



adventz

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-Ninth Annual General Meeting of the Members of Zuari Global Limited will be held on **Thursday, the 28th September, 2017 at 10.00 A.M.**, at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa - 403726 to transact the following business:

Ordinary Business :

1. To receive, consider and adopt :
 - a) The Audited Financial Statements of the Company for the year ended 31st March, 2017 including Audited Balance Sheet for the year ended 31st March, 2017 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, 2017 including Audited Consolidated Balance Sheet for the year ended 31st March, 2017 and the Consolidated Statement of Profit and Loss Account for the year ended on that date and the Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2017.
3. To appoint a Director in the place of Mrs. Jyotsna Poddar, (DIN 00055736), who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and in this regard, to pass the following resolution as an 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, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Walker Chandiok & Co., LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (FRN 301003E/E300005), to hold office from the conclusion of this Annual General Meeting until the conclusion of the 54th Annual General Meeting, subject to ratification by members at every Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

Special Business:

5. Appointment of Mr. J. N. Godbole as an Independent Director:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. J.N. Godbole (DIN 00056830), who was appointed as Additional Director upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of three years.

6. Re-appointment of Mrs. Jyotsna Poddar, as Whole-Time Director of the Company:

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

RESOLVED THAT pursuant to the provisions of Section 2(94), 2(78), 196, 197, 198, 199, 200 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (for the time being in force) and Articles of Association of the Company and subject to such approvals, permissions, and sanctions, as may be required,

and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions, sanctions, approval of the shareholders be and is hereby accorded for re-appointment and remuneration of Mrs. Jyotsna Poddar (DIN:00055736) as Whole-Time Director of the Company for a further period of 5 years w.e.f. 1st April, 2017 as per details contained in the Statement annexed to this notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the company (hereinafter referred to as the 'Board' which term shall be deemed to include Nomination and Remuneration Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised to vary, increase, enhance, or widen from time to time the terms and conditions of appointment and remuneration of the Whole-Time Director for the period 1st April, 2017 to 31st March, 2022 within the scale of basic salary of Rs.3.30 lakhs per month to Rs 10 lakhs per month, as may be deemed fit and proper.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of the Whole-Time Director, the Company has no profits or its profits are inadequate to pay the remuneration to Mrs. Jyotsna Poddar as Whole-Time Director and any increase thereof which may exceed the limits provided in Section I or II of Schedule V of the Companies Act, 2013, consent of the Company be and is hereby accorded to pay her the same remuneration and increase thereof as stated in the explanatory statement annexed to the notice, as and by way of minimum remuneration, during her tenure of 5 years with effect from 1st April, 2017 to 31st March, 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

By Order of the Board of Directors

Sachin Patil
Asst. Company Secretary
ACS No. 31286

Date: 19th May, 2017
Registered Office: Jai Kisaan Bhawan,
Zuarinagar-Goa 403 726

NOTES:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 5 & 6 of the Notice, is annexed hereto. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting under Item Nos. 3 & 5 is also annexed hereto.

2. Appointment of Statutory Auditors:

In pursuance of the provision of Section 139 of the Companies Act, 2013(" Act") read with the Companies (Audit and Auditors) Rules, 2014, it is mandatory for the Company to rotate the existing Auditors, as they have completed the maximum term permitted thereunder. The Board of Directors of the Company, based on the recommendations of the Audit Committee, had recommended the appointment of M/s. Walker Chandiook & Co., LLP, Chartered Accountants, (FRN 001076N/N500013) as the Statutory Auditors of the Company to hold office from the conclusion of 49th Annual General Meeting till the conclusion of 54th Annual General Meeting.

M/s. Walker Chandiook & Co., LLP, Chartered Accountants, has accorded its consent to the aforesaid appointment and confirmed that the appointment, if made, shall be within the limits laid down by or under the authority of the Act. M/s. Walker Chandiook & Co., LLP, Chartered Accountants, has further confirmed that it is eligible for appointment as Auditors under the Act and not disqualified for the proposed appointment under the Act and the rules made thereunder. The Board recommends the resolution set out at item No. 4 of the notice for approval of members.

3. **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.
4. 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.

5. **INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.** Proxies/Representation Letter submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable. A Proxy form is attached herewith.
6. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice is given to the company.
7. 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.
8. 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.
9. The Company's Registrar & Share Transfer Agents (RTA) are :
Link Intime India Pvt. Limited
C 101, 247 Park
L.B.S. Marg, Vikhroli (W)
Mumbai – 400 083
Tel : 022-49186000
Fax : 022-49186060
Email : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.com
10. The Register of Members and Share Transfer Books of the Company remained closed from 15th July, 2017 to 22nd July, 2017 (both days inclusive) for the purpose of payment of the dividend for the financial year ended 31st March, 2017.
11. The dividend on equity shares for the financial year ended 31st March, 2017, 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 22nd July, 2017, after giving effect to all valid share transfer documents lodged with the Company on or before 14th July, 2017.
 - (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 14th July, 2017.
12. 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 31-03-2017 for a period of 7 years from the date they became due for payment, have been transferred to the Investors Education & Protection Fund (IEPF) 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 2009-10
 - b. Interest on deposits paid on March 2009 to February 2010.
 - c. Principal amount of deposits matured during March, 2009 to February, 2010.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.
13. The company has uploaded the details of unpaid and unclaimed amount lying with the Company as on the date of last AGM i.e. on the website of the Company (www.adventz.com) as well as on the website of the Ministry of Company 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
31-03-2010	27-09-2010	26-09-2017	25-10-2107
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
31-03-2016	30-09-2016	29-09-2023	28-10-2023

14. 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 Investor Education and Protection Fund. No claim thereof shall lie against the Company after such transfer.
15. Shareholders 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).
16. 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.
17. 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.
18. 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.
19. Electronic copy of the Notice of the 49th Annual General Meeting along with instruction for e-voting, Attendance Slip and Proxy Form and the Annual Report for 2016-17 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 2016-17 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. are being sent in the permitted mode.
20. Members may also note that the Notice of the 49th Annual General Meeting of the Company and the Annual Report for F.Y. 2016-17 will also be available at the Company's website 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.
21. Shareholders are requested to notify any change of address in their postal/mail or email address:
 - i. To their Depository Participants (DPs) in respect of the shares held in demat form and
 - ii. To the Company to its Shares Department at the Registered Office at Jai Kisaan Bhawan, Zuarinagar, Goa – 403726 in respect of the shares held in physical form.
 - iii. In case the mailing address registered with us is without the PINCODE, kindly inform the same to DP or the Company, as mentioned above.
22. The Company has been maintaining, inter-alia, the following statutory registers at its Registered Office, which are open for inspection, on all working days (i.e. Monday to Friday) during business hours, in terms of the applicable provisions of the Companies Act, 2013 (Act) by Members and others as specified below:

- (i) Register of Contracts or arrangements in which directors are interested under Section 189 of the Act. The said register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
 - (ii) Register of Directors & Key Managerial Personnel and their shareholding under Section 170 of the Act. The said register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the meeting.
23. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards a Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant, if shares are held in electronic mode.
24. A route map showing directions to reach the venue of the Forty Ninth AGM is annexed herewith.

25. Voting Process :

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

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide the members the facility to exercise their right to vote at the 49th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by CDSL.

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.
- II. Click on "shareholders" tab.
- 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,
 - 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 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)
	Member 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. The Sequence Number is printed in BOLD along with name and address on sticker affixed on envelope.
	In case of 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 than 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. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank Details filed as mentioned in instruction (iii)

- VII. After entering these details appropriately, click on “SUBMIT” tab.
- VIII. Members holding shares in physical form will the 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 the password is to be also used by the demat holders for voting for resolutions of an 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) 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 o “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 Login Password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- XVII. Note for Non-Individual Shareholders & Custodians:
- Non- Individual shareholder (i.e. other than individuals, HUF, NRI,etc.) and Custodians 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 compliance user should be created using the admin login and password. The Companies users would be able to link the depository account(s) / folio numbers on which they wish to vote on.
 - The list of account linked in the login should 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.

B. Commencement of e-voting :

The e-voting period commences on **Monday, 25th September, 2017** at **10.00 A.M.** and ends on **Wednesday, 27th September, 2017** 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 **Thursday, 21st September, 2017**, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Members shall not be allowed to change it subsequently.

C. General instruction/information for Members for voting on the Resolutions:

- a. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the company, subject to the provisions of the section 108 of the Companies Act, 2013 and Rules made

- thereunder, as amended, as on the cut off date, being Thursday, 21st September, 2017.
- 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 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 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, besides being communicated to Stock Exchanges.
 - e. Any person, who acquires shares of the Company becomes member of the Company after dispatch of the notice and holding shares as of cut off date i.e. Thursday, 21st September 2017, may obtain the sequence number for voting by sending request to rnt.helpdesk@linkintime.co.in in case he/she has not updated the PAN with the Company/DP. However, if you are already registered with 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 : Appointment of Mr. J. N. Godbole as an Independent Director:

Mr. J.N. Godbole was appointed as an Additional Director of the Company in the category of Independent Director w.e.f. 9th September, 2016. At the 48th Annual General Meeting i.e. 30th September, 2016 he vacated the office as Additional Director. The Board of Directors of the Company at its meeting held on 30th September, 2016 appointed him as Additional Director in the category of Independent Director for a period of 3 years w.e.f 30th September, 2016. His term as Additional Director is upto the conclusion of 49th Annual General Meeting.

In terms of section 164 of the Act, Mr. J.N. Godbole is not disqualified from being appointed as a Director of the Company. The Company has also received declaration from Mr. J.N.Godbole, that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr .J.N.Godbole, as an Independent Director of the Company.

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

Mr. J.N. Godbole is a Chemical Engineer from IIT Powai with qualifications in financial management from Bajaj Institute of Management Studies, University of Bombay.

Mr. Godbole has 37 years of diversified experience ranging from Production-In-Charge in a private sector SSI, Development banker with IDBI -the Apex term lending Development Bank of the Govt. of India to Advisor to State Govt. of Sabah in Malaysia.

Except, Mr. J.N.Godbole, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the said resolution.

Hence, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

Item No.6 Re-appointment of Mrs. Jyotsna Poddar, 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, 2012.

The term of Mrs. Jyotsna Poddar as Whole-Time Director ended on 31st March, 2017.

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, is the Chairperson of Lionel India Limited.

Considering Mrs. Jyotsna Poddar's experience and skills, the Board at its meeting held on 9th February, 2017 approved the re-appointment of Mrs. Jyotsna Poddar, as Whole-Time Director of the Company, subject to the

approval of members for a further period of 5 years w.e.f. 1st April, 2017.

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

01. Salary: Rs.3.30 lakhs per month in the range of Rs.3.30 lakhs to Rs.10.00 lakhs with such annual increments as may be determined by the Board or the Sub Committee of the Board of Directors.
02. Other Allowances : Rs.2.00 lakhs per month
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
 - 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.

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.

Hence, the Board recommends the resolution set out at Item No. 6 of the Notice for Shareholders' approval as an Ordinary Resolution.

By Order of the Board of Directors

Sachin Patil
Asst. Company Secretary
ACS No. 31286

Date: 19th May, 2017
Registered Office: Jai Kisaan Bhawan,
Zuarinagar-Goa 403 726

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

Name of the Director	Mrs. Jyotsna Poddar	Mr. J. N. Godbole
DIN	00055736	00056830
Date of Birth	26/07/1950	17/02/1945
Nationality	Indian	Indian
Date of appointment	15-05-2009	30-09-2016
Qualifications	B.A. (Hons.)	Chemical Engineer from IIT Powai with qualifications in financial management from Bajaj Institute of Management Studies, University of Bombay.

Inter-se relationship with Directors of the Company	Wife of Mr. Saroj Kumar Poddar, Chairman	NIL
Expertise in Functional area	Mrs. 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. Godbole has 37 years of diversified experience ranging from Production-In-Charge in a private sector SSI, Development banker with IDBI -the Apex term lending Development Bank of the Govt. of India to Advisor to State Govt. of Sabah in Malaysia
Appointment/Re-appointment	Re-appointment	Appointment
Directorship held in other Companies (excluding foreign Companies & section 8 Companies as on 31 st March, 2017.	<ol style="list-style-type: none"> 1. Lionel Edwards Ltd. 2. Lionel India Ltd. 3. Nilgiri Plantations Ltd. 4. Ronson Traders Ltd. 5. Sangha Shree Investment & Trading Co. Ltd. 6. Syndak Teatech Ltd., 7. Yashovardhan Investment & Trading Co. Ltd. 8. Texmaco Infrastructure & Holdings Ltd. 9. Adventz Homecare Pvt. Ltd. 10. Abhishek Holdings Pvt. Ltd. 	<ol style="list-style-type: none"> 1. J. K. Cement Limited 2. Emami Paper Mills Limited 3. Gujarat Alkalies And Chemicals Limited 4. Saurashtra Cement Limited 5. Kesar Terminals & Infrastructure Limited 6. Zuari Agro Chemicals Limited 7. Embio Limited 8. Kesar Multimodal Logistics Limited
Membership / Chairmanship in other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 st March, 2017	Nil	<ol style="list-style-type: none"> 1. Gujarat Alkalies And Chemicals Limited- Chairman of Audit Committee 2. Embio Limited- Member of Audit Committee 3. Emami Paper Mills Limited- Chairman of Audit Committee 4. Kesar Terminals & Infrastructure Limited - Member of Audit Committee 5. Zuari Agro Chemicals Limited- Chairman of Stakeholders Relationship Committee. 6. Kesar Multimodal Logistics Limited – Member of Audit Committee 7. J. K. Cement Limited- Member of Audit Committee
Number of Shares held in the Company	71621	Nil

The above Directors seeking appointment /re-appointment at the 49th Annual General Meeting are not disqualified from being appointed as Directors 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 _____ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th Annual General Meeting of the Company to be held on Thursday, 28th September, 2017 at 10.00 a.m., at the Registered Office of the Company at "JaiKisaan 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 Audited Financial Statements for the year ended 31st March, 2017		
	b)Adoption of Audited Consolidated Financial Statements for the year ended 31st March, 2017		
2	To declare dividend on Equity Shares for the financial year ended 31st March, 2017		
3	Re-appointment of Mrs. Jyotsna Poddar,(DIN: 00055736) who retires by rotation and being eligible offers herself for re-appointment.		
4	To appoint M/s. Walker Chandok & Co., LLP, Chartered Accountants as Statutory Auditors from the conclusion of this 49th AGM until conclusion of the 54th AGM.		
SPECIAL BUSINESS			
5	Appointment of Mr. J.N.Godbole as an Independent Director		
6.	Re-appointment of Mrs. Jyotsna Poddar, as Whole Time Director		

Signed this _____ day of _____, 2017

Signature of shareholder

Signature of first Proxy holder

Signature of Second Proxy holder

Signature of third Proxy holder

Affix
Revenue
Stamp of
Rs. 1



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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL Joint shareholders may obtain additional Slip at the venue of the meeting.

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

Name and Address of the Shareholder _____

I/We hereby record my / our presence at the 49th Annual General Meeting of the Company on Thursday the 28th day of September, 2017 at the Registered Office of the Company at "JaiKisaan Bhawan", Zuarinagar, Goa 403 726 at 10:00 a.m.

*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 carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
4. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 49th 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. Please complete all details including details of member(s) in above box before submission.
7. All the Members wishing to ask questions during the 49th Annual General Meeting should forward them to the registered office, 7 days before the date of annual general meeting.

Road map of 49th Annual General Meeting

