



**ZUARI GLOBAL LIMITED**

**CIN: L65921GA1967PLC000157**

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

E-mail: [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com), Website: [www.adventz.com](http://www.adventz.com), Tel.: 0832-2592180/81

**POSTAL BALLOT NOTICE**  
**[ONLY THROUGH E-VOTING]**

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

**To**  
**The Members,**

**Notice** is hereby given to the members of Zuari Global Limited (“the Company”) pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 (“**Act**”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 General Circular No. 20/2021 dated December 8, 2021 along with General Circular Nos. 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) and pursuant to the laws and regulations, that the resolutions appended below are proposed to be passed by the Members through Postal ballot by electronic voting (“**remote e-voting**”).

**Special Business:**

**1. Appointment of Mr. Sushil Kumar Roongta (DIN:00309302) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sushil Kumar Roongta (DIN: 00309302), in respect of whom the Company has received a notice in writing from a member under Section 160 of the of the Companies Act, 2013, proposing his candidature for appointment as Director, be and is hereby appointed as an

Independent Director of the Company for a period of five (5) years with effect from 15<sup>th</sup> March, 2022 to 14<sup>th</sup> March, 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for continuation of directorship of Mr. Sushil Kumar Roongta even after he attains the age of 75 years, during his tenure as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they deem necessary in this connection.”

## **2. Appointment of Mr. Athar Shahab (DIN:01824891) as 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 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), Mr. Athar Shahab (DIN 01824891), who was appointed as Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they deem necessary in this connection.”

## **3. Appointment of Mr. Athar Shahab (DIN:01824891) as Managing Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 2(54), 2(78), 196, 197, 198,199, 200, 203 and all other applicable provisions of the Companies Act, 2013 (“ the Act”) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and such approvals, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Athar Shahab (DIN: 01824891) as Managing Director and Key Managerial Personnel (KMP) of the Company for the period from 15<sup>th</sup> February, 2022 to 13<sup>th</sup> November, 2024 at a consolidated remuneration of Rs.2.65 Crores per annum (inclusive of Provident Fund, Gratuity and all Retiral benefits and allowances etc.), with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board of Directors and Mr. Athar Shahab.

RESOLVED FURTHER THAT the initial appointment and continuance of Mr. Athar Shahab as “Joint Managing Director” of the Company during the period 14<sup>th</sup> November, 2021 to 14<sup>th</sup> February, 2022 and the payment made to him for the said period on his present terms of appointment as Managing Director also stands approved and ratified.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they deem necessary in this connection.”

By Order of the Board  
For **Zuari Global Limited**

**Regd. Office:**

Jai Kisaan Bhawan, Zuarinagar  
Goa 403 726  
Date: March 07, 2022

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

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in respect of the business specified above is annexed hereto.
2. 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 Friday, 4<sup>th</sup> March 2022. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. Friday, 4<sup>th</sup> March 2022. The person who is not a member as on cut-off date should treat this notice for information purpose only.
4. The resolution, if passed by requisite majority, shall be deemed to have been passed on Thursday, 7<sup>th</sup> April, 2022, i.e. last day of the voting period.
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 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 purpose.
6. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
7. A Member cannot exercise his/her vote by proxy on Postal Ballot.
8. Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No.: F-4848) has been appointed by the Board of Directors of the Company vide their circular resolution approved on 3<sup>rd</sup> March, 2022, as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.
9. The Scrutinizer shall submit a consolidated report after the completion of scrutiny of the votes received through remote e-voting to the Chairman of the Company, or any other Director or Company Secretary of the Company, authorized by the Chairman. The result of the voting by Postal Ballot will be announced on or before 8<sup>th</sup> April, 2022 and will be displayed on the website of the Company at [www.adventz.com](http://www.adventz.com). The same shall also be communicated to the Stock Exchanges.

10. The voting period will commence from Wednesday, 9<sup>th</sup> March, 2022, IST at 10.00 a.m. and will end on Thursday, 7<sup>th</sup> April, 2022, IST at 5.00 p.m.
11. Members may please note that the Postal Ballot Notice will also be available on the Company's website [www.adventz.com](http://www.adventz.com), websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com), [www.bseindia.com](http://www.bseindia.com), and on the website of Link Intime India Private Limited i.e. [www.linkintime.co.in](http://www.linkintime.co.in) respectively.
12. All the material documents referred to in the Postal Ballot Notice and Explanatory Statement and other statutory registers will be available for inspection through electronic mode. Members may write to the Company on [ig.zql@adventz.com](mailto:ig.zql@adventz.com) for inspection of said documents.

### **13. Voting Process: EVENT No. 220055**

#### **Voting through Remote E-voting**

The instructions for shareholders voting electronically are as under:

The Remote e-voting period will begin on 9<sup>th</sup> March, 2022 at 10.00 a.m. and end on 7<sup>th</sup> April, 2022 at 5:00 p.m. During this period, shareholders of the Company as on the cut-off date, i.e., 4<sup>th</sup> March, 2022, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LIPL) for voting thereafter.

In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed LIPL for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").

Shareholders are advised to update their mobile number and email id in their demat accounts to access e-Voting facility.

The detailed procedure is mentioned below:

#### **Remote e-Voting Instructions for shareholders:**

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

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.

- After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

- Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi./Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

#### ❖ **Individual Shareholders (holding securities in demat mode) & login through their depository participants**

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be

redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
  - Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
    - A. User ID:** Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
    - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
    - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
      - Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
  - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click “confirm” (Your password is now generated).
2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

❖ **If Individual Shareholders holding securities in Physical mode have forgotten the password:**

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

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

❖ **Cast your vote electronically**

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
2. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **Guidelines for Institutional shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

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

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the company, subject to the provisions of the section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut off date, being Friday, 4<sup>th</sup> March 2022.
- Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. F-4848) has been appointed by the Board of Directors of the Company vide their circular resolution approved on 3<sup>rd</sup> March, 2022, as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.
- The Scrutinizer shall immediately after completion of remote e-voting, first count the votes casted through remote e-voting, thereafter, unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company.
- The Scrutinizer shall submit a consolidated report after the completion of scrutiny of the votes received remote e-voting to the Chairman of the Company, or any other Director or Company Secretary of the Company, authorized by the Chairman. The result of the voting by Postal Ballot will be announced on or before Friday, 8<sup>th</sup> April, 2022 and the same shall be displayed on the website of the Company at [www.adventz.com](http://www.adventz.com) and on the website of Link Intime India Private Limited and the same shall also be communicated to the Stock Exchanges.
- Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.

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

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

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

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

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No.1:**

#### **Appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) as an Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide its approval dated 03<sup>rd</sup> March 2022 through circulation, has appointed Mr. Sushil Kumar Roongta (DIN - 00309302) as an Additional Director of the Company in the category of Independent Director subject to the approval of members of the Company.

Pursuant to Regulation 17(1C) effective from 1<sup>st</sup> January 2022, the Company is required to get the approval of shareholders for appointment of a person on the Board of Directors within a period of three months from the date of appointment.

Therefore, Company is seeking the approval of members by way of this Postal Ballot Notice.

A notice has been received in writing by a member under Section 160 of the Companies Act, 2013 proposing appointment of Mr. Sushil Kumar Roongta as an Independent Director of the Company for a period of 5 (five) years with effect from 15<sup>th</sup> March, 2022 to 14<sup>th</sup> March, 2027. If appointed, he shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof within the approved limits.

Considering the vast experience of Mr. Roongta in diversified fields which would be beneficial to the Company, it has been proposed to appoint Mr. Roongta as an Independent Director on the Board.

In the opinion of the Board, Mr. Sushil Kumar Roongta fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering the vast experience in diversified fields the Board has recommended the appointment of Mr. Roongta for period of 5 years and that during the course of term of appointment of Mr. Roongta as an Independent Director, he will be attaining the age of 75 years. Hence, it is requested to approve continuation of his directorship on the Board of Directors of the Company by way of passing special resolution.

The brief profile and other particulars of Mr. Roongta as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

Mr. Roongta is interested in the Resolution set out at Item No. 1 of the Notice in regard to his appointment. The relatives of Mr. Roongta may be deemed to be interested in the Resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above appointment. The Board accordingly places the Special Resolution set out at Item No. 1 of the Notice for approval of the members.

## **Item No.2 & 3**

### **Appointment of Mr. Athar Shahab (DIN:01824891) as Director of the Company**

Mr. Athar Shahab (DIN - 01824891) was appointed by the Board as an Additional Director with effect from 14<sup>th</sup> November 2021, in terms of provisions of Section 161 of the Companies Act, 2013, and Rules made thereunder.

The Company has received a notice from a member proposing candidature of Mr. Athar Shahab, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Pursuant to Regulation 17(1C) effective from 1<sup>st</sup> January 2022, the Company is required to get the approval of shareholders for appointment of a person on the Board of Directors within a period of three months from the date of appointment.

Therefore, Company is seeking the approval of members by way of this Postal Ballot Notice.

Mr. Athar Shahab has done PG Diploma in Business Management from XLRI, Jamshedpur with specialisation in Finance and Marketing. He has been bestowed with Maxi Gold Medal for excellence in Marketing. He also holds a bachelor degree in Civil Engineering from VSS University of Technology, Burla (VSSUT). He has more than 31 years of rich experience across project finance, advisory, investment, project management and general management. He has a demonstrated track record of building businesses, developing appropriate strategies, plans, systems and processes and running operations. He possesses a deep understanding of the regulatory landscape and business risks. He has worked with L&T, Vedanta Group, IDFC, AES Corp., Shamil Bank and ICICI Limited previously.

Mr. Shahab has made significant contribution to development of credible policy frameworks for private sector participation in infrastructure in India and has also assisted PM's Taskforce on Infrastructure. He has played important policy advocacy role at CII and FICCI as a Member of their respective National Committees on Infrastructure including chairing the CII Committee on Highways for several years. He is also a member of CII National Committee on Power.

### **Appointment of Mr. Athar Shahab (DIN:01824891) as a Managing Director of the Company**

Mr. Athar Shahab (DIN:01824891) was appointed by the Board as Joint Managing Director and Key Managerial Personnel with effect from 14<sup>th</sup> November 2021.

The designation of Mr. Athar Shahab was changed from "Joint Managing Director" to "Managing Director" of the Company as approved by the Board of Directors of the Company vide its meeting held on 14<sup>th</sup> February 2022 and effective from 15<sup>th</sup> February 2022.

Pursuant to Regulation 17(1C) effective from 1<sup>st</sup> January 2022, the Company is required to get the approval of shareholders for appointment of a person on the Board of Directors within a time period of three months from the date of appointment.

Therefore, Company is seeking the approval of members by way of this Postal Ballot Notice.

Considering Mr. Athar Shahab's rich experience in wide range of industries, it is felt appropriate to appoint Mr. Athar Shahab as Managing Director of your Company for a period upto 13<sup>th</sup> November 2024 at a consolidated remuneration of Rs.2.65 Crores per annum (inclusive of Provident Fund, Gratuity and all Retiral benefits and allowances etc.), with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board of Directors and Mr. Athar Shahab.

Mr. Athar Shahab is not related to any Director or any other Key Managerial Personal of the Company.

Except Mr. Athar Shahab, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Item No. 2 & 3 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 2 and Special Resolution as set out at Item No. 3 for approval by the Members.

The brief profile and other particulars of Mr. Athar Shahab as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

By Order of the Board  
For **Zuari Global Limited**

**Regd. Office:**

Jai Kisaan Bhawan, Zuarinagar  
Goa 403 726  
Date: March 07, 2022

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

**The brief profile and other particulars of Directors seeking appointment, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings (“SS-2”):**

Name of the Director	Mr. Sushil Kumar Roongta	Mr. Athar Shahab
DIN	00309302	01824891
Date of Birth	09/05/1950	12/08/1968
Age (in years)	71	53
Nationality	Indian	Indian
Relationship between directors inter-se	N.A.	N.A.
Date of First Appointment	15/03/2022	14/11/2021
Qualification	Electrical Engineering graduate from BITS, Pilani and PG Diploma in Business Management (International Trade) from IIFT, New Delhi	PG Diploma in Business Management from XLRI, Jamshedpur
Functional Expertise & Experience including brief resume	<p>Mr. Roongta is an Electrical Engineering graduate from BITS, Pilani and PG Diploma in Business Management (International Trade) from IIFT, New Delhi – Gold Medallist. He is regarded as an expert on Strategy and Turnaround in Manufacturing industry in India. He has the distinction of successfully helping the role of CEO for major public and private sector companies across diverse sectors – Steel, Aluminium and Power Infrastructure. He presently serves as Director on the Board of several Companies in diverse fields namely ACC Limited, Jubilant Pharmova Limited, J.K. Paper Limited, Hero Steels Limited, Jubilant Ingrevia Limited and Titagarh Wagons Limited, etc. He had earlier served as Independent Director on the Boards of Axis Bank Limited, Hindustan Petroleum Corporation Limited (HPCL), The Shipping Corporation of India Limited (SCI) &amp; NLC India Limited (formerly known as Neyveli Lignite Corporation Limited). He is a recipient of several awards including</p>	<p>Mr. Athar Shahab has specialisation in Finance and Marketing and he has been bestowed with Maxi Gold Medal for excellence in Marketing. He is also a bachelor in civil engineering from VSS University of Technology, Burla (VSSUT). He is having more than 31 years of rich experience across project finance, advisory, investment, project management and general management. He has a demonstrated track record of building businesses, developing appropriate strategies, plans, systems and processes and running operations, understanding of the regulatory landscape and risks. He has a work stint with L&amp;T, Vedanta Group, IDFC, AES Corp., Shamil Bank and ICICI Limited.</p>

	SCOPE award for 'Excellence and Outstanding Contribution to the Public Sector Management' – Individual Category and IIM-JRD Tata Award for 'Excellence in Corporate Leaders in Metallurgical Industries 2016'.	
Skills and capabilities required for the proposed appointment	<ul style="list-style-type: none"> <li>- Expert on Strategy and Turnaround in Manufacturing industry in India;</li> <li>- Understanding of the micro aspects of the business at ground level coupled with global and strategic vision;</li> <li>- Experience in significant improvements in asset utilization, financial and operational performance and taking strategic steps;</li> <li>- Experts on Reform in the Central PSEs.</li> </ul>	<ul style="list-style-type: none"> <li>- Experience across project finance, advisory, investments, project management and general management;</li> <li>- Proficient track record of building businesses, developing appropriate strategies, plans, systems and processes and running operations;</li> <li>- Excellent relationship skills, strong analytical and problem solving abilities.</li> </ul>
Appointment/Re-appointment	Appointment	Appointment
Terms and Conditions of appointment/ re-appointment	As per Explanatory Statement	As per Explanatory Statement
Directorship held in other listed companies (excluding foreign companies & Section 8 companies) as on 07 March, 2022	<ol style="list-style-type: none"> <li>1. ACC Limited</li> <li>2. JK Paper Limited</li> <li>3. Jubilant Pharmova Limited (formerly Jubilant Life Sciences Limited)</li> <li>4. Jubilant Ingrevia Limited</li> <li>5. Titagarh Wagons Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Gobind Sugar Mills Limited</li> <li>2. Texmaco Infrastructure &amp; Holdings Limited</li> </ol>
Listed entities from which the person has resigned in the past three years	<ol style="list-style-type: none"> <li>1. CL Educate Limited</li> <li>2. Jubilant Industries Limited</li> </ol>	N.A.
Membership/Chairmanship of Committees of other public limited companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 07 March, 2022*	<ol style="list-style-type: none"> <li>1. ACC Limited – Member of Audit Committee</li> <li>2. Jubilant Ingrevia Limited – Chairman of Audit Committee and Member of Stakeholders' Relationship Committee</li> <li>3. Hero Steels Limited - Chairman of Audit Committee</li> <li>4. Great Eastern Energy Corporation Limited – Member of Audit Committee</li> </ol>	N.A.
Number of shares held in the Company :		
a) Self	Nil	Nil
b) as beneficiary	Nil	Nil

Remuneration last drawn	Nil	Consolidated remuneration of Rs.2.65 Crores per annum (inclusive of Provident Fund, Gratuity and all Retiral benefits and allowances etc.)
Remuneration proposed to be paid	Sitting fees will be paid	Consolidated remuneration of Rs.2.65 Crores per annum (inclusive of Provident Fund, Gratuity and all Retiral benefits and allowances etc.)
Number of meetings of the Board attended during the year.	N.A.	1
Resignation from the directorship of the listed companies in the past three years		Nil

*\*Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, viz. Audit Committee and Stakeholders' Relationship Committee.*