

ZUARI GLOBAL LIMITED

CIN : L65921GA1967PLC000157

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

Web : www.adventz.com, Tel. 91-0832-2592431, Fax : 91-0832-2555279



NOTICE is hereby given that the Forty Sixth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa 403726 on Monday, the 1st day of September, 2014 at 11.00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet for the year ended 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2014.
3. To appoint a Director in the place of Mr. N. Suresh Krishnan, (holding DIN 00021965), who retires by rotation and is eligible for re-appointment.
4. To re-appoint M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, Registration No.301003E as Statutory Auditors of the Company.

Special Business:

5. To consider, and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Marco Wadia (holding DIN 00244357), Director of the Company, who has submitted a declaration that he meets the criteria for independence as per Section 149 (6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 1st April, 2014 to 31st March, 2019."

6. To consider, and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. D.B. Engineer (holding DIN 00047028), Director of the Company, who has submitted a declaration that he meets the criteria for independence as per Section 149 (6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 1st April, 2014 to 31st March, 2019."

7. To consider, and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. J.N. Godbole (holding DIN 00056830), Director of the Company, who has submitted a declaration that he meets the criteria for independence as per Section 149 (6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 1st April, 2014 to 31st March, 2019."

8. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution;

"RESOLVED THAT in supercession of the Ordinary Resolution passed at the Annual General Meeting held on 19th

September, 2011 and pursuant to Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, as it may consider fit, any sum or sums of money not exceeding ₹ 1000 Crore on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to arrange to fix the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution."

9. To consider, and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution;

"RESOLVED THAT pursuant to Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Incorporation) Rules, 2014 and other applicable rules if any, of the Act, (including any statutory modification or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association be and is hereby substituted with the following new Clause V:

V. The Authorized Share Capital of the Company is ₹ 135,75,00,000 (Rupees One Hundred Thirty Five Crore and Seventy Five Lacs only) divided into

a) ₹ 115,00,00,000 (Rupees One Hundred Fifteen Crore) consisting of 11,50,00,000 (Eleven Crore Fifty Lacs) equity shares of ₹ 10/- each.

b) ₹ 20,75,00,000 (Rupees Twenty Crore Seventy Five Lacs) consisting of 20,75,000 (Twenty Lacs Seventy Five Thousand) Cumulative Redeemable Preference Shares of ₹ 100/- each.

with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give all such directions as may be in its absolute discretion deemed necessary and to settle any question that may also arise in this regard."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 ("the Act") the Articles of Association of the Company be and is hereby altered by substituting the existing Article 3 thereof by the following Article 3:

3. The Authorized Share Capital of the Company is ₹ 135,75,00,000 (Rupees One Hundred Thirty Five Crore and Seventy Five Lacs only) divided into

a) ₹ 115,00,00,000 (Rupees One Hundred Fifteen Crore) consisting of 11,50,00,000 (Eleven Crore Fifty Lacs) equity shares of ₹ 10/- each

b) ₹ 20,75,00,000 (Rupees Twenty Crore Seventy Five Lacs) consisting of 20,75,000 (Twenty Lacs Seventy Five Thousand) Cumulative Redeemable Preference Shares of ₹ 100/- each

with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for

the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give all such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard."

11. To consider, and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution;

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, and rules made thereunder (including any statutory modification thereof for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the shareholders of the Company be and is hereby accorded to ratify the proposal approved by the Board of Directors for sale of 3,22,67,741 shares (Said Shares) of Nagarjuna Fertilizers and Chemicals Limited (NFCL) held by the company representing 5.40% of the equity share capital of NFCL to Zuari Agro Chemicals Limited ("a related party") at a consideration which shall not be less than the market value of the shares as and when the shares of NFCL are listed on the stock exchanges or book value of the Investment held by the Company whichever is higher."

"RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors and/or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be in its absolute discretion deemed necessary, proper and desirable and to finalize any documents and writings related thereto."

12. To consider, and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution;

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded to ratify the proposal approved by the Board of Directors for purchase of 25,00,000 (Twenty Five Lacs) equity shares of ₹ 10/- each of Zuari Financial Services Limited

(ZFSL) from Zuari Investments Limited ("a related party") at a consideration not exceeding Rupees Two Crore Seventy Five Lac, being the book-value of ZFSL equity shares."

"RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors and/or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be in its absolute discretion deemed necessary, proper and desirable and to finalize any documents and writings related thereto."

By Order of the Board of Directors

K. G. Prabhu
Company Secretary

Date : 11th July, 2014

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A 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.
2. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. PROXIES 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 MEETING. A Proxy Form is sent herewith. Proxies submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.
4. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three (3) days' notice is given to the company.

5. The Company's Registrar & Share Transfer Agents (RTA) are:

Link Intime India Pvt. Limited
C-13, Panralal Silk Mills Compound
L.B.S. Marg, Bhandup (W)
Mumbai – 400 078
Tel: 022 – 25946970/78
Fax: 022 – 25946969
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.com

6. The Register of Members and Share Transfer Books of the Company remained closed from 2nd July, 2014 to 9th July, 2014 (both days inclusive) for the purpose of payment of the dividend for the financial year ended 31st March, 2014.

7. The dividend recommended by the Board, if approved by the shareholders at the Annual General Meeting, will be paid on or after 5th September, 2014, to those persons

- (a) whose names appear as Beneficial Owners as at the end of the business hours on 1st July, 2014, as per the list of beneficial owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in electronic form.

- (b) Whose names appear as Members in Register of Members of the Company after giving effect to valid share transfers, if any, in physical form lodged with the Company/Registrar & Share Transfer Agents on or before 1st July, 2014.

8. Pursuant to section 205C of the Companies Act, 1956, Notice is hereby given that the amount of unclaimed/unpaid dividend and interest on fixed deposits, as well as principal amount of deposits remaining unclaimed or unpaid upto 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 dividend paid for the financial year 2006-2007 will be due for transfer to the fund.

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.

Pursuant to provisions of section 205A (5) of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), dividend declared for financial year

31st March, 1997 and thereafter which remains unclaimed for a period of seven years is required to be transferred by the company to Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to section 205(C) of Companies Act, 1956.

Information in respect of such unclaimed dividend when due for transfer to the said fund is given below:

Financial Year Ended	Date of Declaration of Dividend	Last Date for claiming unpaid Dividend	Due date for transfer to IEPF
31.03.2007	24.09.2007	23.09.2014	22.10.2014
31.03.2008	15.09.2008	14.09.2015	13.10.2015
31.03.2009	14.09.2009	13.09.2016	12.10.2016
31.03.2010	27.09.2010	26.09.2017	25.10.2017
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

The Company has uploaded the information in respect of the unclaimed amounts lying with the Company as on the date of 45th Annual General Meeting of the Company held on 25th September, 2013 on the website of IEPF viz. (www.iepf.gov.in) and under "Investor Section" on the website of the Company viz. (www.adventz.com).

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods are requested to send their claims, if any, to the Company / share transfer agent immediately. Once the amount is transferred by the Company to IEPF, no claim thereof shall lie against the Company.

9. Shareholders are advised to avail of the facility for receipt of future dividends through Electronic Clearing Service (ECS). 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 ECS 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 Number 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).

10. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. 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 the RTA at the above mentioned address.

11. 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.

12. 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.

13. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is given in the Corporate Governance Report along with the details of their shareholding.

14. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) 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 2013 -14 are being sent in the permitted mode.

15. The Notice of the 46th Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email IDs are registered with the Company/Depository Participants(s) 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 aforementioned documents are being sent in the permitted mode.

16. Members may also note that the Notice of the 46th Annual General Meeting and the Annual Report for 2013-14 is available on the Company's website www.adventz.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Goa for inspection during normal business hours on working days, excluding Saturday upto the date of AGM. 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
17. **E-Voting :**
- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 46th Annual General Meeting (AGM) by electronic means and the detailed procedure for the same is annexed separately.
 - The e-voting period commences on the Wednesday, 20th August, 2014 at 10:00 A.M. and ends on Friday, 22nd August, 2014 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 Tuesday, 1st July, 2014, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - 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 Tuesday, 1st July, 2014.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - The Board of Directors has appointed CS Shivaram Bhat, Practicing Company Secretary, failing him CS Shubhangi Baichwal, Practicing Company Secretary; as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - The Results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).
 - The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.adventz.com) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited for download by the members of the Company.

ANNEXURE TO THE NOTICE

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

Item No. 5

Mr. Marco Wadia is a non executive Independent Director of the Company as well as member of the Audit Committee and Stakeholders Relationship Committee.

He is a B.A. (Hons.) LL.B and practicing Advocate since 1986, specializing in corporate matters and is currently, a partner in the firm Crawford Bayley & Co., Mumbai.

Mr. Wadia is an Independent Director whose period of office is liable for retirement as director by rotation under erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Wadia being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years up to 31st March, 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Wadia for the office of the Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Marco Wadia (i) Consent in writing to act as Director in Form DIR - 2 pursuant to Rule 8 of the Companies (Appointment and qualification of Directors) Rules, 2014; (ii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Marco Wadia fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Marco Wadia as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday; upto the date of AGM.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. The detailed resume is given in the report on Corporate Governance which forms part of the Annual report.

The resolution as above is placed before the shareholders for approval.

Except Mr. Marco Wadia, none of the Directors and Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMP are concerned or interested in this resolution.

Item No. 6

Mr. D. B. Engineer is a non executive Independent Director of the Company as well as member of the Audit Committee, Stakeholders Relationship Committee and CSR Committee.

Mr. D. B. Engineer serves as a Senior Partner in Crawford Bayley & Co. Mr. Engineer has been Senior Advocate and Solicitor of the Bombay High Court. He has over 40 years experience in the legal profession and has expertise in various aspects of Corporate Law, Indirect Taxation, Foreign Exchange, Imports, Trade Control Regulations and Civil and Constitutional Law. Mr. Engineer has a Degree in BA and LLB.

Mr. D. B. Engineer is a Director whose period of office is liable for retirement as director by rotation under erstwhile applicable provisions of Companies Act, 1956. In terms of Section

149 and other applicable provisions of the Companies Act, 2013, Mr. D. B. Engineer being eligible and offering himself for appointment, is proposed to be appointed as an independent director for five consecutive years up to 31st March, 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. D. B. Engineer for the office of the Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. D. B. Engineer (i) Consent in writing to act as Director in Form DIR -2 pursuant to Rule 8 of the Companies (Appointment and qualification of Directors) Rules, 2014; (ii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. D. B. Engineer fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. D. B. Engineer as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday; upto the date of AGM.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges. The detailed resume is given in the report on Corporate Governance which forms part of the Annual report.

The resolution as above is placed before the shareholders for approval.

Except Mr. D. B. Engineer, none of the Directors and Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMP are concerned or interested in this resolution.

Item No. 7

Mr. J. N. Godbole is a non executive Independent Director of the Company as well as member of the Audit Committee and Stakeholders Relationship Committee.

Mr. J. N. Godbole aged 68 years is a Chemical Engineer from IIT-Powai with qualifications in Financial Management from Bajaj Institute of Management Studies, University of Bombay. Mr. Godbole has 37 years of diversified active experience ranging from Production-in-Charge in a private sector SSI, Development banker with Industrial Development Bank of India

(IDBI), the apex term lending Development Bank of the Government of India to Advisor to State Government of Sabah in Malaysia.

Mr. J. N. Godbole is a Director whose period of office is liable for retirement as director by rotation under erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. J. N. Godbole being eligible and offering himself for appointment, is proposed to be appointed as an independent director for five consecutive years up to 31st March, 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. J. N. Godbole for the office of the Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. J. N. Godbole (i) Consent in writing to act as Director in Form DIR - 2 pursuant to Rule 8 of the Companies (Appointment and qualification of Directors) Rules, 2014; (ii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. J. N. Godbole fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. J. N. Godbole as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday; upto the date of AGM.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange. The detailed resume is given in the report on Corporate Governance which forms part of the Annual report.

The resolution as above is placed before the shareholders for approval.

Except Mr. J. N. Godbole, none of the Directors and Key Managerial Personnel (KMP) of the Company or relatives of directors and KMP are concerned or interested in this resolution.

Item No. 8:

The Board at its meeting held on 9th May, 2011 and shareholders at their meeting held on 19th September, 2011 considered and authorised the Company to borrow upto ₹ 5000 Crore by way of Inter Corporate Deposits, Long Term

Loans, and External Commercial Borrowings or through issue of any securities, instruments, etc. pursuant to Section 293(1) (a) and 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956. It is proposed to reduce the limit of borrowing to ₹ 1,000 Crore.

The provisions of Section 180 of the Companies Act, 2013 effective from 1st April, 2014 requires the Companies to pass Special resolution instead of ordinary resolution to authorize the Board to borrow beyond the prescribed limits which will exceed the aggregate of the paid-up capital and free reserves.

In view thereof, it is proposed to obtain a fresh approval of Shareholders by a Special Resolution

The resolution as above is placed before the shareholders for approval.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

Item No. 9 & 10 :

It is proposed to alter the Capital Clause contained in the Memorandum and Articles of Association by entirely replacing the existing Capital clause with a new Capital Clause. The modification and alteration of the Capital Clause in the Memorandum and Articles of Association is done in accordance with all the applicable provisions of the Companies Act, 2013 and the rules made thereunder. The Amendment in the Capital Clause of the Memorandum and Articles of Association can be made by way of passing of Special Resolution at the General Meeting.

The resolutions as above are placed before the shareholders for approval.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

Item No. 11 :

The Company held 2,93,34,310 shares in erstwhile Nagarjuna Fertilizers and Chemicals Limited, a Company then listed on the BSE and National Stock Exchange of India Limited, which shares were acquired from open market for a total consideration of ₹ 9,059.48 Lacs (Book Value) of original investment.

Pursuant to the sanction of Scheme of Arrangement and Amalgamation (Scheme) between iKisaan Limited, Kakinada Fertilizers Limited, erstwhile Nagarjuna Fertilizers and Chemicals Limited and Nagarjuna Oil Refinery Limited, the Company was allotted 3,22,67,741 shares in Kakinada Fertilizers Limited (KFL). KFL later changed its name to Nagarjuna Fertilizers and Chemicals Limited (NFCL).

The Company as on date holds 3,22,67,741 shares (Said Shares) of Nagarjuna Fertilizers and Chemicals Limited (NFCL) representing 5.40 % of the equity share capital of NFCL. The shares of NFCL are pending listing on BSE and National Stock Exchange of India Limited and presently not being traded. The book value of the NFCL post the scheme is ₹ 2,115.39 lacs. The Company proposes to sell the same to Zuari Agro Chemicals Limited (ZACL).

ZACL is a related party within the meaning of Section 2 (76) of the Companies Act, 2013 and thus the transaction requires approval of the members by a special resolution. Section 188 (1)(b) of the Companies Act, 2013 requires that any contract or arrangement entered into for selling or otherwise disposing of, or buying property of any kind which is not in the ordinary course of business shall require approval of the shareholders by a special resolution. Section 188 (3) also provides that where any contract or arrangement is entered into without obtaining the consent of the shareholders, the same can be ratified by the shareholders by passing a special resolution in the general meeting within a period of 3 months from the date on which such contract or arrangement was entered into.

The particulars as required under Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 is given below:

- a) Name of the Related Party – Zuari Agro Chemicals Limited (ZACL)
- b) Name of the Director or Key Managerial Personnel who is related, if any

Mr. Saroj Kumar Poddar, Mr. Suresh Krishnan, Mr. J.N. Godbole and Mr. Marco Wadia are also Directors in ZACL. Mr. Saroj Kumar Poddar holds 79406 shares in ZACL and Marco Wadia holds 2811 Shares in ZACL. These Directors do not have any financial or other interest in the proposed transaction other than their Directorship and shareholding.

None of the other directors or key managerial personnel of the Company either directly or through their relatives are in any way concerned or interested whether financially or otherwise in the resolution.

- c) Nature of Relationship – Zuari Agro Chemicals is an Associate of Zuari Global Limited
- d) Nature, material terms, monetary value and particulars of the contract or arrangement

Nature – Sale of Shares of NFCL

Monetary Value ₹ 2,115.39 Lacs being Book Value of the investments of NFCL held by ZGL as per the latest audited financial statements as of 31st March, 2014 or at the market price when the shares are listed, whichever is higher.

Material terms and particulars –

Sale of 3,22,67,741 shares (Said Shares) of (NFCL) representing 5.40 % of the equity share capital of NFCL between the Company and ZACL.

Pursuant to the listing of NFCL shares on the stock exchanges and on commencement of trading activity or within a period of 8 months from the date of approval of the shareholders whichever is earlier, Zuari Agro Chemicals Limited ("ZACL") proposes to purchase the Said Shares from your company for a consideration that shall be at par with the market value of the NFCL shares or book value of the investments held by ZGL as per the latest audited financial statements as of 31st March, 2014, whichever is higher. However, pending the same, the company desires to enter into a Memorandum of Understanding for sale of the Said Shares.

- e) Any other information relevant or important for the members to make a decision on the proposed transaction :

None

Item no. 12.

Zuari Global Limited (ZGL) will make payment of ₹ 2.75 Crore to Zuari Investments Limited (ZIL) towards purchase of 25,00,000 equity Equity shares of Zuari Financial Services Ltd (ZFSL). Consequent to the above purchase ZFSL shall become a 100% subsidiary of your Company.

ZIL is a related party within the meaning of Section 2 (76) of the Companies Act, 2013 and thus the transaction requires approval of the members by a special resolution. Section 188 (1)(b) of the Companies Act, 2013 requires that any contract or arrangement entered into for selling or otherwise disposing of, or buying property of any kind which is not in the ordinary course of business shall require approval of the shareholders by a special resolution. Section 188 (3) also provides that where any contract or arrangement is entered into without obtaining the consent of the shareholders, the same can be ratified by the shareholders by passing a special resolution in the general meeting within a period of 3 months from the date on which such contract or arrangement was entered into.

The particulars as required under Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 is given below:

- a) Name of the Related Party – Zuari Investments Limited (ZIL)
- b) Name of the Director or Key Managerial Personnel who is related, if any

Mr. Suresh Krishnan is a Director in ZIL.

None of the other directors or key managerial personnel of the Company either directly or through their relatives are in any way concerned or interested whether financially or otherwise in the resolution.

- c) Nature of Relationship
Zuari Investments Limited is a Wholly Owned Subsidiary of your Company.
- d) Nature, material terms, monetary value and particulars of the contract or arrangement

Nature – Purchase of Shares of ZFSL

Monetary Value ₹ 2.75 Crore, being the book value of ZFSL as per latest audited balance sheet, i.e., 31st March, 2014.

Material terms and particulars –

- e) Any other information relevant or important for the members to make a decision on the proposed transaction:

None

By Order of the Board of Directors

K. G. Prabhu
Company Secretary

Date : 11th July, 2014
Registered Office: Jai Kisaan Bhawan,
Zuarinagar - Goa 403 726

**ZUARI GLOBAL LIMITED**

Registered Office :

Jai Kisaan Bhawan, Zuarinagar, Goa 403 726

CIN: L65921GA1967PLC000157

Web : www.adventz.com

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

Folio No. :

No. of
Shares Held :* DPID No.
/ Client ID No. :**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : _____ E-mail Id : _____

Registered address : _____

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

I/We, being the member (s) of _____ shares of Zuari Global Limited, hereby appoint

(1) Name : _____ Address : _____ E-mail id : _____ or failing him;

(2) Name : _____ Address : _____ E-mail id : _____ or failing him;

(3) Name : _____ Address : _____ E-mail id : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46th Annual General Meeting of the Company, to be held on Monday the 1st day of September, 2014 at 11:00 a.m. at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa 403 726 and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	Optional*	
		For	Against
ORDINARY BUSINESS			
1	Adoption of Financial Statements for the year ended March 31, 2014.		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Mr. N. Suresh Krishnan, who retires by rotation.		
4.	Re-appoint M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, Registration No. 301003E as Statutory Auditors of the Company.		
SPECIAL BUSINESS			
5.	Appointment of Mr. Marco Wadia as an Independent Director.		
6.	Appointment of Mr. D.B. Engineer as an Independent Director.		
7.	Appointment of Mr. J.N. Godbole as an Independent Director.		
8.	To authorise Board of Directors of the Company to borrow from time to time.		
9.	To alter Clause V of the Memorandum of Association of the Company.		
10.	To alter Article 3 of the Articles of Association of the Company.		
11.	To ratify the proposal approved by the Board of Directors for sale of 3,22,67,741 shares of Nagarjuna Fertilizers and Chemicals Limited held by the Company.		
12.	To ratify the proposal approved by the Board of Directors for purchase of 25,00,000 equity shares of Zuari Financial Services Limited (ZFSL) from Zuari Investment Limited.		

Signed this _____ day of _____, 2014

Affix ₹ 1
Revenue
Stamp_____
Signature of shareholder_____
Signature of first Proxy holder_____
Signature of Second Proxy holder_____
Signature of third Proxy holder

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
4. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 46th 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 46th Annual General Meeting should forward them to the registered office, 7 days before the date of annual general meeting.