



ZUARI GLOBAL LIMITED

CIN: L65921GA1967PLC000157

Registered Office: Jai Kisaan Bhawan, Zuarinagar Goa 403 726

Website: www.adventz.com, Tel.: 0832-2592180/81

NOTICE

NOTICE is hereby given that the Fiftieth Annual General Meeting of the Members of Zuari Global Limited will be held on **Monday, the 10th September, 2018 at 2.30 P.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, 2018 including Audited Balance Sheet for the year ended 31st March, 2018 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, 2018 including Audited Consolidated Balance Sheet for the year ended 31st March, 2018 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, 2018.
3. To appoint a Director in the place of Mr. Saroj Kumar Poddar, (DIN 00008654), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

4. Re-appointment and Remuneration payable to Mr. N. Suresh Krishnan 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") (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 to the re-appointment and remuneration of Mr. N. Suresh Krishnan as the Managing Director of the Company, for a further period of three years w.e.f. 1st April, 2018, as per details contained in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, to pay remuneration to Mr. N Suresh Krishnan as Managing Director and any increase thereof which may exceed the limits provided in Section I or II of Part II of Schedule V of the Companies Act, 2013, consent of the Company be accorded to pay him the same remuneration and increase, as stated above, as and by way of minimum remuneration, during his tenure of three years, w.e.f. 1st April, 2018 without approval of the Central Government, pursuant to Section II of Part II of Schedule V of the said Act.

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 re-appointment and remuneration of the Managing Director for the period, 1st April, 2018 to 31st March, 2021 within the scale of basic salary of ₹ 8.00 lacs per month to ₹ 20 lacs per month, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. N. Suresh Krishnan, Managing Director, who is also Managing Director of Mangalore Chemicals & Fertilizers Limited, shall draw remuneration from one or both companies, provided that the total remuneration drawn from either one or both the companies does not exceed the higher maximum limit admissible from any one of the companies.

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.

5. Reclassification of Pilani Investment and Industries Corporation Limited from “Promoter and Promoter Group” Category to “Public” Category :

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

RESOLVED THAT pursuant to Regulation 31A (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from SEBI, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to re-classify the Pilani Investment and Industries Corporation Limited, which holds 1.47% of the issued and paid-up share capital of Company from the “Promoter and Promoter Group” Category to the “Public” Category.

RESOLVED FURTHER THAT Pilani Investment and Industries Corporation Limited has fulfilled all the following necessary requirements for reclassification as required under Regulation 31 A(5) of the SEBI Listing Regulations:

- that it does not have any special rights through formal or informal agreements;
- that it does not hold, individually or in aggregate, more than 10% of the paid-up equity capital of the Company; and
- that it or any person nominated by it, does not and shall not act as Key Managerial Personnel for a period of more than 3 years from the date of shareholders' approval.

RESOLVED FURTHER THAT pursuant to the fulfilment of the above three conditions as per Regulation 31 A (5) of the SEBI Listing Regulations, Pilani Investment and Industries Corporation Limited shall cease to be part of the “Promoter and Promoter Group” of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or Asst. Company Secretary or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.

6. Enhancement in the Limits of Investments/Loans and Guarantees:

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

RESOLVED THAT in supersession of the earlier resolution passed in this regard, consent of the Company be and is hereby accorded to the Board of Directors in terms of the provisions of Section 186 of the Companies Act, 2013, and the Board including any Committee of Directors be and is hereby authorised subject to such other approvals, consent, sanctions as may be necessary including from banks and financial institutions, if any, any such other statutory approvals, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities for;

- a) giving any loan to any person or other body corporate
- b) giving any guarantee or providing security in connection with a loan to any other body corporate or person and /or
- c) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

upto an amount, the aggregate outstanding of which should not exceed at any given time ₹ 1000 crores which shall be over and above the limits as specified in section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/guarantees/securities given/provided to wholly owned subsidiary companies and /or joint venture companies and investments made in wholly owned subsidiary companies from time to time.

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board including any Committee of Directors, pursuant to Rule No. 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

By Order of the Board of Directors

Sachin Patil
Asst. Company Secretary
ACS No. 31286

Date: 1st August, 2018
Registered Office: Jai Kisaan Bhawan, Zuarinagar-Goa 403 726

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos.4, 5 & 6 of the Notice, is annexed hereto. Details under Regulation36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting under Item No. 4 is also annexed hereto.
2. **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.
3. 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.
4. **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.
5. During the period beginning twenty-four hours (24) 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.
6. 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.
7. 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.
8. The Company's Registrar & Share Transfer Agents (RTA) are :
Link Intime India Pvt. Limited
C-101, 247 Park,
LB S Marg, Vikhroli (W)
Mumbai 400 083
Tel : 022-49186000
Fax: 022-49186060
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in
9. The Register of Members and Share Transfer Books of the Company were closed from 21st July, 2018 to 28th July, 2018 (both days inclusive) for the purpose of payment of dividend for the financial year ended 31st March, 2018.
10. The dividend on equity shares for the financial year ended 31st March, 2018, 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 28th July, 2018, after giving effect to all valid share transfer documents lodged with the Company on or before 20th July,2018.
 - (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 20th July,2018.
11. 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 31-03-2018 for a period of 7 years from the date they became due for payment, have been transferred to the Investors Education & Protection Fund 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 2010-11
 - b. Interest on deposits paid on March 2010 to February 2011.
 - c. Principal amount of deposits matured during March, 2010 to February, 2011.

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.

12. 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
31-03-2011	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
31-03-2017	28-09-2017	27-09-2024	26-10-2024

13. 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, mentioned 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.
14. Members 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).
15. 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.
16. 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.
17. 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.
18. Electronic copy of the Notice of the 50th Annual General Meeting along with instruction for e-voting, Attendance Slip and Proxy Form and the Annual Report for 2017-18 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 2017-18 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.
19. Members may also note that the Notice of the 50th Annual General Meeting of the Company and the Annual Report for F.Y. 2017-18 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.
20. Members 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.

21. 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.
22. 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 the shares are held in electronic mode.
23. A route map showing directions to reach the venue of the Fiftieth (50th) AGM is annexed herewith

24. 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 50th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by LI IPL.

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 :

Log-in to e-Voting website of Link Intime India Private Limited.

1. Visit the e-voting system of LI IPL. 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 LI IPL: <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).

For Shareholders holding shares in Demat Form or 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). <ul style="list-style-type: none"> 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 In bold along with the name and address on sticker affixed on envelope
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. <ul style="list-style-type: none"> 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 LIPL: <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 LIPL.

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.

❖ **Cast your vote electronically**

- 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.
- 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'
- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- 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.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- 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, 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 or Call us : Tel : 022-49186000

B. Commencement of e-voting :

The e-voting period commences on **Friday, the 7th September, 2018 at 10.00 A.M.** and ends on **Sunday, 9th September, 2018, 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 **Monday, 3rd September, 2018**, 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:

- 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 Monday, 3rd September, 2018.
- 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.
- 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.
- 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 or Asst. Company Secretary 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. The result will also be displayed on the website of the Company at www.adventz.com, besides being communicated to Stock Exchanges.
- 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. Monday, 3rd September, 2018, 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 Link Intime India Pvt. Ltd. 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.4 Re-appointment and Remuneration Payable to Mr. N. Suresh Krishnan as Managing Director of the Company:

Mr. N. Suresh Krishnan, was appointed as Managing Director of the Company for a period of 3 years, w.e.f. 1st April, 2015.

The term of Mr. N. Suresh Krishnan, as Managing Director, ended on 31st March, 2018.

Considering Mr. Krishnan's vast functional experience and background in varied leadership roles, the Board at its meeting held on 12th February, 2018 on the recommendation of the Nomination & Remuneration Committee approved the re-appointment of Mr. N. Suresh Krishnan, as Managing Director for a further period of three years, w.e.f. 1st April, 2018 on the terms and conditions given herein below:

- Salary: ₹ 8,89,000/- per month in the range of ₹ 8.00 lakhs to ₹ 20.00 lakhs with such annual increments as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors.
- Perquisites and Benefits : Perquisites including Superannuation Fund and National Pension Scheme will be allowed in addition to the salary, subject to a maximum of ₹ 12,65,880/- per month and as applicable to the Senior Executives as per Company Policy, which shall be reviewed by the Nomination and Remuneration Committee / Board of Directors on annual basis.
- Performance Linked Variable Pay of ₹ 5,38,720/- per month in accordance with Company rules, based on company's and individual's performance as decided by the Nomination and Remuneration Committee and/or the Board of Directors at its sole discretion.
- The Managing Director shall also be covered under the Group Personal Accident Insurance Policy, Group Term Life Insurance Scheme, Group Health Insurance Scheme, as per Company policy.

05. All Contributions including contribution to Provident Fund and Gratuity shall be as per the Rules of the Company.
06. Leave/encashment of leave in accordance with the Company rules applicable to Senior Executives.
07. All statutory deductions will be made in accordance with the current provisions or as amended from time to time. Payment of taxes (apart from Tax Deducted at Source by the Company) will be the responsibility of the Managing Director.
08. Termination: The Agreement may be terminated by giving the other party, six months' notice.

Provided that the remuneration payable by 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.

The details of Mr. N. Suresh Krishnan, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are annexed.

The Company may or may not have adequate profits during 1st April, 2018 to 31st March, 2021 for payment of remuneration as per the details mentioned in the explanatory statement. Thus, it is proposed to take approval of the shareholders by way of a Special Resolution in accordance with Part B of Sec II of Part II of Schedule V as per details mentioned in the explanatory statement without the approval of the Central Government.

Other Information required under Sec II of Part II of Schedule V.

I. GENERAL INFORMATION

1. **Nature of Industry:** Real Estate Business
2. **Commencement of Commercial Production:** The Real Estate operations started in the year 2015.
3. **Financial Performance based on given indicators:**

	₹ In lacs		
Year	2017-18	2016-17	2015-16
Paid up capital	2,944.11	2,944.11	2,944.11
Other Equity	203,499.75	141,904.82	98645.73
General Reserve	3700.00	3700.00	3650.00
Surplus In Statement of P&L	64080.79	62798.19	60719.99
Equity Instrument through OCI	135718.96	75406.63	34275.74
Total Revenue	1,425.59	-	-
Profit Before Tax	2,011.26	2,378.67	3,405.55
Profit After Tax	1,796.45	2,049.27	2,939.97

4. Foreign investments or collaborations:

The Company has not entered into any foreign collaboration. The Foreign Institutional Investors are holding shares in the Company within the permitted limits.

II. Information about appointee:

1. **Background details:** Mr. N.Suresh Krishnan has been appointed as Managing Director of the Company with effect from April 1, 2015. He is also Managing Director of Mangalore Chemicals & Fertilizers Limited. He has 30 years of experience in operations, corporate finance, planning in fertilisers, energy and infrastructure sectors. Has been associated with the Adventz Group and related companies over two decades.
2. **Past Remuneration details :** ₹ 315.28 lakhs
3. **Recognition or awards:** Mr. N. Suresh Krishnan is an alumnus of BITS(Pilani).He is also on the Boards of several Adventz Companies and joint ventures.
4. **Job profile and his suitability:** His functional experience spans corporate finance, corporate strategy, projects planning, operations and business development. Over the years, he has been instrumental in financing of large greenfield projects in the domestic and international markets, forging and managing joint ventures and acquisitions, and in executing turnaround strategies alongside day-to-day operations.
5. **Remuneration proposed:** As disclosed above.
6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The proposed remuneration is fully justifiable and comparable as prevalent in the industry, keeping in view the profile and position of Managing Director. Directors with similar profile and position in companies in similar size in the industry are paid similar remuneration.
7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel:** Besides the remuneration proposed to be paid to Mr. N. Suresh Krishnan, he does not have any other pecuniary relationship either directly or indirectly with the Company or with managerial personnel.

III Other Information:

1. **Reason for loss or inadequate profits:** Since some of the subsidiaries have repaid Inter Corporate Deposit given by the Company, there is reduction of interest income. Further the Company has not been able to generate income from its real estate project as expected due to slow down of sales.
2. **Steps taken or proposed to be taken for improvement & Expected increase in productivity and profits in measurable terms** are provided in Management Discussion and Analysis attached to the Directors' Report.

IV Other Disclosures:

The other required disclosures are made in the Corporate Governance Report attached to the Board of Directors' Report.

Except, Mr. N. Suresh Krishnan, none of the other Directors, Key Managerial Personnel (KMPs) of the Company/their relatives are in any way concerned or interested in the said resolution.

The Board of Directors recommends passing of a Special Resolution as set out at Item No. 4 of this Notice.

Item No. 5 Reclassification of Pilani Investment and Industries Corporation Limited from "Promoter and Promoter Group" Category to "Public" Category :

Pilani Investment and Industries Corporation Limited, one of the Promoter Group Companies, holds 4,34,000 equity shares constituting 1.47% of the share capital of the Company.

Pilani Investment and Industries Corporation Limited, have approached the Company and expressed their desire to reclassify the entire shares held by them in the Company from "Promoter and Promoter Group" Category to "Public" Category

Pilani Investment and Industries Corporation Limited has fulfilled all the necessary requirements for reclassification as required under Regulation 31 A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- that it does not have any special rights through formal or informal agreements;
- that it does not hold, individually or in aggregate, more than 10% of the paid-up equity capital of the Company; and
- that it or any person nominated by it, does not and shall not act as Key Managerial Personnel for a period of more than 3 years from the date of shareholders' approval.

It has been further agreed that in accordance with Regulation 31 A(5) of the SEBI Listing Regulations, Pilani Investment and Industries Corporation Limited shall be reclassified from "Promoter and Promoter Group" Category to "Public" Category in the shareholding pattern filed with the respective stock exchanges. The Board of Directors of the Company have approved the same at meeting held on 25th May, 2018.

In accordance with Regulation 31 A (5) of the SEBI Listing Regulations, the said reclassification requires the approval of the stock exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the stock exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the shareholders of the Company, for the reclassification. Accordingly the Board recommends the resolution set out at Item No. 5 for the approval of the shareholders of the Company, by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6 Enhancement in the limits of Investment / Loans and Guarantees:

Pursuant to the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of a Company is authorized to give loan, guarantee or provide any security to any person or body corporate or acquire by way of subscription, purchase or otherwise, the securities of any body corporate, upto an amount of which shall not exceed the prescribed ceiling of sixty percent of the aggregate of the paid up capital and free reserves, securities premium account or hundred percent of its free reserves and securities premium account, whichever is more.

Rule 11(1) of Companies (Meetings of Board and its Powers) Rules, 2014 also provides that where a loan or guarantee is given or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of prior approval by means of a Special Resolution at a General Meeting shall not apply, subject to the provisions contained therein.

The Company has in the course of its business formed various subsidiaries, joint venture companies, wherein, the Company is holding investment, either directly or through its subsidiaries. The Company is undertaking various business activities through its subsidiaries/joint ventures and is also making strategic investments from time to time in subsidiaries/joint ventures and other bodies corporate. It would therefore, be required to provide financial assistance /support from time to time in the form of infusion of capital or by way of giving of loans/guarantee into their business for the expansion activities as well as for optimum utilization of funds.

It is therefore, necessary to authorize the Board to make any loan(s) to and/or to give any guarantee(s)/provide any security, in connection with loan(s) taken by, subsidiaries/bodies corporate and/or to acquire by way of subscription, purchase or otherwise, the securities of subsidiaries/bodies corporate in India or outside upto the limits provided in the proposed Special Resolution. Accordingly the Board of Directors may be authorized to give loans, guarantees, provide securities or make investments as mentioned above upto an aggregate amount outstanding which shall not exceed ₹ 1000 Crores which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of investment made in wholly owned subsidiaries and/or joint venture companies and the amount of loans/guarantees/securities given /provided to wholly owned subsidiaries.

The proposed Special Resolution as set out in Notice is enabling in nature for any further loan/investment/guarantee/security, to be made or given to subsidiaries/bodies corporate/to any Banks, Financial Institutions or any other person as per the provisions of the Companies Act, 2013.

Hence, the approval of the Members of the Company is sought for exercising these powers by the Board by way of Special Resolution.

The Board has unanimously approved the above proposal at its meeting held on 1st August, 2018.

Nature of concern or interest of Directors/Key Managerial Personnel:

The Directors of the Company do not hold shares in the Subsidiaries except that some of the Directors hold only minimum number of shares singly or jointly with the Company, in the Subsidiaries to fulfill the requirement of minimum number of members. The Directors and Key Managerial Personnel of the Company who hold directorships in the Subsidiaries are as follows:

Sr. No.	Name of the Director/Key Managerial Personnel of the Company	Subsidiaries in which directorship is held
1.	N. Suresh Krishnan	Simon India Limited
		Zuari Infracore India Limited
		Gobind Sugar Mills Limited
2.	Krishan Kumar Gupta	Zuari Infracore India Limited
3.	Marco Wadia	Simon India Limited
		Gobind Sugar Mills Limited
4.	Vijay Kathuria	Zuari Management Services Limited
		Zuari Finserv Private Limited
		Zuari Sugar & Power Limited
		Zuari Investments Limited
		Zuari Insurance Brokers Limited
		Zuari Commodity Trading Limited
		Soundarya IFPL Interiors Limited

None of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested financial or otherwise in the said Special Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors

Sachin Patil
Asst. Company Secretary
ACS No. 31286

Date: 1st August, 2018

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

Details of Director seeking 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	N. Suresh Krishnan	
DIN	00021965	
Date of Birth	03-06-1964	
Age	54	
Nationality	Indian	
Date of first re-appointment	21-01-2011	
Qualification	B.E. (Hons.) (Chemical), Birla Institute of Technology & Science, Pilani, Rajasthan	
Inter-se relationship with Directors of the Company	NIL	
Expertise/Brief Profile in Functional area	Mr. N. Suresh Krishnan has a vast functional experience which spans corporate finance, corporate strategy, projects planning, operations and business development and has a background in varied leadership roles.	
Appointment/Re-appointment	Re-appointment	
Remuneration last drawn	₹ 315.28 lakhs	
Remuneration proposed to be paid	Will be as per Explanatory Statement	
Directorship held in other Companies (excluding foreign Companies & Section 8 Companies) as on 31st March, 2018	1.	Zuari Infracore India Limited
	2.	Zuari Agro Chemicals Limited
	3.	Gobind Sugar Mills Limited
	4.	Simon India Limited
	5.	Mangalore Chemicals and Fertilisers Limited
	6.	Zuari Maroc Phosphates Private Limited
	7.	The Fertiliser Association of India
	8.	Texmaco Infrastructure & Holdings Limited
	9.	Forte Furniture Products India Pvt. Ltd.
Membership / Chairmanship in other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March, 2018	1.	Gobind Sugar Mills Limited – Chairman of Stakeholders Relationship Committee
	2.	Zuari Agro Chemicals Limited – Member of Stakeholders Relationship Committee and Audit Committee
	3.	Mangalore Chemicals and Fertilisers Ltd. – Member of Stakeholders Relationship Committee
	4.	Zuari Infracore India Limited – Member of Audit Committee
No. of Shares held in the Company	NIL	
Number of meetings of the Board attended during the year	4	
Terms and conditions of re-appointment	As per Explanatory Statement	

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ZUARI GLOBAL LIMITED

CIN: L65921GA1967PLC000157

Registered Office: Jai Kisaan Bhawan, Zuarinagar Goa 403 726

Website: www.adventz.com, Tel.: 0832-2592180/81

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) _____ Email Id: _____

Registered Address: _____

Folio No./Client Id: _____ DP/ID: _____

I / We, being a member(s) of _____ shares of above named Company, hereby appoint;

1. Name: _____ Address: _____ Email id: _____ or failing him/her,
2. Name: _____ Address: _____ Email id: _____ or failing him/her,
3. Name: _____ Address: _____ Email id: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50th Annual General Meeting of the Company to be held on Monday, 10th September, 2018 at 2.30 p.m. at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa-403726 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 31 st March, 2018.		
	b) Adoption of Consolidated Financial Statements for the year ended 31 st March, 2018.		
2	To declare dividend on Equity Shares for the financial year ended 31st March, 2018.		
3	Re-appointment of Mr. Saroj Kumar Poddar, (DIN 00008654), who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
4	Re-appointment and Remuneration Payable to Mr. N. Suresh Krishnan as Managing Director of the Company.		
5	Re-classification of Pilani Investment and Industries Corporation Limited from "Promoter and Promoter Group" Category to "Public" Category.		
6	Enhancement in the Limits of Investments/Loans and Guarantees		

Signature of Shareholder

Signed this _____ day of _____ 2018

Affix
Revenue
Stamp
Re. 1

Signature of first Proxy Holder

Signature of second Proxy Holder

Signature of third Proxy holder

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ZUARI GLOBAL LIMITED

CIN: L65921GA1967PLC000157

Registered Office: Jai Kisaan Bhawan, Zuarinagar Goa 403 726

Website: www.adventz.com, Tel.: 0832-2592180/81

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./Cleint ID No:	

Name & Address of Shareholder / Proxy holder _____

I/We hereby record my/our presence at the 50th Annual General Meeting of the Company held on Monday, 10th September, 2018 at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar Goa 403 726 at 2.30 p.m.

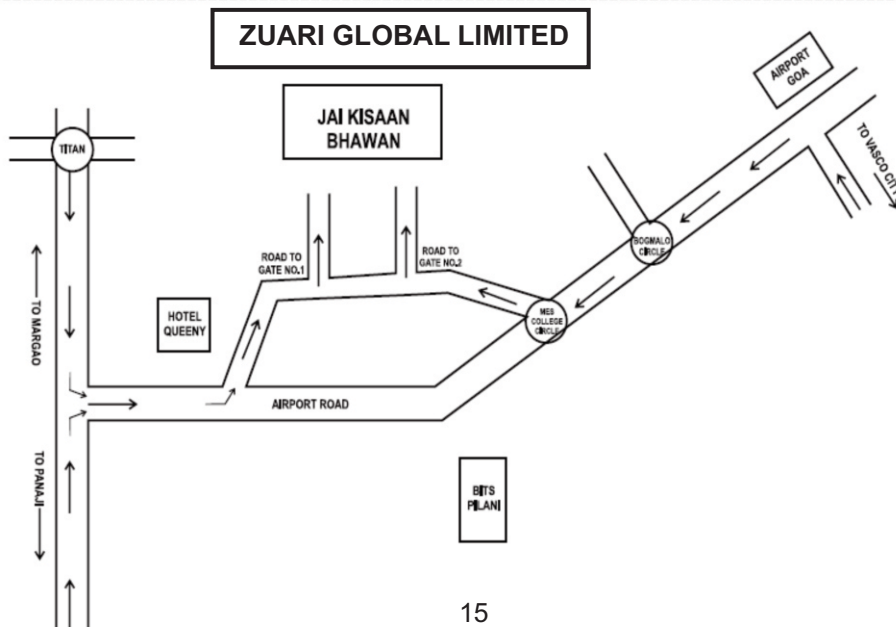
Signature of the Shareholder/ Proxy

*Applicable for investors holding shares in electronic form.

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 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.
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 carrying voting rights.
4. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 50th Annual General Meeting.
5. This is only optional. Please put a 'x' 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 50th Annual General Meeting should forward them to the registered office, 7 days before the date of Annual General Meeting.

Road Map of 50th Annual General Meeting



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