



August 20, 2015

BSE Limited
Floor 25, P.J. Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (East)
MUMBAI - 400 051

Dear Sirs,

**Sub: Annual Report -2014-15 alongwith the Notice of Annual General Meeting
and Postal Ballot Notice**

In pursuance to Clause 31 of the Listing Agreement, please find enclosed 6 copies of the Annual Report, Notice of the Annual General Meeting to be held on 22nd September, 2015 alongwith the explanatory statement and postal ballot notice.

Further, Form B -Format covering letter of the Annual Audit Report is also enclosed.

Thanking you,

Yours faithfully,
For Zuari Global Limited

K.G. PRABHU
Company Secretary

Encl : As above.

ZUARI GLOBAL LIMITED

(Formerly known as Zuari Industries Limited)

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

Telephone : (0832) 2592180, 2592181, Fax : (0832) 2555279, CIN-L65921GA1967PLC000157

Website : www.adventz.com



ZUARI GLOBAL LIMITED

CIN-L65921GA1967PLC000157

Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa 403 726
Website : www.adventz.com, Tel.: 0832-2592431, Fax : 0832-2555279

Certified True Copy

For ZUARI GLOBAL LIMITED

K.G. PRABHU
COMPANY SECRETARY

NOTICE

NOTICE is hereby given that the Forty Seventh 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 Tuesday, the 22nd day of September, 2015 at 10.00 a.m. to transact the following business:

Ordinary Business :

1. To receive, consider and adopt the Stadalone Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet for the year ended 31st March, 2015 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 receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended 31st March, 2015 including audited Consolidated Balance Sheet for the year ended 31st March, 2015 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.
3. To declare dividend on Equity Shares for the financial year ended 31st March, 2015.
4. To appoint a Director in the place of Mrs. Jyotsna Poddar, (holding DIN 00055736), who retires by rotation and being eligible offers herself for re-appointment.
5. To ratify appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, Registration No. 301003E as Statutory Auditors of the Company and fix their remuneration.

Special Business :

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. K.K. Gupta (holding DIN 00024221), Director of the Company, who was appointed as an Additional Director upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member 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 upto 30th July, 2019.

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

RESOLVED THAT pursuant to the provisions of Section 2(54), 2(78), 196, 197, 198, 199, 200 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 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, consent of the company be and is hereby accorded to the appointment and payment of remuneration of Mr. N. Suresh Krishnan as the Managing Director of the Company for a period of 3 years w.e.f. 1st April, 2015 as set out in the statement attached to this notice.

RESOLVED FURTHER THAT notwithstanding anything contained herein, wherein any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may subject to approval of Central Government, if required, pay to the Managing Director the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified above and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity (fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961), gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013.

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 appointment and remuneration of the Managing Director for the period 1st April, 2015 to 31st March, 2018 within the scale of basic salary of Rs. 7 lakhs per month to Rs. 20 lakhs 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 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.

8. 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 5, 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations as per the draft regulations contained in the Articles of Association submitted to this meeting and the same be and is hereby approved and adopted as new regulations of the Articles of Association of the Company and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.

By Order of the Board of Directors

K. G. Prabhu
Company Secretary

Date: 15th May, 2015

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE 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. Proxies submitted on behalf of 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 days' notice in writing to inspect is given to the company.
5. The Company's Registrar & Share Transfer Agents (RTA) are :
Link Intime India Pvt. Limited
L.B.S. Marg, Bhandup (W)
Mumbai – 400 078
Tel : 022-25946970
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 shall remain closed from 3rd August, 2015 to 10th August, 2015 (both days inclusive).
7. The dividend recommended by the Board, if approved by the shareholders at the Annual General Meeting, will be paid on / after 26th September, 2015 to those persons.
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on 1st August, 2015 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 of the Company after giving effect to valid share transfers, if any, in physical form lodged with the Company/Registrar & Share Transfer Agents on / before 1st August, 2015.
8. Pursuant to Section 125 of the Companies Act, 2013, 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 31.03.2015 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 for the financial year 2007-2008.
 - b. Interest on deposits on March, 2007 to February, 2008.
 - c. Principal amount of deposits matured during March, 2007 to February, 2008.

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.

9. 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 the Investors 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
31.03.2008	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
31.03.2014	01.09.2014	31.10.2021	29.10.2021

The Company has uploaded the information in respect of the unclaimed amounts lying with the Company as on the date of 46th Annual General Meeting of the Company held on 1st September, 2014 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.

10. Shareholders are advised to avail of the facility for receipt of future dividends through Electronic Clearing Services (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 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).
11. 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 RTA at the above mentioned address.
12. 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.
13. 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.
14. 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.
15. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(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 2014-15 are being sent in the permitted mode.
16. The Notice of the 47th Annual General Meeting of the Company and instructions for e-voting, along with Ballot Form, Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email IDs are registered with the Company/Depository Participant(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.
17. Members may also note that the Notice of the 47th Annual General Meeting and the Annual Report for 2014-15 will also be 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 all 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.

18. Shareholders are requested to notify any change of address:
- To their Depository Participants (DPs) in respect of the shares held in demat form and
 - 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.
 - In case the mailing address mentioned on this Annual Report is without the PINCODE, inform DP of the Company, as mentioned above.
19. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the 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.
20. **Process and manner for members opting to vote through electronic means:**
- In compliance with the 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 Clause 35B of the Listing Agreement, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 47th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by CDSL.

The instructions for e-voting are as under:

- A. In case a Member receives an email from CDSL (for members whose e-mail ID's are registered with the Company/Depository Participants):**
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and 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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio 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. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- XVII. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XVIII. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of Members receiving the physical copy.

Please follow all steps from Sr. No. (ii) to (xi) as mentioned in (A) above, to cast your vote.

- C.** The e-voting period commences on Wednesday 16th September, 2015 at 10.00 A.M. and ends on Monday 21st September 2015 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 15th September, 2015, 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 Members shall not be allowed to change it subsequently.

2. General instructions/information for Members for voting on the Resolutions:

- (a) A Member can opt for only one mode of voting, i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot form of that Member shall be treated as invalid.
- (b) Facility of voting through Poll paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting.
- (c) Members who have cast their vote by remote e-voting or through Ballot Form prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- (d) 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 15th September, 2015.
- (e) 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.
- (f) The Scrutinizer shall, immediately after the conclusion of voting at 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 atleast two (2) witnesses not in the employment of the Company.
- (g) The scrutinizer will submit the consolidated report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorised on 23rd September, 2015 at 10.00 A.M. at the registered office the Company. The results will also be displayed on the website of the Company (www.adventz.com), besides being communicated to the Stock Exchanges.
- (h) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of cut of date i.e. 15th September, 2015, 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 Company/DP.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The Board at its meeting held on 30th July, 2014 appointed Mr. K.K. Gupta as an Additional Director of the Company w.e.f. 30th July, 2014. His term as Additional Director is upto this Annual General Meeting.

Mr. K.K. Gupta is a non executive Independent Director of the Company as well as member of the Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee.

Mr. K.K. Gupta, aged 76, is a B.Sc. Engg. (Mech.) Graduate from Punjab University, India. He also holds an M.S. (Ind. Engg.) Degree from University of California, Berkeley, U.S.A.

He has vast corporate experience of 51 years.

He was Non-Executive Chairman of Singer India Limited

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. K.K. Gupta, being eligible and offers himself for appointment, as an independent director for five years upto 30th July, 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 Rs. 1,00,000/- proposing the candidature of Mr. Gupta 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. Gupta (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. K.K. Gupta 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. K. K. Gupta 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 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. K. K. Gupta, none of the other 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 :

The Board at its meeting held on 10th March, 2015 appointed Mr. N. Suresh Krishnan (holding DIN 00021965) as Managing Director on the Board of your Company, effective 1st April, 2015 on the terms and conditions as approved by the Board and Nomination and Remuneration committee in their meeting held on 10th March, 2015.

Mr. N. Suresh Krishnan has been associated with Zuari Group for over two decades. He was Managing Director of Zuari Agro Chemicals Limited for 3 years, whose term ended on 31st March, 2015.

Considering Mr. Krishnan's rich experience and background in varied leadership roles, it was felt appropriate to appoint Mr. N. Suresh Krishnan as Managing Director of the Company for a period of 3 years beginning 1st April, 2015 on the terms and conditions given herein below :-

1. Salary: Rs.7 lakhs per month (in the range of Rs. 7 lakhs to Rs.20 lakhs) with such annual increments as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors.
2. Perquisites and Benefits : Perquisites including superannuation fund and National Pension Scheme will be allowed in addition to the salary, subject to a maximum of Rs.9,98,997/- 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.
3. Performance Linked Variable Pay 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.
4. 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.
5. All Contributions including contribution to Provident Fund and Gratuity shall be as per the Rules of the Company.
6. Leave/encashment of leave in accordance with the Company rules applicable to Senior Executives.
7. 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.
8. 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.

STATEMENT OF PARTICULARS (Pursuant to Schedule-V of the Companies Act, 2013)**I. GENERAL INFORMATION****1. Nature of Industry:**

Zuari Global Limited, erstwhile Zuari Industries Limited, has been the principal promoter entity for the Adventz Group of Companies, with forays into fertilizers, seeds, engineering, lifestyle industries and services. Besides growing the fertilizer business of the group to its present pre-eminent status as one of India's leading fertilizer conglomerates, it has a substantial presence in the areas of real estate, financial services, RTA, furniture and Oiltanking through its several wholly owned / subsidiaries and joint ventures

2. Date of Commencement of Commercial Production:

The Company was incorporated in the year 1967 and was in commercial production before demerger of fertiliser operations.

3. Financial Performance of the Company:

(Rs. in Lacs)			
Year	2014-15	2013-14	2012-13
Paid up Capital	2944.11	2944.11	2944.11
Reserves & Surplus	61417.71	59093.78	56824.28
Total revenue	8028.52	21240.22	14583.05
Profit Before Tax	3399.28	5583.49	3329.36
Profit After Tax	2678.27	2613.94	2695.32

4. Foreign Earnings, investments or collaborations:

The Company has not entered into any foreign collaboration. The Company has invested in the initial capital of Globex Limited, a wholly owned subsidiary of the Company and also invested in the equity shares of SES.

The Foreign Institutional Investors are holding shares in the Company within the permitted limits.

II. Information about appointee:

1	Back Ground details	Mr. N. Suresh Krishnan assumed charge as the Managing Director of Zuari Global Limited with effect from April 1, 2015. With 25 years of corporate experience in fertiliser, energy and cement sectors, Mr. Krishnan has been associated with the Adventz Group for over two decades and has been widely acknowledged for his dynamic leadership, vision and commitment. Before taking over his current role, he was the Managing Director of Zuari Agro Chemicals Limited since March 2012. In his previous assignments he served as the Managing Director of erstwhile Zuari Industries Limited since Feb 2011; and was formerly the Executive President of Zuari Industries Limited for three and a half years, responsible for the company's fertiliser business. Other senior positions held by Mr. Suresh Krishnan earlier, include being the Chief Financial Officer of Zuari Industries Limited and Zuari Cement Limited.
2	Past remuneration details	Not Applicable
3	Recognition or awards	Mr. N. Suresh Krishnan is an alumnus of BITS (Pilani), Mr. N. Suresh Krishnan is also on the Board of Directors of several Adventz group companies and joint ventures including Zuari Agro Chemicals Limited, Zuari Fertilisers and Chemicals Limited, Zuari Agri Sciences Limited, Zuari Investments Limited, Indian Furniture Products Limited and Zuari Maroc Phosphates Private Limited.
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 in the manufacturing sector. He shall be responsible for overall day-to-day management of the Company under the supervision and control of the Board of Directors of the Company.
5	Remuneration proposed	The proposed remuneration would comprise of monthly basic salary, allowances and all perquisites as mentioned in the proposed Item no. 7 of the attached notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of the appointee, is fully justifiable and comparable to the same, as prevalent in the industry, keeping in view the profile and the position of Managing Director and enriched knowledge & vast experience of the appointee. There is no readily available data for similar type of organization. However, the remuneration of the appointee, is fully justifiable and comparable keeping in view the profile and the position of Managing Director and the knowledge & vast experience of the appointee. The remuneration of Managing Director shall be decided by Nomination and Remuneration Committee of the Board based on the Company's performance, track record of the Appointee and his performance.

7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	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 relationship with the managerial personnel.
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III. Other information:

1	Reason of loss or inadequate profits	The company has invested in its various subsidiaries like a) Zuari Infraworld India Limited which is in the business of real estate development, b) Simon India Limited – which is in the business of projects and other subsidiaries. c) Indian Furniture Products Limited – Ready-to-Assemble Furniture. d) Other subsidiaries in the areas of financial services. The investments in these subsidiaries will take time to generate returns and hence, the lower /inadequate profits.
2	Steps taken or proposed to be taken for improvement	The Company is taking various initiatives to increase market share in each of the areas in which the subsidiaries operate. The Company is also venturing into real estate development in its land located at Goa and in confident that there will be improvement in the performance of the Company due to these initiatives.
3	Expected increase in productivity and profits in measurable terms	The various measures taken/to be taken by the Company in future such as real estate development, better performance from the subsidiaries will result in improvement in the performance of the Company.

IV. Disclosures

The Disclosures relating to remuneration has been made in the Report on Corporate Governance in the Annual Report.

The resolution above is placed before the shareholders for approval.

Except Mr. N. Suresh Krishnan, Managing Director, none of the other Directors or Key Managerial Personnel (KMP) or relatives of directors or KMP is concerned or interested in passing of the resolution.

Item No. 8 :

The existing Articles of Association (“AOA”) of the Company are based on the provisions of the Companies Act, 1956 and several regulations in the Articles of Association contained references to the provisions of the Companies Act, 1956.

The existing regulations contained in the Articles of Association require substantial alteration/modification or deletion. Hence, it is proposed to adopt a new set of Articles by replacing the existing AOA.

The proposed new draft AOA shall be available on the website of the Company for the perusal of the shareholders and also at the registered office of the Company.

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

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors or KMP is concerned or interested in passing of the resolution.

By Order of the Board of Directors

K.G. Prabhu
Company Secretary

Date: 15th May, 2015
Registered Office: Jai Kisaan Bhawan,
Zuarinagar-Goa 403 726

**ZUARI GLOBAL LIMITED**

CIN-L65921GA1967PLC000157

Registered Office : Jai Kisaan Bhawan, Zuarinagar, Goa 403 726
Tel.91-0832-2592431, Fax : 0832-2555279 • Website : www.adventz.com**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 _____ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 47th Annual General Meeting of the Company to be held on Tuesday, the 22nd day of September, 2015 at 10 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 :

Sr. No.	Resolutions	Optional *	
		For	Against
ORDINARY BUSINESS			
1.	Adoption of Financial Statements for the year ended 31 st March, 2015		
2.	Adoption of Consolidated Financial Statements for the year ended 31st March, 2015		
3.	Declaration of Dividend on Equity Shares		
4.	Re-appointment of Mrs. Jyotsna Poddar, who retires by rotation		
5.	Ratification of appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, 301003E as Statutory Auditors of the Company		
SPECIAL BUSINESS			
6.	Appointment of Mr. K.K. Gupta as Independent Director		
7.	Appointment and remuneration of Mr. N. Suresh Krishnan as the Managing Director of the Company		
8.	Adoption of new set of articles by replavcing the existing AOA		

Signed this _____ day of _____, 2015

Signature of shareholder

Signature of first Proxy holder

Signature of Second Proxy holder

Signature of third Proxy holder

**ZUARI GLOBAL LIMITED**

CIN-L65921GA1967PLC000157

Registered Office : Jai Kisaan Bhawan, Zuarinagar, Goa 403 726
Tel.91-0832-2592431, Fax : 0832-2555279 • Website : www.adventz.com**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. / Client ID No. :	

Name and Address of the Shareholder _____

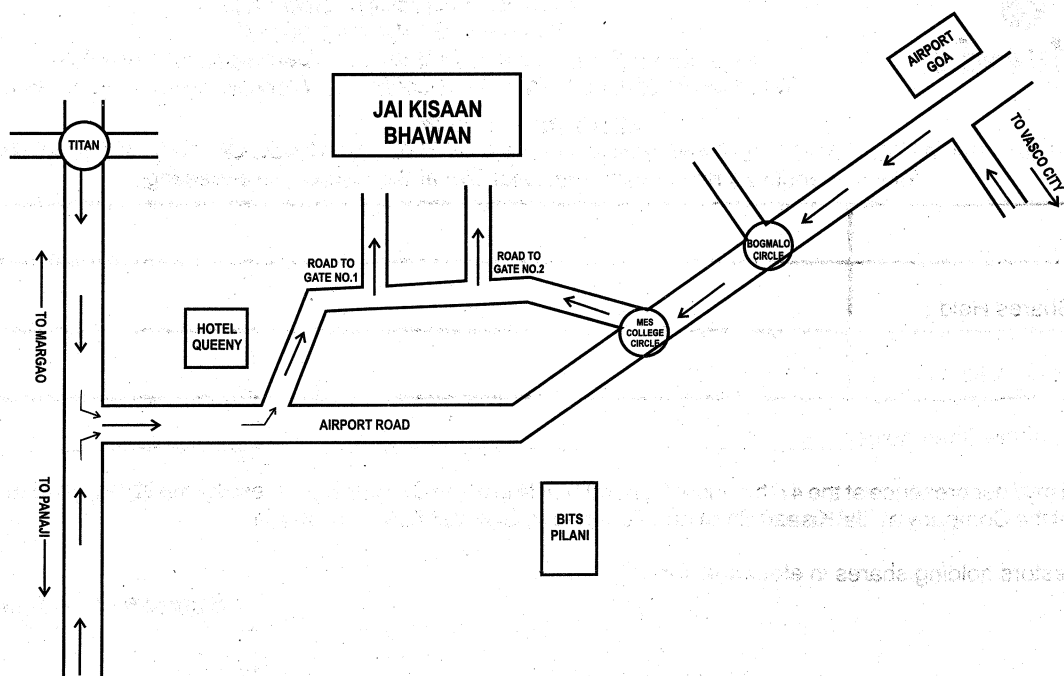
I/We hereby record my / our presence at the 47th Annual General Meeting of the Company on Tuesday the 22nd day of September, 2015 at the Registered Office of the Company at "Jai Kisaan Bhawan", Zuarinagar, Goa 403 726 at 10:00 a.m.

*Applicable for investors holding shares in electronic form.

Signature of the Shareholder / Proxy

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 47th 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 47th Annual General Meeting should forward them to the registered office, 7 days before the date of annual general meeting.



BALLOT FORM

1. Name & Registered Address of :
the first named shareholder

2. Name(s) of the Joint Holder(s), (If any) :

3. Registered Folio Number/ :
DP ID No. /Client ID No.*
*(Applicable to investors holding
Shares in dematerialized form)

4. Numbers of Share(s) held :

5. (E-Voting Sequence Number) : 150805007

I/We hereby exercise my/our votes in respect of the Resolutions set out in the Notice of the Annual General Meeting dated 15th May, 2015 by sending my/our assent or dissent to the said Resolutions by placing the (✓) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid) :

Sr. No.	Description	No. of Equity shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet for the year ended 31st March, 2015 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.			
2.	To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended 31st March, 2015 including audited Consolidated Balance Sheet for the year ended 31st March, 2015 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.			
3.	To declare dividend on Equity Shares for the financial year ended 31st March, 2015			
4.	To appoint a Director in the place of Mrs. Jyotsna Poddar, (holding DIN 00055736), who retires by rotation and being eligible offers herself for re-appointment			
5.	To ratify appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, Registration No.301003E as Statutory Auditors of the Company and fix their remuneration.			
6.	To consider and approve the Appoint Mr. K.K. Gupta (holding DIN 00024221), Director of the Company,			
7.	To approve the appointment and remuneration of Mr. N. Suresh Krishnan (holding DIN 00021965), as the Managing Director of the Company for a period of 3 years w.e.f. 1st April, 2015.			
8.	To consider and approve the alteration in the Articles of Association of the Company by replacing all the existing regulations.			

General Instructions:

1. This Ballot form is provided for the benefit of the members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. The members can opt for only one mode of voting i.e. either by ballot or e-voting. If the members opt for e-voting, they should not vote by ballot and vice-versa. In case members cast their vote by ballot as well as e-voting, then voting done by e-voting will prevail and voting done by post shall be considered as invalid.
3. For detailed instructions on evoting, please refer the instructions appended to the Annual General Meeting Notice.

Process and manner for members opting to vote by using the Physical Ballot Form.

1. A shareholder desirous of exercising vote by Ballot should complete the Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The Ballot Form should be signed by the Member as per specimen signature registered with the Company/ Depository Participant. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of the member may vote on the Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA. Unsigned Ballot Form will be rejected.
3. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 P.M.) on 21st September, 2015. Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Ballot Forms well before 21st September, 2015 providing sufficient time for postal transit.
4. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 15th September, 2015.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Ballot Form.
6. Members are requested not to send any paper along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
7. The exercise of vote by Ballot is not permitted through proxy.
8. There will be only one Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
9. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A ballot form will be rejected if it is received torn, defaced or mutilated to an extent which will make it difficult for the scrutinizer to identify either the member or the number of votes or to whether the votes are in favor or against or if the signature cannot be verified.
10. Members from whom no Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
11. The Scrutinizer's decision on the validity of a Ballot shall be final.
12. Results of voting on resolutions will be declared on 23rd September, 2015 at 10 A.M. at the Registered office of the Company. The results will be informed to the Stock Exchanges and hosted on the Company's website www.adventz.com on the very day itself.
13. Kindly note that any query in relation to the resolutions proposed to be passed by Ballot may be addressed to: The Company Secretary, Zuari Global Limited, Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726. Tel. No.: +91-0832-2592509, Fax No.: +91-0832-2555279, Email: shares@adventz.com.