



## ZUARI GLOBAL LIMITED

CIN: L65921GA1967PLC000157

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

Tel: 91-0832-2592431, Fax: 91-0832-2555279

E-mail: shares@adventz.com , Website: www.adventz.com

### POSTAL BALLOT NOTICE

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

To

**The Member,**

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modifications or reenactment thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through Postal ballot / electronic voting (remote e-voting).

**Special Business:**

#### **1. Giving of Loan or Guarantee or Security**

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

RESOLVED THAT pursuant to the provisions of Section 185, 186 and any other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued there under (including any statutory modifications, clarifications, exemptions or re-enactments thereof from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws, the Memorandum and Articles of Association of the Company, and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), consent of the Company be and is hereby accorded to the Board of Directors for making of loan(s) including loan represented by way of book debts (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken, in one or more tranches, by Zuari Agro Chemicals Limited ("ZACL"), of an aggregate outstanding amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores only) on such terms and conditions as may be mutually agreed between the Company and ZACL.

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 any committee thereof) be and are hereby authorised to negotiate and decide from time to time, the terms and conditions, execute necessary documents, papers, agreements, etc for the aforesaid grant of Loans and/or issue of guarantee and/or providing security to ZACL and to do all such acts, deeds and things and to give such directions as may be necessary or expedient in its absolute discretion as it deems fit and such decisions shall be final and binding on the Company and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of directors or any other officer in this regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable, in order to give effect to this resolution in the best interest of the Company.

#### **2. To approve the loan to Zuari Agro Chemicals Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

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

RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the enabling

provisions of the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded to grant a loan ("Loan") of up to Rs. 300 crores (Rupees Three Hundred Crores only) to Zuari Agro Chemicals Limited ("ZACL"), a 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI Listing Regulations, in one or more tranches, for the business activities of ZACL on such terms and conditions as may be mutually agreed between the Company and ZACL.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one Director and/or Mr. Vijay Kathuria, Chief Financial Officer and/or Mr. Sachin Patil, Asst. Company Secretary and/or Mr. V. Seshadri, Authorised signatory, be and are hereby severally authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable, in order to give effect to this resolution in the best interest of the Company.

**By Order of the Board of Directors**

**Sachin Patil**  
**Asst. Company Secretary**  
**A.C.S. No. 31286**

Date : 24<sup>th</sup> May, 2019  
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 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, 31<sup>st</sup> May, 2019.
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, 31<sup>st</sup> May, 2019. 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 Wednesday 3<sup>rd</sup> July, 2019, 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, unless any member has requested for a physical copy of the same. For members who have not registered their email IDs, physical copy of the Postal Ballot Notice is being sent in the permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope, to their registered addresses.
6. The Members can opt for only one mode of voting, i.e., either by physical Ballot Form or by remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Ballot Forms will be treated as invalid.
7. In case a Member is desirous of obtaining a physical copy of the Postal Ballot Notice and /or Ballot Form, 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 at his/her registered address.
8. A Member cannot exercise his/her vote by proxy on Postal Ballot.
9. Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. 10454) has been appointed by the Board of Directors of the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

10. The Scrutinizer shall submit a consolidated report after the completion of scrutiny of the votes received through physical Ballot Forms and remote e-voting to the Chairman of the Company, or any other Director or Asst. Company Secretary of the Company, authorized by the Chairman. The result of the voting by Postal Ballot will be announced Thursday 4<sup>th</sup> July, 2019 at 4.00 P.M. at the Registered Office of the Company and the same shall be displayed on the Notice Board at the Registered Office and on the website of the Company at [www.adventz.com](http://www.adventz.com). The same shall also be communicated to the Stock Exchanges.
11. All the material documents referred to in the Postal Ballot Notice and Explanatory Statement and other statutory registers will be available for inspection by the Members at the Registered office of the Company during normal business hours on all working days, (i.e. Monday to Friday) up to 3<sup>rd</sup> July, 2019.

#### **Instructions for Voting by Physical Ballot Form:**

Members desirous of exercising their vote by physical Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly filled and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 P.M. on Wednesday 3<sup>rd</sup> July, 2019. 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 Wednesday 3<sup>rd</sup> July, 2019, it will be considered as if reply from the Member has not been received. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope.

#### **Voting through electronic means:**

In accordance with the requirements of Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide remote e-voting facility to its members, for the resolution proposed to be passed through this Postal Ballot. The Board of Directors has appointed Link Intime India Private Limited (LIPL) to provide remote e-voting facility to its members.

**The e-voting period commences on Tuesday, 4<sup>th</sup> June, 2019 at 10. 00 A.M. and ends on Wednesday, 3<sup>rd</sup> July, 2019 at 5.00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. on Friday, 31<sup>st</sup> May, 2019 may cast their votes electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.**

#### **Instructions for shareholders to vote electronically:**

##### **v Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section, register your details and set the password of your choice and confirm (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).

<b>For Shareholders holding shares in Demat Form or Physical Form</b>	
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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number 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 number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v **Cast your vote electronically**

6. 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. EVSN is 190065.
7. 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'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- 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.
- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

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

Item No. 1 & 2

In terms of the provisions of Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the shareholders of the Company on 10th September, 2018, accorded approval to give loans or to give guarantee(ies) or to provide security(ies) or to make investment(s) upto an aggregate amount not exceeding Rs. 1,000 crore (Rupees One Thousand Crore Only).

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Since the proposed loan by and/or guarantee/security from the Company are expected to exceed/exceeds limits approved by the shareholders under Section 186 of the Companies Act, 2013, the Board of Directors seek consent of the members by way of a Special Resolution pursuant to Section 185 and 186 of the Companies Act, 2013 and Regulation 23 of SEBI Listing Regulations for making of loan(s) including loan represented by way of book debts (the "Loan") to, and/or giving of guarantee(s), and/or providing of security (ies) in connection with any loan taken/ to be taken, in one or more tranches, by Zuari Agro Chemicals Limited for an amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores only). The loans taken / to be taken, guarantee given/ to be given or security provided / to be provided will be utilised by ZACL for its principal business activities.

The Board has unanimously approved the above proposals at its meeting held on 24<sup>th</sup> May, 2019.

Except to the extent of the shareholding of Mr. Saroj Kumar Poddar, Chairman, Mrs. Jyotsna Poddar, Whole Time Director and Mr. N Suresh Krishnan, Managing Director & Key Managerial Personnel of the Company and their relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the said Special Resolution.

The Board of Directors recommends resolution as set out in item no. 1 & 2 for approval of the members of the Company by way of a Special Resolution.

**By Order of the Board of Directors**

**Sachin Patil**  
**Asst. Company Secretary**  
**A.C.S. No. 31286**

Date : 24<sup>th</sup> May, 2019  
Registered Office : Jai Kisaan Bhawan,  
Zuarinagar, Goa – 403 726





**adventz**

**ZUARI GLOBAL LIMITED**

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**POSTAL BALLOT FORM**

**Sr.No.:**

Name & Registered Address of the :  
first named Member

Name(s) of the Joint Holder(s), if :  
any

Registered Folio Number/DP ID :  
No./Client ID No.\* \*(Applicable to  
investors holding shares in  
dematerialised form)

Number of Equity shares held :

I/We hereby exercise my/our votes in respect of the resolutions set out in the Postal Ballot Notice dated 24th May, 2019 by sending my/our assent/dissent to the said resolution by placing (√) mark at the appropriate box below.

*(Tick mark in both the boxes for the below 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	Giving of Loan or Guarantee or Security	Special			
2	To approve the loan to Zuari Agro Chemicals Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Special			

**ELECTRONIC VOTING PARTICULARS**

(Event No.)	User ID	Default PAN / Sequence No
190065		

Date:

Place:

\_\_\_\_\_  
Signature of the Member

Note:

1. Please read the instructions printed overleaf before exercising your vote.
2. Last day for the receipt of Postal Ballot Form by scrutinizer is on Wednesday, 3rd July, 2019 by 5:00 PM

## INSTRUCTIONS

### **General Instructions:**

1. This Ballot Form is provided for the benefit of the members not having access to the remote 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 physical Postal Ballot Form or by remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Ballot Forms will be treated as invalid.
3. For detailed instructions on remote e-voting, please refer the instructions appended to the Postal Ballot Notice.

### **Process and manner for members opting to vote through physical Postal Ballot Form:**

1. A member desirous of exercising vote by Postal Ballot should fill the Postal Ballot Form in all respects, sign and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which should be properly sealed. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member will also be accepted.
2. Consent must be accorded by placing a tick mark {✓} in the column 'I/we assent to the resolution' or dissent must be accorded by placing a tick mark {✓} in the column 'I/we dissent to the resolution'
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company/Depository Participant. In case the shares are jointly held, this Form should be filled 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.
4. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 p.m. on Wednesday, 3<sup>rd</sup> July, 2019. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on Friday, 31<sup>st</sup> May, 2019.
6. 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.
7. Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted by proxy.
9. There will be only one Postal Ballot Form for every folio/ client ID irrespective of the number of Joint Holder(s).
10. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. 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.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the postal ballot will be announced on Thursday, 4<sup>th</sup> July, 2019 at the 4.00. P.M. at the registered office of the Company and the same shall be displayed on the Notice Board of the Registered Office and on the website of the Company at [www.adventz.com](http://www.adventz.com). The same shall also be communicated to the Stock Exchanges.
14. Kindly note that any query in relation to the proposed resolutions to be passed by Postal Ballot may be addressed to The Asst. Company Secretary, Zuari Global Limited, Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726. Tel No. : 0832-2592180 Email : [shares@adventz.com](mailto:shares@adventz.com).