

March 1, 2016

The Company Secretary  
**ZUARI AGRO CHEMICALS LTD.**  
Jai Kisaan Bhawan,  
Zuari Nagar, Goa, 403726.



**Sub: Observation letter regarding the Draft Scheme of Arrangement involving amalgamation of Zuari Fertilisers and Chemicals Limited, Zuari Speciality Fertilisers Limited and Zuari Agri Sciences Limited with Zuari Agro Chemicals Limited.**

We are in receipt of Draft Scheme of Arrangement involving amalgamation of Zuari Fertilisers and Chemicals Limited, Zuari Speciality Fertilisers Limited and Zuari Agri Sciences Limited with Zuari Agro Chemicals Limited.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide its letter dated March 1, 2016 has inter alia given the following comment(s) on the draft scheme of arrangement:

- ***“Fairness Opinion submitted by the company is displayed from the date of receipt of this letter on the website of the company along with various documents submitted pursuant to the said Circulars.”***
- ***“Company shall duly comply with various provisions of the Circulars.”***

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

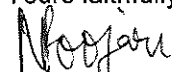
Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e. Status of compliance with the Observation Letter/s of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

  
**Nitin Pujari**  
Manager

Ref: NSE/LIST/64172

March 04, 2016

The Company Secretary  
Zuari Agro Chemicals Limited  
Jai Kisaan Bhawan, Zuarinagar,  
Goa – 403726.

**Kind Attn.: Mr. R.Y. Patil**

Dear Sir,

**Sub: Observation letter for draft Scheme of Amalgamation of Zuari Fertilisers and Chemicals Limited and Zuari Speciality Fertilisers Limited and Zuari Agri Sciences Limited with Zuari Agro Chemicals Limited.**

This has reference to draft Scheme of Amalgamation of Zuari Fertilisers and Chemicals Limited and Zuari Speciality Fertilisers Limited and Zuari Agri Sciences Limited with Zuari Agro Chemicals Limited vide your letter dated January 08, 2016.

Based on our letter reference no. NSE/LIST/61265 submitted to SEBI and pursuant to SEBI circular no. CIR/CFD/DIL/5/2013 dated February 04, 2013 read with SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI has vide letter dated March 01, 2016, has given following comments on the draft Scheme of Arrangement:

*“a. Company to ensure that “fairness opinion” submitted by the Company is displayed from the date of receipt of this letter on the website of the listed company along with various documents submitted pursuant to the Circulars.*

*b. The Company shall duly comply with various provisions of the Circulars.”*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the Hon’ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from March 04, 2016, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:



- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme.
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,  
For **National Stock Exchange of India Limited**

Kamlesh Patel  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL  
[http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)



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भारतीय प्रतिभूति  
और विनिमय बोर्ड  
**Securities and Exchange  
Board of India**  
CFD/DIL/NR/PHV/OW/6122/2016  
March 1, 2016

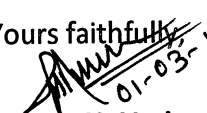
Mr. Khushro Bulsara  
Bombay Stock Exchange Ltd.  
P J Towers, Dalal Street.  
Mumbai – 400 001

Dear Sir,

**Sub: Draft Scheme of Amalgamation of Zuari Fertilisers and Chemicals Limited,  
Zuari Speciality Fertilisers Limited and Zuari Agri Sciences Limited with Zuari  
Agro Chemicals Limited**

1. This has reference to your letter No. LIST/LO/SEBI/AC/095/2015-16 received by SEBI on January 27, 2016, whereby you have forwarded the application of Draft Scheme of Amalgamation of Zuari Fertilisers and Chemicals Limited, Zuari Speciality Fertilisers Limited and Zuari Agri Sciences Limited with Zuari Agro Chemicals Limited filed in accordance with SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (hereinafter referred to as 'the Circulars') for our comments on the draft Scheme of Arrangement (hereinafter referred to as 'Draft Scheme').
2. The matter has been examined by SEBI in the light of the provisions under Part A, Annexure I of the aforesaid Circular. Accordingly, SEBI's comments on the draft Scheme are as under:
  - a. Stock Exchange(s) to ensure that "fairness opinion" submitted by Zuari Agro Chemicals Limited, as forwarded by BSE, vide letter received by SEBI on January 27, 2016, is displayed from the date of receipt of this letter on the websites of the listed company and the Stock Exchange(s) along with various documents submitted pursuant to the Circulars.
  - b. Stock Exchange(s) to ensure compliance with the said Circulars.
  - c. The company shall duly comply with various provisions of the Circulars.
3. Please note that the submission of documents/information in accordance with the Circulars to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Yours faithfully,

  
Pranav H. Variava

CC :

1. Mr. Hari K  
National Stock Exchange of India Ltd  
Exchange Plaza, Plot no. C/1,G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400051
2. Company Secretary  
Zuari Agro Chemicals Limited  
Jai Kisaan Bhawan,  
Zuarinagar,  
Goa - 403726

दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 2644 9000 / 4045 9000 फेक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in