



02<sup>nd</sup> September, 2016

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

National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra – Kurla Complex  
Bandra (E)  
Mumbai 400 051

**Sub: Notice of the Forty Eight Annual General Meeting (AGM) of the Company for the Financial Year 2015-16 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the 48<sup>th</sup> AGM of the Company along with attendance Slip and Proxy Form.

Please take the same on record.

Thanking you,

Yours Faithfully,  
For Zuari Global Limited

(Sachin Patil)  
Assistant Company Secretary

Enclosed: as above

**ZUARI GLOBAL LIMITED**

(Formerly known as Zuari Industries Limited)

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

Telephone : (0832) 2592180, 2592181, Fax : (0832) 2555279, CIN-L65921GA1967PLC000157

Website : [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, Fax: 0832-2555279



## NOTICE

NOTICE is hereby given that the Forty Eighth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa 403726 on Friday, 30th September, 2016 at 10.30 a.m. 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 31st March, 2016 including Audited Balance Sheet for the year ended 31st March, 2016 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, 2016 including audited Consolidated Balance Sheet for the year ended 31st March, 2016 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 of ₹ 1 on per Equity Share for the financial year ended 31st March, 2016.
  3. To appoint a Director in the place of Mr. Saroj Kumar Poddar, (holding DIN 00008654), who retires by rotation and being eligible offers himself for re-appointment.
  4. To ratify appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, New Delhi, Firm Registration No.301003E/E300005 as Statutory Auditors of the Company at such remuneration as may be fixed by the Board of Directors of the Company.

### Special Business:

#### 5. RECLASSIFICATION OF SHAREHOLDER FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY

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

RESOLVED THAT pursuant to Regulation 31 A(5) and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the arrangement/understanding between Mr. Saroj Kumar Poddar (as one of the promoter and authorised representative of Zuari Global Limited) and Mr. Chandra Shekhar Nopany (as the authorised representative of SIL Investments Limited), SIL Investments Limited, currently a Promoter Group company which holds 9.48 % of the issued and paid-up share capital of Company be reclassified from the "Promoter and Promoter Group" category to the "Public" category, in the shareholding pattern filed with the stock exchanges with effect from the date of this special resolution.

**RESOLVED FURTHER THAT** SIL Investments Limited has fulfilled all the following necessary requirements for reclassification as required under Regulation 31 A(5) of the SEBI Listing Regulations:

- that it does not have any special rights through formal or informal agreements;
- that it does not hold, individually or in aggregate, more than 10% of the paid-up equity capital of the company; and
- that it or any person nominated by it, does not and shall not act as Key Managerial Personnel for a period of more than 3 years from the date of shareholders' approval.

**RESOLVED FURTHER THAT** pursuant to the fulfillment of the above three conditions as per Regulation 31 A (5) of the SEBI Listing Regulations, SIL Investments Limited shall cease to be part of the "Promoter Group" of the Company with effect from the date of this special resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director or Asst. Company Secretary of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.

By Order of the Board of Directors

**Sachin Patil**  
Asst. Company Secretary

Date : 23rd August, 2016  
Registered Office : Jai Kisaan Bhawan,  
Zuarinagar-Goa 403 726

**NOTES :**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 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. 3 is also annexed hereto.
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 FORTY EIGHT (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' written notice in this respect 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 Pvt. Limited  
C-13, Pannalal Silk Mills Compound  
L.B.S. Marg, Bhandup (W), Mumbai – 400 078  
Tel : 022-25946970  
Fax: 022-25946969  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)
9. The Register of Members and Share Transfer Books of the Company remained closed from Tuesday, the 2nd day of August, 2016 to, Tuesday the 9th day of August, 2016 (both days inclusive) for the purpose of the AGM.
10. The dividend on equity shares for the financial year ended March 31, 2016, 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 Tuesday, the 9th day of August, 2016, after giving effect to all valid share transfer documents lodged with the Company on or before Monday, August 1st, 2016.
  - (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 Monday, August 1st, 2016.
11. The members are hereby informed that the amount of unclaimed/unpaid dividend and interest on fixed deposits, as well as principal amount of deposits remaining unclaimed or unpaid upto 31.03.2016 for a period of 7 years from the date they became due for payment, have been transferred to the Investors Education & Protection Fund of the Central Government. No claims shall lie against the fund or the Company in respect of individual amounts which are transferred to the Fund. For the information of the shareholders it is hereby notified that the following amounts will be due for transfer to the fund.
  - a. Dividend paid for the financial year 2008-2009.
  - b. Interest on deposits paid on March, 2008 to February, 2009.
  - c. Principal amount of deposits matured during March, 2008 to February, 2009.

Shareholders/depositors who have not yet encashed dividend warrants / interest warrants or have not claimed the principal amount of deposit by submitting the duly discharged Fixed Deposit Receipts are requested to do so immediately.
12. The Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on the date of last AGM i.e. September 22nd, 2016, on the website of the Company ([www.adventz.com](http://www.adventz.com)) as well as on the website of the Ministry of Corporate Affairs.

The following are the details of dividends declared by the Company and respective due dates for transfer of unclaimed dividend to IEPF.

| Dividend Year | Date of declaration of dividend | Last Date for claiming unpaid | Due date for transfer to IEPF |
|---------------|---------------------------------|-------------------------------|-------------------------------|
| 31.03.2009    | 14.09.2009                      | 13.09.2016                    | 12.10.2016                    |
| 31.03.2010    | 27.09.2010                      | 26.09.2017                    | 25.10.2017                    |
| 31.03.2011    | 19.09.2011                      | 18.09.2018                    | 17.10.2018                    |
| 31.03.2012    | 10.09.2012                      | 09.09.2019                    | 08.10.2019                    |
| 31.03.2013    | 25.09.2013                      | 24.09.2020                    | 23.10.2020                    |
| 31.03.2014    | 01.09.2014                      | 31.10.2021                    | 29.11.2021                    |
| 31.03.2015    | 22.09.2015                      | 21.09.2022                    | 20.10.2022                    |

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, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s). As and when the amount is due, it will be transferred by the Company to IEPF. No claim thereof shall lie against the Company after such transfer.
14. Shareholders 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 our 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).
15. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members can avail facility for nomination in respect of the 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 48th Annual General Meeting along with instruction for e-voting, Attendance Slip and Proxy Form and the Annual Report for F.Y. 2015-16, 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 2015-16 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.
19. Members may also note that the Notice of the 48th Annual General Meeting and the Annual Report for F.Y. 2015-16 will also be available on 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. Shareholders are requested to notify any change 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. The Company has been maintaining, inter-alia, the following statutory registers at its registered office, which are open for inspection, on all working days during business hours, in terms of the applicable provisions of the 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.
21. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the 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.
22. A route map showing directions to reach the venue of the Forty Eight (48th) AGM is annexed herewith.

### **23. Voting Process:**

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

In compliance with the 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 48th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by CDSL. Resolutions passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.

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:

- I. The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- II. Click on “shareholders” tab.
- III. Now enter your user ID
  - a. For CDSL: 16 digits beneficiary ID,k
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- IV. Next enter the Image Verification as displayed and Click on Login.
- V. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- VI. If you are a first time user follow the steps given below:

| For members holding shares in Demat Form and Physical Form |                                                                                                                                                                                                                                                                                                                                               |
|------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                                        | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)                                                                                                                                                                                              |
|                                                            | Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <b>The Sequence Number is printed in BOLD along with name and address on sticker affixed on envelop.</b>                                    |
|                                                            | In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field                                                                          |
| Dividend Bank Details OR Date of Birth (DOB)               | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (III). |

- VII. After entering these details appropriately, click on “SUBMIT” tab.
- VIII. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- IX. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- X. Click on the Electronic Voting Sequence Number (EVSN): 160822059 for Zuari Global Limited. This will take you to the voting page.
- XI. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions details.
- XIII. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XIV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XVI. If Demat account holder has forgotten the same password the Login Password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVII. Note for Non- Individual Shareholders & Custodians:
  - Non- Individual shareholders (i. e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details compliance user should be created using the admin login and password. The Companies user would be able to link the depository account(s) / folio numbers on which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XVIII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

The e-voting period commences on **Tuesday 27th September, 2016 at 10.00 A.M.** and ends on **Thursday 29th September, 2016 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, being Friday 23rd September, 2016, 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 cutoff date, being Friday, 23rd September, 2016.
- b. Mr. Shivaram 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 AGM or any other director authorized 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 and its Corporate Office. The result will also be displayed on the website of the Company at [www.adventz.com](http://www.adventz.com), besides being communicated to stock Exchanges.
- e. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of cut of date i.e. 23rd September, 2016, 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 Company/DP. However, if you are already registered with CDSL 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. 5**

In the disclosures filed with the Stock Exchanges and other such communication and disclosures as required from time to time, the "Promoter and Promoter Group" Shareholding, includes SIL Investments Limited, which holds 9.48 % of the share capital of the Company. Pursuant to the arrangement/understanding between Mr. Chandra Shekhar Nopany (as one of the promoters and the authorised representative of SIL Investments Limited) and Mr. Saroj Kumar Poddar (as authorised representative of Zuari Global Limited) it has been agreed and acknowledged that SIL Investments Limited comply with all the following conditions under Regulation 31 A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"):

- It does not have any special rights through formal or informal agreements;
- It does not hold, individually or in aggregate, more than 10% of the paid-up equity capital of the company; and
- It or any person nominated by it, does not and shall not act as Key Managerial Personnel for a period of more than 3 years from the date of shareholders' approval.

It has been further agreed, that, in accordance with Regulation 31 A(5) of the SEBI Listing Regulations, SIL Investments Limited shall be reclassified from "Promoter and Promoter Group" category to "Public" category in the shareholding pattern filed with the respective stock exchanges. The Board of Directors of the Company, has duly approved the same vide circular resolution passed on 23rd August, 2016.

**In accordance with Regulation 31A (5) of the SEBI Listing Regulations**, the said reclassification requires the approval of the stock exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the stock exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the shareholders of the Company, for the reclassification. In keeping with the requirement of the stock exchanges, the Board recommends the resolution set out at Item No. 5 for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

By Order of the Board of Directors

**Sachin Patil**  
Asst. Company Secretary

Date : 23rd August, 2016  
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 the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:**

**Re-appointment of Mr. Saroj Kumar Poddar (Item No. 3)**

|                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|
| Name of the Director                                                                                                                                            | Mr. Saroj Kumar poddar                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                      |
| DIN                                                                                                                                                             | 00008654                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                      |
| Date of Birth                                                                                                                                                   | 15/09/1945                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                      |
| Nationality                                                                                                                                                     | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                      |
| Relationships between directors inter-se                                                                                                                        | Husband of Mrs.Jyotsna Poddar, Whole-time Director of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                      |
| Date of Appointment                                                                                                                                             | 16/09/2008                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                      |
| Qualification                                                                                                                                                   | Gold Medalist in Commerce from Calcutta University                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                      |
| Functional expertise & experience                                                                                                                               | Mr. S.K. Poddar is the Chairman of the Adventz group, which has promoted various seminal projects including joint ventures with leading international corporations. Has served as President of FICCI and International Chamber of Commerce in India, and has been appointed by Govt of India on the Board of Trade - the highest body on trade – as well as on the Court of the Indian Institute of Science, Bangalore. Has also served as a member of the Board of Governors of the Indian Institute of Technology, Kharagpur for over 10 years and on the local Board of the Reserve Bank of India for a similar period. He was also on the Advisory Board of one of the most reputed investment brokers, Messrs N M Rothschild & Sons (India) Pvt Limited. Is the Chairman of India-Saudi Arabia Joint Business Council and is a Member of the Indo-French CEO Forum. |                                                                      |
| Appointment/ Reappointment                                                                                                                                      | Reappointment on retirement by rotation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                      |
| Directorships held in other companies (excluding foreign companies & section 8 Companies) as on 31st March, 2016.                                               | Sr. No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Name of the other companies                                          |
|                                                                                                                                                                 | 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Chambal Fertilisers And Chemicals Limited                            |
|                                                                                                                                                                 | 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Lionel India Ltd.                                                    |
|                                                                                                                                                                 | 4                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Paradeep Phosphates Limited                                          |
|                                                                                                                                                                 | 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Texmaco Infrastructure & Holdings Limited                            |
|                                                                                                                                                                 | 6                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Texmaco Rail & Engineering Limited                                   |
|                                                                                                                                                                 | 7                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Zuari Agro Chemicals Limited                                         |
|                                                                                                                                                                 | 8                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Adventz Finance Private Limited                                      |
|                                                                                                                                                                 | 9                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Ethan Allen India Private Limited                                    |
|                                                                                                                                                                 | 10                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Hettich India Private Limited                                        |
|                                                                                                                                                                 | 11                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Texmaco Hi-Tech Private Limited (Formerly Texmaco UGL Rail Pvt. Ltd. |
|                                                                                                                                                                 | 12                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | HePo VB & Fasteners India Private Limited                            |
| Memberships/Chairmanships of Committees of other public Company (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March, 2016. | Audit Committee:<br>Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                      |
| Number of shares held in the Company                                                                                                                            | 891390 Equity shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                      |

The above Director seeking re-appointment at the forth coming Annual General Meeting is not disqualified from being appointed as Director in terms of section 164 of the companies Act, 2013

**ZUARI GLOBAL LIMITED**

CIN-L65921GA1967PLC000157

Registered Office : Jai Kisaan Bhawan, Zuarinagar, Goa 403 726  
Tel.91-0832-2592180, Fax : 0832-2555279 • Website : www.adventz.com**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) : \_\_\_\_\_ E-mail 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 : \_\_\_\_\_ E-mail id \_\_\_\_\_ or failing him

(2) Name : \_\_\_\_\_ Address : \_\_\_\_\_ E-mail id \_\_\_\_\_ or failing him

(3) Name : \_\_\_\_\_ Address : \_\_\_\_\_ E-mail id \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 48<sup>th</sup> Annual General Meeting of the Company to be held on Friday, the 30<sup>th</sup> day of September, 2016 at 10.30 a.m., at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa 403 726 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No.           | Resolutions                                                                          | Optional* |         |
|-------------------|--------------------------------------------------------------------------------------|-----------|---------|
|                   |                                                                                      | For       | Against |
| ORDINARY BUSINESS |                                                                                      |           |         |
| 1.                | a)Adoption of Financial Statements for the year ended 31st <sup>st</sup> March, 2016 |           |         |
|                   | b)Adoption of Consolidated Financial Statements for the year ended 31st March, 2016  |           |         |
| 2.                | Declaration of Dividend on Equity Shares                                             |           |         |
| 3.                | Re-appointment of Mr. Saroj Kumar Poddar, (00008654) who retires by rotation         |           |         |
| 4.                | Ratification of appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, |           |         |
| SPECIAL BUSINESS  |                                                                                      |           |         |
| 5.                | Reclassification Of Shareholder From Promoter Group Category To Public Category      |           |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Signature of shareholder

Affix  
Revenue  
Stamp Rs.1

Signature of first Proxy holder

Signature of Second Proxy holder

Signature of third Proxy holder

**ZUARI GLOBAL LIMITED**

CIN-L65921GA1967PLC000157

Registered Office : Jai Kisaan Bhawan, Zuarinagar, Goa 403 726  
Tel.91-0832-2592180, Fax : 0832-2555279 • Website : www.adventz.com**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 \_\_\_\_\_

:

I/We hereby record my / our presence at the 47th Annual General Meeting of the Company on Friday 30<sup>th</sup> day of September, 2016 at 10.30 a.m., at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa 403 726 .

\*Applicable for investors holding shares in electronic form.

Signature of the Shareholder / Proxy

**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 ten percent of the total share capital of the Company caning 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.
4. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 48th Annual General Meeting.
5. \*This is only Optional. Please put a '✓' 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. All the Members wishing to ask questions during the 48th Annual General Meeting should forward them to the registered office, 7 days before the date of Annual General Meeting.

