

10th December, 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: Dispatch of Postal Ballot Notice & Form and publication of newspaper advertisement.

Dear Sir/Madam,

Further to our Letter dated 9th December, 2016 with regard to Postal Ballot Notice & Form, for seeking approval of the Members for variation in the term of appointment of Mr. Kapil Mehan, Managing Director of the Company, we hereby confirm the completion of dispatch of Postal Ballot Notice along with Postal Ballot Form to the Members whose names appear in the Register of Members/List of Beneficial owners as on Friday, 2nd December, 2016.

Pursuant to regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, cuttings of newspaper advertisement for completion of dispatch of Postal Ballot Notice and Postal Ballot Form as published today, on 10th December, 2016 are enclosed herewith.

This is for your information and record.

Thanking you,

Yours faithfully,

For **ZUARI AGRO CHEMICALS LIMITED**



R.Y. PATIL
Vice-President
& Company Secretary

ZUARI AGRO CHEMICALS LIMITED

(Formerly known as Zuari Holding Limited)

CIN No.: L65910GA2009PLC006177

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403726, India

Tel: +0832 259 2180, 259 2181 Fax: +0832 255 5279

www.zuari.in





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 TO MEMBERS

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is seeking approval of the Members by way of Postal Ballot, which includes voting by electronic means ("remote e-voting") for 'variation in the term of appointment of Mr. Kapil Mehan, Managing Director of the Company through Special Resolution as set out in the Postal Ballot Notice dated 21st October, 2016.

The Company has completed the dispatch of the Postal Ballot Notice together with the Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope, to the registered addresses of all the Members (in case of documents sent in physical form) on 9th December, 2016. The aforesaid documents have been mailed electronically to those Members, whose Email IDs are registered with the Company / Depository participants. For members who have not registered their Email IDs, physical copy of the same is sent through permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope, to their registered addresses.

The Company has engaged Central Depository Services (India) Limited ("CDSL") for providing remote e-voting services through its e-voting platform. The instructions for e-voting are given in the Postal Ballot Notice. The Postal Ballot Notice together with Postal Ballot Form is also available on the website of the Company at www.zuari.in

A person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories (in case of shares held in dematerialized form) as on Friday, 2nd December, 2016 shall be entitled to vote on the proposed resolution.

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

Notes:

1. **The voting, including remote e-voting commences at 10.00 a.m. on Monday, 12th December, 2016 and ends on Tuesday, 10th January, 2017 at 5.00 p.m. The e-Voting module will be disabled by CDSL for voting thereafter.**
2. Any Postal Ballot received from a Member beyond 5.00 p.m. on 10th January, 2017 will be invalid and shall be treated as if reply from the member has not been received.
3. In case a Member is desirous of obtaining a physical copy of the Postal Ballot Notice or Ballot Form, he or 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.
4. The result of the voting by Postal Ballot will be announced not later than 48 hours of conclusion of the voting period at the Registered Office of the Company 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. The result shall also be communicated to the Stock Exchanges.
5. 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

By Order of the Board of Directors

Sd/-

Date : 10th December, 2016

R. Y. Patil

Place : Zuarinagar, Goa

Vice-President & Company Secretary



ZUARI AGRO CHEMICALS LIMITED

CIN- L85910GA2009PLC006177

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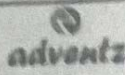
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By Order of the Board of Directors

Date: 10th December, 2016
Place: Zuarinagar, Goa.

Sd/-
R.Y. Patil
Vice-President & Company Secretary



सुआरी अॅग्री केमिकल्स लिमिटेड

सीआयएन- एल ६५९१० जीए २००९ पीएलसी ००६१७७
 नोंदणीकृत कार्यालय: जयकिसान भवन, सुआरीनगर, गोवा ४०३७२६
 दूरध्वनी ०८३२-२५९२५०९/२९८०, फॅक्स: ०८३२-२५९२७९९
 वेबसाईट: www.zuari.in

सदस्यांना पोस्टल बॅलेटची सूचना

कंपनीज अॅक्ट २०१३ च्या कलम ११० अनुसार तसेच कंपनीज (व्यवस्थापन व प्रशासन) नियम २०१४ प्रमाणे पाहारे सूचना देण्यात येते की सदर कंपनी पोस्टल बॅलेटच्या माध्यमातून त्यांच्या सदस्यांची मंजूरी मिळवायला इच्छुक आहे ज्यामध्ये इलेक्ट्रॉनिक माध्यमातील मतवारांसाठी समावेश आहे (रिमोट ई-वोटिंग) श्री. कपिल मेहन सदर कंपनीचे व्यवस्थापकीय संचालक यांच्या नेमणुकीच्या कालावधीच्या बदलाबाबत सदर कृती असून पोस्टल बॅलेट सूचना दिनांकित २१ ऑक्टोबर २०१६ मध्ये निर्दिष्ट केलेल्या विशेष ठरावात त्याचा उल्लेख आहे.

सदर कंपनीने ९ डिसेंबर २०१६ रोजी त्यांच्या सर्व सदस्यांना (भौतिकरूपात पाठवलेल्या दस्तऐवजाबाबत) त्यांच्या नोंदणीकृत पत्त्यावरती पोस्टल बॅलेट सूचना तसेच पोस्टल बॅलेट फॉर्म व पोस्टेज प्रिपेड स्व. पत्त्यासह बिझनेस प्रतिसाद पाकिट पाठवण्याचे काम पूर्ण केले आहे. ज्यांचे ईमेल आयडीज सदर कंपनी/डिप्टी मिटरी पार्टिसिपेंटस् यांच्याकडे नोंदणीकृत आहेत अशा सदस्यांना इलेक्ट्रॉनिकरूपात सदर बरील उल्लेखित दस्तऐवज मेल करण्यात आले आहेत. ज्यांनी आपले ईमेल आयडीज नोंदणीकृत केलेले नाहीत अशा सदस्यांना त्यांची भौतिक प्रत मान्यताप्राप्त पध्दतीने पोस्टेज प्रिपेड स्व-पत्त्यासह बिझनेस प्रतिसाद पाकिटासह त्यांच्या नोंदणीकृत पत्त्यावर पाठवण्यात आली आहे.

सदर कंपनीने सेंट्रल डिप्टी मिटरी सर्व्हिसेस लिमिटेड (इंडिया) (सीडीएसएल) यांची नेमणूक त्यांच्या ई-वोटिंग प्लॅटफॉर्मद्वारे रिमोट ई-वोटिंग सेवा पुरविण्यासाठी केली आहे. सदर पोस्टल बॅलेट सुचनेमध्ये ई-वोटिंगसाठीच्या सूचना देण्यात आल्या आहेत. सदर कंपनीच्या वेबसाईट www.zuari.in वरती सदर पोस्टल बॅलेट सूचना पोस्टल बॅलेट फॉर्मसह उपलब्ध आहे. डिप्टी मिटरीज यांनी ठेवलेल्या रजिस्टर ऑफ मॅम्बर्स किंवा रजिस्टर ऑफ बेनेफिसियल जोनर्समध्ये (शेअर्स अमौलिक रूपात असल्यास) शुक्रवार २ डिसेंबर २०१६ रोजीपर्यंत नोंदणीकृत आहे अशी व्यक्ती प्रस्तावित ठरावावरती मत देण्यास पात्र ठरेल.

श्री शिवराम भट, प्रॅक्टिसिंग कंपनी सचिव (सदस्यत्व क्र. १०४५४) यांची नेमणूक या कंपनीच्या संचालक मंडळाने सदर पोस्टल बॅलेट प्रक्रिया योग्य व पारदर्शक पध्दतीने कायी म्हणून घाननीकर्ता म्हणून केली आहे.

सूचना: १. सदर मतदान रिमोट ई-वोटिंग सह स. १०.०० वा, सोमवार, १२ डिसेंबर २०१६ रोजी सुरु होईल आणि मंगळवार १० जानेवारी २०१७ रोजी संध्या. ५.०० वा. संपेल. सीडीएसएल सदर ई-वोटिंग मोड्युल त्यानंतर मतदानासाठी असमर्थ करील. २. सदस्यांकडून संध्या. ५.०० नंतर १० जानेवारी २०१७ रोजी मिळालेले कोणतेही पोस्टल बॅलेट अवैध मानण्यात येईल. व सदर सदस्यांकडून प्रतिसाद मिळाला नाही असे मानण्यात येईल.

३. जर सदस्याला सदर पोस्टल बॅलेट सूचना किंवा बॅलेट फॉर्म यांची भौतिक प्रत प्राप्त करण्याची इच्छा असेल तर त्याने किंवा तिने shares@adventz.com वरती ईमेल पाठवावा. सदर रजिस्टर आणि ट्रान्सफर एजंट/कंपनी पोस्टेज प्रिपेड स्वपत्त्यासह बिझनेस प्रतिसाद पाकिटाबरोबर ते फॉरवर्ड करून सदर सदस्याला त्यांच्या/तिच्या नोंदणीकृत पत्त्यावर पाठवेल.

४. सदर पोस्टल बॅलेटच्या मतदानाचा निकाल सदर मतदान कालावधीच्या समाप्तीच्या ४८ तासांच्या मर्यादित सदर कंपनीच्या नोंदणीकृत कार्यालयात घोषित करण्यात येईल व तो नोंदणीकृत कार्यालयाच्या सूचना फलकावर तसेच कंपनीच्या वेबसाईट www.zuari.in वरती प्रदर्शित करण्यात येईल. स्टॉक एक्सचेंजसाला सदर निकाल सूचित करण्यात येईल.

५. कृपया नोंद घ्यावी की सदर पोस्टल बॅलेट ने संमत होणाऱ्या प्रस्तावित ठरावाच्याबाबत कोणताही प्रश्न असल्यास तो सदर कंपनी सचिव, सुआरी अॅग्री केमिकल्स लिमिटेड, जयकिसान भवन, सुआरीनगर, गोवा ४०३७२६ यांच्याशी माहावा, फोन ०८३२-२५९२५०९/२९८०, फॅक्स नं. ०८३२-२५५५२७९, ईमेल: shares@adventz.com

संचालक मंडळाच्या आदेशाने

सही/-

दिनांक : १० डिसेंबर २०१६
 स्थळ : सुआरीनगर, गोवा

आर.वाय. पाटील
 उपाध्यक्ष व कंपनी सचिव