20577608	50	100	0.00



Resolution No. 9

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
Promoter and Promoter Group	18492267		30875242	18492267	59.89	18492267	0	100	0
Public - Institutional holders	1705708	19047	7058603	1724755	24.43	1602952	121803	92.94	7.06
Public-Others	354919	5717	4124161	360636	8.74	360586	50	99.99	0.01
Total	20552894	24764	42058006	20577658		20455805	121853	99.41	0.59

Resolution No. 10

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
Promoter and Promoter Group	18492267		30875242	18492267	59.89	18492267	0	100	0
Public - Institutional holders	1705708	19047	7058603	1724755	24.43	1602952	121803	92.94	7.06
Public-Others	354919	5717	4124161	360636	8.74	360586	50	99.99	0.01
Total	20552894	24764	42058006	20577658		20455805	121853	99.41	0.59

Resolution No. 11

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
Promoter and Promoter Group	18492267		30875242	18492267	59.89	18492267	0	100	0
Public - Institutional holders	1705708	19047	7058603	1721803	24.39	1721803	0	100	0
Public-Others	354919	5717	4124161	360636	8.74	360586	50	99.99	0.01
Total	20552894	24764	42058006	20574706		20574656	50	100	0
Not Voted	2952								

Resolution No. 12

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
Promoter and Promoter Group	18492267		30875242	18492267	59.89	18492267	0	100	0
Public - Institutional holders	1705708	19047	7058603	1724755	24.43	1724755	0	100	0
Public-Others	354919	5717	4124161	360636	8.74	360586	50	99.99	0.01
Total	20552894	24764	42058006	20577658		20577608	50	100	0



Scrutinizer's Report
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the
Companies (Management and Administration) Rules, 2014)

To
**The Chairman of 46th Annual General Meeting of the members of
Zuari Global Limited (the Company)**
to be held on the 1st day of September, 2014 at 11.00 A.M.
at the Registered office of the Company at "Jai Kisan Bhawan",
Zuarinagar, Goa 403726.

Dear Sir,

1. I, Shivaram Bhat, Practising Company Secretary, have been appointed by the Board of Directors of **Zuari Global Limited (the Company)** as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 46th Annual General Meeting (AGM) of the members of the Company, to be held on the 1st day of September, 2014 at 11.00 A.M. at the Registered office of the Company at "Jai Kisan Bhawan", Zuarinagar, Goa 403726.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 46th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.



Shivaram Bhat
Company Secretary

3. Further to the above, I submit my report as under:-

- i. The e-voting remained open for the period commencing from Wednesday, 20th August, 2014, 10:00 A.M to Friday, 22nd August, 2014, 05:00 P.M.
- ii. The members of the Company as on the "cut-off" date i.e. 1st July, 2014 were entitled to vote on the resolutions (Items nos. 1 to 12 as set out in the Notice of the 46th AGM of the Company).
- iii. The votes cast were unblocked on August 23rd, 2014 after the closure of the voting hours, in the presence of 2 witnesses, Ms. Shubhangi Baichwal and Mr. Naveen Bhat, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

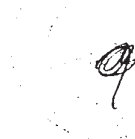


Name: Shubhangi Baichwal



Name: Naveen Bhat

4. 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, the result of the e-voting is as under:



Shivaram Bhat
Company Secretary

Item No. 1 of the Notice:

Adoption of Financial Statements for the year ended March 31, 2014.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
30	2,04,47,186	99.49

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
4	1,05,708	0.51

(iii) Invalid votes:

Number of Ballots received	No. of votes cast
0	0

Item No. 2 of the Notice:

Declaration of dividend on Equity Shares.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
34	2,05,52,894	100

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
	0	0

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Shivaram Bhat
Company Secretary

Item No. 3 of the Notice:

Re-appointment of Mr. Suresh Krishnan, who retires by rotation.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
30	2,04,47,186	99.49

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
4	1,05,708	0.51

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Item No. 4 of the Notice:

Re-appoint M/s. S. R. Batliboi and Co., LLP, Chartered Accountants, Registration no. 301003E as Statutory Auditors of the Company.

(i) Voted in favour the resolution:

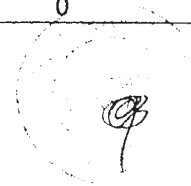
Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
34	2,05,52,894	100

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0



Shivaram Bhat
Company Secretary

Item No. 5 of the Notice:

Appointment of Mr.Marco Wadia as an Independent Director.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
30	2,04,47,186	99.49

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
4	1,05,708	0.51

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Item No. 6 of the Notice:

Appointment of Mr.D. B. Engineer as an Independent Director.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
30	2,04,47,186	99.49

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
4	1,05,708	0.51

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Shivaram Bhat
Company Secretary

Item No. 7 of the Notice:

Appointment of Mr. J. N. Godbole as an Independent Director.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
33	2,05,49,942	99.99

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
1	2,952	0.01

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Item No. 8 of the Notice:

To authorise Board of Directors of the Company to borrow from time to time.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
34	2,05,52,894	100

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Shivaram Bhat
Company Secretary

Item No. 9 of the Notice:

To 'alter' Clause V of the Memorandum of Association of the Company.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
31	2,04,50,138	99.50

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
3	1,02,756	0.50

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Item No. 10 of the Notice:

To 'alter' Article 3 of the Articles of Association of the Company.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
31	2,04,50,138	99.50

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
3	1,02,756	0.50

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0



Shivaram Bhat
Company Secretary

Item No. 11 of the Notice:

To ratify the proposal approved by the Board of Directors for sale of 3,22,67,741 shares of Nagarjuna Fertilizers and Chemicals Limited held by the Company.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
33	2,05,49,942	100

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

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Shivaram Bhat
Company Secretary

Item No. 12 of the Notice:

To ratify the proposal approved by the Board of Directors for purchase of 25,00,000 equity shares of Zuari Financial Services Limited (ZFSL) from Zuari Investment Limited.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
34	2,05,52,894	100

(ii) Voted against the resolution:

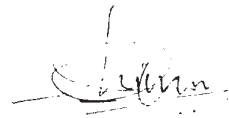
Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Thanking you,

Yours faithfully,



CS Shivaram Bhat
Practising Company Secretary

Place: Panaji, Goa

Dated: 23rd August, 2014

FORM No. MGT-13
Report of Scrutinizer(s)

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

To,

To

The Chairman of 46th Annual General Meeting of the members of **Zuari Global Limited** (the Company) held on the 1st day of September, 2014 at 11.00 A.M. at the Registered office of the Company at "Jai Kisan Bhawan", Zuarinagar, Goa 403726.

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Forty-sixth Annual General Meeting of the Equity Shareholders of Zuari Agro Chemicals Limited, held on Monday, 1st day of September, 2014 at 11.00 a.m. at 'Jai Kisan Bhawan', Zuarinagar, Goa 403726, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. 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.
3. 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

4. The result of the Poll is as under:

Item No. 1 of the Notice:

Adoption of Financial Statements for the year ended March 31, 2014.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	5,667	22.88

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	19,097	77.12

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2 of the Notice:

Declaration of dividend on Equity Shares.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
47	24,764	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Shivaram Bhat
Company Secretary

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 3 of the Notice:

Re-appointment of Mr. Suresh Krishnan, who retires by rotation.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	5,667	22.88

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	19,097	77.12

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4 of the Notice:

Re-appoint M/s. S. R. Batliboi and Co., LLP, Chartered Accountants, Registration no. 301003E as Statutory Auditors of the Company.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	24714	100

Shivaram Bhat
Company Secretary

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

Item No. 5 of the Notice:

Appointment of Mr.Marco Wadia as an Independent Director.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	5,667	22.88

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	19,097	77.12

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 6 of the Notice:

Appointment of Mr.D. B. Engineer as an Independent Director.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	5,667	22.88

Shivaram Bhat
Company Secretary

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	19,097	77.12

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 7 of the Notice:

Appointment of Mr. J. N. Godbole as an Independent Director.

(i) Voted **in favour** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	24,714	99.80

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0.20

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 8 of the Notice:

To authorise Board of Directors of the Company to borrow from time to time.

(i) Voted **in favour** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	24,714	99.80

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Shivaram Bhat
Company Secretary

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0.20

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 9 of the Notice:

To 'alter' Clause V of the Memorandum of Association of the Company.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	5,667	22.88

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	19,097	77.12

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Shivaram Bhat
Company Secretary

Item No. 10 of the Notice:

To 'alter' Article 3 of the Articles of Association of the Company.

(iv) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	5,667	22.88

(v) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	19,097	77.12

(vi) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 11 of the Notice:

To ratify the proposal approved by the Board of Directors for sale of 3,22,67,741 shares of Nagarjuna Fertilizers and Chemicals Limited held by the Company.

(vii) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	24,714	99.80

(viii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0.20

Shivaram Bhat
Company Secretary

(ix) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 12 of the Notice:

To ratify the proposal approved by the Board of Directors for purchase of 25,00,000 equity shares of Zuari Financial Services Limited (ZFSL) from Zuari Investment Limited.

(x) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	24,714	99.80

(xi) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0.20

(xii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

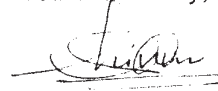
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Zuarinagar, Goa.
Dated: September 1, 2014.



Shivaram Bhat
Practising Company Secretary
CP No. 7853