



**Transcript of 53rd Annual General Meeting of Zuari Global Limited held on Friday,
17th September, 2021 at 11.00 A.M.**

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

Moderator: We are live and can start the proceedings.

Mr. Laxman Aggarwal, Company Secretary: Good morning and a very warm welcome to all the members present here at the 53rd Annual General Meeting of Zuari Global Limited.

Today, we have with us Mr. Saroj Kumar Poddar - the Chairperson of the Company, Mr. Marco Wadia - the Independent Director and Chairman of the Company's Audit Committee, Mr. Dipankar Chatterji - Independent Director and Chairman of the Company's Nomination & Remuneration Committee, Mr. Vijay Paranjape – Independent Director and Chairman of Stakeholders Relationship Committee, Mrs. Manju Gupta – Independent Director, Mr. R S Raghavan – the Managing Director, Mr. Nishant Dalal - the Chief Financial Officer and Mr. Jatin Jain – the Deputy Chief Financial Officer.

Mr. Ajay Gupta & Mr. Sunny Gupta representing Statutory Auditors of the Company, Mr. Atul Kumar Labh representing Secretarial Auditors of the Company as well as, the Scrutinizer, are also present in the meeting as attendees.

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

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

Mr. Saroj Kumar Poddar, Chairperson: I request the Company Secretary to confirm the quorum.

Mr. Laxman Aggarwal, Company Secretary: Sir, the requisite quorum is complete and we are having more than 50 members present in the meeting .

Mr. Saroj Kumar Poddar, Chairperson: Mrs. Poddar is now present, she is a member and Whole Time Director of the Company.

Since the quorum is present, I call the meeting to order.

Good morning and a very warm welcome to the respected members of Zuari Global Limited.

It gives me great pleasure to address you all on the 53rd Annual General Meeting of your Company. We meet virtually today given the extraordinary circumstances. I hope that all of you have remained safe and healthy and continue to take all precautions to protect yourselves and your families.

The ongoing crisis due to the unprecedented COVID-19 pandemic is one of the most disruptive events in the world history and has had far reaching impact on every country, business and individual. I would like to express my appreciation for all COVID warriors across the country, who are selflessly fighting such a formidable battle and saving lives. I would also like to thank our



Government and the administration for their unparalleled efforts to restore normalcy in the country and provide support to all impacted.

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

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

Ladies and Gentlemen, the Statutory Registers are available for inspection electronically.

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

Your Company's presence as a holding Company across manufacturing, real estate, heavy engineering, agriculture, life style and services enables it to make a larger contribution towards nation building efforts. The robust portfolio of synergistic businesses that we have built over the years has imparted us invaluable strength during this gigantic crisis. COVID related uncertainties have obstructed supply, demand and liquidity but despite the multi-dimensional challenges we have faced as a business, our indomitable spirit has enabled us to sail through.

The fiscal year 2020-21 was a mixed bag owing to the prevailing uncertainties, slowdown in economic activities and drastic change in consumer trends worldwide. However, the recent data released by the Government of India shows that the economy is shaking free of the shackles of the pandemic by growing at 20% during the first quarter of fiscal 2021-22. I would now like to present an overview of your Company's performance during the year 2020-21.

The revenue from operations for the year ended 31st March, 2021 was Rs. 1,354.77 lakhs on standalone basis and Rs. 83,379.90 lakhs at a consolidated level.

The Profit before tax for the year ended 31st March, 2021 was Rs. 4,239.01 lakhs and the Profit after tax stood at Rs 4,993.41 lakhs.

Our Sugar, Power and Ethanol Business under Gobind Sugar Mills Limited witnessed a steady performance, with product and process innovations yielding encouraging results. Extreme speed and agility were paramount to overcome the operational challenges during the lockdown and we could continue to serve the people of India with the essential products. A state-of-art Distillery Plant was commissioned at Gobind Sugar, Aira at capacity of 60 KLPD from December 2019. During the current financial year, we got clearance in October 2020 to operate the Distillery at a higher capacity of 100 KLPD. Gobind Sugar continued manufacturing and distribution of hand sanitizers under the name “Zuarisol” in an effort to support the Central and State Governments in the fight against COVID-19 virus.



While ZGL's Financial Services businesses continued to make steady progress, our Real Estate, Furniture and EPC businesses are facing significant headwinds owing to depressed market conditions and slackened consumer demand.

The near-term outlook, in my opinion though is still unclear, seeing the pace of economic recovery, I am optimistic about seizing the unique opportunity to reshape the future and believe that we will emerge stronger and fitter in the coming days.

Zuari Global Limited is relentlessly focused on new and innovative ways of doing business. The Company is initiating right strategic actions aimed towards reducing the interest burden to create enhanced value. The Company is also looking towards rewarding the shareholders and declared and paid 20% dividend for the year 2020-21.

We are driven by the values that were espoused by our founding father and the core objectives that we work towards go far beyond business. Through our operations, we are constantly striving to make a positive difference in the lives of people and society. Our journey so far and our road ahead is possible only because of the talented, passionate and compassionate people who are part of the Zuari Global family.

I thank all our shareholders for their consistent support and wish them strength and good health in the times to come. Your support and confidence in us, even in challenging times like these, drive us to look for new ways to do more, and create greater value.

Thank You.

We will now proceed with the formal agenda of the meeting.

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

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

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

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

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

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



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

Item No. 1 (a) is to the Notice is to receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2021 including Audited Balance Sheet for the year ended 31st March, 2021 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.

Item No. 1 (b) is to the Notice is to receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2021 including Audited Consolidated Balance Sheet for the year ended 31st March, 2021 and the Consolidated Statement of Profit and Loss Account for the year ended on that date and the Report of the Auditors thereon.

Item No. 2 Ladies and Gentlemen, is to confirm the interim dividend of Rs.2/- per equity share (i.e. 20%) as detailed below and consider the same as final dividend for the financial year ended on 31st March, 2021.

(i) Interim dividend of Rs.1/- per equity share of face value of Rs 10/- each fully paid up of the Company (i.e. 10%) declared by the Board at its meeting held on 13th February 2021; and

(ii) additional Interim dividend of Rs.1/- per equity share of face value of Rs 10/- each fully paid up of the Company (i.e. 10%) declared by the Board at its meeting held on 19th April 2021.

If combined then dividend amounts to 20%.

Since I am interested in the next item to be discussed, may I request Mr. Marco Wadia, the Audit Committee Chairman and Independent Director, to preside over the meeting for the next item please.

Mr. Marco Wadia: Thank you Chairman. Since the next item relates to Mr. Poddar, I would like to propose the re-appointment of Mr. Poddar as director liable to retire by rotation and considering that he has already attained the age of 75, it is necessary to pass a special resolution in this regard and this resolution is now being moved. I would now request Mr. Poddar to take the chair please.

Mr. Saroj Kumar Poddar, Chairperson: Marco, the item is to take the re-appointment of Mrs. Poddar.

Mr. Marco Wadia: Yes Chairman, sorry, apologies, we would like to propose the **Item No.3** for re-appointment of Mrs. Poddar who retires by rotation and being eligible, offers herself for re-appointment and with that, request Mr. Poddar now to take the chair please.

Mr. Saroj Kumar Poddar, Chairperson: Thank you Marco.

Item No. 4 to the Notice is to appoint M/s V Sankar Aiyar & Co., Chartered Accountants, Delhi (Firm Registration Number: 109208W) as the Statutory Auditors and fix their remuneration.

M/s V Sankar Aiyar & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s Walker Chandiook & Co. LLP, Chartered Accountants, to hold office till the conclusion of this Annual General Meeting of the Company.



Pursuant to Section 139 of the Companies Act, 2013, the Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on 04th June 2021 re-appointed M/s V Sankar Aiyar & Co., as Statutory Auditors of the Company for a term of four consecutive years i.e. from the conclusion of 53rd Annual General Meeting till the conclusion of the 57th Annual General meeting of the Company to be held in the year 2025 subject to the approval of the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Company has received a written consent from the Auditors that the said re-appointment is in accordance with the criteria as provided under Section 139 and 141 of the Companies Act, 2013.

I shall now take up **Special Business** for the approval of the members.

Since I am interested in the next item to be discussed, I would request Mr. Marco Wadia, the Audit Committee Chairman and Independent Director, to preside over the meeting for the next item please.

Mr. Marco Wadia: Item No. 5 to the Notice is to approve the Re-appointment of Mrs. Jyotsna Poddar as Whole Time Director of the Company.

Mrs. Jyotsna Poddar, a Psychology Honors student from Loreto House, Kolkata, is the Chairperson of Lionel India Limited. She is the spouse of Mr. Saroj Kumar Poddar, who is the Chairman of the renowned “Adventz” Group of Companies and daughter of Late Dr. K.K. Birla, one of India’s leading industrialists.

Mrs. Poddar is the Whole Time Director of Zuari Global Ltd., and is also on the Board of Nilgiri Plantations Ltd., Sangha Shree Investment & Trading Co. Ltd., Yashovardhan Investment & Trading Co. Ltd., Ronson Traders Ltd. and Syndak Teatech Ltd.

Mrs. Poddar is also an active Rotarian.

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

Mr. Saroj Kumar Poddar, Chairperson: Move now to **Item No. 6** to the Notice is to approve the Re-appointment of Mr. R.S. Raghavan as Managing Director of the Company.

Mr. R. S. Raghavan is a Chartered Accountant and has over 49 years of experience in wide range of industries such as Fertilisers, Chemicals, Steel, Textile and Electronics. He has been associated with various group entities of Zuari and related companies.

Considering Mr. Raghavan’s rich experience in wide range of industries, it is felt appropriate to appoint Mr. R. S. Raghavan as Managing Director of your Company for a period of 2 years beginning 15th February, 2022.

Item No.7 to the Notice is to approve the Related Party Transactions with Gobind Sugar Mills Limited.

Gobind Sugar as you all know, is a step down subsidiary and Related party of the Company in terms of SEBI Listing Regulations and is engaged in the business of manufacture and sale of sugar, molasses and press mud. It is also engaged in generation of power and ethanol.



As recommended by the Audit Committee and Board of Directors of the Company, it is proposed by the Company to enter into transactions with GSML for purchase / sale of sugar and other related transactions with GSML on such terms and conditions as the Board of Directors deem fit, upto an aggregate value not exceeding Rs. 1,000 crores for the financial year 2021-22 and each subsequent years, in one or more tranches from time to time.

Item No.8 to the Notice is to approve the granting of loans, investments, guarantee or security under Section 185 of the Companies Act, 2013.

As recommended by the Audit Committee and Board of Directors of the Company, it is proposed by the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any of the subsidiary(ies) / associate(s) / joint venture(s) of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs.1,000 Crore provided that such loans are utilized by the borrowing company for its principal business activities and / or other general corporate purposes.

Friends, Item No.9 to the Notice is to approve the granting of loans under Section 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As recommended by the Audit Committee and Board of Directors of the Company, it is proposed by the Company to grant loan(s) of up to Rs. 1,000 crores to any of the subsidiary(ies) / associate(s) / joint venture(s) of the Company deemed to be Related Parties of the Company as per the provisions of SEBI Listing Regulations, in one or more tranches on such terms and conditions as may be mutually agreed between the Company and the said related parties.

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

Mr. Laxman Aggarwal, Company Secretary: Thank you Sir. We have received request for one speaker registration. Now, I will invite the said speaker and request him to unmute his microphone and also enable the video camera before speaking. The speaker is also requested to mention his folio number or DP ID & Client ID and location.

Shripal Mohonot, Shareholder: Can you hear me Sir?

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

Shripal Mohonot, Shareholder: My ID No. is IN30051321718605. Greetings to all of you from Gurgaon, Haryana. Under the direction of Mr. Saroj Kumar Poddar, the Company has made very good progress for which I congratulate you and your entire board. Thank you very much to you and the Company Secretary Sir for giving me the opportunity to express my views. Merger of Gobind Sugar is happening with Zuari Global. Kindly tell in detail about the progress being made in this work and how it will affect the shareholders. Hopefully, the work of free vaccination of the employees of the plant has been completed. Your Secretarial department is doing a great job, timely balance sheet and notice have been received. VC AGM is a new experience for us and in explaining this, the Company Secretary, Mr. Aggarwal guided us by taking out his valuable time. I thank him for this, thank you. Jai Hind.



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

Mr. Saroj Kumar Poddar, Chairperson: Can Mr. Raghavan respond to this query? Where is Mr. Raghavan?

Mr. Laxman Aggarwal, Company Secretary: Sir, you are muted.

Mr. R.S. Raghavan, Managing Director: Yeah, I have now unmuted.

Mr. Saroj Kumar Poddar, Chairperson: [inaudible]

Mr. R.S. Raghavan, Managing Director: Pardon sir

Mr. Saroj Kumar Poddar, Chairperson: This question related to status of merger and how does it add value to the shareholders as well as impact of Covid.

Mr. R.S. Raghavan, Managing Director: I will answer it in three stages Sir. First of all, the current status of the merger of Gobind Sugar with Zuari Global, we have filed the petitions on behalf of Gobind Sugar before National Company Law Tribunal at Delhi and on behalf of Zuari Global at NCLT, Mumbai. In the case of Gobind Sugar Mills, First Motion application has been approved, they requested us to conduct meeting of shareholders of Gobind Sugar Mills and secured creditors of Gobind Sugar Mills. Both were held under the chairmanship of persons nominated as Chairman by the NCLT and all the resolutions were passed and approved. The Report was filed by the appointed Chairman and is taken note of by NCLT, Delhi. They have now forwarded the proposal to ROC, Regional Director, Official Liquidator, RBI and Income Tax department. RBI approval has come through, Income Tax department approval has also come through, Official Liquidator and Registrar of Companies through Regional Director is being followed up.

In the case of Zuari Global Limited, we have filed the first motion petition and they have dispensed with meeting of creditors, both secured and unsecured and only asked us to conduct the meeting of the shareholders. The meeting of the shareholders under the NCLT is going to be held on 12th October, 2021 and Company Secretary has forwarded all the necessary notice and annexures required thereto. The meeting will be held in view of Covid-19 same like a video meeting which will held on 12th October, 2021. Once that meeting is finished and that the necessary approvals, reports submitted then NCLT, Mumbai will refer the matter to Regional Director, Official Liquidator, RBI and Income Tax department. We expect all these things to come through and the merger will get approved most likely between the period middle of January to middle of February, 2022. The effective date of the merger is from 1st April, 2020. That is so far as it relates to the status of the merger petition between GSML and Zuari Global.

Now, coming to the rationale for the merger and what benefit it will add to Zuari Global. As every shareholder is aware and the bodies aware that Zuari Global is the ultimate holding company having only Real Estate operations on a smaller scale. They have quite a good amount of Networth in their Balance Sheet but fund raising ability and leveraging ability is restricted because there is no monthly cashflow into the business to be able to service those debts. In the case of Gobind Sugar Mills, Gobind Sugar Mills has progressively gone up in 2012 from Rs.280 Crore turnover to nearly Rs.770 -780 Crore last year and in the current financial year 2021-22, it is expected to cross even Rs.900 Crore. So, that amount of concentration cashflow is there but unfortunately being a very small capital base company of only 44 Lakh shares of Rs.10 each i.e., Rs.4.4 Crore share capital. It is constraint to raise funds required for its expansion and sustenance. So, on the one hand I have a Networth company which I can not leverage and on the other hand I have a company which has got



adequate cash flow but can not leverage in the absence of adequate share capital. So, mixing and mingling of both the company will be beneficial to both the shareholders of Zuari Global as well as Gobind Sugar Mills Limited

Then, the third point regarding the current status of working under the Covid-19 pandemic. Even during the Covid pandemic period, Sugar, Power, Ethanol operated successfully because Sugar is an essential commodity and is produced only in three major states but consumed in all the 29 states of the country. So, and crushing season was also there, so therefore lot of governmental support was there in ensuring that transportation of sugar or transportation of input materials like cane as well as sulphur, lime all those things are not affected and since the sugar company has an ethanol plant also the Government gave us permission to make sanitizers and we have also made sanitizing sessions for people entering the factory and leaving the factory. So, strict protocols were maintained, and sugar industry continue to work during the Covid-19 despite the pandemic. However, the Real Estate and the EPC as Chairman has mentioned in his speech has suffered because of the migration of the migrant labourers to their original state of origin. However, in some cases like Zuari Infracore we had looked after our migrant labourers though off course not at hundred percent level but atleast forty percent of the people stayed back without going to their origin place. So, that the work did not suffer and in the case of financial services government gave us special permission and passes for the people to operate the financial services because stock market and mutual fund and insurance all were working during the Covid-19 period. So, we were able to give our service to our clients in financial services by turning the people on rotation on everyday basis and taking full protection for them to be able to do it. So, therefore though Covid-19 pandemic affected us like any other group companies by virtue of essential commodities and essential services like financial services, we were able to keep our nose barely above the water. But, I do hope that with the pace of vaccination and with the turning around of index of industrial production, I think we should be able to overcome this difficulty in the near future.

I hope the shareholder is clear about what I presented or does he have any other question?

Mr. Saroj Kumar Poddar, Chairperson: I am sure he will have no further question because you have covered more than what he asked.

So, [inaudible]. Once again, thank you shareholders or members for their queries and views.

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

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

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

Mr. Laxman Aggarwal, Company Secretary: As members are aware, the Company conducted an electronic voting from Monday, 13th September 2021 to Thursday, 16th September 2021. Shareholders who have not participated in the electronic voting and are present here can also cast their votes as per following steps.



- On the Shareholders VC page, click on the link for e-Voting namely “Cast your vote”
- then you have to enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InSta MEET and click on 'Submit'.
- After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- then you need to cast your vote by selecting appropriate option i.e. “Favour/Against” as you may desired. Enter the number of shares (which represents no. of the votes) as on the cut-off date under ‘Favour/Against’.

If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

- After selecting the appropriate option i.e. in Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, then you need click on “Confirm”, else to change your vote, you need to click on “Back” and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Thank you, Chairman.

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