



February 2, 2015

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

National Stock Exchange of India Limited  
"Exchange Plaza"  
Bandra-Kurla Complex  
Bandra (East)  
**MUMBAI - 400 051**

Dear Sirs,

**Sub : Postal Ballot Notice**

Please find enclosed herewith 6 copies of the Postal Ballot Notice being sent to the shareholders.

This is in compliance with Clause 31 of the Listing Agreement.

Thanking you,

Yours faithfully,  
For ZUARI AGRO CHEMICALS LIMITED

R.Y. Patil  
Chief General Manager  
& Company Secretary

Encl : As above

**ZUARI AGRO CHEMICALS LIMITED**

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

Telephone : (0832) 2592180, 2592181  
FAX : (0832) 2555279

CIN - L65910GA2009PLC006177  
Website : [www.zuari.in](http://www.zuari.in)



## ZUARI AGRO CHEMICALS LIMITED

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

CIN NO. – L65910GA2009PLC006177

Web: www.zuari.in, Tel. 91-0832-2592431, Fax: 91-0832-2555279

### NOTICE POSTAL BALLOT

To  
The Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the following resolutions are being circulated for the approval of the members by way of postal ballot.

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

**"RESOLVED THAT** pursuant to the provisions of section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 along with rules enacted thereunder ("*Companies Act*") (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, listing agreements entered into by the Company with the stock exchanges where equity shares of the Company of face value Rs.10/- each are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("*SEBI ICDR Regulations*"), Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended from time to time and clarifications issued thereon from time to time and subject to other required rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India ("*SEBI*"), the Reserve Bank of India ("*RBI*"), the Government of India ("*GOI*"), BSE Limited and National Stock Exchange of India Limited (the "*Stock Exchanges*"), and / or any other competent authorities from time to time to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, stock exchanges, RBI, GOI and/or any other concerned statutory or other relevant authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board of Directors of the Company ("*Board*") which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board in its absolute discretion to offer, issue and allot equity shares of face value Rs.10 each ("*Equity Shares*") for an amount upto Rs.400 crores (Rupees Four Hundred Crores only), inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit to all eligible investors including but not limited to existing equity shareholders as on record date, residents and / or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and / or otherwise and / or a combination thereof, whether or not such investors are members, promoters, directors or their relatives / associates of the Company, through private placement and / or preferential allotment and / or qualified institutional placement ("*QIP*") and / or any other permitted modes through prospectus and/or an offer document and / or private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner, by way of cash at such time or times in such tranche or tranches and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s), so as to enable the Company to list such Equity Shares on any Stock Exchange in India as may be permissible.

**RESOLVED FURTHER THAT** in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI ICDR Regulations, as amended from time to time, the pricing shall be determined in compliance with principles and provisions set out in Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, as amended from time to time. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI ICDR Regulations, as amended from time to time.

**RESOLVED FURTHER THAT** in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI ICDR Regulations, as amended from time to time, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the consent of the Company be and is hereby accorded to the Board to do all such acts, deeds, matters and things including but not limited to finalization and approval of the offer document(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Equity Shares are to be issued and allotted, number of Equity Shares to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilization of the proceeds as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Equity Shares shall be listed with the stock exchanges, where the existing Equity Shares of the Company are listed and the same shall rank *pari passu* with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the approval of the Company is hereby accorded to the Board to appoint /ratify the appointment of merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of Equity Shares on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts/ agreements, memorandum, documents, etc. as may be required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed by the Company in relation to the issue of Equity Shares, be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Equity Shares and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Equity Shares, including finalization of the number of Equity Shares to be issued in each tranche thereof, form, terms and timing of the issue of Equity Shares including for each tranche of such issue of Equity Shares, identification of the investors to whom Equity Shares are to be offered, utilization of the proceeds and other related,

incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Equity Shares and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to any of the aforesaid or otherwise in relation to the issue of Equity Shares.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to the Committee for Further Issuance to any officer of the Company."

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

**"RESOLVED THAT** in supersession of earlier resolutions passed in this regard, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 ( including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors to mortgage, create charges or hypothecation as may be necessary on all movable and/ or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, to secure all monies already borrowed or to be borrowed for the business of the Company or by its wholly owned Subsidiary, Zuari Fertilisers and Chemicals Limited (ZFCL) whether by way of debentures, loans, or any other securities or otherwise by the Company or by ZFCL within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180 (1) ( c ) of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to finalise with the Banks or bodies corporate or persons all such deeds, contracts, instruments, agreements and any other documents for creating the aforesaid mortgages, charges and /or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements, documents and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or officers of the Company to give effect to this resolution."

Date: 22<sup>nd</sup> January, 2015  
Registered Office:  
Jai Kisaan Bhawan, Zuarinagar - Goa 403 726

Encl.: 1) Postal Ballot  
2) Postage Prepaid Business Reply Envelope



By Order of the Board of Directors

  
R.Y. PATIL  
Chief General Manager  
& Company Secretary

**ANNEXURE TO THE POSTAL BALLOT NOTICE**  
**(Explanatory Statement setting out the material facts under Section 102 of the Companies Act, 2013)**

**Item No.1:**

The Company intends to utilize the funds for revamping of existing manufacturing capacities, to augment the working capital requirements, general corporate purposes and for such other purposes as may be legally permissible and subject to such approvals, consents etc as may be required .

It is proposed to raise funds by issue of equity shares subject to statutory approvals and compliances as may be required to be obtained under applicable laws.

The Company has been exploring various avenues for raising funds by way of issue of equity shares of face value Rs.10 each ("Equity Shares") to all eligible investors including but not limited to existing equity shareholders as on record date, residents and / or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and / or otherwise and / or a combination thereof, whether or not such investors are members, promoters, directors or their relatives / associates of the Company through private placement and / or preferential allotment and / or qualified institutional placement ("QIP") and / or any other permitted modes through an offer document and / or private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner, at such time or times in such tranche or tranches for an amount upto Rs.400 crores (Rupees Four Hundred Crores only), for cash and at such premium / discount, as applicable, as the Board deems fit and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors. The Equity Shares shall rank *pari passu* with the existing equity shares of the Company.

In the event of the issue of the Equity Shares as aforesaid by way of QIP, it will be ensured that:

- The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VIII of the SEBI ICDR Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of Equity Shares;
- The pricing for this purpose shall be in accordance with regulation 85 of Chapter VIII of the SEBI ICDR Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI ICDR Regulations, as amended from time to time;
- The issue and allotment of Equity Shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI ICDR Regulations and such Equity Shares shall be fully paid up on its allotment;
- The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed 5 times of the Company's net worth as per the audited balance sheet for the previous financial year;
- The Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

For making any further issue of shares to any person(s) other than existing equity shareholders of the Company approval of members is required to be obtained by way of passing a special resolution, in pursuance to section 62 (1) (c) of the Companies Act.

Therefore the Board recommends the resolution contained in Item No. 1 to be passed by the members so as to enable it to issue further Equity Shares.

The proposed issue is in the interest of the Company and your Directors recommend the resolution for your approval.

None of the Directors, Managing Director, Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the aforesaid Resolution except to the extent of their shareholding, if any.

**Item No. 2:**

The shareholders vide postal ballot held on 11<sup>th</sup> September, 2014 considered and authorized the Board of Directors to mortgage, create charge or hypothecation as may be necessary on all movable or immovable properties to secure all monies to be borrowed for the business of the Company.

Zuari Fertilisers and Chemicals Limited (ZFCL), a wholly owned subsidiary of your Company has approached Banks / Financial Institutions / Non Banking Financial Companies (NBFC's) for its fund requirement for its expansion and general business purpose/strategic investments. Some of the Banks/Financial Institutions/ Non Banking Financial Companies (NBFC's) have indicated that they would consider ZFCL's request provided the holding Company i.e. Zuari Agro Chemicals Limited gives a security for the credit facilities extended to ZFCL.

For the said security ZACL is offering part of its immovable property as security to lenders of ZFCL and it requires approval of the shareholders u/s 180 (1) (a) of the Companies Act, 2013.

The Board of Directors accordingly recommend the Special Resolution set out at Item No. 2 of the accompanying postal ballot notice for the approval of the Members.

None of the Directors, Managing Directors, Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the aforesaid Resolution except to the extent of their shareholding, if any.

Date: 22<sup>nd</sup> January, 2015  
Registered Office:  
Jai Kisaan Bhawan, Zuarinagar - Goa 403 726

By Order of the Board of Directors

R.Y. PATIL  
Chief General Manager  
& Company Secretary

Encl.: 1) Postal Ballot  
2) Postage Prepaid Business Reply Envelope

**NOTES:**

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 and read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the business specified above along with the material facts is annexed hereto.
2. As per Section 110 of the Companies Act, 2013 read with Rules thereunder the item of business set out in the Notice above is sought to be passed by Postal Ballot.
3. The Board of Directors has appointed **CS Shivaram Bhat, Practicing Company Secretary, failing him, CS Shubhangi Baichwal, Practicing Company Secretary** as Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
4. The Postal Ballot notice is being sent to all the shareholders, whose names appear in the Register of members/Beneficial Ownership statements maintained by the depositories as on the close of business hours on 16<sup>th</sup> January, 2015.
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and Rule 22 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 purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforementioned documents are being sent in the permitted mode.
6. The date of declaration of results of the Postal ballot will be taken to be the date of passing of the special resolutions by the members of the Company.
7. All documents referred to in the postal ballot notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered office of the Company between 10.00 a.m. and 1.00 pm. on all working days except Saturdays and Sundays upto 6<sup>th</sup> March, 2015.
8. The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the said resolution.
9. The Scrutinizer will submit the report to the Company after completion of scrutiny of the Postal Ballot Forms.
10. The results of the Postal Ballot will be announced by the Chief General Manager & Company Secretary or any other Director, duly authorized by the Board on 9<sup>th</sup> March, 2015 at 11.00 a.m. at the registered office of the Company.
11. Instructions for Voting by Physical Postal Ballot Form:  
A Member desirous of exercising his vote by postal ballot shall complete the enclosed postal ballot form and with assent (for) or dissent (against) by filling the necessary details by putting the signature at the marked place in the postal ballot and putting the ballot in the enclosed postage prepaid business reply envelope directed to the Scrutinizer, to reach on or before 6<sup>th</sup> March, 2015. The assent or dissent received after 6<sup>th</sup> March, 2015 would be strictly treated as if reply from the shareholder has not been received. The postal charges shall be borne by the Company.
12. E-voting facility:  
The Company is offering E-Voting facility also as an alternate mode to Individual Members as required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, which would enable you to cast your votes electronically, instead of Physical Postal Ballot form. For this purpose, the Company has entered in to an agreement with M/s CDSL for facilitating e-Voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.

The detailed instructions and procedure for e-voting is given below:

**In case of members receiving e-mail:**

- (i) The voting period begins on **5<sup>th</sup> February, 2015 at 10:00 A.M. and ends on 6<sup>th</sup> March, 2015 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16<sup>th</sup> January 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders."
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                                        | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0s 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.</li> </ul> |
| DOB                                                        | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Dividend Bank Details                                      | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).</p>                                                                                                                                                                                                                                                                                     |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVS-150123003** for **Zuari Agro Chemicals Limited**.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-individual shareholder and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions ("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).

**In case of members receiving the physical copy:**

- Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

13. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being 16<sup>th</sup> January, 2015.
14. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Company Secretary.
15. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.zuari.in](http://www.zuari.in)) for download by the members of the Company within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.



**POSTAL BALLOT FORM**

Sr.No:

1. Name & Registered Address of :  
the first named Shareholder

2. Name(s) of the Joint Holder(s), (If any) :

3. Registered Folio Number/ :  
DP ID No. /Client ID No.\*  
\*(Applicable to investors holding  
Shares in dematerialized form)

4. Number of Share(s) held :

I/We hereby exercise my/our votes in respect of the Special Resolutions set out in the Notice dated 22<sup>nd</sup> January, 2015 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the (v) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid):

| Sr. No. | DESCRIPTION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Type of Resolution | No. of Shares | (For) I/WE assent to the Resolution | (Against) I/WE dissent to the Resolution |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------------|-------------------------------------|------------------------------------------|
| 1.      | Resolution pursuant to the provisions of section 42, 62 of the Companies Act 2013 and rules made thereunder and other applicable provisions to issue and allot equity shares for an amount upto Rs.400 crores (Rupees Four Hundred Crores only), through private placement and / or preferential allotment and / or qualified institutional placement ("QIP") and / or any other permitted modes.                                                                                                                                         | Special            |               |                                     |                                          |
| 2.      | Resolution to mortgage, hypothecate, otherwise charge, dispose off as may be necessary of all immovable and movable properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013 to secure all monies already borrowed or to be borrowed for the business of the Company or by its wholly owned Subsidiary, Zuari Fertilisers and Chemicals Limited (ZFCL) and authorizing the Board of Directors to perform all such acts, deeds and things as may be necessary, desirable or expedient in connection therewith. | Special            |               |                                     |                                          |

E-mail ID :

Place :

Date :

\_\_\_\_\_  
Signature of the Member

**ELECTRONIC VOTING PARTICULARS**

| EVSN<br>(Electronic Voting Sequence Number) | * Default PAN |
|---------------------------------------------|---------------|
| 150123003                                   |               |

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

**NOTE :**

1. Please read the instructions printed overleaf before exercising your vote
2. Last Day for the receipt of Postal Ballot Forms by Scrutinizer is 6<sup>th</sup> March, 2015.

## **INSTRUCTIONS**

1. A shareholder desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope 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, shares are jointly held, this Form should be completed 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 Form should reach the Scrutinizer not later than the close of working hours (1700 hrs) on 6<sup>th</sup> March, 2015. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 6<sup>th</sup> March, 2015 providing sufficient time for postal transit.
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 16<sup>th</sup> January, 2015.
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 paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and 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 through proxy.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(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.
12. The result of the voting on the resolutions will be declared on 9<sup>th</sup> day, March, 2015 at 11.00 a.m. at the Registered Office of the Company at Jai Kisaan Bhawan, Zuarinagar, Goa – 403 726. The results will be informed to the stock exchanges and will also be published on the Company's website.
13. The Company is pleased to offer e-voting facility as an alternative for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Postal Ballot Notice.
14. Kindly note that the members can opt for only one mode of voting i.e., either by post or e-voting. If the members opt for e-voting, they should not vote by post and vice-versa. In case members cast their vote by post as well as e-voting, then voting done by e-voting will prevail and voting done by post shall be considered as invalid.
15. Any query in relation to the resolutions proposed 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. : +91-0832-2592509, Fax No. +91-0832-2555279, Email: shares@adventz.com