

December 9, 2016

**BSE Limited**  
Floor 25, P.J. Towers  
Dalal Street  
Mumbai 400 001

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai 400 051

**Sub: Postal Ballot Notice and Form**

Dear Sir/Madam,

This has reference to our letter dated 21<sup>st</sup> October, 2016 regarding the outcome of the Board Meeting, where the Board of Directors have considered and approved variation in the term of appointment of Mr. Kapil Mehan, subject to approval of the Members.

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is seeking the approval of the Members for variation in the term of appointment of Mr. Kapil Mehan, Managing Director of the Company through Special Resolution by Postal Ballot, which includes remote e-voting.

The Postal Ballot Notice along with Ballot Form, is being sent to the Members whose names appear in the Register of Members/List of Beneficial owners as on Friday, 2<sup>nd</sup> December, 2016. The voting, both through postal ballot and through remote e-voting shall commence at 10.00 a.m. on Monday, 12<sup>th</sup> December, 2016 and shall end at 5.00 p.m. on Tuesday, 10<sup>th</sup> January, 2017.

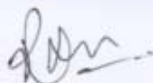
Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Postal Ballot Notice and the Postal Ballot Form sent to the Members of the Company.

Please take this into your record.

Thanking you,

Yours faithfully,

For **ZUARI AGRO CHEMICALS LIMITED**



**R.Y. PATIL**  
Vice-President  
& Company Secretary

**ZUARI AGRO CHEMICALS LIMITED**

CIN No.: L65910GA2009PLC006177

Global Business Park, Tower - A, 5th Floor, M. G. Road, Sector 26, Gurgaon - 122 002, Haryana India

Tel: +91 124 482 7800 Fax: +91 124 421 2046 Email: [zuari.delhi@adventz.com](mailto:zuari.delhi@adventz.com)

[www. ZUARI.IN](http://www.ZUARI.IN)

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403726



## ZUARI AGRO CHEMICALS LIMITED

CIN- L65910GA2009PLC006177

Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726  
Website: [www.zuari.in](http://www.zuari.in), Tel.: 0832-2592509/2180 Fax: 0832-2555279

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To  
The Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), that the resolution appended below is proposed to be passed by the Members through Postal ballot / electronic voting (remote e-voting).

#### Special Business:

#### Variation in the term of appointment of Mr. Kapil Mehan, Managing Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**RESOLVED THAT** in partial modification of the earlier resolutions passed by the Members at the Annual General Meeting held on 21<sup>st</sup> September, 2015 for appointment and payment of remuneration to Mr. Kapil Mehan (DIN: 01215092), as Managing Director of the Company and pursuant to the provisions of Section 196, 197, 199, 200 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members be and is hereby accorded to alter and vary the term of appointment of Mr. Kapil Mehan, Managing Director, from a period of 5 (five) years to a period not exceeding 3 (three) years with effect from 1<sup>st</sup> April, 2015 and to pay remuneration within the overall ceiling limit as prescribed in Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force).

**RESOLVED FURTHER THAT** except for the modification as above, all other terms and conditions of appointment of Mr. Kapil Mehan as approved by the Members at the Annual General Meeting held on 21<sup>st</sup> September, 2015 shall remain unchanged.

**RESOLVED FURTHER THAT** any one Director and/or Mr. R.Y. Patil, Vice-President & Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to the this resolution.

**By Order of the Board of Directors**

Date: 21<sup>st</sup> October, 2016  
Registered Office: Jai Kisaan Bhawan,  
Zuarinagar, Goa - 403 726

R.Y. Patil  
Vice- President & Company Secretary  
F.C.S. No: 2845

#### NOTES:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in respect of the business specified above is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the closure of business hours on Friday, 2<sup>nd</sup> December, 2016.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 2<sup>nd</sup> December, 2016.
4. Resolutions passed by the Members through Postal Ballot will be deemed to have been passed as if they were passed at the General Meeting of the Members.
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot notice is being sent to all the members by electronic mode, whose email IDs are registered with the Company/Depository Participant(s) for communication purpose, unless any member has requested for a physical copy of the same. For members who have not registered their email IDs, physical copy of the Postal Ballot Notice is being sent in the permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope, to their registered addresses.
6. The Members can opt for only one mode of voting, i.e. either by physical Ballot Form or by remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Ballot Forms will be treated as invalid.

7. In case a Member is desirous of obtaining a physical copy of the Postal Ballot Notice and / or Ballot Form, he or she may send an e-mail to [shares@adventz.com](mailto:shares@adventz.com). The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self addressed Business Reply Envelope to the Member at his/her registered address.
8. A Member cannot exercise his/her vote by proxy on Postal Ballot.
9. Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. 10454) has been appointed by the Board of Directors of the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
10. The Scrutinizer shall submit a consolidated report after the completion of scrutiny of the votes received through physical Ballot Forms and remote e-voting to the Chairman of the Company or any other Director or the Vice President & Company Secretary of the Company, authorized by the Chairman. The result of the voting by Postal Ballot will be announced not later than 48 hours of conclusion of the voting period and the same shall be displayed on the Notice Board at the Registered Office and on the website of the Company at [www.zuari.in](http://www.zuari.in). The same shall also be communicated to the Stock Exchanges.
11. The date of declaration of results of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. All the material documents referred to in the Postal Ballot Notice and Explanatory Statement and other statutory registers will be available for inspection by the Members at the Registered office of the Company during normal business hours on all working days, (i.e. Monday to Friday) up to Tuesday, 10<sup>th</sup> January, 2017.

#### **Instructions for Voting by Physical Ballot Form:**

Members desirous of exercising their vote by physical Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly filled and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 p.m. on Tuesday, 10<sup>th</sup> January, 2017. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot is received after 5.00 p.m. on Tuesday, 10<sup>th</sup> January, 2017, it will be considered as if reply from the Member has not been received. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope.

#### **Voting through electronic means:**

In accordance with the requirements of Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide remote e-voting facility to its members, for the resolution proposed to be passed through this Postal Ballot. The Board of Directors has appointed Central Depository Services (India) Ltd (CDSL) to provide remote e-voting facility to its members.

**The e-voting period commences on Monday, 12<sup>th</sup> December, 2016 at 10.00 A.M. and ends on Tuesday, 10<sup>th</sup> January, 2017 at 5.00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. Friday, 2<sup>nd</sup> December, 2016 may cast their votes electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.**

The instructions for shareholders voting electronically are as under:

- I. The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- II. Click on "shareholders" tab.
- III. Now enter your user ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- IV. Next enter the Image Verification as displayed and Click on Login.
- V. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- VI. If you are a first time user follow the steps given below:

| For members holding shares in Demat Form and Physical Form |                                                                                                                                                                                                                                                                                                                                               |
|------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                                        | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)                                                                                                                                                                                               |
|                                                            | Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.<br>The Sequence Number is printed in BOLD on the Postal Ballot Form.                                                                        |
|                                                            | In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.                                                                         |
| Dividend Bank Details OR Date of Birth (DOB)               | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.<br>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (III). |

After entering these details appropriately, click on "SUBMIT" tab.

- VII. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VIII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- IX. Click on the Electronic Voting Sequence Number (EVSN): 161129001 for Zuari Agro Chemicals Limited. This will take you to the voting page.
- X. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XI. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.
- XII. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XIII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XIV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XV. If Demat account holder has forgotten the same password the Login Password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVI. Note for Non- Individual Shareholders & Custodians:
- Non- Individual shareholders (i. e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details compliance user should be created using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XVII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

The Members at the Annual General Meeting of the Company held on 21<sup>st</sup> September, 2015 had approved appointment and payment of remuneration to Mr. Kapil Mehan (DIN: 01215092), as the Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2015, subject to necessary approvals.

The Ministry of Corporate Affairs (MCA) vide its notification dated 12<sup>th</sup> September, 2016 permitted payment of managerial remuneration within the overall ceiling limit as prescribed in Schedule V of the Companies Act, 2013 without seeking specific approval of the Central Government, provided the managerial person functioning in professional capacity meets certain criteria and period of appointment do not exceed three years.

In view of the inadequacy of profits for the financial year 2015-16 and subsequent notification dated 12<sup>th</sup> September, 2016 issued by the MCA, it is proposed seek the approval of the members by way of Special Resolution to alter and vary the term of appointment of Mr. Kapil Mehan, from a period of 5 (five) years to a period not exceeding 3 (three) years from the date of appointment i.e. 1<sup>st</sup> April, 2015 and to pay remuneration within the overall ceiling limit as prescribed in Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) effective from 1<sup>st</sup> April, 2015.

Mr. Kapil Mehan is a Professional and is not having interest in the capital of the Company or its holding or subsidiary companies, either directly or indirectly or through any other structures. He is also not having any direct or indirect interest or related to Directors or Promoters of the Company or its holding or subsidiary companies at any time during last 2 years before or on or after his appointment on 1<sup>st</sup> April, 2015 as Managing Director of the Company. Mr. Mehan has expert knowledge of Agriculture, Agri-business and Agricultural input markets in India. A brief profile of Mr. Kapil Mehan is provided in the information below.

Except Mr. Kapil Mehan, the Managing Director of the Company, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in this resolution.

The Board recommends passing of the above resolution by the members as Special Resolution.

### **Other information as required under Section II of Part II of Schedule V of the Companies Act, 2013:**

#### **I. GENERAL INFORMATION**

##### **1. Nature of Industry:**

Zuari Agro Chemicals Limited is one of the leading fertilizer manufacturing companies in India. The Company manufactures urea &

complex fertilizers of various grades at its manufacturing facility in Goa. The Company is also engaged in marketing of seeds, pesticides, micro nutrients and speciality fertilizers.

Agriculture plays a crucial role in the Indian economy and about 60% of the India's workforce is dependent on agriculture and allied activities for their livelihood. As India's food requirement is increasing proportionally with the ever-increasing population, correspondingly, there is also an increase in the requirement of crops. Fertilizers remain as the key to future development of agriculture. It is for this very reason that fertilizer has been declared as an essential and controlled commodity. India has more than 57 large and 64 medium and small fertilizer production units under the Indian fertilizer industry. Zuari Agro Chemicals Limited is among the largest fertilizer manufacturing Companies of India.

## 2. **Date of Commencement of Commercial Production:**

The Company was incorporated on 10<sup>th</sup> September, 2009. In the year 2012, vide a Scheme of Arrangement and Demerger between the company and its 100% holding Company, Zuari Industries Limited, the fertiliser Division of Zuari Industries Limited was demerged and vested into the Company. Commercial production of fertilizers at the manufacturing facility at Goa began in the Year 1973.

## 3. **Financial Performance of the Company:** (₹ in Lakhs)

| Particulars             | 2015-16     | 2014-15     |
|-------------------------|-------------|-------------|
| Paid up Capital         | 4,205.80    | 4,205.80    |
| Reserves & Surplus      | 74,541.51   | 76,130.88   |
| Total Revenue           | 5,38,517.53 | 5,55,630.95 |
| Profit/(Loss)Before Tax | (3,174.87)  | 2,072.62    |
| Profit/(Loss) After Tax | (1,589.38)  | 1,236.60    |

## 4. **Foreign investments or collaborations, if any:**

The Company has two joint ventures, namely Zuari Maroc Phosphates Private Limited and MCA Phosphates Pte Limited. Zuari Maroc Phosphates Private Limited is a 50:50 joint venture company between Office Cherifien Des Phosphates (OCP), S.A and the Company. MCA Phosphates Pte Limited is a Joint Venture company between Mitsubishi Corporation, Japan and the Company.

## II. **INFORMATION ABOUT MR. KAPIL MEHAN :**

|   |                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|---|--------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Background details                                                                                                 | <p>Mr. Kapil Mehan joined Adventz Group as the Managing Director of Zuari Agro Chemicals Limited effective from 1<sup>st</sup> April, 2015. He is also the co-chairman of Agri Business Governing Council and oversees the operations of the integrated agri business of the group.</p> <p>Mr. Mehan is a graduate in Veterinary Science and Animal Health from Punjab Agricultural University Ludhiana and holds a Post graduate Diploma in Management (PGDM) with specialization in Agriculture, from the Indian Institute of Management, Ahmedabad (1981). He is also an alumnus of Harvard Business School, London, where he attended Advanced Management Programme (AMP) in 2008.</p> <p>He has held several prominent leadership positions in prestigious companies such as Rallis India Limited, Tata Chemicals Limited and Coromandel International Limited. He has served as the Chief Operating Officer of fertilisers at Tata Chemicals Limited until August 31, 2010. He took charge as the Managing Director of Coromandel International Limited and led the organisation to achieve unprecedented growth, between October 19, 2010 and February 13, 2015.</p> |
| 2 | Past remuneration details                                                                                          | <p>Mr. Mehan joined Coromandel International Limited (CIL) in October, 2010 and served as its Managing Director till February, 2015 and was paid remuneration of Rs. 2.60 crores* (approx) for the Financial Year 2014-15.</p> <p>* Based on CIL's Annual Report for the year ended 31-03-2015.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 3 | Recognition or awards                                                                                              | <p>Mr. Kapil Mehan was awarded the "India Innovator of the Year" award by CNBC- TV18 at the India Business Leaders Awards, 2014 and also the prestigious "India's Best CEO Award 2014" in Agriculture and Allied category, by Business Today. Mr. Mehan is an active member of several industrial bodies. He is serving as Director on the Board of The Fertiliser Association of India and International Fertiliser Industry Association, and is also the Chairman of IFA Agriculture Committee.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 4 | Job profile and his suitability                                                                                    | <p>He has extensive knowledge of Agriculture, Agri-business and Agricultural input markets in India.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 5 | Remuneration proposed                                                                                              | <p>Remuneration as approved by the shareholders of the Company at its Annual General Meeting held on 21<sup>st</sup> September, 2015 (attached as 'Annexure A').</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | <p>The remuneration of Mr. Kapil Mehan is fully justifiable keeping in view his profile, extensive knowledge and vast experience in the industry. The remuneration is also comparable with that is being paid to the Managerial Personnel holding similar positions in the fertilizer industry.</p> <p>The remuneration of Mr. Kapil Mehan has been decided by the Nomination and Remuneration Committee of the Board, after considering the skills, expertise, knowledge and the proficiency required for the position.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

|   |                                                                                                                       |                                                                                                                                                                                                                                                                                     |
|---|-----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7 | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | Besides the remuneration paid/proposed to be paid to Mr. Kapil Mehan, as the Managing Director of the Company, he does not have any other pecuniary relationship or inter-se relationship between the directors, managerial personnel or the Company either directly or indirectly. |
|---|-----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

### **III. OTHER INFORMATION:**

|   |                                                                   |                                                                                                                                                                                                                                                                                                                                                                         |
|---|-------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Reason of loss or inadequate profits                              | Unfavourable market conditions, volatile foreign exchange rates and deficit rainfall in the main marketing areas of the Company viz. Maharashtra and Karnataka during the F.Y. 2015-16 leading to drought situation have primarily affected the financial performance of the Company resulting into inadequate profits for the year ended 31 <sup>st</sup> March, 2016. |
| 2 | Steps taken or proposed to be taken for improvement               | In order to improve the financial performance of the Company, various steps are being initiated and implemented including integrated approach in its operations across various functions, rationalization of production and sales processes, raising of funds through various modes, cost reduction and increase of operational efficiency.                             |
| 3 | Expected increase in productivity and profits in measurable terms | The management is expecting improvement in its productivity through various measures taken and is hopeful of emerging as a strong contender against other players in the Industry.                                                                                                                                                                                      |

### **IV. DISCLOSURES:**

|   |                                                                                                                                                                                                                |                                                                                                                                                                                                 |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Names of the other public companies in which Mr. Kapil Mehan holds directorship as on date.                                                                                                                    | Mangalore Chemicals & Fertilizers Limited;<br>Paradeep Phosphates Limited;<br>Zuari Fertilisers and Chemicals Limited;<br>Zuari Agri Sciences Limited;<br>Zuari Speciality Fertilisers Limited. |
| 2 | Names of the other public companies in which Mr. Kapil Mehan holds membership/chairmanship of the Committees of the Board as on date (includes only Audit Committee and Stakeholders' Relationship Committee). | Audit Committee:<br>Mangalore Chemicals & Fertilizers Limited – Member                                                                                                                          |
| 3 | Number of shares held by Mr. Kapil Mehan in the Company                                                                                                                                                        | Nil                                                                                                                                                                                             |

The details of remuneration approved by the shareholders' at the Annual General Meeting held on 21<sup>st</sup> September, 2015 is enclosed herewith for reference as 'Annexure A'.

**By Order of the Board of Directors**

Date: 21<sup>st</sup> October, 2016  
Registered Office: Jai Kisaan Bhawan,  
Zuarinagar, Goa - 403 726

R.Y. Patil  
Vice- President & Company Secretary  
F.C.S. No: 2845

## **Annexure A**

Salary: Rs.8 lakhs per month (in the range of Rs. 8 lakhs to Rs.20 lakhs) with such annual increments as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors.

Housing: House Rent Allowance shall be provided at the place of posting subject to a maximum of Rs. 2.10 lakhs per month. Maintenance of Apartment shall be provided subject to a maximum of Rs. 3 lakhs per annum. Electricity and water bills shall be paid at actual. Telephone bills at residence shall be paid subject to a maximum of Rs. 36,000 per annum.

Perquisites and Benefits: Perquisites including superannuation fund and National Pension Scheme will be allowed in addition to the salary, and as applicable to the Senior Executives as per Company Policy, which shall be reviewed by the Nomination and Remuneration Committee / Board of Directors on an annual basis.

The Company shall reimburse expenses towards Membership Fees of upto two clubs.

Two cars will be provided by the Company for official and personal use. Out of the two cars, one chauffeur driven car shall be fully maintained by the Company.

Performance Linked Variable Pay of Rs. 15 lakhs in accordance with Company rules, based on company's and individual's performance as decided by the Nomination and Remuneration Committee and/or the Board of Directors at its sole discretion.

The Managing Director shall also be covered under the Group Personal Accident Insurance Policy, Group Term Life Insurance Scheme, Group Health Insurance Scheme, as per Company policy.

All Contributions including contribution to Provident Fund and Gratuity shall be as per the Rules of the Company.

Leave/encashment of leave in accordance with the Company rules applicable to Senior Executives.

The Managing Director shall be paid a one-time joining bonus of an amount not exceeding Rs. 50 lakhs on his assuming office.

The Managing Director shall be entitled to such other additional perquisites as may be applicable to Senior Executives of the Company.

All statutory deductions will be made in accordance with the current provisions or as amended from time to time. Payment of taxes (apart from Tax Deducted at Source by the Company) will be the responsibility of the Managing Director.

Termination: The Agreement may be terminated by giving the other party, six months' notice.

**ZUARI AGRO CHEMICALS LIMITED**

CIN- L65910GA2009PLC006177

Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa 403 726

Website: [www.zuari.in](http://www.zuari.in), Tel.: 0832-2592509/2180 Fax: 0832-2555279**POSTAL BALLOT FORM****Sr. No. :**

|                                                                                                                      |  |
|----------------------------------------------------------------------------------------------------------------------|--|
| Name & Registered Address of the first named Member                                                                  |  |
| Name(s) of the Joint Holder(s), if any                                                                               |  |
| Registered Folio Number/DP ID No./Client ID No.*<br>*(Applicable to investors holding shares in dematerialised form) |  |
| Number of Equity shares held                                                                                         |  |

I/We hereby exercise my/our votes in respect of the resolution set out in the Postal Ballot Notice dated 21<sup>st</sup> October, 2016 by sending my/our assent/dissent to the said resolution by placing (✓) mark at the appropriate box below.  
(Tick mark in both the boxes for the below resolution, will render the Ballot invalid):

| Sr. No | Description                                                                                                                                                                                                                                                                                                                                                                                  | Type of Resolution | No. of equity shares | I/We assent to the resolution (FOR) (✓) | I/We dissent to the resolution (AGAINST) (✓) |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|----------------------|-----------------------------------------|----------------------------------------------|
| 1.     | Approval of the Members for alteration and variation of the term of appointment of Mr. Kapil Mehan (DIN: 01215092), Managing Director of the Company from a period of 5 (five) years to a period not exceeding 3 (three) years with effect from 1 <sup>st</sup> April, 2015 and to pay remuneration within the overall ceiling limit as prescribed in Schedule V of the Companies Act, 2013. | Special            |                      |                                         |                                              |

**ELECTRONIC VOTING PARTICULARS**

| (E-Voting Sequence Number) | Default PAN / Sequence No |
|----------------------------|---------------------------|
| 161129001                  |                           |

Date:

Place:

.....  
Signature of the Member

Note:

1. Please read the instructions printed overleaf before exercising your vote.
2. Last day for the receipt of Postal Ballot Form by scrutinizer is on Tuesday, 10<sup>th</sup> January, 2017 by 5:00 PM.

## INSTRUCTIONS

### **General Instructions:**

1. This Ballot Form is provided for the benefit of the members not having access to the remote e-voting facility, to enable them to send their assent or dissent by post.
2. The Members can opt for only one mode of voting, i.e. either by physical Postal Ballot Form or by remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Ballot Forms will be treated as invalid.
3. For detailed instructions on remote e-voting, please refer the instructions appended to the Postal Ballot Notice.

### **Process and manner for members opting to vote through physical Postal Ballot Form:**

1. A member desirous of exercising vote by Postal Ballot should fill the Postal Ballot Form in all respects, sign and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which should be properly sealed. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member will also be accepted.
2. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company/Depository Participant. In case the shares are jointly held, this Form should be filled and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of the member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
3. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 p.m. on Tuesday, 10<sup>th</sup> January, 2017. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
4. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on Friday, 2<sup>nd</sup> December, 2016.
5. In case of shares held by companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
6. Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. The exercise of vote by Postal Ballot is not permitted by proxy.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Holder(s).
9. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
10. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the postal ballot will be announced not later than 48 hours of conclusion of the voting period, and the same shall be displayed on the Notice Board of the Registered Office and on the website of the Company at [www.zuari.in](http://www.zuari.in). The same shall also be communicated to the Stock Exchanges.
14. Kindly note that any query in relation to the proposed resolution to be passed by Postal Ballot may be addressed to 'The Company Secretary, Zuari Agro Chemicals Limited, Jai Kisaan Bhawan, Zuarinagar, Goa – 403 726. Tel No. : 0832-2592509/2180, Fax No. 0832-2555279, Email : [shares@adventz.com](mailto:shares@adventz.com)