



22nd January, 2016

To,
National Stock Exchange of India Limited
Listing Compliance Department,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai
400051

Ref: Letter dated 8-01-2016 and 13-01-2016

Dear Sir,

Subject: Application under Regulation 37 of the SEBI (LODR) Regulations 2015, for the proposed merger of Zuari Fertilisers and Chemicals Limited, Zuari Specialty Fertilisers Limited (Zuari Rotem Specialty Fertilisers Limited), Zuari Agri Sciences Limited (the Transferor Companies) with Zuari Agro Chemicals Limited (the Transferee Company).

Further to our above referred letters, kindly find attached hereto the following documents:

- 1) Certified True Copy of the Board Resolution passed by the three Transferor Companies.
- 2) Compliance Report as per clause 49 of the Listing Agreement of Zuari Agro Chemicals Limited as on 31-12-2015.
- 3) Details of Capital Evolution of Zuari Agro Chemicals Limited.

We would be happy to provide any clarifications or documents required in this regard.

Thanking You,

Yours sincerely,

For **Zuari Agro Chemicals Limited**

R. Y. Patil
Chief General Manager
& Company Secretary



Enclosed: As above.

ZUARI AGRO CHEMICALS LIMITED
(Formerly known as Zuari Holdings Limited)

Registered Office : Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726, India.
Telephone : (0832) 2592180, 2592181, Fax : (0832) 2555279, CIN-L65910GA2009PLC006177
Website : www.zuari.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF SERIAL NUMBER 5B/2015-16 OF THE BOARD OF DIRECTORS OF ZUARI FERTILISERS AND CHEMICALS LIMITED HELD ON TUESDAY, THE 29TH DAY OF DECEMBER, 2015 AT 5TH FLOOR, GLOBAL BUSINESS PARK, TOWER A, SECTOR - 26, MG ROAD, GURGAON - 122002 AT 9.30 A.M.

Scheme of Amalgamation between the Company, Zuari Rotem Speciality Fertilizers Limited (ZRSFL) and Zuari Agri Sciences Limited (ZASL) with Zuari Agro Chemicals Limited (ZACL):

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 or Sections 230 to 233 and other applicable provisions thereof, if any of the Companies Act, 2013, if and as notified, and other applicable laws, rules and regulations and subject to requisite approvals of the shareholders and creditors of the Company and subject to such approvals as may be necessary and also subject to the sanction of the Hon'ble High Court of Bombay at Goa / National Company Law Tribunal, and based on the recommendation of the Audit Committee of the Company, the consent of the Board be and is hereby accorded for the proposal of amalgamation of Zuari Fertilisers and Chemicals Limited (ZFCL), Zuari Rotem Speciality Fertilizers Limited ("ZRSFL") and Zuari Agri Sciences Limited (ZASL) with Zuari Agro Chemicals Limited ("ZACL"), the holding company of all the three companies, on the terms and conditions contained in the draft scheme of amalgamation as placed before the Board.

RESOLVED FURTHER THAT the draft of the Scheme of Amalgamation between ZFCL, ZRSFL and ZASL with ZACL, the holding company, ("**Scheme**") duly initialed by the Company Secretary for the sake of identification, placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT that Mr. Kapil Mehan, Mr. N. Suresh Krishnan, Mr. Naveen Kapoor, Mr. Ranjit Singh Chugh, the Directors, Ms. Swati Hegde, the Company secretary of the Company, Mr. V. Seshadri and/ or Mr. R.Y. Patil and/or Mr. Sachin Patil, Authorized representative be and are hereby jointly and severally authorized to take all such steps as are necessary in connection with the Scheme, including:

- a) to take decisions in connection with the Scheme and to carry out such modifications to the draft Scheme, as may be required;
- b) to file the Scheme finalized as aforesaid with the relevant stock exchanges, SEBI and the High Court of Bombay at Goa and for such purpose to take all necessary steps including but not limited to engagement of advisors including lawyers, advocates and other agents and to do all such lawful acts, deeds and things as they may deem necessary and desirable towards approval and sanction of the said Scheme by the shareholders and the creditors of the Company by the High Court of Bombay at Goa including but not limited to taking all steps for calling and holding shareholders' and

ZUARI FERTILISERS AND CHEMICALS LIMITED

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

Telephone : (0832) 2592180, 2592181, Fax : (0832) 2555279, ~~CIN-U24120GA2009PLC006158~~

Website : www.zuari.in

CIN-U24120GA2009PLC006158

Works Office : K-2/5 & K-2/6, Additional MIDC, Mahad, Dist. Raigad - 402 302, Maharashtra



creditors' meetings and / or obtaining dispensation thereof, and filing confirmation petitions, vakalatnamas, affidavits, pleadings and other applications, documents etc. with such High Court;

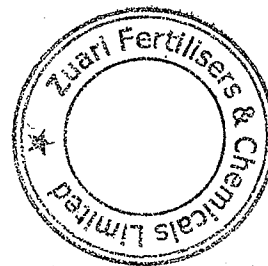
- c) to provide all relevant information that may be required by the advisors;
- d) to withdraw, alter, amend, modify or abandon the Scheme at any stage and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- e) to approve such actions as may be considered necessary for approval of the Scheme by the shareholders and creditors of the Company and the relevant High Court and for implementation of the said Scheme after the same is sanctioned by the said High Court including but not limited to authorisation of entries to be made in the books of account in terms of the Scheme, making filings with the Registrar of Companies, and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- f) to settle any question or difficulty arising under the Scheme or in regard to its implementation or in any matter connected therewith and may also in their full and absolute discretion, withdraw or abandon the Scheme and/or carry out any modification therein, at any stage of the proceedings; and
- g) to do all such lawful acts, deeds and things as may be necessary or expedient in connection with the Scheme and to sign, execute and deliver all such documents as may be necessary for filing, sanction and implementation of the Scheme with the relevant High Court or the relevant stock exchanges or any other governmental or other authority or any person and to comply with directions that may be received from them.

RESOLVED FURTHER THAT the aforesaid persons be and are hereby also jointly and severally authorised for affixation of Common Seal of the Company on any documents, as may be required, to be executed under the Common Seal of the Company."

For ZUARI FERTILISERS AND CHEMICALS LIMITED



Swati Hegde
Company Secretary



Certified True Copy Of The Resolution Passed At The Meeting No. 3/2015-16 of the Board Of Directors Of Zuari Speciality Fertilisers Limited (Formerly Known As Zuari Rotem Speciality Fertilizers Limited) For Financial Year 2015-16 Held On Tuesday, 29th December, 2015 at 2.30 p.m., at 5th Floor, Global Business Park, Tower A, Sector – 26, MG Road, Gurgaon – 12200, Haryana.

RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 or Sections 230 to 233 and other applicable provisions thereof, if any of the Companies Act, 2013, if and as notified, and other applicable laws, rules and regulations and subject to requisite approvals of the shareholders and creditors of the Company and subject to such approvals as may be necessary and also subject to the sanction of the Hon'ble High Court of Bombay at Goa / National Company Law Tribunal, and based on the recommendation of the Audit Committee of the Company, the consent of the Board be and is hereby accorded for the proposal of amalgamation of the Company, Zuari Agri Sciences Limited ("ZASL") and Zuari Fertilisers & Chemicals Limited ("ZFCL") with Zuari Agro Chemicals Limited ("ZACL"), the holding company of all the three companies, on the terms and conditions contained in the draft scheme of amalgamation as placed before the Board.

RESOLVED FURTHER THAT the draft of the Scheme of Amalgamation between the Company, ZASL, and ZFCL with ZACL, the holding company, ("Scheme") duly initialed by the Company Secretary for the sake of identification, placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT that M/s. Kapil Mehan, Naveen Kapoor, V. Seshadri, the Directors, Sachin Patil, Company Secretary and Mr. R.Y. Patil and /or Ms. Swati Hegde Authorized representatives be and are hereby jointly and severally authorized to take all such steps as are necessary in connection with the Scheme, including:

- a) to take decisions in connection with the Scheme and to carry out such modifications to the draft Scheme, as may be required;
- b) to file the Scheme finalized as aforesaid with the relevant stock exchanges, SEBI and the High Court of Bombay at Goa and for such purpose to take all necessary steps including but not limited to engagement of advisors including lawyers, advocates and other agents and to do all such lawful acts, deeds and things as they may deem necessary and desirable towards approval and sanction of the said Scheme by the shareholders and the creditors of the Company by the High Court of Bombay at Goa including but not limited to taking all steps for calling and holding shareholders' and creditors' meetings and / or obtaining dispensation thereof, and filing confirmation petitions, vakalatnamas, affidavits, pleadings and other applications, documents etc. with such High Court;
- c) to provide all relevant information that may be required by the advisors
- d) to withdraw, alter, amend, modify or abandon the Scheme at any stage and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;

ZUARI SPECIALITY FERTILISERS LIMITED

(Formerly known as Zuari Rotem Speciality Fertilizers Limited)

Registered Office: Jai Kisaan Bhawan, Zuarinagar – 403726 Goa.

Factory Address: G-335, MIDC, Baramati, Dist. Pune **Tel:** +91-2112-646176 /308635-36 **Fax:** +91-2112-308642

CIN: U01409GA2007PLC005489 **Website:** www.zuari.in



- e) to approve such actions as may be considered necessary for approval of the Scheme by the shareholders and creditors of the Company and the relevant High Court and for implementation of the said Scheme after the same is sanctioned by the said High Court including but not limited to authorisation of entries to be made in the books of account in terms of the Scheme, making filings with the Registrar of Companies, and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- f) to settle any question or difficulty arising under the Scheme or in regard to its implementation or in any matter connected therewith and may also in their full and absolute discretion, withdraw or abandon the Scheme and/or carry out any modification therein, at any stage of the proceedings; and
- g) to do all such lawful acts, deeds and things as may be necessary or expedient in connection with the Scheme and to sign, execute and deliver all such documents as may be necessary for filing, sanction and implementation of the Scheme with the relevant High Court or the relevant stock exchanges or any other governmental or other authority or any person and to comply with directions that may be received from them.

RESOLVED FURTHER THAT the aforesaid persons be and are hereby also jointly and severally authorised for affixation of Common Seal of the Company on any documents, as may be required, to be executed under the Common Seal of the Company."

For ZUARI SPECIALITY FERTILISERS LIMITED


Sachin Patil
Company Secretary





Certified true copy of the resolution passed at the Meeting No. 5B/2015-16 of the Board of Directors of Zuari Agri Sciences Limited held on Tuesday, the 29th December, 2015.

RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 or Sections 230 to 233 and other applicable provisions thereof, if any of the Companies Act, 2013, if and as notified, and other applicable laws, rules and regulations and subject to requisite approvals of the shareholders and creditors of the Company and subject to such approvals as may be necessary and also subject to the sanction of the Hon'ble High Court of Bombay at Goa / National Company Law Tribunal, and based on the recommendation of the Audit Committee of the Company, the consent of the Board be and is hereby accorded for the proposal of amalgamation of the Zuari Agri Sciences Limited (ZASL), Zuari Fertilisers and Chemicals Limited ("ZFCL") and Zuari Rotem Speciality Fertilizers Limited ("ZRSFL") with Zuari Agro Chemicals Limited ("ZACL"), the holding company of all the three companies, on the terms and conditions contained in the draft scheme of amalgamation as placed before the Board.

RESOLVED FURTHER THAT the draft of the Scheme of Amalgamation between ZASL, ZFCL and ZRSFL with ZACL, the holding company, ("Scheme") duly initialed by the Company Secretary for the sake of identification, placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT that M/s. Kapil Mehan, Naveen Kapoor, V. Seshadri, the Directors, Mr. Kaushal Jaiswal, the Whole Time Director, Company Secretary of the Company and Mr. R.Y. Patil and / or Ms. Swati Hegde and / or Mr. Sachin Patil Authorized representative be and are hereby jointly and severally authorized to take all such steps as are necessary in connection with the Scheme, including:

- a) to take decisions in connection with the Scheme and to carry out such modifications to the draft Scheme, as may be required;
- b) to file the Scheme finalized as aforesaid with the relevant stock exchanges, SEBI and the High Court of Bombay at Goa and for such purpose to take all necessary steps including but not limited to engagement of advisors including lawyers, advocates and other agents and to do all such lawful acts, deeds and things as they may deem necessary and desirable towards approval and sanction of the said Scheme by the shareholders and the creditors of the Company by the High Court of Bombay at Goa including but not limited to taking all steps for calling and holding shareholders' and creditors' meetings and / or obtaining dispensation thereof, and filing confirmation petitions, vakalatnamas, affidavits, pleadings and other applications, documents etc. with such High Court.

Zuari Agri Sciences Limited

(Formerly known as Zuari Seeds Limited)

CIN: U01122GA1995PLC001751 website: www.zuari.in

Registered office: Jai Kisan Bhawan, Zuari Nagar, Goa- 403726, India.

Telephone (0832)2592180, 2592181 Fax (0832) 2555279



- c) to provide all relevant information that may be required by the advisors;
- d) to withdraw, alter, amend, modify or abandon the Scheme at any stage and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- e) to approve such actions as may be considered necessary for approval of the Scheme by the shareholders and creditors of the Company and the relevant High Court and for implementation of the said Scheme after the same is sanctioned by the said High Court including but not limited to authorisation of entries to be made in the books of account in terms of the Scheme, making filings with the Registrar of Companies, and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- f) to settle any question or difficulty arising under the Scheme or in regard to its implementation or in any matter connected therewith and may also in their full and absolute discretion, withdraw or abandon the Scheme and/or carry out any modification therein, at any stage of the proceedings; and
- g) to do all such lawful acts, deeds and things as may be necessary or expedient in connection with the Scheme and to sign, execute and deliver all such documents as may be necessary for filing, sanction and implementation of the Scheme with the relevant High Court or the relevant stock exchanges or any other governmental or other authority or any person and to comply with directions that may be received from them.

RESOLVED FURTHER THAT the aforesaid persons be and are hereby also jointly and severally authorised for affixation of Common Seal of the Company on any documents, as may be required, to be executed under the Common Seal of the Company."

Certified True Copy,
For ZUARI AGRI SCIENCES LIMITED


Siddhesh Zantye
Company Secretary



Compliance Report on Corporate Governance Under Clause 49 of Listing Agreement

Name of the Company: **ZUARI AGRO CHEMICALS LIMITED**

As on : **31st DECEMBER, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	YES	Complied, will be disclosed in the Annual Report 2015-16
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	
(C) Non-executive Directors' compensation & Disclosures	49 (IIC)	YES	
(D) Other provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	
III. Audit Committee	49 (III)	YES	Complied, will be disclosed in the Annual Report 2015-16
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
IV. Nomination and Remuneration Committee	49 (IV)	YES	Complied



Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
V. Subsidiary Companies	49 (V)	YES	Complied
VI. Risk Management	49 (VI)	YES	Complied
VII. Related Party Transactions	49 (VII)	YES	Complied
VIII. Disclosures	49 (VIII)	YES	Complied, will be disclosed in the Annual Report 2015-16
(A) Related party transactions	49 (VIII A)	YES	
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	
(C) Remuneration of Directors	49 (VIII C)	YES	
(D) Management	49 (VIII D)	YES	
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from public issues, rights issue, preferential Issue, etc.	49 (VIII I)	N.A.	
IX. CEO/CFO Certification	49 (IX)	YES	Complied
X. Report on Corporate Governance	49 (X)	YES	Complied, will be disclosed in the Annual Report 2015-16
XI. Compliance	49 (XI)	YES	Complied, will be disclosed in the Annual Report 2015-16



Clarified Details of Capital Evolution of Transferee Company, ZUARI AGRO CHEMICALS LIMITED

Authorized Capital

Date of Issue	No. of Shares Issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/Preferential Issue/Scheme/Bonus/Rights, etc.)	Cumulative Capital (no. of shares)	Whether listed, if not listed, give reasons thereof
As on date of incorporation 03/09/2009	20,00,000	10	Not Applicable	20,00,000	No*
12/05/2011	1,26,18,000	10	Not Applicable	1,26,18,000	No*
26/05/2011	4,20,58,006	10	Not Applicable	4,20,58,006	No*
11/09/2014	6,50,00,000	10	Not Applicable	6,50,00,000	YES - BSE/NSE

Paid up Capital

Date of Issue	No. of Shares Issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/Preferential Issue/Scheme/Bonus/Rights, etc.)	Cumulative Capital (no. of shares)	Whether listed, if not listed, give reasons thereof
As on date of incorporation 03/09/2009	20,00,000	10	Subscriber to MOA	20,00,000	No*
20/05/2011	1,26,17,402	10	Preferential Issue	1,26,17,402	No*
13/04/2012	2,94,40,604	10	Pursuant to the Scheme	4,20,58,006	No*

As on date:

Authorized

6,50,00,000 equity shares of Rs.10/- each - Rs.65,00,00,000

Issued

4,20,58,006 equity shares of Rs.10/- each - Rs.42,05,80,060

Subscribed and Paid-up

4,20,58,006 equity shares of Rs.10/- each - Rs.42,05,80,060

Note: * The Company received in-principle approval from BSE on 21st June, 2012 and from NSE on 4th July, 2012 for listing of its securities on respective Stock Exchange.

