

6 September 2022

BSE Limited  
Floor 25, P.J. Towers,  
Dalal Street,  
Mumbai - 400 001  
BSE scrip Code: 500780

National Stock Exchange of India Limited,  
Exchange Plaza, 5th floor,  
Bandra-Kurla Complex,  
Bandra (E).  
Mumbai - 400 051  
NSE Symbol: ZUARIIND

**Sub: Notice of the 54<sup>th</sup> (fifty fourth) Annual General Meeting**

Dear Sir/Ma'am,

In Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 54<sup>th</sup> (Fifty Fourth) Annual General Meeting of the Company scheduled to be held on Wednesday, 28 September 2022 at 3.30 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Thanking you

Yours faithfully

**For Zuari Industries Limited  
(formerly Zuari Global Limited)**

  
**Laxman Aggarwal  
Company Secretary**



Encl: As above

**ZUARI INDUSTRIES LIMITED**

(formerly Zuari Global Limited )

CIN No.: L65921GA1967PLC000157

Corp. Off : 5th Floor, Tower – A, Global Business Park, M. G. Road, Sector 26,  
Gurugram – 122 002, Haryana India

Tel: +91 124 482 7800 / +91 124 404 3572

Website : [www.adventz.com](http://www.adventz.com), E-mail: [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com)

Regd. Off : Jai Kisaan Bhawan, Zuarinagar, Goa - 403726



## ZUARI INDUSTRIES LIMITED

(Formerly Zuari Global Limited)

CIN: L65921GA1967PLC000157

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

Website: www.adventz.com, Tel.: 0832-2592180/81

### NOTICE

**NOTICE** is hereby given that the **54<sup>th</sup> (Fifty-Fourth)** Annual General Meeting ("AGM") of the Members of Zuari Industries Limited (formerly Zuari Global Limited) will be held on Wednesday, **28 September 2022 at 3.30 P.M.(IST)**, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following businesses:

#### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31 March 2022 and the reports of the Board of Directors ("the Board") and auditors thereon.
2. To declare a dividend @10% i.e., Rs.1 (Rupee One) per equity share of the face value of Rs.10/- each.
3. To re-appoint Mr. Saroj Kumar Poddar, (DIN: 00008654), who retires by rotation and being eligible, offers himself for re-appointment.

#### Special Business:

##### **4. Ratification of Remuneration of Cost Auditor**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Act and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) plus applicable taxes and out of pocket expenses for the financial year ending 31 March 2023 as recommended by the Audit Committee and approved by the Board of Directors to be paid to Mr. Somnath Mukherjee, F.C.M.A., Cost Accountant (Membership No. 5343), for conducting the Cost Audit, be and is hereby confirmed, approved and ratified."

##### **5. Appointment of Mr. Suneet Shriniwas Maheshwari (DIN: 00420952) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Suneet Shriniwas Maheshwari

(DIN: 00420952), in respect of whom the Company has received a notice in writing from a member under Section 160 of the of the Act, proposing his candidature for appointment as Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years with effect from 1 July 2022 to 30 June 2027, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they deem necessary in this connection."

##### **6. Appointment of Mr. Alok Saxena (DIN: 08640419) as Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Alok Saxena (DIN: 08640419), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they deem necessary in this connection."

##### **7. Appointment of Mr. Alok Saxena (DIN: 08640419) as Whole Time Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 2(54), 2(78), 196, 197, 198,199, 200, 203 and all other applicable provisions of the Act (" the Act") read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and such approvals, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Alok Saxena (DIN: 08640419) as Whole Time Director and Key Managerial Personnel (KMP) of the Company

for the period of two (2) consecutive years with effect from 1 July 2022 to 30 June 2024 at a consolidated remuneration of Rs.72,74,527/-(Rupees Seventy Two Lakh Four Thousand Five Hundred and Twenty Seven Only) per annum (inclusive of Provident Fund, Gratuity and all Retiral benefits and allowances etc.), with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board of Directors and Mr. Alok Saxena.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Alok Saxena, the Company has no profits or profits are inadequate, the remuneration and / or perquisites payable to Mr. Alok Saxena as approved herewith may be construed as minimum remuneration payable to Mr. Saxena subject to the ceiling and other stipulations as laid down in Schedule V or any other provisions to the Act and subject to other approvals and compliances as stipulated therein.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they deem necessary in connection with appointment of Mr. Alok Saxena, as Whole Time Director of the Company and to file all the necessary documents with the Registrar of Companies, if required, for the purpose of giving effect to this resolution."

**8. Re-appointment of Mr. Vijay Vyankatesh Paranjape (DIN: 00237398) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vijay Vyankatesh Paranjape (DIN:00237398), in respect of whom the Company has received a notice in writing from a member under Section 160 of the of the Act, proposing his candidature for re-appointment as an Independent Director, be and is hereby re-appointed for second term as an Independent Director of the Company for a period of five (5) years with effect from 27 December 2022 to 26 December 2027, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the

Members be and is hereby accorded for continuation of directorship of Mr. Vijay Vyankatesh Paranjape even after he attains the age of 75 years, during his tenure as an Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they deem necessary in this connection."

**9. Re-appointment of Mrs. Manju Gupta (DIN - 00124974) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Manju Gupta (DIN: 00124974), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for re-appointment as an Independent Director, be and is hereby re-appointed for second term as an Independent Director of the Company for a period of five (5) years with effect from 28 March 2023 to 27 March 2028, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for continuation of directorship of Mrs. Manju Gupta even after she attains the age of 75 years, during her tenure as an Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they deem necessary in this connection."

**By order of the Board of Directors  
For Zuari Industries Limited  
(Formerly Zuari Global Limited)**

**Date:13 August 2022  
Registered Office:  
Jai Kisaan Bhawan,  
Zuarinagar, Goa-403 726**

**Sd/-  
Laxman Aggarwal  
Company Secretary  
M. No. A19861**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act ("the Act") setting out material facts concerning the business under Item No. 4, 5, 6, 7, 8 & 9 of the Notice, is annexed hereto.
2. In view of the continuing Covid-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated 5 May 2020 read with Circular No. 14 dated 8 April 2020, Circular No. 17 dated 13 April 2020 and clarification Circular No. 02/2021 dated 13 January 2021, Circular No.20/2021 dated 14 December 2021 and Circular No. 2/2022 dated 5 May 2022 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. The venue of the meeting shall be deemed to be the Registered office of the Company at Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Since the meeting has been called through VC/OAVM, route map to the venue of the meeting is not required.
5. The Company has appointed Mr. A.K. Labh, Practicing Company Secretary, to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with copies marked to the Company at [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com) and to its Registrar and Share Transfer Agent (RTA) at [rt@adventz.zuarimoney.com](mailto:rt@adventz.zuarimoney.com)
7. The Notice of the AGM along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 12 May 2020 and 15 January 2021 and 13 May 2022. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 will also be available on the Company's website [www.adventz.com](http://www.adventz.com); websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and BSE Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. Members can attend and participate in the AGM through VC/OAVM facility only.
8. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
9. The Company's RTA is:  
Zuari Finserv Limited  
Plot No. 2, Zamrudpur Community Centre  
Kailash Colony Extension, New Delhi - 110 048  
Tel : 011 - 46474000  
Email : [rt@adventz.zuarimoney.com](mailto:rt@adventz.zuarimoney.com)  
Website: [www.zuarimoney.com](http://www.zuarimoney.com)
10. Pursuant to the provisions of Section 72 of the Act, members can avail facility for nomination in respect of shares held by them. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled in to the RTA at the above mentioned address.
11. Pursuant to the provisions of Section 124 (5) and 125 of the Act the dividend amount remaining unclaimed/unpaid for a period of seven years from the due date of payment shall be transferred to the Investor Education and Protection Fund (IEPF) established by Central Government. Pursuant to the provisions of Section 124 (6) and section 125 of the Act read with Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF within 30 days of becoming due to be transferred.
12. The company has uploaded the details of unpaid and unclaimed amount lying with the Company as on the date of last AGM on the website of the Company at [www.adventz.com](http://www.adventz.com) as well as on the website of the MCA. Unclaimed dividend pertaining to the financial year 2014-15 is due for transfer to the IEPF and the same can be claimed from the Company.

The following are the due dates for transfer of unclaimed dividend to IEPF:

Dividend Year	Date of declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEPF
31-03-2015	22-09-2015	21-09-2022	20-10-2022
31-03-2016	30-09-2016	29-09-2023	28-10-2023
31-03-2017	28-09-2017	27-09-2024	26-10-2024
31-03-2018	10-09-2018	09-09-2025	08-10-2025
31-03-2019	06-09-2019	06-09-2026	05-10-2026
31-03-2020	14-09-2020	14-09-2027	13-10-2027
31-03-2021	13-02-2021	13-02-2028	12-03-2028
31-03-2021	19-04-2021	19-04-2028	18-05-2028
31-03-2022	14-11-2021	14-11-2028	13-12-2028

13. Members who have neither received nor encashed their dividend warrant(s) in respect of the earlier years, are requested to write to the Company/ RTA, mentioned the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s). As and when the amount is due, it will be transferred by the Company to IEPF. No claim thereof shall lie against the Company after such transfer.
14. Pursuant to the amendments as per the Income Tax Act, 1961 ("the IT Act") by the Finance Act, 2020, dividend income is taxable in the hands of the shareholders from 1 April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the IT Act. To enable the Company to comply with the TDS requirements, Members are requested to complete and / or update their Residential Status, Income Tax PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company's RTA.
15. Members are advised to avail the facility for receipt of future dividends through National Electronic Clearing Services (NECS). The NECS facility is available at the specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility. The Company or RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Shareholders holding shares in physical form and desirous of either registering bank details or changing bank details already registered against their respective folios are requested to send a request letter for updating Bank Account Numbers with 9 digit MICR Number to the RTA or to the Company with attested copy of his/her PAN Card and a photocopy of his/her cheque leaf (to capture correct Bank Account Number, IFSC Code and 9 digit MICR Code).
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
18. Members are requested to notify any change of address in their postal/mail or email address:
  - i. To their Depository Participants (DPs) in respect of the shares held in demat form and
  - ii. To the Company at [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com) and to the RTA, Zuari Finserv Limited at [rta@adventz.zuarimoney.com](mailto:rta@adventz.zuarimoney.com) in respect of the shares held in physical form
  - iii. In case the mailing address registered with us is without the PINCODE, kindly inform the same to DP or the Company and the RTA, as mentioned above.
19. With effect from 1 April 2019, except in the case of transmission or transposition of securities, the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. Hence, the members holding shares in physical form are requested to dematerialize their physical shares into electronic form by sending demat request to their concerned DPs.
20. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and documents referred in the notice of meeting shall be available for inspection through electronic mode. Members may write to the Company at [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com) for inspection of said documents and the same will also be available for inspection by the members during the AGM.
21. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards a Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the DPs, if shares are held in electronic mode.



**22. Voting Process : EVENT No.121623**

**A. Process and manner for members to vote through electronic means:**

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations, 2015 and in compliance with SEBI circular dated 9 December 2020, the Company is pleased to provide the members the facility to exercise their right to vote at the 54<sup>th</sup> Annual General Meeting (AGM) by electronic means and the businesses may be transacted through the e-voting services provided by National Securities Depositories Limited (NSDL).

Shareholders are advised to update their mobile number and email id in their demat accounts to access e-voting facility.

The detailed procedure is mentioned below:

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Saturday, 24 September 2022 at 10:00 A.M. and ends on Tuesday, 27 September 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21 September 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21 September 2022.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of share-holders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1.Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2.If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <p> </p>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43
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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on



toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the

same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com). The same will be replied by the company suitably.
6. **Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:**

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com) from Saturday, 24<sup>th</sup> September 2022 at 10.00 a.m. to Monday, 26<sup>th</sup> September 2022 at 11.00 a.m. i.e. atleast two days in advance before the date of AGM.

The first ten (10) Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio

number, email id, mobile number at [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com). The same will be replied by the company suitably.

**Note:**

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

**B. Commencement of Remote E-Voting :**

The remote e-voting period commences on **Saturday, 24 September 2022 at 10.00 A.M.** and ends on **Tuesday, 27 September 2022, at 5.00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, **Wednesday, 21 September 2022**, may cast their vote by electronic means in the manner and process set out herein above. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Members shall not be allowed to change it subsequently.

**C. Book Closure:**

The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 22 September 2022 to Wednesday, 28 September 2022** (both days inclusive) for the purpose of AGM.

**Explanatory Statement pursuant to Section 102 of the Act**

**Item No.4:**

**Ratification of Remuneration of Cost Auditor**

After amalgamation of erstwhile Gobind Sugar Mills Limited (GSML) with the Company, the Sugar, Power and Ethanol operations of GSML have been transferred to the Company from the effective date of 30 April 2022.

Accordingly, Mr. Somnath Mukherjee, F.C.M.A., Cost Accountant (Membership No. 5343), who was acting as Cost Auditor of GSML has been appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as the Cost Auditor of the Company for conducting audit of the cost records of the Company pursuant to the provisions of the Act and rules made thereunder for the financial year 2022-23 at a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand Only).

The Board, on the recommendation of the Audit Committee, has approved the remuneration payable to the Cost Auditor which is subject to ratification by the

members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board accordingly places the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

**Item No.5:**

**Appointment of Mr. Suneet Shrinivas Maheshwari (DIN : 00420952) as an Independent Director of the Company**

The Nomination & Remuneration Committee has recommended appointment of Mr. Suneet Shrinivas Maheshwari (DIN : 00420952) as an Additional Independent Director for a period of five (5) consecutive years w.e.f. 1 July 2022. Based on its recommendation, the Board of Directors vide its approval dated 30 June 2022, appointed Mr. Suneet Shrinivas Maheshwari as an Additional Director in independent capacity (Independent Non-executive Director) on the Board of the Company for a period of five (5) consecutive years w.e.f. 1 July 2022, subject to the approval of the members of the Company. A notice has been received in writing by a member under Section 160 of the Act proposing appointment of Mr. Suneet Shrinivas Maheshwari as an Independent Director of the Company at this Annual General Meeting for a period of five (5) consecutive years with effect from 1 July 2022 to 30 June 2027.

Brief profile along with other particulars of Mr. Suneet Shrinivas Maheshwari, as required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") is attached herewith as **Annexure-A** and forms part of this Notice.

Mr. Suneet Shrinivas Maheshwari is interested in the Resolution set out at Item No. 5 of the Notice in regard to his appointment. The relatives of Mr. Suneet Shrinivas Maheshwari may be deemed to be interested in the Resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above appointment. The Board accordingly places the Special Resolution set out at Item No. 5 of the Notice for approval of the members.

**Item No.6 & 7:**

**Appointment of Mr. Alok Saxena (DIN: 08640419) as Director of the Company**

The Nomination & Remuneration Committee has recommended appointment of Mr. Alok Saxena (DIN: 08640419) as an Additional Director in Executive capacity on the Board of the company for a period of

two (2) consecutive years w.e.f. 1 July 2022. Based on its recommendation, the Board of Directors vide its approval dated 30 June 2022, appointed Mr. Alok Saxena as an Additional Director in Executive capacity on the Board of the Company for a period of two (2) consecutive years w.e.f. 01 July 2022, subject to the approval of the members of the Company. A notice has been received in writing by a member under Section 160 of the Act proposing appointment of Mr. Alok Saxena as an Executive Director of the Company at this Annual General Meeting for a period of two (2) consecutive years with effect from 1 July 2022 to 30 June 2024.

Brief profile along with other particulars of Mr. Alok Saxena, as required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") is attached herewith as **Annexure-A** and forms part of this Notice.

Pursuant to Regulation 17(1C) effective from 1 January 2022, the Company is required to get the approval of shareholders for appointment of a person on the Board of Directors within a period of three months from the date of appointment.

Therefore, Company is seeking the approval of members by way of this notice.

Mr. Alok Saxena, aged around 59 years, is a Sugar Technologist having experience of more than 37 years in field of production, plant operation, project management, safety & environment management etc. He did his graduation in science from Kumaun University in 1981 and Post Graduate Diploma in Sugar Technology from National Sugar Institute, Kanpur in 1984. He was topper of his batch and was the recipient of Mahatma Gandhi Gold Medal.

Mr. Saxena joined Gobind Sugar Mills Limited (GSML) in 2013 as President & Unit Head and was inducted in the board of GSML in 2020. Pursuant to the merger of GSML with the Company, he has been designated as President & Unit Head – Sugar, Power & Ethanol Division.

Prior to GSML, he had worked with Triveni Engineering & Industries limited and Bajaj Hindusthan Limited. He is a member of the Council of Sugar Technologist Association of India. He has been conferred several awards by various professional and social organizations for his achievements.

#### **Appointment of Mr. Alok Saxena (DIN: 08640419) as Whole Time Director of the Company**

Mr. Alok Saxena (DIN: 08640419) was appointed as an Additional Executive Director on the Board of the Company for a period of two (2) consecutive years w.e.f. 1 July 2022, subject to the approval of the members of the Company.

Pursuant to Regulation 17(1C) effective from 1 January 2022, the Company is required to get the approval of shareholders for appointment of a person on the Board of

Directors within a period of three months from the date of appointment.

Considering Mr. Saxena's rich experience in the field of production, plant operation, project management, safety & environment management etc., it is felt appropriate to appoint Mr. Saxena as a Whole Time Director of your Company from 1 July 2022 to 30 June 2024 at a consolidated remuneration of Rs.72,74,527/- (Seventy Two Lakh Seventy Four Thousand Five Hundred Twenty Seven Only) per annum (inclusive of Provident Fund, Gratuity and all Retiral benefits and allowances etc.), with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board of Directors and Mr. Alok Saxena.

Mr. Saxena is not related to any Director or any other Key Managerial Personnel of the Company.

Except Mr. Saxena, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Item No. 6 & 7 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 6 and Special Resolution as set out at Item No. 7 for approval by the Members.

The brief profile and other particulars of Mr. Alok Saxena as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") is annexed herewith as **Annexure-A** and forms part of this notice.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

#### **Item No. 8:**

#### **Re-appointment of Mr. Vijay Vyankatesh Paranjape (DIN: 00237398) as an Independent Director of the Company**

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Mr. Vijay Vyankatesh Paranjape (DIN: 00237398) was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on 14 September 2020, for a tenure of three (3) years with effect from 27 December 2019 to 26 December, 2022.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and

Remuneration Committee and the Board, it has been proposed to re-appoint Mr. Vijay Vyankatesh Paranjape as an Independent Director for a second and final term of five years from 27 December 2022 to 26 December 2027, not liable to retire by rotation.

The Company has received requisite consent/declarations for appointment of Mr. Vijay Vyankatesh Paranjape as an Independent Director as required under the Act and rules made thereunder.

Brief profile along with other particulars of Mr. Vijay Vyankatesh Paranjape, as required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") is attached herewith as Annexure-A and forms part of this Notice.

Mr. Vijay Vyankatesh Paranjape in his personal capacity is interested in the Resolution set out at Item No. 8 of the Notice in regard to his re-appointment. The relatives of Mr. Vijay Vyankatesh Paranjape may be deemed to be interested in the Resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above appointment.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Vijay Vyankatesh Paranjape as an Independent Director and accordingly places the Special Resolution set out at Item No. 8 of the Notice for approval of the members.

#### **Item No. 9:**

#### **Re-appointment of Mrs. Manju Gupta (DIN: 00124974) as an Independent Director of the Company**

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Mrs. Manju Gupta (DIN: 00124974) was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on 14 September 2020, for a tenure of three (3) years with effect from 28 March 2020 to 27 March 2023.

Based on her skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee and the Board, it has been proposed to re-appoint Mrs. Manju Gupta as an Independent Director for a second and final term of five years from 28 March 2023 to 27 March 2028, not liable

to retire by rotation.

The Company has received requisite consent/declarations for appointment of Mrs. Manju Gupta as an Independent Director as required under the Act and rules made thereunder.

Brief profile along with other particulars of Mrs. Manju Gupta, as required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") is attached herewith as Annexure-A and forms part of this Notice.

Mrs. Manju Gupta is interested in the Resolution set out at Item No. 9 of the Notice in regard to his re-appointment in her personal capacity. The relatives of Mrs. Manju Gupta may be deemed to be interested in the Resolution set out at Item No. 9 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above appointment.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Manju Gupta as an Independent Director and accordingly places the Special Resolution set out at Item No. 9 of the Notice for approval of the members.

**By order of the Board of Directors  
For Zuari Industries Limited  
(Formerly Zuari Global Limited)**

**Date: 13 August 2022  
Registered Office:  
Jai Kisaan Bhawan,  
Zuarinagar, Goa - 403 726**

**Sd/-  
Laxman Aggarwal  
Company Secretary  
M.No. A19861**

**Annexure – A**

**Details of Director(s) seeking appointment at the forthcoming Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Name of the Director</b>	<b>Mr. Saroj Kumar Poddar</b>	<b>Mr. Suneet Shriniwas Maheshwari</b>	<b>Mr. Vijay Vyankatesh Paranjape</b>	<b>Mrs. Manju Gupta</b>	<b>Mr. Alok Saxena</b>
DIN	00008654	00420952	00237398	00124974	08640419
Date of Birth	15/09/1945	21/04/1958	24/05/1952	29/11/1951	25/09/1962
Age (in years)	76	64	70	70	59
Nationality	Indian	Indian	Indian	Indian	Indian
Relationship between directors inter-se	Spouse of Mrs. Jyotsna Poddar	None	None	None	None
Date of First Appointment	15/05/1993	01/07/2022	27/12/2019	28/03/2020	01/07/2022
Qualification	Bachelor's degree in Commerce	Graduated in science from University of Bombay (Mumbai) and an MBA from University of Poona (Pune), he has also completed two Executive Training Programs from Harvard Business School in Restructuring of FIs & Banks and Strategy and Operations Strategy & Management.	He holds bachelor's degree in Engineering from the Regional College of Engineering, Nagpur.	B.A. (Hons) from Punjab University and specialised in English.	Graduated in science from Kumaun University in 1981 and Post Graduate Diploma in Sugar Technology from National Sugar Institute, Kanpur in 1984. He was topper of his batch and was the recipient of Mahatma Gandhi Gold Medal.
Functional Expertise & Experience including brief resume	Mr. Saroj Kumar Poddar, a leading Indian industrialist of international repute, is Chairman of the Adventz group. The group, with a total turnover in excess of US \$3 billion, comprises leading companies in various verticals, constituting key drivers of the Indian economy and was repositioned under the Adventz banner by Mr. Poddar, to leverage its exemplary equity in terms of knowledge, best practices and technical excellence. Under Mr. Poddar, the group, has promoted various seminal projects including joint ventures.	He has over 40 years of experience in Project and Corporate Finance, Stressed Assets, Investment Banking and Private Equity with a focus on Infrastructure and large Corporates, PPP-Policy Advisory & Turnaround Management. He has conceptualized, developed & founded teams in 8-rapid growth start-up situations. He was formerly the Group EVP at L&T Finance Holdings after having been the founder MD & CEO at L&T Infrastructure Finance, a \$3 Bn platform he built over 9 years.	He has over 42 years of experience with project engineering companies, mostly at the board level and has led several functions including quality, procurement, project controls in addition to operations in Jacobs Engineers India Pvt. Limited (Jacobs).  He was appointed as the Managing Director of Jacobs in the year 2011. Prior to Jacobs he was at Engineers India Limited for around 16 years working in the civil /structural engineering department.	She has professional expertise in Business Strategy and General Management.	He is a Sugar Technologist having experience of more than 37 years in field of production, plant operation, project management, safety & environment management etc.  Mr. Saxena joined Erstwhile Gobind Sugar Mills Limited (GSML) in 2013 as President & Unit Head and was inducted in the board of GSML in 2020. Pursuant to the merger of GSML with the Company, he has been designated as President & Unit Head – Sugar, Power & Ethanol Division.



		He has also been active on various policy advocacy matters at public fora like CII, FICCI, Assocham, Indian Merchants' Chamber & Indo-American Chamber of Commerce. He was also a member of the Central Council CII on Infrastructure for the years 2012-15, as also Member of Shipping & Ports Committee of the Indian Merchants Chamber for the year 2014-15.			Prior to GSML, he had worked with Triveni Engineering & Industries limited and Bajaj Hindusthan Limited. He is a member of the Council of Sugar Technologist Association of India. He has been conferred several awards by various professional and social organizations for his achievements.
Skills and capabilities required for the proposed appointment	Business Management	Expertise in Project and Corporate Finance, Stressed Assets, Investment Banking and Private Equity	Expertise in the field of quality, procurement, project controls and civil engineering.	Business Strategy and General Management	Expertise in the field of sugar production, plant operation, project management, safety & environment management etc.
Appointment/ Re-appointment	Re-appointment	Appointment	Re-appointment	Re-appointment	Appointment
Terms and Conditions of appointment/ re-appointment	Based on performance evaluation and the recommendation of the nomination and remuneration committee, the Board recommends his re-appointment and his office as director shall be subject to retirement by rotation.	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement
Directorship held in other listed companies (excluding foreign companies & Section 8 companies) as on 31 <sup>st</sup> March, 2022	<ol style="list-style-type: none"> <li>1. Chambal Fertilisers and Chemicals Limited</li> <li>2. Texmaco Infrastructure &amp; Holdings Limited</li> <li>3. Texmaco Rail &amp; Engineering Limited</li> <li>4. Zuari Agro Chemicals Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Antony Waste Handling Cell Limited</li> </ol>	NIL	<ol style="list-style-type: none"> <li>1. Gobind Sugar Mills Limited</li> <li>2. The Birla Cotton Spinning and Weaving Mills Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Gobind Sugar Mills Limited</li> </ol>

Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	Gobind Sugar Mills Limited in which Mrs. Manju Gupta was holding directorship got amalgamated with Zuari Industries Limited (formerly Zuari Global Limited from effective date of 30 April 2022	Gobind Sugar Mills Limited in which Mr. Alok Saxena was holding directorship got amalgamated with Zuari Industries Limited (formerly Zuari Global Limited from effective date of 30 April 2022
Membership/ Chairmanship of Committees of other public limited companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 March 2022*	NIL	1. Antony Waste Handling Cell Limited - Chairman of Audit Committee and Member of Stakeholders Relationship Committee	NIL	NIL	NIL
Number of shares held in the Company: a) Self b) as beneficiary	3,22,989 12,10,457 (as Trustee and Karta of HUF)	NIL NIL	NIL NIL	NIL NIL	NIL NIL
Remuneration last drawn	Sitting fee of Rs. 2.95 Lakh were paid by the Company for F Y 2011-22.	NIL	NIL	NIL	Consolidated remuneration of Rs.72,74,527/- per annum (inclusive of Provident Fund, Gratuity and all Retiral benefits and allowances etc.)
Remuneration proposed to be paid	Sitting fee will be paid	Sitting fee will be paid	Sitting fee will be paid	Sitting fee will be paid	Consolidated remuneration of Rs.72,74,527/- per annum (inclusive of Provident Fund, Gratuity and all Retiral benefits and allowances etc.)
Number of meetings of the Board attended during the year.	5	N.A.	5	4	N.A.

\* Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, viz. Audit Committee and Stakeholders' Relationship Committee.