

10<sup>th</sup> August, 2019

BSE Limited  
Floor 25, P.J. Towers  
Dalal Street  
Mumbai 400 001

National Stock Exchange of India Limited  
Exchange Plaza, Sandra Kurla Complex,  
Sandra East  
Mumbai- 400051

Dear Sirs,

**Sub: Notice of the 51<sup>st</sup> Annual General Meeting of the Company**

Please find enclosed herewith, the Notice of the 51<sup>st</sup> Annual General Meeting of the Company scheduled on Friday, 6<sup>th</sup> September, 2019, at 2.30 P.M at the registered office of the Company, at "Jai Kisaan Bhawan", Zuarinagar, Goa.

Thanking you,

Yours faithfully,

**For Zuari Global Limited**



**Sachin Patil**  
**Asst. Company Secretary**

Encl: As above

**ZUARI GLOBAL LIMITED**

(Formerly known as Zuari Industries Limited)

CIN No.: L65921GA1967PLC000157

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

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

[www.adventz.com](http://www.adventz.com)





## 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 Fifty-first Annual General Meeting of the Members of Zuari Global Limited will be held on **Friday, the 6<sup>th</sup> September, 2019 at 2.30 P. M.**, at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa 403726 to transact the following business:

#### **Ordinary Business:**

1. To receive, consider and adopt :
  - a) The Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019 including Audited Balance Sheet for the year ended 31<sup>st</sup> March, 2019 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
  - b) The Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019 including Audited Consolidated Balance Sheet for the year ended 31<sup>st</sup> March, 2019 and the Consolidated Statement of Profit and Loss Account for the year ended on that date and the Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2019.
3. To re-appoint Ms. Jyotsna Poddar (DIN 00055736), as Director, who retires by rotation and being eligible offers herself for re-appointment.

#### **Special Business:**

##### **4. Re-appointment of Mr. Marco Wadia as an Independent Director:**

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

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), Mr. Marco Wadia (DIN 00244357), who meets the criteria for independence as provided in Section 149(6) of the Act and SEBI Listing Regulations as an Independent Director, be and is hereby re-appointed for second term as an Independent Director of the Company, not liable to retire by rotation and to hold office for 3 (Three) consecutive years upto March 31, 2022.

##### **5. Approval of Related Party Transaction under section 188 of the Companies Act, 2013:**

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

RESOLVED THAT pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) approval of the shareholders be and is hereby accorded to the Board of Directors for entering into any contracts and / or arrangements with the following Related Parties for an amount not exceeding the limits as detailed below:

S.No.	Name of the Related Party	Nature of Relationship	Transaction amount	Nature of Transaction
1	Gobind Sugar Mills Limited	Subsidiary	Not exceeding Rs. 150 Lacs	Providing Management Service
2	Zuari Indian Oiltanking Private Limited	Joint Venture	Not exceeding Rs. 25 Lacs	Providing Management Service

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one Director and/or Mr. Vijay Kathuria, Chief Financial Officer and/or Mr. Sachin Patil, Asst. Company Secretary, be and is hereby authorized to take such steps, as may be necessary to implement the aforesaid decision.

By Order of the Board of Directors

Sachin Patil  
Asst. Company Secretary  
ACS No. 31286

Date: 24<sup>th</sup> May, 2019  
Registered Office: Jai Kisaan Bhawan,  
Zuarinagar-Goa 403 726

**NOTES:**

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos.4 & 5 of the Notice, is annexed hereto. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting under Item No. 4 is also annexed hereto. Details of Ms. Jyotsna Poddar as required under Reg 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in Corporate Governance Report attached to the Annual Report 2018-19, which is being sent separately through permitted mode.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
3. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.** Proxies/Representation Letter submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable. A Proxy form is attached herewith.
5. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice is given to the company.
6. Members, Proxies and Authorised Representatives are requested to carry to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
7. In case of joint-holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Company's Registrar & Share Transfer Agents (RTA) are :  
Link Intime India Private Limited  
C 101, 247 Park  
L.B.S. Marg, Vikhroli (W)  
Mumbai – 400 083  
Tel : 022-49186000  
Fax : 022-49186060  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website : [www.linkintime.com](http://www.linkintime.com)
9. The Register of Members and Share Transfer Books of the Company will remain closed from 20<sup>th</sup> July, 2019 to 27<sup>th</sup> July, 2019 (both days inclusive) for the purpose of payment of dividend for the financial year ended 31<sup>st</sup> March, 2019.
10. The dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2019, will be paid after declaration by the members. :
  - (i) in respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company on 27<sup>th</sup> July, 2019, after giving effect to all valid share transfer documents lodged with the Company on or before 19<sup>th</sup> July, 2019.
  - (ii) in respect of shares held in electronic form, to those beneficial owners whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the end of business on 19<sup>th</sup> July, 2019.

11. Pursuant to the provisions of Section 124 (5) and 125 of the Companies Act, 2013 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 Companies Act, 2013 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 they 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 Annual General Meeting (AGM) i.e. on the website of the Company [www.adventz.com](http://www.adventz.com) as well as on the website of the Ministry of Company Affairs. Unclaimed dividend pertaining to the financial year 2011-12 is due for transfer to the Investor education and Protection Fund and the same can be claimed from the Company.

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

Financial Year ended	Due date for transfer to IEPF
31-03-2012	08-10-2019
31-03-2013	23-10-2020
31-03-2014	29-11-2021
31-03-2015	20-10-2022
31-03-2016	28-10-2023
31-03-2017	26-10-2024
31-03-2018	08-10-2025

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 Investor Education and Protection Fund. No claim thereof shall lie against the Company after such transfer.
14. Members are advised to avail the facility for receipt of future dividends through National Electronic Clearing Services (NECS). The ECS 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 Number 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).
15. Pursuant to the provisions of Section 72 of the Companies Act, 2013, 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 RTA at the above mentioned address.
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. The Securities and Exchange Board of India (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. Electronic copy of the Notice of the 51<sup>st</sup> Annual General Meeting along with instruction for e-voting, Attendance Slip and Proxy Form and the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 and AGM Notice are being sent in the permitted mode. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the company's Investor email id: [investor\\_redressal@adventz.com](mailto:investor_redressal@adventz.com).
19. Members may also note that the Notice of the 51<sup>st</sup> Annual General Meeting of the Company and the Annual Report for F.Y. 2018-19 will also be available at the Company's website [www.adventz.com](http://www.adventz.com) for download. The physical copies of the aforesaid documents will be available at the Company's Registered Office in Goa for inspection during normal business hours on all working days (i.e. Monday to Friday) upto the date of AGM.

20. 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 to its Shares Department at the Registered Office at Jai Kisaan Bhawan, Zuarinagar, Goa – 403726 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, as mentioned above.
21. With effect from April 01, 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 Depository Participants.
22. The Company has been maintaining, inter-alia, the following statutory registers at its Registered Office, which are open for inspection, on all working days (i.e. Monday to Friday) during business hours, in terms of the applicable provisions of the Companies Act, 2013 (Act) by Members and others as specified below :
- (i) Register of Contracts or arrangements in which directors are interested under Section 189 of the Act. The said register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
  - (ii) Register of Directors & Key Managerial Personnel and their shareholding under Section 170 of the Act. The said register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the meeting.
23. 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 Depository Participant, if the shares are held in electronic mode.
24. A route map showing directions to reach the venue of the Fifty First(51<sup>st</sup>)AGM is annexed herewith.

**25. Voting Process :**

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

In compliance with provisions of Section 108 of the Companies Act, 2013 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, the Company is pleased to provide the members the facility to exercise their right to vote at the 51st Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Link Intime India Private Ltd. (LIPL).

In order to facilitate those Members who do not wish to use the e-voting, the facility for voting through polling paper shall be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**The instructions for shareholders voting electronically are as under :**

Log-in to e-Voting website of Link Intime India Private Limited

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL:  
**<https://instavote.linkintime.co.in>**.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

<b>For Shareholders holding shares in Demat Form or Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed in bold along with the name and address on sticker affixed on envelope.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details (last four digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction 4.</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.  
  
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for Shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please **click here** or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or Call us :- Tel : 022-49186000.

**B. Commencement of e-voting :**

**The e-voting period commences on Tuesday, the 3<sup>rd</sup> September, 2019 at 10.00 A.M. and ends on Thursday, 5<sup>th</sup> September, 2019, 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, **Friday, 30<sup>th</sup> August, 2019**, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled 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. General instruction/information for Members for voting on the Resolutions:**

- a. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the company, subject to the provisions of the section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being **Friday, 30<sup>th</sup> August, 2019**.
- b. Mr. Shivram Bhat, Practicing Company Secretary (Membership No. 10454) has been appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing the remote e-voting process as well as voting through poll papers at the Meeting, in a fair and transparent manner.
- c. The Scrutinizer shall immediately after conclusion of the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company.
- d. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report, of the total votes cast in favour or against, if any, to the Chairman of the AGM or to the person authorised by him in writing who will countersign the same and declare the result of the voting forthwith, which shall be displayed on the Notice Board of the Company at its Registered Office. The result will also be displayed on the website of the Company at [www.adventz.com](http://www.adventz.com), and on the website of LIPL besides being communicated to Stock Exchanges.
- e. Any person, who acquires shares of the Company becomes member of the Company after dispatch of the notice and holding shares as of cut off date i.e. **Friday, 30<sup>th</sup> August, 2019**, may obtain the sequence number for voting by sending request to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) in case he/she has not updated the PAN with the Company/DP. However, if you are already registered with LIPL for remote evoting then you can use your existing user ID and password for casting your vote.

**Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013 :**

**Item No.4: Re-appointment of Mr. Marco Wadia as an Independent Director:**

Mr. Marco Wadia was appointed as Non-Executive/Independent Director of the Company for a period of 5 years upto 31<sup>st</sup> March, 2019.

The term of Mr. Marco Wadia ended on 31<sup>st</sup> March, 2019.

In terms of section 164 of the Act, Mr. Marco Wadia is not disqualified from being re-appointed as a Director of the Company and he has given consent to act as a Director of the Company. The Company has also received declarations from Mr. Marco Wadia that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. In the opinion of the Board, Mr. Marco Wadia fulfils the conditions specified in the Act and he is independent of the management.

Considering Mr. Wadia's vast experience and based on the performance evaluation, the Board on the recommendation of Nomination and Remuneration Committee, at its meeting held on 8<sup>th</sup> February, 2019 approved the re-appointment of Mr. Marco Wadia, as Non- Executive/Independent Director of the Company subject to the approval of the members for a further period of 3 years w.e.f 1st April, 2019. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Marco Wadia for re-appointment as Independent Director of the Company.

Brief profile along with other particulars of Mr. Marco Wadia, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as annexure to this Notice. Mr. Marco Wadia is not related to any Director of the Company.

Copy of the letter of appointment of Mr. Marco Wadia as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

Except Mr. Marco Wadia, none of the other Directors and Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMP are, in any way, concerned or interested in the said resolution.

The Board recommends the resolution set out at Item No. 4 of the Notice for shareholders' approval as a Special Resolution.

**Item No. 5: Approval of Related Party Transaction under section 188 of the Companies Act, 2013**

Pursuant to section 188(1) of the Act read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 approval of shareholders is required if the related party transactions exceeds the threshold limit of 10% or more of annual turnover or Rs. 50 crore, whichever is lower.

For the financial year 2018-19, the revenue from operations of the Company on Standalone basis is Rs. 247.69 lakhs. The Company provides Management services to subsidiary /Joint Venture Companies and the Management service charges receivable for providing services may exceed threshold limit as mentioned above under the relevant provisions of Companies Act, 2013. Hence approval of shareholders is sought for entering into Related Party Transactions as per the details mentioned below:

<b>Name of the Related Party</b>	Gobind Sugar Mills Limited (GSML)	Zuari Indian Oiltanking Private Limited (ZIOTPL)
<b>Name of the director or key managerial personnel who is related, if any</b>	Mr. Narayanan Suresh Krishnan, Managing Director and Mr. Marco Wadia, Independent Director of the Company are on the Board of GSML	Mr. Vijay Kathuria, Chief Financial Officer of the Company is on the Board of ZIOTPL.
<b>Nature of Relationship</b>	Subsidiary	Joint Venture
<b>Transaction amount</b>	Not exceeding Rs. 150 Lacs	Not exceeding Rs. 25 Lacs
<b>Nature of Transaction Material terms and particulars of the contract or arrangements</b>	Providing Management Service	Providing Management Service

Except Mr. N Suresh Krishnan, Managing Director & Key Managerial Personnel of the Company, Mr. Marco Wadia, Independent Director and Mr. Vijay Kathuria, Chief Financial Officer and Key Managerial Personnel, none of the other Directors of the Company are in any way, concerned or interested financially or otherwise in the said Ordinary Resolution.

The Board of Directors recommends resolution as set out in item no. 5 for shareholders approval as an Ordinary Resolution.

**By Order of the Board of Directors**

**Sachin Patil  
Asst. Company Secretary  
ACS No. 31286**

Date: 24<sup>th</sup> May, 2019  
Registered Office: Jai Kisaan Bhawan,  
Zuarinagar-Goa 403 726



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

<b>Name of the Director</b>	Marco Wadia
DIN	00244357
Date of Birth	30-01-1956
Age	63
Nationality	Indian
Relationship between directors inter- se	NIL
Date of first Appointment	15-05-1993
Qualification	Advocate
Expertise/Brief Profile in Functional area	Marco Wadia aged 63 years, is an Independent Director of our Company. He is member of Bar Council of Maharashtra and Goa. He has been a practicing advocate since 1986 and is currently, a partner at Crawford Bayley & Co. He has over 30 years of experience in the legal profession having specialised in corporate matters and mergers and acquisitions
Appointment/Re-appointment	Re-appointment
Terms and Conditions of re-appointment	As per Explanatory Statement
Directorship held in other Companies (excluding foreign Companies & Section 8 Companies as on 31 <sup>st</sup> March, 2019	Zuari Agro Chemicals Limited Chambal Fertilisers And Chemicals Limited Josts Engineering Company Limited Stovec Industries Limited Paradeep Phosphates Ltd Simon India Limited Gobind Sugar Mills Ltd Indian Register Of Shipping Amphenol Interconnect India Private Limited Amphetronix Offset Interconnect Solutions Private Limited Johnson And Johnson Private Limited Amphenol Omniconnect India Private Limited
Membership / Chairmanship in Public Companies (includes only Audit Committee and Stakeholders Relationship Committee as on 31 <sup>st</sup> March, 2019	Chambal Fertilisers & Chemicals Limited – Chairman of Audit Committee & member of Stakeholders Relationship Committee Zuari Agro Chemicals Limited- Chairman of Audit Committee & member of Stakeholders Relationship Committee Simon India Limited - Chairman of Audit Committee Paradeep Phosphates Ltd - Chairman of Audit Committee Stovec Industries Ltd - Member of Audit Committee Gobind Sugar Mills Ltd – Member of Audit Committee Zuari Global Limited - Chairman of Audit Committee & member of Stakeholders Relationship Committee
No. of Shares held in the Company	2811
Remuneration last drawn	Sitting fees of Rs. 5.20 lakhs were paid to Mr. Marco Wadia by the Company for FY 2018-19
Remuneration proposed to be paid	Sitting fees will be paid
Number of meetings of the Board attended during the year	Six



## ZUARI GLOBAL LIMITED

CIN: L65921GA1967PLC000157

Registered Office: Jai Kisaan Bhawan, Zuarinagar Goa 403 726

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

### PROXY FORM FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): \_\_\_\_\_ Email Id: \_\_\_\_\_

Registered Address: \_\_\_\_\_

Folio No./Client Id: \_\_\_\_\_ DP/ID: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of Zuari Global Limited, hereby appoint

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email Id \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email Id \_\_\_\_\_ or failing him

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email Id \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the Company to be held on Friday, 6<sup>th</sup> September, 2019 at 2.30 p.m. at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa-403726 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	a) Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2019.		
	b) Adoption of Audited Consolidated Financial Statements for the year ended 31 <sup>st</sup> March, 2019.		
2.	To declare dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March, 2019.		
3.	Re-appointment of Ms. Jyotsna Poddar, (DIN 00055736) as Director who retires by rotation and being eligible offers herself for re-appointment.		
<b>Special Business</b>			
4.	Re-appointment of Mr. Marco Wadia (DIN: 00244357) as an Independent Director.		
5.	Approval of Related Party Transaction under section 188 of the Companies Act, 2013.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

\_\_\_\_\_  
Signature of shareholder

Affix  
Revenue  
stamp of  
Re.1

\_\_\_\_\_  
Signature of first Proxy Holder

\_\_\_\_\_  
Signature of second Proxy holder

\_\_\_\_\_  
Signature of third Proxy Holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
4. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 51<sup>st</sup> Annual General Meeting.
5. This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.
7. All the Members wishing to ask questions during the 51<sup>st</sup> Annual General Meeting should forward them to the registered office, 7 days before the date of Annual General Meeting.



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CIN: L65921GA1967PLC000157

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### ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional slip at the venue of the meeting.

Folio No:	
No. of Shares Held:	
*DPID No./Client ID No:	

Name and Address of the Shareholder / Proxy holder \_\_\_\_\_

I/We hereby record my/our presence at the 51<sup>st</sup> Annual General Meeting of the Company on Friday, the 6<sup>th</sup> September, 2019 at the Registered Office of the Company at " Jai Kisaan Bhawan", Zuarinagar, Goa -403726 at 2.30 P.M.

\*Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Signature of the Shareholder/Proxy

# Road Map of 51<sup>st</sup> Annual General Meeting

Zuari Global Limited

