

# ZUARI SUGAR & POWER LIMITED

CIN: U65100GA2008PLC007282

*Regd. Office:* Jaikissan Bhawan, Zuarinagar, Goa – 403726, India

*Corp. Office:* Plot No. 2, Zamrudpur Community Centre, Kailash Colony Ext., New Delhi-110048

*Email ID:* cs@adventz.zuarimoney.com

*Phone No.* 011-46474000

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## SHORTER NOTICE

**SHORTER NOTICE** is hereby given that 12<sup>th</sup> (twelfth) Annual General Meeting (AGM) of the Members of **ZUARI SUGAR & POWER LIMITED** will be held at 02:45 P.M. on Friday, October 09, 2020 at Jai Kisaan Bhawan, Zuarinagar, Goa-403726, India through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (standalone) of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Kumar Kathuria (DIN: 00338125), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. To approve the Appointment of Statutory Auditors to fill casual vacancy.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**RESOLVED THAT** pursuant to the provisions of Sections 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, the appointment of M/s V. Sankar Aiyar & Co. Chartered Accountants, (FRN: 109208W), w.e.f. August 26, 2020, to fill the casual vacancy caused due to the resignation of M/s Walker Chandio & Co. LLP, (FRN: 001076N / N500013), who shall hold the office till the conclusion of this Annual General Meeting be and is hereby approved at such remuneration and reimbursement of actual out of pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the said Auditors;

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. To appoint Statutory Auditors of the Company and to fix their Remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**RESOLVED THAT** pursuant to the provisions of Sections 139 (1), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s V. Sankar Aiyar & Co. Chartered Accountants, (FRN: 109208W) be and are hereby appointed as Statutory Auditors of the Company for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting (12<sup>th</sup> AGM) till the conclusion of the Seventeenth Annual General Meeting (17<sup>th</sup> AGM) to be held in Year 2025 at such remuneration and reimbursement of actual out of pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the said Auditors;

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of the Board of Directors  
For **ZUARI SUGAR & POWER LIMITED**

Sd/-  
**Ayush Yadav**  
**Company Secretary**  
**Membership No. A60210**

Date: September 28, 2020  
Place: New Delhi

# ZUARI SUGAR & POWER LIMITED

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## **NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Shorter Notice consent has been received from all the shareholders of the Company to convene the meeting at a shorter notice.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM is annexed hereto.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, 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 and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the AGM.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
7. The Meeting shall be deemed to be held at the Registered Office of the Company at Jai Kisaan Bhawan, Zuarinagar, Goa – 403726, India.
8. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.
9. Relevant documents referred to in the accompanying notice, if any are open for inspection in electronic form by the members at the AGM and such documents, if any will also be available for inspection in electronic form at the registered office and copies thereof shall also be available for inspection in electronic form at the Corporate Office on all working days from 10:00 a.m. to 12:00 noon up to the date of the AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available electronically at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

## **INSTRUCTIONS FOR SHAREHOLDERS TO ATTEND THE AGM THROUGH VC/OAVM**

1. Facility of joining the AGM through VC / OAVM shall be opened 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the ZOOM application. Shareholders are requested to download ZOOM application through <https://zoom.us/download>
2. Steps to join the meeting:

Step-1: Open the zoom application on your laptop/tablet.  
Step-2: Click on the "Join a meeting" tab in the Application or Click link/or copy link in your web: <https://zoom.us/j/94467109796?pwd=YjFoZllEczVSNTlycW1hMEZ1NTB0QT09>  
Step-3: Enter **Meeting ID 944 6710 9796** and also enters your name and click on the "Join" tab.  
Step-4: Enter the **Password Zuari@123** and you will be directed to the meeting window.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimize / mitigate any kind of aforesaid glitches.
6. Members who need assistance before or during the AGM, or have any queries or issues with respect to downloading ZOOM application or joining the meeting is requested to write an email to [ayushy@adventz.zuarimoney.com](mailto:ayushy@adventz.zuarimoney.com) or call 011-46474000, Ext. 302.

By order of the Board of Directors  
For **ZUARI SUGAR & POWER LIMITED**

Sd/-

**Ayush Yadav**  
**Company Secretary**  
**Membership No. A60210**

Date: September 28, 2020  
Place: New Delhi

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## **ANNEXURE TO SHORTER NOTICE:**

### **Explanatory Statement under Section 102 of the Companies Act, 2013**

#### **ITEM NO. 3 AND ITEM NO. 4**

M/s Walker Chandiook & Co LLP, Chartered Accountants (FRN: 001076N / N500013), have tendered their resignation from the position of Statutory Auditors, as the Management dissented from increasing the audit fees for the financial year 2020-21, w.e.f. August 14, 2020, resulting into casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can be filled up by the Board of Directors within 30 Days and required to be approved by the Members of the Company within 3 months from the date of resignation. The Audit Committee and the Board of Directors have appointed M/s V. Sankar Aiyar & Co. Chartered Accountants, (FRN: 109208W), as the Statutory Auditors of the Company till the conclusion of upcoming AGM to fill the casual vacancy caused by the resignation of M/s Walker Chandiook & Co LLP.

Further, pursuant to recommendation of Audit Committee, Board also approved the appointment of M/s. V. Sankar Aiyar & Co. Chartered Accountants, (FRN: 109208W), as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of this AGM till the conclusion of AGM to be held in the Year 2025. Accordingly, your board of directors also recommends the passing of resolution for appointment of M/s. V. Sankar Aiyar & Co. Chartered Accountants, (FRN: 109208W), for a period of 5 consecutive years.

M/s V. Sankar Aiyar & Co. Chartered Accountants, (FRN: 109208W), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By order of the Board of Directors  
For **ZUARI SUGAR & POWER LIMITED**

Sd/-  
**Ayush Yadav**  
**Company Secretary**  
**Membership No. A60210**

Date: September 28, 2020  
Place: New Delhi