

**NOTICE
POSTAL BALLOT**

To

The Shareholders,

As per Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules 2011, consent of shareholders by voting by Postal Ballot is required for providing corporate guarantee on behalf of Gobind Sugar Mills Limited (GSML) for an amount not exceeding Rs.50 crores to the Financial Institutions/Banks to secure the borrowings of GSML.

We now request you to peruse the proposed resolution along with the explanatory statement which is reproduced below and, thereafter send your assent or dissent by filling the necessary details by putting your signature at the marked place in the postal ballot and putting the ballot in the enclosed postage prepaid business reply envelope directed to the Scrutinizer, to reach on or before August 13, 2013. Your assent or dissent received after August 13, 2013 would be strictly treated as if reply from you has not been received. This is in accordance with the rules prescribed by the Ministry of Corporate Affairs, Government of India.

As the resolution needs to be passed as a Special Resolution, the resolution would be taken as passed effectively from August 16, 2013. The designated person will announce the result of the Postal Ballot indicating that the requisite majority of the shareholders had assented to the Resolution. The result of the Postal Ballot shall also be announced through a newspaper

advertisement and displayed on the website of the company www.adventz.com.

Your Board has appointed Mr. S.M. Sanzgiri, Advocate, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

Text of the Special Resolution to be passed by the shareholders through Postal Ballot

RESOLVED THAT pursuant to provisions of Section 372A, Section 295 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the central government, consent of the Company be and is hereby granted to provide corporate guarantee on behalf of Gobind Sugar Mills Limited for an amount not exceeding Rs. 50 crores, notwithstanding that such guarantee, including investments and loans will be in excess of limits prescribed under Section 372A or that such guarantee together with company's investments, loans and guarantees in all other bodies corporate will exceed the limit as mentioned in Section 372A of the Act.

Explanatory Statement:

Gobind Sugar Mills Limited (GSML), a group company plans to expand its plant capacity and other allied activities and is proposing to meet the requirement of funds by enhancing its working capital limits.

GSML has approached the Company to assist them in meeting their financial

requirement by way of providing a corporate guarantee on their behalf for a sum not exceeding Rs. 50 crores to secure the working capital borrowings.

The Board of Directors of your Company at its meeting held on May 9, 2013 have accorded their consent for providing corporate guarantee of an amount not exceeding Rs.50 crores to financial institutions or any other bank on behalf of GSML.

None of the Directors except H.S. Bawa, Mr. N. Suresh Krishnan, and Mr. Marco Wadia being Directors on the Board of GSML are concerned or interested in the resolution.

By Order of the Board of Directors
for Zuari Global Limited

SWAPNIL YELGAONKAR
Company Secretary

Date : 9th May, 2013

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

Encl.:

- 1) Postal Ballot
- 2) Postage Prepaid Business Reply Envelope

**ZUARI GLOBAL LIMITED**

Formerly known as Zuari Industries Limited)

Registered Office :

Jai Kisaan Bhawan, Zuarinagar, Goa 403 726

Sr. No.

001

POSTAL BALLOT FORM

1.	Name(s) of Shareholder(s) (in block letters) (including joint holders, if any) :	
2.	Registered address of the sole/first named shareholder :	
3.	Registered Folio No./DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialised form) :	
4.	Number of shares held :	

I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the (✓) mark at the appropriate box below.

Item No.	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1			

Place :

Date :

Signature of the Shareholder**INSTRUCTIONS**

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed as per the specimen signature registered with the Company by the first named shareholder and in his absence, by the next named shareholder.
4. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours on 13th day of August, 2013. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on 28th May, 2013.
7. The Board of Directors of the Company has appointed Mr. N. Suresh krishnan - Director and Mr. Swapnil Yelgaonkar - Company Secretary, as the persons, responsible for the entire Postal Ballot voting process.