



ZUARI GLOBAL LIMITED

CIN-L65921GA1967PLC000157

Registered Office: Jai Kisaan Bhawan, Zuarinagar Goa 403 726

Website : www.adventz.com, Tel.: 91-0832-2592431, Fax: 91-0832-2555279

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To
The Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the following resolution being circulated for the approval of the members by way of Postal Ballot.

1. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT in supersession of earlier resolutions passed in this regard, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors to mortgage, create charges or hypothecation as may be necessary on all movable and/ or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, to secure all monies already borrowed or to be borrowed for the business of the Company or by its wholly owned Subsidiary, Zuari Infraworld India Limited (ZIIL) whether by way of debentures, loans, or any other securities or otherwise by the Company or by ZIIL within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180 (1) (c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to finalise with the Banks or bodies corporate or persons all such deeds, contracts, instruments, agreements and any other documents for creating the aforesaid mortgages, charges and /or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements, documents and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or officers of the Company to give effect to this resolution."

By Order of the Board of Directors

K.G. Prabhu
Company Secretary

Date: 15th May, 2015
Registered Office: Jai Kisaan Bhawan, Zuarinagar - Goa 403 726
Encl: 1) Postal Ballot
2) Postage Prepaid Business Reply Envelope

ANNEXURE TO THE POSTAL BALLOT NOTICE (Statement setting out the material facts under Section 102 of the Companies Act, 2013)

Item No. 1:

The shareholders vide postal ballot held on 11th September, 2014 considered and authorized the Board of Directors to mortgage, create charge or hypothecation as may be necessary on all movable or immovable properties to secure all monies to be borrowed for the business of the Company.

Zuari Infraworld India Limited (ZIIL), a wholly owned subsidiary of your Company has approached Banks / Financial Institutions / for its fund requirement for various real estate Development Projects. Some of the Banks/Financial Institutions/ have indicated that they would consider ZIIL's request provided the holding Company i.e. Zuari Global Limited gives a security for the credit facilities extended to ZIIL.

For the said security ZGL is offering part of its immovable property as security to lenders of ZIIL and it requires approval of the shareholders u/s 180 (1) (a) of the Companies Act, 2013.

The Board of Directors accordingly recommend the Special Resolution set out at Item No. 1 of the accompanying postal ballot notice for the approval of the Members.

None of the Directors, Managing Directors, Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the aforesaid Resolution except to the extent of their shareholding, if any.

By Order of the Board of Directors

Date: 15th May, 2015
Registered Office: Jai Kisaan Bhawan, Zuarinagar - Goa 403 726
Encl: 1) Postal Ballot
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K.G. Prabhu
Company Secretary

NOTES:

1. An Statement as required under Section 102 of the Companies Act, 2013 and read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the business specified above along with the material facts is annexed hereto.
2. As per Section 110 of the Companies Act, 2013 read with Rules thereunder the item of business set out in the Notice above is sought to be passed by Postal Ballot.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the closure of business hours on 1st August , 2015.
4. The Board of Directors has appointed **CS Shivaram Bhat, Practicing Company Secretary, failing him, CS Shubhangi Baichwal, Practicing Company Secretary** as Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot notice is being sent to all the members by electronic mode, whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforementioned documents are being sent in the permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
6. The Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to shares@adventz.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 1st August, 2015.
9. A Member cannot exercise his/her vote by proxy on postal ballot.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on 22nd September, 2015 at 4.00 p.m. the registered office and will also be displayed on the website of the Company (www.adventz.com), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
11. The date of declaration of results of the Postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. All documents referred to in the postal ballot notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered office of the Company between 10.00 A.M. and 1.00 P.M. on all working days except Saturdays and Sundays upto 21st September, 2015.
13. **Instructions for Voting by Physical Postal Ballot Form :**
Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 P.M.) on 21st September, 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.00 P.M. on 21st September, 2015, it will be considered that no reply from the Member has been received

14. Voting through electronic means

The Company is offering E-Voting facility also as an alternate mode to Individual Members as required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, which would enable you to cast your votes electronically, instead of Physical Postal Ballot form. For this purpose, the Company has entered into an agreement with M/s CDSL for facilitating e-Voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.

The detailed instructions and procedure for e-voting is given below:

In case of members receiving e-mail:

- I. The shareholders should log on to the e-voting website www.evotingindia.com.
- II. Click on Shareholders.
- III. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,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 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- 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 Creation' 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 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 EVSN for the relevant <Company Name> on which you choose to vote.
- 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 Resolution 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 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 and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - ? The list of accounts should be mailed to 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 Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com.

In case of members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
15. The e-voting period commences on 21st August, 2015 (10:00 A.M.) and ends on 21st September, 2015(05.00 P.M.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. 1st August,2015, may cast their vote electronically. The e-voting module shall be disabled by CSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
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POSTAL BALLOT FORM

1. Name & Registered Address of :
the first named shareholder

2. Name(s) of the Joint Holder(s), (If any) :

3. Registered Folio Number/ :
DP ID No. /Client ID No.*
*(Applicable to investors holding
Shares in dematerialized form)

4. Numbers of Share(s) held :

5. (E-Voting Sequence Number) : 150805011

I/We hereby exercise my/our votes in respect of the Special Resolution set out in the Notice dated 15th May, 2015 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolution by placing the (✓) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid) :

Sr. No.	Description	Type of Resolution	No. of Equity shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Resolution to mortgage, hypothecate, otherwise charge, dispose off as may be necessary of all immovable and movable properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013 to secure all monies already borrowed or to be borrowed for the business of the Company or by its wholly owned Subsidiary Zuari Infraworld India Limited (ZIIL), and authorizing the Board of Directors to perform all such acts, deeds and things as may be necessary, desirable or expedient in connection therewith.	Special			

Email id:

Place :

Date :

Signature of Member(s)

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING YOUR VOTE

INSTRUCTIONS

General Instructions:

1. This Ballot form is provided for the benefit of the members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. The members can opt for only one mode of voting i.e. either by post or e-voting. If the members opt for e-voting, they should not vote by post and vice-versa. In case members cast their vote by post as well as e-voting, then voting done by e-voting will prevail and voting done by post shall be considered as invalid.
3. For detailed instructions on evoting , please refer the instructions appended to the Postal Ballot Notice.

Process and manner for members opting to vote by using the Physical Postal Ballot Form.

1. A shareholder desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company/Depository Participant. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of the member may vote on the Postal Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
3. Voting period commence on and from 21st August ,2015 at 10 A.M. and ends on 21st September,2015 at 5.00 P.M. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 P.M.) on 21st September, 2015. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 21st September, 2015 providing sufficient time for postal transit.
4. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 1st August, 2015.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
6. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
7. The exercise of vote by Postal Ballot is not permitted through proxy.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
9. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A ballot form will be rejected if it is received torn, defaced or mutilated to an extent which will makes it difficult for the scrutinizer to indentify either the member or the number of votes or to whether the votes are in favor or against or if the signature cannot be verified.
10. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
12. The result of the voting on the resolution will be declared at the Registered office of the Company on 22nd September, 2015 at 4.00 P.M. The results will be informed to the stock exchanges and hosted on the Company's website www.adventz.com on the very day itself.
13. Kindly note that any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to: The Company Secretary, Zuari Global Limited, Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726. Tel. No.: +91-0832-2592509, Fax No.: +91-0832-2555279, Email: shares@adventz.com.