

8th April, 2021

BSE Limited
Floor 25, P.J. Towers,
Dalal Street,
Mumbai - 400 001
BSE scrip Code: 534742

National Stock Exchange of India Ltd,
Exchange Plaza, 5th floor,
Bandra-Kurla Complex,
Bandra (E).
Mumbai - 400 051
NSE Symbol: ZUARI

Dear Sirs,

Sub: Submission of voting results of Postal Ballot & Scrutinizers Report

The Company had sought approval of members through Postal Ballot vide Postal Ballot Notice dated 5th March, 2021 for

- Sale of Company's fertilizer plant at Goa and associated businesses of the Company to Paradeep Phosphates Limited under Section 180 (1) (a) of the Companies Act, 2013 and
- Sale of Company's fertilizer plant at Goa and associated businesses of the Company to Paradeep Phosphates Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013

Pursuant to Reg 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that based on the report submitted by the Scrutinizer, the aforesaid resolutions have been passed with requisite majority by the shareholders of the Company on 7th April, 2021 i.e. last date of voting.

The results of Postal Ballot along with report of the scrutinizer dated 8th April, 2021 for the postal ballot process is enclosed herewith.

Request you to kindly take the same on record.

Thanking you,

Yours Faithfully,

For Zuari Agro Chemicals Limited



Vijayamahantesh Khannur
Company Secretary

Encl: As above

ZUARI AGRO CHEMICALS LIMITED

CIN No.: L65910GA2009PLC006177

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

Tel: +0832 2592180, 2592181, 6752399

www.zuari.in

Summary of Voting Results of Postal Ballot
Pursuant to Reg. 44(3) of SEBI (LODR) Regulations, 2015

Voting results	
Record date	26-02-2021
Total number of shareholders on record date	26300
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Add Notes



Resolution (1)

Resolution required: (Ordinary / Special)								
Whether promoter/promoter group are interested in the agenda/resolution?		Special						
		No						
Description of resolution considered		Sale of Company's fertilizer plant at Goa and associated businesses of the Company to Paradeep Phosphates Limited under Section 180 (1) (a) of the Companies Act, 2013						
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		27326419	99.8903	27326419	0	100.0000	0.0000
	Poll	27356419						
	Postal Ballot (if applicable)							
	Total	27356419	27326419	99.8903	27326419	0	100.0000	0.0000
Public- Institutions	E-Voting		794268	45.5333	412450	381818	51.9283	48.0717
	Poll	1744366						
	Postal Ballot (if applicable)							
	Total	1744366	794268	45.5333	412450	381818	51.9283	48.0717
Public- Non Institutions	E-Voting		6507633	50.2240	6296650	210983	96.7579	3.2421
	Poll	12957221						
	Postal Ballot (if applicable)							
	Total	12957221	6507633	50.2240	6296650	210983	96.7579	3.2421
Total		42058006	34628320	82.3347	34035519	592801	98.2881	1.7119
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Sale of Company's fertilizer plant at Goa and associated businesses of the Company to Parameep Phosphates Limited under Reg 23 of SEBI (LODR) Regulations, 2015 & under sect 188 of the Companies Act, 2013				
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		0	0.0000	0	0	0	0
	Poll	27356419						
	Postal Ballot (if applicable)							
	Total	27356419	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		794268	45.5333	412450	381818	51.9283	48.0717
	Poll	1744366						
	Postal Ballot (if applicable)							
	Total	1744366	794268	45.5333	412450	381818	51.9283	48.0717
Public- Non Institutions	E-Voting		6505881	50.2105	6292616	213265	96.7220	3.2780
	Poll	12957221						
	Postal Ballot (if applicable)							
	Total	12957221	6505881	50.2105	6292616	213265	96.7220	3.2780
Total		42058006	7300149	17.3573	6705066	595083	91.8483	8.1517
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	3257775
Public Insitutions	
Public - Non Insitutions	2



SCRUTINIZER'S REPORT

To,
The Executive Director,
ZUARI AGRO CHEMICALS LIMITED
Jai Kisaan Bhawan, Zuari Nagar,
Sancoale, Goa - 403726

Dear Sir,

1. The Board of Directors of **ZUARI AGRO CHEMICALS LIMITED** (the Company) vide its resolution dated March 04, 2021 had appointed me as Scrutinizer for the postal ballot (only through e-voting) voting process on the resolutions contained in the Postal Notice dated March 5, 2021 issued pursuant to the Companies Act, 2013 and Rules made thereunder read with MCA Circulars dated April 8, 2020, April 13, 2020, June 15, 2020 and amended from time to time.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to Postal Ballot.
3. My responsibility as scrutinizer for the Postal Ballot is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution(s).
4. I submit my report as under:
 - a. The Company has informed me that it has completed on March 8, 2021 the dispatch of postal ballot notices (through emails) to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on February 26, 2021, the cut-off date fixed for the purpose, in compliance with the MCA circulars i.e. General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020 and General Circular 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs.



Shivaram Bhat
Company Secretary

- b. 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.
- c. The e-voting remained open for the period commencing from Tuesday, March 9, 2021 at 10.00 A.M (IST) to Wednesday, April 7, 2021 at 5.00 P.M (IST). (e-voting period).
- d. After the completion of e-voting period, using the scrutinizer's login on the CDSL e-voting portal, the votes cast through remote e-voting were unblocked.
- e. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting portal.
- f. The details containing inter alia, list of Equity Share Holders, who voted 'FOR' and 'AGAINST' the resolution that was put to vote, were generated from the e-voting portal of CDSL and based on such reports generated the result of the voting is as follows:



Shivaram Bhat
Company Secretary

Item 1:

Special Resolution - To approve Sale of Company's fertilizer plant at Goa and associated businesses of the Company to Paradeep Phosphates Limited under Section 180 (1) (a) of the Companies Act, 2013:

(i) Voted in favour the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
384	3,40,35,519*	
TOTAL VOTES	3,40,35,519	98.29

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
13	5,92,801†	
TOTAL VOTES	5,92,801	1.71

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



* Includes 2,73,26,419 votes by promoter and promoter group, 4,12,450 votes by public- institution and 62,96,650 votes by public – non institutions.

† Includes 3,81,818 votes by public- institution and 2,10,983 votes by public – non institutions.

Shivaram Bhat
Company Secretary

Item 2:

Ordinary Resolution – To approve Sale of Company's fertilizer plant at Goa and associated businesses of the Company to Paradeep Phosphates Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013:

(i) Voted in favour the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
365	67,05,066 [†]	
TOTAL VOTES	67,05,066	91.85

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
15	5,95,083 [§]	
TOTAL VOTES	5,95,083	8.15

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	32,57,777



[†] Includes 4,12,450 votes by public- institutions and 62,92,616 votes by public – non institutions.

[§] Includes 3,81,818 votes by public- institution and 2,13,265 votes by public – non institutions.

Shivaram Bhat
Company Secretary

5. The postal ballot related records are under my safe custody and I shall be handing over the same to the Company Secretary of the Company for safe keeping.
6. You may accordingly declare the result of the voting by postal ballot.



Thanking you,
Yours faithfully,

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

Place: Panaji, Goa
Date : April 8, 2021

Shivaram Bhat
Practicing Company Secretary
CP No. 7853

UDIN: A010454C000030947

For ZUARI AGRO CHEMICALS LIMITED

A handwritten signature in black ink, appearing to be "Nitin M. Kantak", written over a horizontal line.

Nitin M. Kantak
Executive Director

Chairman/ Director/ Company Secretary

