



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 **53rd (Fifty-Third)** Annual General Meeting of the Members of Zuari Global Limited will be held on **Friday, the 17th day of September, 2021** at **11:00 A.M.**, 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:

- a) The Audited Financial Statements of the Company for the year ended 31st March, 2021 including Audited Balance Sheet for the year ended 31st March, 2021 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 31st March, 2021 including Audited Consolidated Balance Sheet for the year ended 31st March, 2021 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 confirm the interim dividend of Rs.2/- per equity share (i.e. 20%) as detailed below and consider the same as final dividend for the financial year ended on March 31, 2021.
- (i) Interim dividend of Rs.1/- per equity share of face value of Rs 10/- each fully paid up of the Company (i.e. 10%) declared by the Board at its meeting held on 13th February 2021; and
 - (ii) Interim dividend of Rs.1/- per equity share of face value of Rs 10/- each fully paid up of the Company (i.e. 10%) declared by the Board at its meeting held on 19th April 2021.
3. To re-appoint Mrs. Jyotsna Poddar, (DIN 00055736), who retires by rotation and being eligible, offers herself for re-appointment.
4. To Appoint M/s V Sankar Aiyar & Co., Chartered Accountants, Delhi (Firm Registration Number: 109208W) as the Statutory Auditors and fix their remuneration and in this regard, to pass the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) as may be applicable and pursuant to the recommendations of the Board of Directors, M/s V Sankar Aiyar & Co., Chartered Accountants, Delhi (Firm Registration Number: 109208W) be appointed as statutory auditors of the Company, to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 57th Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Audit Committee and / or Board of Directors be and are hereby authorized to fix the remuneration of Statutory auditors as may be mutually agreed upon in addition to taxes and re-imbursment of out of pocket expenses incurred by them in connection with the audit of accounts of the Company and to fix their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

Special Business:

5. Re-appointment of Mrs. Jyotsna Poddar (DIN: 00055736) 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 196, 197, 203 and all other applicable provisions, of the Companies Act, 2013 (the "Act") and Rules made

thereunder read with Schedule V to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), and Articles of Association of the Company, appointment of Mrs. Jyotsna Poddar (DIN: 00055736), who has attained the age of 70 years in July 2020, be and is hereby approved and ratified as Whole Time Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, of the Companies Act, 2013 (the "Act") and Rules made thereunder read with Schedule V to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions, as may be required, if any, and subject to such conditions and modifications, as may be imposed or prescribed by any of the Authorities in granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to re-appoint Mrs. Jyotsna Poddar (DIN: 00055736), aged 71 years, as Whole Time Director and Key Managerial Person of the Company to hold office for a further period of 5 years w.e.f. 1st April, 2022 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 years from the date of re-appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mrs. Jyotsna Poddar.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196(3) read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding of office of Whole time Director by Mrs. Jyotsna Poddar for the aforesaid period of 5 years, who has attained the age of 71 (Seventy One) years as on the date of this notice.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mrs. Jyotsna Poddar, Whole time Director, the Company has no profits or profits are inadequate, the remuneration or remuneration and / or perquisites payable to Mrs. Jyotsna Poddar as

approved herewith may be construed as minimum remuneration payable to Mrs. Poddar subject to the ceiling and other stipulations as laid down in Schedule V or any other provisions to the Companies Act, 2013 subject to other statutory approvals and compliances as stipulated therein.

RESOLVED FURTHER THAT Mrs. Jyotsna Poddar, Whole time Director, be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

6. Re-appointment of Mr. R.S. Raghavan (DIN: 00362555) as Managing 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 196, 197, 203 and all other applicable provisions, of the Companies Act, 2013 (the "Act") and Rules made thereunder read with Schedule V to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions, as may be required, if any, and subject to such conditions and modifications, as may be imposed or prescribed by any of the Authorities in granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. R.S. Raghavan (DIN: 00362555), aged 72 years, as Managing Director and Key Managerial Person of the Company for a further period of 2 (Two) years effective from 15th February 2022 up to 14th February 2024 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 2 years from the date of re-appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. R.S. Raghavan.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196(3) read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding of office of Managing Director by Mr. R.S. Raghavan who has attained the age of 72 (Seventy Two) years as on the date of this notice.

RESOLVED FURTHER THAT upon completion of the process of amalgamation of Gobind Sugar Mills Limited ("GSML"), a step down subsidiary of the Company, with the Company, as per Scheme of Amalgamation ("the said Scheme") approved by both Companies and upon receipt of necessary orders of Hon'ble National Company Law Tribunal, Mr. R.S. Raghavan who is also the Managing Director of GSML, will continue to hold office of Managing Director in Zuari Global Limited, the Transferee Company, and a consolidated remuneration of Rs. 103.20 Lakhs per annum (inclusive of all benefits, perquisites etc.) which Mr. Raghavan is entitled from GSML in his capacity as Managing Director of GSML, will continue to be paid to him from Zuari Global Limited without any break with effect from the "Effective Date" of the said Scheme till the completion of his present tenure subject to necessary compliances and approvals, if any, as applicable.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. R.S. Raghavan, Managing Director, the Company has no profits or profits are inadequate, the remuneration or remuneration and / or perquisites payable to Mr. R.S. Raghavan as approved herewith may be construed as minimum remuneration payable to Mr. Raghavan subject to the ceiling and other stipulations as laid down in Schedule V or any other provisions to the Companies Act, 2013 subject to other statutory approvals and compliances as stipulated therein.

RESOLVED FURTHER THAT Mr. R.S. Raghavan, Managing Director, be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

7. Related Party Transactions with Gobind Sugar Mills Limited

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

"RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and re-enactment(s) thereof from the time being in force) and as approved and recommended by the Audit Committee and the Board of Directors, the consent of the Members of the Company, be and is hereby accorded to enter into transaction(s) with Gobind Sugar Mills Limited (GSML), a step down subsidiary and "Related party" in terms of Regulation 2(1)(zb) of SEBI Listing Regulations, for sale and purchase of Sugar and other related transactions with GSML, upto an aggregate value not exceeding Rs.1,000 crores (Rupees One Thousand Crores) for the financial year 2021-22 and each subsequent financial years, on such terms and conditions as the Board of Directors deem fit, in one or more tranches from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

8. Granting of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to Section 185 read with Section 186 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time the consent of the members of the Company, be and is hereby accorded to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any of the following subsidiary(ies) / associate(s) / joint venture(s) of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs.1,000 Crore (Rupees One Thousand Crore Only) provided that such loans are utilized by the borrowing company for its principal business activities and / or other general corporate purposes.

Sl. No.	Name of the Company	Subsidiary / Associate / Joint Venture
1.	Indian Furniture Products Limited	Subsidiary
2.	Gobind Sugar Mills Limited	Step Down Subsidiary through Zuari Investments Limited ("a Wholly Owned Subsidiary of the Company")
3.	Soundaryaa IFPL Interiors Limited	Step Down Subsidiary through Indian Furniture Products Limited ("a Subsidiary of the Company")
4.	New Eros Tradecom Limited	Associate of Zuari Investments Limited ("a Wholly Owned Subsidiary of the Company")
5.	Forte Furniture Products India Private Limited	Joint Venture

RESOLVED FURTHER THAT in case of any entity(ies) become subsidiaries / associates / joint ventures in future, the Board of Directors may grant loan or give guarantee or provide security within the aggregate amount of Rs.1,000 Crore, to such entities provided that such loans are utilized by the borrowing company for its principal business activities and / or other general corporate purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

9. Granting of loans under Section 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations'), the provisions of the Memorandum and Articles of Association of the Company and the applicable rules, guidelines and

circulars issued by the concerned statutory or regulatory authorities, the consent of the members of the Company be and is hereby accorded to grant loan(s) of up to Rs. 1,000 crores (Rupees One Thousand Crores only) to any of the following subsidiary(ies) / associate(s) / joint venture(s) of the Company deemed to be 'Related Parties' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI Listing Regulations, in one or more tranches on such terms and conditions as may be mutually agreed between the Company and the said related parties.

Sl. No.	Name of the Company	Subsidiary / Associate / Joint Venture
1.	Indian Furniture Products Limited	Subsidiary
2.	Gobind Sugar Mills Limited	Step Down Subsidiary through Zuari Investments Limited ("a Wholly Owned Subsidiary of the Company")
3.	Soundaryaa IFPL Interiors Limited	Step Down Subsidiary through Indian Furniture Products Limited ("a Subsidiary of the Company")
4.	New Eros Tradecom Limited	Associate of Zuari Investments Limited ("a Wholly Owned Subsidiary of the Company")
5.	Forte Furniture Products India Private Limited	Joint Venture

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

By Order of the Board of Directors

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

Date: August 14, 2021
Registered Office: Jai Kisaan Bhawan,
Zuarinagar, Goa 403 726

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 4, 5, 6, 7, 8, and 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 May 5, 2020 read with Circular No. 14 dated April 8, 2020, Circular No. 17 dated April 13, 2020 and clarification Circular No. 02/2021 dated January 13, 2021 (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 Companies Act, 2013 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 Kisan Bhawan, Zuarinagar, Goa – 403726.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting 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 Annual General Meeting 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. 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 Annual General Meeting 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 with copies marked to the Company at ig.zgl@adventz.com and to its RTA at enotices@linkintime.co.in.
6. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2020-21 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 May 12, 2020 and January 15, 2021. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2020-21 will also be available on the Company's website www.adventz.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.bseindia.com and www.nseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
7. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
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 : mt.helpdesk@linkintime.co.in
Website : www.linkintime.com
9. 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.
10. 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.
11. 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 as well as on the website of the Ministry of Company Affairs. Unclaimed dividend pertaining to the financial year 2013-14 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.

Dividend Year	Date of declaration of dividend	Last Date for claiming unpaid dividend	Due date for transfer to IEPF
31-03-2014	01-09-2014	31-10-2021	29-11-2021
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

12. 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.

13. Members are advised to avail of 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 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).
14. 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.
15. 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.
16. 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 in respect of the shares held in physical form and
 - iii. Kindly log in to the website of our RTA, Link Intime India Private Limited, www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit
 - iv. In case the mailing address registered with us is without the PINCODE, kindly inform the same to DP or the Company, as mentioned above.
17. 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.

18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 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 on ig.zgl@adventz.com for inspection of said documents and the same will also be available for inspection by the members during the AGM.
19. 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 shares are held in electronic mode.

20. Voting Process : EVENT No. 210246

A. Process and manner for members 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 and in compliance with SEBI circular dated December 9, 2020, the Company is pleased to provide the members the facility to exercise their right to vote at the 53rd Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Link Intime India Private Limited (LIPL).

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 shareholders voting electronically are as under :

❖ **Individual Shareholders holding securities in demat mode with NSDL**

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.
- After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 (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 redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

❖ **Individual Shareholders holding securities in demat mode with CDSL**

- Existing user of 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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- 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, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

❖ **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.
- Once login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

❖ **Individual Shareholders holding securities in Physical mode**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
- A. **User ID:** Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- Set the password of your choice (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).
- **Click "confirm" (Your password is now generated).**
2. Click on 'Login' under 'SHARE HOLDER' tab.
 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
 5. E-voting page will appear.
 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 7. After selecting the desired option i.e. Favour / Against, 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.
- ❖ **If Individual Shareholders holding securities in Physical mode have forgotten the password:**
- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

❖ **Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

❖ **Cast your vote electronically**

1. 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.
2. 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'.

3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. 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.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **Guidelines for Institutional shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

❖ **General Guidelines/Instructions for all shareholders:**

- 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.
- 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, 10th September, 2021.
- Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. 4848) has been appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.
- 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.
- 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 any other director authorised by him in writing who will countersign the same and declare the result of the voting forthwith, which shall be displayed on the website of the Company at www.adventz.com and on the website of Link Intime India Private Limited within two (2) days of passing of the resolution at the AGM of the Company and communicated to the Stock Exchanges.
- 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, 10th September, 2021, may obtain the user ID and password in the manner as mentioned herein above.

❖ **Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to

login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 evoting@nsdl.co.in 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 helpdesk.evoting@cDSLindia.com or contact at 022-23058738 or 22-23058542-43.

❖ **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on:- Tel: 022-4918 6000.

B. Commencement of Remote E-Voting :

The remote e-voting period commences on **Monday, the 13th September, 2021 at 10.00 A.M.** and ends on **Thursday, 16th September, 2021, 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, 10th September, 2021**, 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. Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:

Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the

scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1,000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

Open the internet browser and launch the URL for InstaMeet<<<https://instameet.linkintime.co.in>>> and register with your following details:

- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
 - B. PAN:** Enter your 10 digit Permanent Account Number (PAN)
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ❖ Click "Go to Meeting"

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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 from Saturday,

11th September, 2021 at 10.00 a.m. to Monday, 13th September, 2021 at 11.00 a.m. i.e. atleast three 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. 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.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

On the Shareholders VC page, click on the link for e-Voting "Cast your vote".

1. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
2. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
3. 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'.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Private Limited.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Private Limited InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:
 1. Enter your First Name, Last Name and Email ID and click on Join Now.
 2. If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
 3. If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.
 4. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

D. Book Closure:

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 11th September, 2021 to Friday, 17th September, 2021 (both days inclusive) for the purpose of AGM.

[Explanatory Statement pursuant to Section 102 of the Companies Act, 2013](#)

Item No.4 :

M/s. V Sankar Aiyar & Co., Chartered Accountants, Delhi (Firm Registration Number: 109208W) were appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013), Chartered Accountants, through postal ballot resolution dated 30th October, 2020 to hold the office till the conclusion of ensuing (53rd) Annual General Meeting of the Company to be held in the year 2021.

Pursuant to Section 139 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on 04th June 2021 re-appointed M/s. V Sankar Aiyar & Co., Chartered Accountants, Delhi (Firm Registration Number: 109208W) as Statutory Auditors of the Company for a term of four (4) consecutive years i.e. from the conclusion of 53rd Annual General Meeting to be held in the year 2021 till the conclusion of the 57th Annual General meeting of the Company to be held in the year 2025 subject to the approval of the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Company has received a written consent from the Auditors that the said re-appointment is in accordance with the criteria as provided under Section 139 and 141 of the Companies Act, 2013.

As required in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, following are the brief details of M/s V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W):

Sl. No.	Particulars	Details
1	Proposed Fee payable	Audit Fee of Rs.23.50 Lakhs per year (including fee for Tax Audit) for conducting the statutory audit
2	Terms and Conditions of appointment	In accordance with Section 139 of the Companies Act, 2013 and rules made thereunder till the conclusion of 57 th Annual General Meeting
3	Rationale for material change in the fee payable to auditor from that paid to outgoing auditor	Not Applicable

4	Basis of recommendation for appointment	The Board of Directors of the Company on the basis of recommendation from the Audit Committee at its meeting held on 04 th June 2021 also recommended the re-appointment of M/s V. Sankar Aiyar & Co., Chartered Accountants till the conclusion of 57 th Annual General Meeting.
5	Credentials of the Statutory auditor proposed to be appointed	M/s V Sankar Aiyar & Co., Chartered Accountants is a well known firm of Chartered Accountants having 10 partners with offices in Mumbai, New Delhi and Chennai. The firm also holds Peer Review Certificate no. 11660 dated April 15, 2019 issued by Peer Review Board of the Institute of Chartered Accountants of India valid till April 14, 2022.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board accordingly recommends the ordinary resolution set out at Item No.4 of this notice for approval of the Members.

Item No. 5 :

Re-appointment of Mrs. Jyotsna Poddar (DIN: 00055736) as Whole Time Director of the Company

Mrs. Jyotsna Poddar, was appointed as Whole Time Director for a period of 5 years w.e.f. 1st April, 2017. The term of Mrs. Jyotsna Poddar as Whole Time Director will end on 31st March, 2022.

In terms of section 164 of the Act, Mrs. Jyotsna Poddar is not disqualified from being re-appointed as a Whole Time Director of the Company.

Mrs. Jyotsna Poddar, aged about 71 years, a Psychology Honors student from Loreto House, Kolkata, is the Chairperson of Lionel India Limited. She is the wife of Mr. Saroj Kumar Poddar, who is the Chairman of the renowned "Adventz" Group of Companies and daughter of Late Dr. K.K. Birla, one of India's leading industrialists. Mrs. Poddar is an active social worker, and she runs a private trust – Jeevan Jyoti Medical Society, which provides free medical facilities to the economically disadvantaged. Mrs. Poddar is also an active Rotarian.

Based on the satisfactory performance evaluation of Mrs. Jyotsna Poddar and considering Mrs. Poddar's experience and skills, the Nomination & Remuneration Committee and Board of Directors, at their respective meetings held on 14th August 2021, have approved the re-appointment of Mrs. Jyotsna Poddar as Whole Time Director of the Company

for further period of 5 (five) years from 01st April 2022 to 31st March 2027.

The details of remuneration payable to Whole-Time Director shall be as follows:-

Terms of re-appointment:

01. Salary : Rs.3,96,000 per month with such increments as may be determined by the Board or the Sub Committee of the Board of Directors.
02. Other Allowances : Rs.2,40,000 per month with such increments as may be determined by the Board or the Sub Committee of the Board of Directors.
03. Perquisites : Perquisites will be allowed in addition to the salary as set out herein.
04. Following perquisites shall be provided as per rules of the Company as applicable to Senior Executives of the Company :
 - i) Medical reimbursement (including Group Health Insurance premium)
 - ii) L.T.A. concessions – For self and family
 - iii) Fees of clubs
 - iv) Personal Accident Insurance
05. Provision of car with chauffeur and telephone at residence will not be considered as perquisites.
06. Company's contribution to Provident Fund, Superannuation Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the provisions of the Income-Tax Act.
07. Additional perquisites: The Whole-Time Director shall be entitled to such other additional perquisites which are applicable to Senior Executives of the Company.
08. Termination: The Agreement may be terminated by giving the other, three months' notice.

Provided that the remuneration payable by way of salary, perquisites, performance bonus, other allowances and all benefits does not exceed the limits laid down in Section 197 and Schedule V of the Companies Act, 2013, including any statutory modifications or re-enactment thereof.

Pursuant to Part I of Schedule V of the Companies Act, 2013 approval of shareholders is required by way of special resolution for appointment of Whole Time Director if he / she has attained age of more than 70 years. Hence, the Board recommends the resolution set out at Item No.5 of the Notice for shareholders' approval as Special Resolution.

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.

Except, Mrs. Jyotsna Poddar and Mr. Saroj Kumar Poddar, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the said resolution.

Brief profile along with other particulars of Mrs. Jyotsna Poddar, in pursuance of Regulation 36(3) of the SEBI (Listing

Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standard SS-2 is attached as Annexure – A to this Notice.

Item No. 6 :

Re-appointment of Mr. R.S. Raghavan (DIN: 00362555) as Managing Director of the Company

The Members of the Company through Special Resolution passed at the Annual General Meeting held on 14th September 2020, approved the re-appointment of Mr. R.S. Raghavan (holding DIN 00362555) as Managing Director and Key Managerial Personnel ("KMP") of the Company to hold office for a period of 2 years from 15th February 2020 to 14th February 2022.

In terms of section 164 of the Act, Mr. R.S. Raghavan is not disqualified from being re-appointed as Managing Director of the Company.

Mr. R.S. Raghavan, aged about 72 years, is a Chartered Accountant and has over 49 years of rich and varied experience in wide range of industries such as Fertilisers, Chemicals, Steel, Textile and Electronics. He has been associated with various group entities of Zuari and related companies. During his tenure, as a part of Group restructuring scheme, the Company has successfully re-structured the borrowings of the Companies in the Group with a view to enhance efficiency and improve financial parameters and the Company is now on growth path. It would be in the interest of the Company to continue to avail of his considerable expertise. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Mr. R.S. Raghavan for further period of 2 years from 15th February 2022 to 14th February 2024.

Based on the satisfactory performance evaluation of Mr. R.S. Raghavan and considering Mr. Raghavan's experience and skills, the Nomination & Remuneration Committee and Board of Directors, at their respective meetings held on 14th August 2021, have approved the re-appointment of Mr. R.S. Raghavan as Managing Director of the Company for further period of 2 (two) years from 15th February 2022 to 14th February 2024.

Mr. R.S. Raghavan, Managing Director, will not draw any remuneration from the Company. However, upon completion of the process of amalgamation of Gobind Sugar Mills Limited ("GSML"), a step down subsidiary of the Company, with the Company, as per Scheme of Amalgamation ("the said Scheme") approved by both Companies and upon receipt of necessary orders of Hon'ble National Company Law Tribunal, Mr. Raghavan who is the Managing Director of GSML also, will continue to hold office of Managing Director in Zuari Global Limited, the Transferee Company, and a consolidated remuneration of Rs. 103.20 Lakhs per annum (inclusive of all benefits, perquisites etc.) which Mr. Raghavan is entitled from GSML in his capacity as Managing Director of GSML, will continue to be paid to him from Zuari Global Limited without any break with effect from the "Effective Date" of the said Scheme till the completion of his present tenure in the Company subject to necessary compliances and approvals, if any, as applicable.

Pursuant to Part I of Schedule V of the Companies Act, 2013 approval of shareholders is required by way of special resolution for appointment of Managing Director if he has attained age of more than 70 years. Hence, the Board recommends the resolution set out at Item No.6 of the Notice for shareholders' approval as Special Resolution.

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.

Except Mr. R.S. Raghavan, 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 resolutions.

Brief profile along with other particulars of Mr. R.S. Raghavan, in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standard SS-2 is attached as Annexure – A to this Notice.

Item No. 7 :

Related Party Transactions with Gobind Sugar Mills Limited

Gobind Sugar Mills Limited (GSML), a step down subsidiary and "Related party" of the Company in terms of Regulation 2(1)(zb) of SEBI Listing Regulations, is engaged in the business of manufacture and sale of sugar, molasses and press mud. It is also engaged in generation of power and ethanol.

As recommended by the Audit Committee and Board of Directors of the Company, it is proposed by the Company to enter into transactions with GSML for purchase / sale of sugar and other related transactions with GSML on such terms and conditions as the Board of Directors deem fit, upto an aggregate value not exceeding Rs. 1,000 crores (Rupees One Thousand Crores) for the financial year 2021-22 and each subsequent years, in one or more tranches from time to time.

As per the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. Further, Section 188 of Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 also defines the criteria for taking shareholders approval where the sale, purchase or supply of any goods or material, directly or through appointment of agent or leasing of property any kind or availing or rendering of any services, directly or through appointment of agent amounting to 10% or more of the turnover of the Company.

The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related

parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of SEBI (LODR).

Members may please note that based on the criteria as mentioned above in the SEBI LODR and Companies Act, 2013, since the transactions with GSML, step down subsidiary, may be considered "Material", therefore requires approval of the Company by Ordinary Resolution. Accordingly, an Ordinary Resolution under Item No.7 for approval of the related party transactions with GSML is placed before the Shareholders for approval.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with GSML are as follows:

- a) Name of the related party – Gobind Sugar Mills Limited
- b) Name of the director or key managerial personnel who is related, if any;- Mr. R.S. Raghavan, Mr. Marco Wadia and Mrs. Manju Gupta (being common directors).
- c) Nature of relationship – Step down Subsidiary through Zuari Investments Limited
- d) Nature, material terms, monetary value and particulars of the contract or arrangements; - sale and purchase of Sugar and other related transactions. The monetary value for transaction during FY 2021-22 and subsequent years not exceeding Rs. 1,000 crores.
- e) Any other information relevant or important for the members to take a decision on the proposed resolution.
– NA

None of the Directors and Key Managerial Personnel of the Company and their relatives as except mentioned above is concerned or interested/concerned in this resolution, financially or otherwise.

Accordingly, the Board commends the Resolution at Item No.7 for approval of the Members.

Item No. 8 & 9:

Granting of loans, investments, guarantee or security under Section 185 of the Companies Act, 2013 and granting of loans under Section 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the explanatory statement.

Further, pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the shareholders of the Company on 28th August 2020, accorded approval to give loans or to give guarantee (ies) or to provide security(ies) or to make investment(s) upto an aggregate amount not exceeding Rs. 2,000 crore (Rupees Two Thousand Crore Only).

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Since the proposed loan by and/or guarantee/security from the Company are expected to exceed/exceeds limits approved by the shareholders under Section 186 of the Companies Act, 2013, the Board of Directors seek consent of the members pursuant to Section 185, 186 and 188 of Companies Act, 2013 and Regulation 23 of SEBI Listing Regulations for making of loan(s) including loan

represented by way of book debts (the "Loan") to, and/or giving of guarantee(s), and/or providing of security (ies) in connection with any loan taken/ to be taken, in one or more tranches, by any Subsidiary company(ies) / Associates / Joint Venture Company (ies) / Body Corporates in whom any of the Director of the Company is interested up to an aggregate amount not exceeding Rs. 1,000 Crore (Rupees One Thousand Crores Only).

The additional information required to be disclosed in the Notice of General Meeting, pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is produced as under:-

Sl. No.	Name of the related parties	Name of the Director or Key Managerial Personnel who is related, if any (being common directors)	Nature of Relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the Members to take a decision on the proposed resolution
1.	Indian Furniture Products Limited	Mr. R.S. Raghavan, Mr. Nishant Dalal	Subsidiary	To provide any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan. The maximum value of the related party transaction(s) to be entered into individually or taken together with previous transactions, would be in aggregate of Rs.1,000 Crore, during the financial year 2021-22 and the subsequent financial year(s).	N.A.
2.	Gobind Sugar Mills Limited	Mr. R.S. Raghavan, Mr. Marco Wadia, Ms. Manju Gupta	Step Down Subsidiary		
3.	Soundaryaa IFPL Interiors Limited	Mr. R.S. Raghavan	Step Down Subsidiary		
4.	New Eros Tradecom Limited	Mr. R.S. Raghavan	Associate		
5.	Forte Furniture Products India Private Limited	Mr. Saroj Kumar Poddar, Mr. R.S. Raghavan	Joint Venture		

Pursuant to Regulation 23 of Listing Regulations, all entities falling under the definition "Related Party" shall abstain from voting in respect of the proposed Resolution given in the notice, irrespective of whether the entity is a party to the particular transaction(s) or not.

None of Director, Key Managerial Personnel, and their relatives, are in any way, concerned or interested in the said resolutions except those mentioned hereinabove table.

The Board of Directors recommends resolution as set out in item no.8 for approval of the members of the Company by way of Special Resolution.

The Board of Directors recommends resolution as set out in

item no. 9 for approval of the members of the Company by way of Ordinary Resolution.

By Order of the Board of Directors

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

Date: August 14, 2021
Registered Office: Jai Kisaan Bhawan,
Zuarinagar-Goa 403 726

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 read with Secretarial Standard SS-2:

Name of the Director	Mrs. Jyotsna Poddar	Mr. R.S. Raghavan
DIN	00055736	00362555
Date of Birth	26-07-1950	28-10-1948
Age	71	72
Nationality	Indian	Indian
Relationship between directors inter-se	Spouse of Mr. Saroj Kumar Poddar, Chairman of the Company	None
Date of First Appointment	15-05-2009	15-02-2020
Qualification	B.A. (Hons.)	Chartered Accountant
Functional Expertise & Experience including brief resume.	Mrs. Jyotsna Poddar, is the Chairperson of Lionel India Limited. Her wide experience, skills and diverse interests will benefit the Company to diversify and grow in all business sectors.	Mr. R.S. Raghavan is a Chartered Accountant and has over 49 years of experience in wide range of industries such as Fertilisers, Chemicals, Steel, Textile and Electronics. He has been associated with various group entities of Zuari and related companies.
Appointment/Re-appointment	Re-appointment	Re-appointment
Terms and Conditions of appointment/ re-appointment	As per Explanatory Statement	As per Explanatory Statement
Directorship held in other listed companies (excluding foreign companies & Section 8 companies) as on 31 st March, 2021	1. Ronson Traders Limited 2. Texmaco Infrastructure & Holdings Limited	1. Gobind Sugar Mills Limited 2. Texmaco Infrastructure & Holdings Limited
Listed entities from which the person has resigned in the past three years	NIL	NIL
Membership/Chairmanship of Committees of other public limited companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 st March, 2021	NIL	1. Gobind Sugar Mills Limited - Member of Audit Committee and Stakeholders Relationship Committee 2. Zuari Finserv Limited - Member of Audit Committee 3. Zuari Sugar & Power Limited - Chairman of Audit Committee 4. Simon India Limited - Chairman of Audit Committee 5. Indian Furniture Products Limited - Member of Audit Committee
Number of shares held in the Company	71,621	NIL
Remuneration last drawn	Salary - Rs.63.60 Lakh Retirement Benefits - Rs.4.75 Lakhs	NIL
Remuneration proposed to be paid	Salary - Rs.76.32 Lakh Retirement Benefits - Rs.5.70 Lakhs	Rs.103.20 Lakhs per annum (inclusive of all benefits, perquisites etc.) to be paid from effective date upon amalgamation of Gobind Sugar Mills Limited into Zuari Global Limited
Number of meetings of the Board attended during the year.	5	6