

## ZUARI INDUSTRIES LIMITED

5th Floor, Tower A, Global Business Park, M.G. Road, Sector 26, Gurugram - 122 002, India  
Tel: +91 (124) 482 7800, Email: ig.zgl@adventz.com, www.zuariindustries.in.

24 December 2024

To

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block-G  
Bandra-Kurla Complex, Bandra (E)  
Mumbai- 400 051  
**NSE Symbol: ZUARIIND**

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
**BSE Scrip Code: 500780**

Dear Sir/ Madam,

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Postal Ballot Notice dated 24 December 2024, which is being sent to the Members of the Company for seeking their approval by remote e-voting process ("e-voting") for appointment of Mr. Deepak Amitabh (DIN: 01061535) as Independent Director of the Company, by way of a Special Resolution.

Pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder read with relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), and applicable SEBI Circulars the Notice is being sent only by email to all its Members, whose email addresses are registered with the Company/ Company's Registrar and Share Transfer Agent, Zuari Finserv Limited ("RTA") / Depository as on **Friday, 20 December, 2024 ("Cut-off date")**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to its Members. The e-voting shall commence on **Wednesday, 25 December, 2024 at 9.00 A.M.(IST)** and end on **Thursday, 23 January, 2025** at 5.00 P.M.(IST). The e-voting facility shall be disabled by NSDL thereafter. The voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-off date.

The resolution if passed by requisite majority, shall be deemed to have been passed on **Thursday, 23 January, 2025** i.e last day of the e-voting period. The result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of the postal ballot e-voting.

The Postal Ballot Notice is also uploaded on website of the Company at [www.zuariindustries.in](http://www.zuariindustries.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Please take the above information on records.

Thanking You,

Your Faithfully,

**For Zuari Industries Limited**

**Rakesh Kumar Singh**  
Company Secretary  
Encl: As above

**Registered Office**

Jai Kisaan Bhawan, Zuarinagar, Goa – 403 726  
CIN No.: L65921GA1967PLC000157



## ZUARI INDUSTRIES LIMITED

CIN: L65921GA1967PLC000157

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

Corporate Office: 5<sup>th</sup> Floor, Tower A, Global Business Park, Sector-26, M.G. Road, Gurugram, Haryana-122002

E-mail:ig.zgl@adventz.com: Website: www.zuariindustries.in:Tel.:0832-2592180/81

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To  
The Members,

Notice is hereby given that pursuant to Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, each as amended and other applicable laws and regulations read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA") for holding General Meeting/ conducting Postal Ballot process through e-voting (collectively the 'MCA Circulars') from time to time, that the Special Resolution set out below is proposed to be passed by the Members of Zuari Industries Limited ("the Company") through Postal Ballot only by electronic voting ("remote e-voting").

The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts pertaining to the Special Resolution mentioned in this Postal Ballot Notice is annexed hereto along with the Postal Ballot Notice.

In compliance with SEBI LODR and pursuant to the provisions of Section 108 and Section 110 of the Act read with Rules and MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only through e-mails registered with the Company or with the Depository Participant/Depository and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and prepaid business envelope will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice. The Postal Ballot Notice will also be available on the Company's website [www.zuariindustries.in](http://www.zuariindustries.in), websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com), [www.bseindia.com](http://www.bseindia.com), and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) respectively.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedures as stated in the Notes section of this Notice by remote e-voting not later than 5.00 P.M. (IST) on Thursday, 23 January, 2025.

The remote e-Voting facility will be disabled by NSDL immediately thereafter.

**SPECIAL BUSINESS:**

**1. To appoint Mr. Deepak Amitabh (DIN - 01061535) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including all the rules, notifications, circulars, guidelines etc. issued thereunder) (“the Act”), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, Mr. Deepak Amitabh (DIN-01061535), who was appointed as an Additional Director of the Company in the category of Independent Director, with effect from 11 December 2024 under Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of next Annual General Meeting of the Company, 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 of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from 11 December 2024 upto 10 December 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted / to be empowered by the Board from time to time to exercise its powers conferred by this resolution and any official(s) authorized by the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

By Order of the Board  
For **Zuari Industries Limited**

Sd/-  
**Rakesh Kumar Singh**  
Company Secretary  
ACS - 16093

Date: December 24, 2024

Place:- Gurugram

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in respect of the Special Resolution as set out above, is annexed hereto and forms part of Notice.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the closure of business hours on Friday, 20 December, 2024 ("Cut-Off Date") and who have registered their e-mail address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Zuari Finserv Limited ("RTA").

Eligible Members who have registered their email address and not received the Postal Ballot Notice, User-Id and Password for remote e-voting, may write an email to [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com) with subject as "Postal Ballot Notice" and obtain the same.

3. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants ("DP"). Members holding shares in physical mode are requested to update their email addresses by sending Form ISR-1 duly completed along with the requisite documents mentioned in the ISR-1 to our RTA. The contact details of our RTA are as under:

**Zuari Finserv Limited**

Plot No.2, Zamrudpur Community centre,

Kailash Colony Extension, New Delhi-110048.

Email- [rta@advetz.zuarimoney.com](mailto:rta@advetz.zuarimoney.com); Tel No.- 011- 46474000

4. In compliance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules and the MCA Circulars, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. For this purpose, the Company has engaged NSDL for facilitating remote e-voting. As per the MCA Circulars and SEBI Circulars physical copies of the Notice, Postal Ballot Forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.

The detailed procedure with respect to remote e-voting is mentioned in Note no. 13 of this Notice.

5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Cut-Off Date i.e. Friday, 20 December, 2024 ("Cut-Off Date"). The person who is not a Member as on Cut-Off Date should treat this notice for information purpose only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/DP) shall be entitled to vote in relation to the aforementioned Special Resolution in accordance with the process specified in this Notice.

6. The voting period will commence from Wednesday, 25 December 2024, IST at 9.00 A.M. (I.S.T.) and will end on Thursday, 23 January 2025. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.
7. The Special Resolution, if passed by requisite majority, shall be deemed to have been passed on Thursday, 23 January 2025, i.e. last day of the voting period.
8. The Board of Directors has appointed Ms. Aditi Gupta of M/s Aditi Agarwal & Associates, Company Secretaries, New Delhi, (Membership No.: F-9410), as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process in a fair and transparent manner.
9. The Scrutinizer shall submit a report after the completion of scrutiny of the votes received through remote e-voting to the Chairman or person authorized by the Chairman. The result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of the postal ballot e-voting.
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.zuariindustries.in](http://www.zuariindustries.in), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The result shall also be displayed on the notice Board at the Registered

Office of the Company as well as Corporate Office.

11. Members may please note that the Postal Ballot Notice will also be available on the Company's website [www.zuariindustries.in](http://www.zuariindustries.in), websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com), [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) respectively.
12. All the material documents referred to in the Postal Ballot Notice and Explanatory Statement will be available for inspection through electronic mode. Members may write to the Company on [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com) for inspection of said documents from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period Wednesday, 25 December 2024, IST at 9.00 A.M. (I.S.T.) and will end on Thursday, 23 January 2025.

**13. Process to cast votes through remote e-voting:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. <b>NSDL IDeAS facility</b> Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. <b>e-Voting website of NSDL</b> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> </ol>

A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. **NSDL Mobile App**

Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

**CDSL Easi / Easiest facility**

1. Users who have opted for CDSL **Easi / Easiest facility**, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.  
**e-Voting website of CDSL**
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.  
**Direct Access to e-Voting link**
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants.	<p><b>Remote e-voting through Demat Account</b></p> <p>You can also login using the <b>login credentials</b> of your <b>demat account</b> through your Depository Participant registered with NSDL/CDSL for <b>e-Voting facility</b>. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09 911

**B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with	16 Digit Beneficiary ID For example, if your Beneficiary ID is

CDSL.	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 132483 then user ID is 132483001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also **use the OTP** (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is open.
2. Select "EVEN" of the Company that is 132483 to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the



number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizermcalegal@gmail.com](mailto:scrutinizermcalegal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <http://www.evoting.nsdl.com> to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <http://www.evoting.nsdl.com> or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### **14. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [rta@adventz.zuarimoney.com](mailto:rta@adventz.zuarimoney.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [rta@adventz.zuarimoney.com](mailto:rta@adventz.zuarimoney.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **Explanatory Statement for Item No. 1 pursuant to Section 102 of the Companies Act, 2013**

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice.

Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended ("SEBI LODR") provides that where the Chairman of the Board is a promoter, at least half of the Board of Directors shall consist of Independent Directors.

Consequent to resignation of Mr. S.K. Roongta, (DIN - 00309302) Independent Director of the Company with effect from 29 September 2024, the Board of Directors of the Company were comprised of seven (7) Directors consisting of four (4) Non - Independent Directors and three (3) Independent Directors. In order to achieve optimum combination of Executive and Non-Executive Directors, the Board of Directors based on the recommendations of the Nomination and Remuneration Committee ('NRC') and considering the professional background, expertise and competencies of Mr. Deepak Amitabh (DIN-01061535) appointed him as an Additional Director of the Company in the category of Independent Director to hold office for a term of Five (5) consecutive years commencing from 11 December 2024 upto 10 December 2029 (both of days inclusive).

Mr. Deepak Amitabh is aged around 64 years and belongs to 1984 Batch of Indian Revenue Service. He has four decades of rich experience in leading complex businesses & financial management. He played an instrumental role in setting up Indian Power Market & also India's First Electricity Exchange. He served as the Chairman and Managing Director of Power Trading Corporation of India Limited (PTC), the largest listed power trading Company of the Country from 2012 to 2021. He was also the Chairman of PTC India Financial Services (PFS) Limited, Infra NBFC and PTC Energy Ltd (PEL), Renewable Energy Generation Company. He also served on Boards of Indian Energy Exchange Limited (IEX) & Teesta Urja Ltd. (TUL) as nominee Director of PTC. He had also served as Jt./ Addl. Commissioner of Income Tax and Financial Advisor in Ministry of Defence. He is also a Member of SAGE (South Asia Group on Energy), promoted by RIS (Research and Information System for Developing Countries), Think tank of Ministry of External Affairs of India.

Currently, he is working as Non-Executive Independent Director with Tourism Finance Corporation of India Ltd. and Aeries Financial Technologies Pvt. Ltd. He is also acting as Advisor – Business Development in Adani Group.

He is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given his consent to act as a Director. The Company has also received declaration from him confirming fulfilment of criteria of independence as prescribed, under both Section 149(6) of the Act and SEBI LODR and that he is not debarred from holding the office of Director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority. As required under Section 150 of the Act read with rules issued thereunder, his name is registered in the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Deepak Amitabh for the office of Independent Director of the Company.

The requisite details and information pursuant to the provisions of (i) SEBI LODR; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

In the opinion of the Board, Mr. Deepak Amitabh fulfils the conditions for appointment as an Independent Director of the Company as specified in the Act and SEBI LODR. He is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. Considering the vast experience of Mr. Deepak Amitabh, the appointment of Mr. Deepak Amitabh as an Independent Director of the Company is in the interest of the Company.

Further, Mr. Deepak Amitabh is entitled to receive remuneration including by way of fee for attending meeting(s) of the Board or Committee thereof or for any other purpose whatsoever, reimbursement of

expenses for participating in the Board and other meetings and/or commission etc. as may be decided by the Board, from time to time, as per relevant provisions of the Act.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Deepak Amitabh as an Independent Director requires approval of Members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Deepak Amitabh as an Independent Director requires approval of Members of the Company by way of Special Resolution.

Accordingly, the approval of Members is sought for appointment of Mr. Deepak Amitabh as an Independent Director of the Company by way of Special Resolution.

Save and except Mr. Deepak Amitabh and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution.

The Board recommends the Special Resolution as set out in the Notice for approval by the Members of the Company.

By Order of the Board  
For **Zuari Industries Limited**

Sd/-  
**Rakesh Kumar Singh**  
Company Secretary  
ACS - A16093

Date: December 24, 2024  
Place:- Gurugram  
**Registered Office:** Jai Kisaan Bhawan,  
Zuarinagar, Goa 403 726

The brief profile and other particulars of Mr. Deepak Amitabh seeking appointment in terms of Regulation 36(3) of the SEBI (LODR) and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India:

<b>Name of the Director</b>	Mr. Deepak Amitabh		
<b>DIN</b>	01061535		
<b>Date of Birth</b>	8 October 1960		
<b>Age (in years)</b>	64		
<b>Nationality</b>	Indian		
<b>Relationship between Directors inter-se</b>	N.A.		
<b>Date of First Appointment</b>	11 December 2024		
<b>Qualification/ Experience (including expertise)/ Brief resume</b>	Please refer to the explanatory statement of this Notice.  Detailed profile is available on website of the Company at <a href="http://www.zuariindustries.in">www.zuariindustries.in</a>		
<b>Terms and Conditions of appointment/ re-appointment</b>	Appointment as Independent Director to hold office for a term of Five (5) consecutive years commencing from 11 December 2024 upto 10 December 2029 (both days inclusive).  For details refer the Explanatory statement of this Notice.		
<b>Directorship and Committee Membership in other Companies</b>	<b>S. No</b>	<b>Directorship in other Companies</b>	<b>Committee Position held in other Companies</b>
	1.	Tourism Finance Corporation of India Limited	None
	2.	Aeries Financial Technologies Private Limited	None
<b>Listed entities from which the person has resigned in the past three years</b>	<b>S. No</b>	<b>Name of the Company</b>	<b>Date of Resignation</b>
	1.	PTC India Limited	05/11/2021
	2.	PTC India Financial Services Limited	06/11/2021
	3.	PTC Energy Limited	06/11/2021
<b>Number of shares held in the Company:</b>			
a) Self	Nil		
b) as beneficiary	Nil		
<b>Remuneration last drawn</b>	Nil		
<b>Remuneration proposed to be paid</b>	Please refer to the explanatory statement of this Notice.		
<b>Number of meetings of the Board attended during the year</b>	None		