



Transcript of 54th Annual General Meeting of Zuari Industries Limited (formerly Zuari Global Limited) held on Wednesday, 28 September 2022 at 3.30 P.M.

Please note that the transcript has been edited for the purpose of clarity and accuracy.

Mr. Laxman Aggarwal, Company Secretary: Good afternoon and a very warm welcome to all the members present here at the 54th Annual General Meeting of your Company.

Article 71 of the Articles of Association provides that the Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.

Since Mr. Saroj Kumar Poddar, the Chairperson of the Company is present here, I will request Mr. Poddar to be the Chairman of this meeting. Thank you.

Mr. Saroj Kumar Poddar, Chairperson: Thank you Laxman. Can you please confirm that the quorum is present.

Mr. Laxman Aggarwal, Company Secretary: Yes sir just a moment. Currently, there are 44 members who have joined, so accordingly we have fulfilled the requirement of quorum. So, we start the proceedings sir.

Mr. Saroj Kumar Poddar, Chairperson: Thank you. Since the quorum is present, friends, I call the meeting to order.

Good afternoon once again and very warm welcome to all our member of Zuari Industries Limited.

Before we start the proceedings of the meeting, let me introduce my colleagues on the Board of the Company.

- Mr. Vijay Paranjape - Independent Director and Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee;
- Mr. Sushil Kumar Roongta - Independent Director;
- Mr. Suneet Shriniwas Maheshwari - Independent Director;
- Mrs. Manju Gupta - Independent Director;
- Mr. Athar Shahab - Managing Director; and
- Mr. Alok Saxena - Whole time Director.

In addition, we also have Mr. Nishant Dalal - Chief Financial Officer, Mr. Laxman Aggarwal - Company Secretary and the representatives of Statutory Auditors, Secretarial Auditors and Scrutinizer, presented in this meeting as attendees.

It gives me great pleasure to address you all on the 54th Annual General Meeting of your Company. We meet virtually today given the extraordinary circumstances. I hope that all of you have remained safe and healthy and continue to take all precautions to protect yourselves and your families.

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs has permitted the holding of Annual General Meeting through Video Conferencing without the physical presence of Members at a common venue. In compliance with the MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held



through Video Conferencing. The venue of the meeting shall be deemed to be the Registered office of the Company at Jai Kisaan Bhawan, Zuarinagar, Goa.

Since this AGM is being held through Video Conferencing, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. If due to any connectivity issues, I am disconnected, with your permission, I request Mr. Athar Shahab to Chair the meeting during such disconnection.

The Statutory Registers are available for inspection electronically.

Before we begin with formal agenda, I would like to share my thoughts with you on the overall scenario and the performance of your Company.

As you know, your Company is the holding Company of Adventz Group with a strong presence across manufacturing, real estate, heavy engineering, agriculture, lifestyle and services. This robust portfolio of synergistic businesses has been built over the years of hard work of our staff and your faith in the Company's operations. It makes me proud that all our businesses are making significant contribution towards nation building.

The financial year of 2021-22 has been a mixed bag of downfall and revival for the country. Even as the economy was recovering from the impact of COVID-19, the conflict between Russia and Ukraine strained the revival. Since both these countries significantly contribute towards global trade, continued tension between them has impacted world trade, spurred inflation, and caused major supply chain disruptions. The spiralling crude and fertilizer prices will continue to impact the India's capital outflows and rising import bills will further weigh in on the country's current account balance and currency valuation. Despite significant headwinds, your Company has continued to move forward to overcome those multidimensional challenges and foray into new business opportunities.

I believe that the long-term growth story of India remains intact and it shall remain a preferred destination for global investors. Your Company will continue to make full use of the opportunities and strive on the path to enhance value for our shareholders.

I would now like to present an overview of Company's performance during the financial year 2021-22.

The revenue for the year ended 31 March 2022 was Rs. 82,698.53 lakhs on standalone basis and Rs. 94,723.63 lakhs at a consolidated level. The profit before tax for the year ended 31 March 2022 was Rs. 721.52 lakhs and the profit after tax stood at Rs. 1,529.89 lakhs.

During the last financial year, your Company took advantage of the falling interest rates and through its proactive approach was able to refinance / replace some of the existing borrowings with low-cost ones.

Gobind Sugar Mills Limited (GSML) has successfully been merged within your Company. The operations of your Company now comprise Sugar, Power and Ethanol (SPE) Division and the Real Estate Division which has developed the Zuari Rain Forest project in Goa. The process of post-merger integration of GSML is progressing well. Pursuant to the merger of GSML, your Company has been renamed as Zuari Industries Limited.



You may like to note that SPE Division of the Company has transformed itself from a standalone sugar unit to an integrated sugar plant complex with cogeneration, distillery, and sugar refining facility. Its performance during the last financial year remained muted owing to unseasonal rains, low recovery and an increase in procurement price of sugarcane. During the current financial year, your Company is focusing on improving yields and recovery, enhancing distillery capacity from 100 KLPD to 125 KLPD and building flexibility to produce ethanol directly from sugar syrup. Significant effort is also being undertaken towards optimum utilization of assets, strengthening the systems and processes, improving the operational efficiency, reducing the downtime, extensive use of digitalization to significantly enhance operating cashflows. Your Company plans to launch pharma sugar this year and shall continue to explore other value-added products. With the integration of GSML with your Company, I expect greater synergies and predictability of cashflows.

Your Company has identified Ethanol Blending Program of the Government of India as a growth opportunity. In addition to enhancing the capacity at its existing facilities, your Company is planning to establish a grain-based ethanol distillery at Aira in partnership with a large European company.

The real estate business of the Company had faced difficulties during the Covid-19 pandemic. Since then, the Company has significantly liquidated its inventory in the Zuari Rain Forest project. In view of the revival in real estate market, the Company is contemplating the second phase of the Zuari Rain Forest Project.

While our subsidiary and joint venture businesses in financial services, insurance, real estate and oil tanking continued to make progress, our furniture and EPC businesses are still facing headwinds and are grappling with the aftereffects of the pandemic. Your Company is working on plans to improve the operating cash flows of these businesses.

Your Company is focused on improving the operating cashflows and financial deleveraging. It shall continue to look for new opportunities in the upcoming and emerging sectors. In view of the performance and the plans in place, I am reasonably confident that the Company shall make a noticeable improvement in its performance in the current year. I assure you that your Company is taking concerted actions to be future ready and create a virtuous cycle of growth and returns for our shareholders. I would like you to continue to partner us on this journey.

I would also like to take this opportunity to thank you for your continued trust, confidence, and support as we enter a brave new post pandemic era - one that is already rewriting the rules of the past.

We will now proceed with formal agenda of the meeting.

The notice convening this AGM along with copy of the Annual Report were circulated to the members electronically. With your permission, we shall take them as read.

As per the provisions of Companies Act, 2013, any qualifications, observations, or comments having adverse effect on the financial transactions or matters which have any adverse effect on the functioning of the Company mentioned in the Auditors' Report be read out in the Annual General Meeting. As you may see, there are no such qualifications, observations or comments are made in the Auditors' Report, same is not being directed to be read by the Company Secretary.



Shareholders, who are present in the AGM through NSDL E-Voting platform and have not casted their vote on the Resolutions through remote e-Voting earlier and are otherwise not barred from doing so, may also vote through e-voting facility during the meeting.

Shareholders who have voted through Remote e-voting prior to the AGM will be eligible to attend/participate in the AGM through NSDL Portal However, they are not eligible to vote again during the meeting.

Since the Company has provided e-voting facility to its members, the conventional practice of proposing or seconding the resolutions are not required in terms of Secretarial Standard 7.1 of Secretarial Standards SS-2.

Queries from the members, if any, will be answered after all the resolutions have been informed to members.

I shall now first take up the Ordinary Business for approval of the members.

Item No. 1 to the Notice is to receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31 March 2022 and the reports of the Board of Directors and auditors thereon.

Item No. 2 to the Notice is to declare a dividend @10% i.e., Rs.1 (Rupee One) per equity share of the face value of Rs.10/- each.

Since I am interested in the next item to be discussed, I would request Mr. Athar Shahab, the Managing Director, to preside over the meeting for the next item please.

Mr. Athar Shahab, Managing Director: Item No. 3 to the Notice is to approve re-appointment of Mr. Saroj Kumar Poddar, (DIN: 00008654), who retires by rotation and being eligible, offers himself for re-appointment.

Mr. Saroj Kumar Poddar, a leading Indian industrialist of international repute, is Chairman of the Adventz group. The group, with a total turnover in excess of US \$3 billion, comprises leading companies in various verticals, operating in key sectors of the Indian economy and was repositioned under the Adventz banner by Mr. Poddar, to leverage its exemplary equity in terms of knowledge, best practices and technical excellence.

Under Mr. Poddar, the group, has promoted various seminal projects including joint ventures.

Since the item in which Mr. Poddar was interested has been informed, would request Mr. Poddar to kindly resume the proceedings of the meeting.

Mr. Saroj Kumar Poddar, Chairperson: I shall now take up Special Businesses for the approval of the members.

Item No. 4 to the Notice is to ratify the remuneration of Cost Auditor.

After amalgamation of erstwhile Gobind Sugar Mills Limited (GSML) with the Company, the Sugar, Power and Ethanol operations of GSML have been transferred to the Company from the effective date of 30 April 2022.



Mr. Somnath Mukherjee, F.C.M.A., Cost Accountant (Membership No. 5343), who was acting as Cost Auditor of GSML has been appointed by the Board of Directors of the Company as the Cost Auditor of the Company at a remuneration of Rs. 75,000 for conducting audit of the cost accounting records of the Company for the financial year 2022-23 pursuant to the provisions of the Companies Act, 2013.

Item No. 5 to the Notice is Appointment of Mr. Suneet Shriniwas Maheshwari (DIN: 00420952) as an Independent Director of the Company for a period of 5 years.

Mr. Maheshwari has over 40 years of experience in Project and Corporate Finance, Stressed Assets, Investment Banking and Private Equity with a focus on Infrastructure and large Corporates, PPP-Policy Advisory & Turnaround Management. He has conceptualized, developed & founded teams in 8-rapid growth start-up situations.

Mr. Suneet Shriniwas Maheshwari is a graduate from University of Bombay (Mumbai now) and an MBA from University of Poona (Pune now), he has also completed two Executive Programs from Harvard Business School in Restructuring of FIs & Banks and Strategy and Operations Strategy & Management.

He had formerly held the positions of Group - EVP, L&T Finance Holdings and MD & CEO, L&T Infrastructure Finance.

Since Item No. 6 & 7 are related to appointed of Mr. Alok Saxena, the same shall be taken up together.

Item No. 6 to the Notice is Appointment of Mr. Alok Saxena (DIN: 08640419) as Director of the Company for a period of 2 years.

Item No. 7 to the Notice is Appointment of Mr. Alok Saxena (DIN: 08640419) as Whole Time Director of the Company for a period of 2 years.

Mr. Alok Saxena is a science graduate from Kumaun University in 1981 and Post Graduate Diploma in Sugar Technology from National Sugar Institute, Kanpur in 1984. He was topper of his batch and was the recipient of Mahatma Gandhi Gold Medal.

He is a Sugar Technologist having experience of more than 37 years in field of production, plant operation, project management, safety & environment management etc.

Item No. 8 to the Notice is Re-appointment of Mr. Vijay Vyankatesh Paranjape (DIN: 00237398) as an Independent Director of the Company for a period of 5 years.

Mr. Vijay Vyankatesh Paranjape holds Bachelor's degree in Engineering from the Regional College of Engineering, Nagpur.

He has over 42 years of experience with project engineering companies, mostly at the board level and has led several functions including quality, procurement, project controls in addition to operations.

Mr. Paranjape acted worked as the Managing Director of Jacobs Engineers India Private Limited from 2011 to 2014 and subsequently he also acted as Non Executive Chairman of Jacobs for



another one year. Prior to Jacobs he was at Engineers India Limited for around 16 years working in the civil/structural engineering department.

Item No. 9 to the Notice is Re-appointment of Mrs. Manju Gupta (DIN: 00124974) as an Independent Director of the Company for a period of 5 years.

Mrs. Manju Gupta is B.A. (Hons) from Punjab University and specialized in English. She has professional expertise in Business Strategy and General Management.

Now since all the resolutions have been informed to members, we now move on to our discussions with members who have registered themselves for raising their queries or to express their views with regard to the financial statements or any other matter to be placed at the AGM.

Mr. Laxman Aggarwal, Company Secretary: Thank you Sir. We have received request for __3__ speaker registration. Now, I will invite the said speakers and request them to unmute their microphones and also enable the video camera before speaking. The speakers are also requested to mention their folio numbers or DP ID & Client ID and location.

Lokesh Gupta, Shareholder: Can you hear me Sir?

Mr. Laxman Aggarwal, Company Secretary: Yes, we can hear.

Lokesh Gupta, Shareholder: My ID No. is 1304140001647310. Greetings to all of you from Delhi. Under the direction of Mr. Saroj Kumar Poddar, the Company has made very good progress for which I congratulate you and your entire board. Thank you very much to you and the Company Secretary Sir for giving me the opportunity to express my views. Sir I am a shareholder of the company since long back. However, the meeting has taken place through video conference mode so I am able to connect with you from Delhi. Chairman sir has delivered each and every thing very well in his speech briefly and point to point. And therefore no questions are left.

However, the cost of raw material has increased in the last few years. So I would like to ask if there any effect on our margin , Or else we passed on it?

Sir, you have given us a good platform so that we can listen to you from Delhi. Through which we are able know your views. your thoughts are not thoughts, you are the true leader, you are the guide of this industry. I hope the next AGM will be in physical mode. Although, we would be really honoured if you could conduct a video conference of 10 to 15 minutes so that we can hear you from Delhi.

And also I would like to thank secretary for giving me this opportunity to connect with you.

Mr. Saroj Kumar Poddar, Chairperson: Laxman Can we move on the next Speaker.

Mr. Laxman Aggarwal, Company Secretary: Moderator, Can you Invite next speaker, Mr. Yusuf yunus rangwala.

Yusuf yunus rangwala, Shareholder: Good Afternoon Sir, Can you hear me Sir?

Mr. Saroj Kumar Poddar, Chairperson: Good Afternoon Yes, we can hear.



Yusuf yunus rangwala, Shareholder: Hello Sir, How was your health?

Mr. Saroj Kumar Poddar, Chairperson: Good Good

Shripal Mohonot, Shareholder: My ID No. is 1601010000232390. Greetings to all of you from . I am the Oldest shareholder of Zuari Company. Zuari company is like Birla group Company getting lots of money to the shareholder from the Company there is no space in locker it is due to hardworking and guidance and what is the path for the future company secretary. I request to our company secretary, Till today I was not visiting our factory, I want to visit the factory, if possible in the month of October and November. I don't want to know further. I got the balance sheet 250 pages, you work really well. Thank you very much. Balance sheet was really good. I want to know what number of employees work in the factory and out of that how many male and female in the factory. Is our factory in Goa... Right...Sir...?.... Right Sir...? If I say wrong forgive me... Is our factory in Goa... ??... I want to know that when the company declares last bonus. In the balance sheet in the reserve to bonus you mention the Zuari group, you did not declare bonus I hope when we meet next year you declare bonus to 1:2 share. I have no words for your hard work. Thank you very much..

Mr. Laxman Aggarwal, Company Secretary: Sir, can we now move ahead?

Mr. Saroj Kumar Poddar, Chairperson: Now, I request to Athar Shahab to respond to the query raised by the shareholder.

Mr. Athar Shahab, Managing Director: Yes Sir, I think he asked his query was whether our facility is situated in Goa? My answer is our facilities of Zuari Industries Limited is located in AIRA U.P, Sugar Power and Ethanol Division. We are certainly looking forward to organizing plant visits for interested shareholders as and when the opportunity presents during the Covid-19 Pandemic, as you are aware Sir, we are putting a lot of control as when things ease out. We will certainly be trying to facilitate and what we will also do we will make certain videos and make them available so people can access it from their home distance as well.

Mr. Saroj Kumar Poddar, Chairperson: I think it's really good because it gives an opportunity to all our shareholders to see manufacturing facilities of the company.

Mr. Athar Shahab, Managing Director: Right Sir and we have a very consistent dividend paying record as all our shareholders can participate and we are maintaining it despite of all the difficulties and we will continue to be consistent hopefully in dividend payment records. And thankfully the shareholder also been awarded to the multibank and the price has been holding up.

Mr. Saroj Kumar Poddar, Chairperson: Are you complete your statement?

Mr. Athar Shahab, Managing Director: Yes Sir.

Mr. Saroj Kumar Poddar, Chairperson: Friends, I believe this completes all queries and questions of the shareholder, Once again thank you so much shareholder for taking interest in the activities of the company and raising questions and offering your comments.



We shall now proceed for the Voting process. Mr. Atul Kumar Labh, Company Secretary in Practice has been appointed as the Scrutinizer. He is an independent professional and not in employment of the Company.

The consolidated result of the remote E-voting and E-voting at the Annual General Meeting shall be made available along with Scrutinizer's Report on the websites of the Company and that of Link Intime within forty eight hours of the conclusion of this meeting. Mr. Laxman Aggarwal, Company Secretary, is authorized to declare the result of the voting and place the results on the website of the Company.

I request the Company Secretary to explain the voting process to the Shareholders.

Mr. Laxman Aggarwal, Company Secretary: As members are aware, The Company conducted the remote electronic voting from Saturday, the 24th September 2022 from 10.00 am till Tuesday, the 27th September 2022 at 5.00 pm.

Shareholders who have not done the electronic voting during the said period and are present here can also cast their votes as per following steps.

-Visit the e-Voting website of NSDL. Open web browser by typing the URL - www.evoting.nsdl.com either on a Personal Computer or on a mobile.

-Once the home page of e-Voting system is opened, 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, your Password/OTP and a Verification Code as shown on the screen.

- Enter your 16 digit Demat Account No. (if demat account maintained with CDSL) or 8 Character DP ID followed by 8 Digit Client ID (if demat account maintained with NSDL) / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration and click on 'Submit'.

- After successful login, you will be able to see all companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

- Select "EVEN" of Company which is 121623 for which you wish to cast your vote during the AGM.

-Now you are ready for e-Voting as the Voting page opens.

-Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

-Upon confirmation, the message "Vote cast successfully" will be displayed.

- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Thank you, Chairman.



Mr. Saroj Kumar Poddar, Chairperson: All the items of business forming part of the AGM notice have been taken up. The E-voting will continue to be available for the next 15 minutes on all items forming part of the notice of the meeting. This annual general meeting will stand concluded at the end of 15 minutes. Thank you once again for joining us today. I wish you all a safe and healthy future.