



**adventz**

**ZUARI AGRO CHEMICALS LIMITED**

CIN-L65910GA2009PLC006177

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

Website: 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:**

**Raising of funds through issue of Securities:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62,71 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, 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"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations), Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, 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") where the Equity Shares of the Company of face value of ₹ 10/- each are listed, 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 create, offer, issue and allot equity shares of face value of ₹ 10/- each ("Equity Shares") representing equity shares and/or fully convertible debentures convertible into Equity Shares and/or non-convertible debt instruments along with warrants and/or any other security convertible into or exchangeable into Equity Shares (collectively referred to as "Securities") or any combination of Securities for an amount not exceeding ₹ 400 crores (Rupees Four Hundred Crores only) for cash and at such premium / discount, as applicable, as the Board deems fit to all eligible investors 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) to be appointed by the Company, so as to enable the Company to list 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 floor 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 or duly authorised committee decides to open the issue and in the event the QIP under Chapter VIII of SEBI ICDR Regulations, as amended from time to time, entails an issuance of Securities other than Equity Shares, the Relevant Date for the purpose of pricing shall be either the date of the meeting in which the Board or duly authorised committee decides to open the QIP or the date on which holders of Securities other than Equity Shares become eligible to apply for Equity Shares, as may be determined by the Board.

**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 documents(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities 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 Securities and utilization of the proceeds as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Securities to be created, issued allotted and offered 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 Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of Securities other than Equity Shares, as may be necessary in terms of the offering, all such equity shares 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 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 Securities 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 Securities, 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 Securities 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 Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities 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 Securities 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 Securities.

**RESOLVED FURTHER THAT** for the purpose of the aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, the offer and allotment of Securities and utilization of issue proceeds including but without limitation to the creation of such mortgage/hypothecation/charge on the Company's assets under section 180(1)(a) of the Companies Act in respect of the aforesaid Securities either on *pari passu* basis or otherwise or in the borrowing of the loans as may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**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 Committee of Directors or any Director(s) or to any officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the Issue and settle any questions or difficulties that may arise in regard to the Issue.

By Order of the Board of Directors

R.Y. Patil  
Vice President & Company Secretary  
FCS No. 2845

Date : 21st November, 2017  
Registered Office : Jai Kisaan Bhawan,  
Zuarinagar, Goa – 403 726

**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, 17th November, 2017.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. Friday, 17th November, 2017. The person who is not a member as on the cut-off date should treat this notice for information purpose only.
4. 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.
5. 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.
6. In case a Member is desirous of obtaining a physical copy of the Postal Ballot Notice and /or Ballot Form, he / she may send an e-mail to 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.
7. A Member cannot exercise his/her vote by proxy on Postal Ballot.
8. 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.
9. 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 on Saturday, 30th December, 2017 at 4.00 p.m at the Registered office of the Company and the same shall be displayed on the Notice Board at the Registered Office, Corporate 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.
10. The resolution, if passed by requisite majority, shall be deemed to have been passed on Friday, 29th December, 2017 i.e. last day of the voting period.
11. 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 Friday, 29th December, 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 Friday, 29th December, 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 Friday, 29th December, 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 Obligations & 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 Thursday, 30th November, 2017 at 10.00 A.M. and ends on Friday, 29th December, 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 cut-off date i.e. Friday, 17th November, 2017 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 / 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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. The Sequence Number is printed in Bold on the Postal Ballot Form.</p> <p>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.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>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.</p> <p>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).</p>

- 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): 171123009 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 Company is in the process of implementing capital projects concerning modernization and upgradation of Ammonia/Urea Manufacturing facilities. The Company is also increasing the capacity of Ammonia/Urea. The Basic Design and Engineering Study has been completed

The Company requires funds to support these expansion plans and also to meet the working capital requirements, repayment of long term and/or short term loans and for other general corporate purposes.

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 ₹ 10/- each ("Equity Shares") and/or, fully convertible debentures convertible into Equity Shares and/or non-convertible debt instruments along with warrants and/or any other security convertible into or exchangeable into Equity Shares (collectively referred to as "Securities") or any combination of Securities to all eligible investors, 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, at such time or times in such tranche or tranches for an amount not exceeding ₹ 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 or Equity Shares issued on conversion of Securities other than 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:

- a) The relevant date for the purpose of pricing of the Equity Shares pursuant to Chapter VIII of the SEBI ICDR Regulations would be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of Equity Shares and in the event the QIP pursuant to Chapter VIII of SEBI ICDR Regulations entails an issuance of Securities other than Equity Shares, the relevant date for the purpose of pricing shall be either the date of the meeting in which the Board or duly authorised Committee decides to open the QIP or the date on which holders of Securities other than Equity Shares become eligible to apply for Equity Shares, as may be determined by the Board;
- b) 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 floor price calculated for the QIP or such other discount as may be permitted under SEBI ICDR Regulations, as amended from time to time;
- c) 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;
- d) 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;
- e) 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.

The Securities to be issued pursuant to this Resolution, if necessary, may be secured by way of mortgage/hypothecation/charge on the Company's assets as may be finalized by the Board in consultation with the Security Holders/Trustees in favour of Security Holders/Trustees for the holders of the said Securities. The security that may have to be created for the purposes of the issue, as above may come within the preview of Section 180(1)(a) of the Companies Act. Necessary approval under Section 180(1)(a) has already been obtained.

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, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Except Promoter Directors none of the other 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.

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

By Order of the Board of Directors

R.Y. Patil  
Vice President & Company Secretary  
FCS No. 2845

Date : 21st November, 2017  
Registered Office : Jai Kisaan Bhawan,  
Zuarinagar, Goa – 403 726



## ZUARI AGRO CHEMICALS LIMITED

CIN- L65910GA2009PLC006177

Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa - 403726  
Website: 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.* (* 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 21st November, 2017 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	Raising of funds through issue of securities	Special			

### ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	Default PAN / Sequence No
171123009	

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 Friday, 29<sup>th</sup> December, 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 Friday, 29th December, 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, the 17th November, 2017.
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.
12. The result of the postal ballot will be announced on Saturday, 30<sup>th</sup> December, 2017 at the 4.00. P.M. at the registered office of the Company 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.
13. 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).