

SUMMARY OF PROCEEDINGS OF THE 12TH ANNUAL GENERAL MEETING OF ZUARI SUGAR & POWER LIMITED HELD ON FRIDAY, OCTOBER 09, 2020 THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM)

The 12th Annual General Meeting (AGM) of the Members of Zuari Sugar & Power Limited (“the Company”) was held on Friday, October 09, 2020 at 2:45 p.m. (IST) through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”). The meeting was held in compliance with the General Circular nos. 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (“MCA”) read with other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Directors and KMP in Attendance

Mr. R.S. Raghavan	:	Director and Chairman of the Audit Committee and Member of Nomination & Remuneration Committee (through VC from Gurugram, Haryana)
Mr. L. M. Chandrasekaran	:	Independent Director and Member of Audit Committee and Nomination & Remuneration Committee (through VC from Coimbatore, Tamil Nadu)
Mr. Bhaskar Chatterjee	:	Independent Director and Member of Audit Committee and Nomination & Remuneration Committee (through VC from Gurugram, Haryana)
Mr. Vijay Kathuria	:	Director (through VC from New Delhi)
Mr. Ayush Yadav	:	Company Secretary (through VC from New Delhi)

Other Representatives

Mr. Karthik Srinivasan, Representatives on behalf of the Statutory Auditors, M/s V. Sankar Aiyar & Co., Chartered Accountants attended the Meeting through VC from New Delhi.

Members Present

Mr. Gaurav Dutta	:	Representative of Zuari Global Limited (Holding Company) (through VC from Gurugram)
Mr. Alex Augustus	:	Member (through VC from Goa)
Mr. Nilesh G. Dessai	:	Member (through VC from Goa)
Mr. Jayant V. Panvelkar	:	Member (through VC from Goa)
Mr. Suryakanta Khuntia	:	Member (through VC from Goa)
Mr. Vinay Venkappayya	:	Member (through VC from Goa)

Mr. R.S Raghavan, took the chair and commenced the proceedings of the meeting after ascertaining that the requisite quorum was present.

The meeting commenced at 02:45 P.M. (IST) and concluded at 03.20 P.M. (IST).

The Chairman welcomed the Members and other attendees to the 12th Annual General Meeting of the Company. He briefed the Members regarding the arrangements made for the meeting. Company Secretary informed that the Company had enabled the Members to participate in the AGM through the VC facility provided by ZOOM application. It was further informed that the Members were provided with the facility to exercise their right to vote by show of hands to be exercised by the Members at the end of each item unless the Poll is demanded by any Member as per the provisions of Companies Act, 2013.

Thereafter, the Chairman mentioned that the Notice of the 12th AGM along with the Annual Report for Financial Year ended 2020 had been sent through electronic mode to those members,

who were holding shares of the Company as on cut-off date i.e. September 28, 2020 and whose e-mail IDs were registered with the Company. The Chairman informed that since there are no qualifications, observations or adverse comments on the financial statements and matters, which had any material bearing on the functioning of the Company, reports of the Auditors were taken as read. It was also informed that the statutory documents including the Register of Directors, Register of Members & their shareholding and Memorandum & Articles of Association of the Company were available for inspection electronically by the Members.

The Chairman then commenced his speech and gave an overview of the operations and the financial performance of the Company during Financial Year ended 2020.

Mr Raghavan concluded his speech by placing on record his appreciation and gratitude for all the COVID warriors who are selflessly fighting such a formidable battle and saving lives throughout the Country.

The following items of business as set out in the Notice of the 12th AGM, were transacted:

S. No.	Resolutions	Type of Resolution
Ordinary Business		
1	To Receive, Consider and Adopt the audited financial statements of the Company for the Financial Year ended March 31, 2020 including Balance Sheet and the Statement of profit and loss for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.	Ordinary
2	To appoint a Director in place of Mr. Vijay Kathuria (DIN: 00338125) who retires by rotation and, being eligible, offers himself for re-appointment as Director.	Ordinary
Special Business		
3	To approve the appointment of M/s V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W) as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s Walker Chandiok & Co. LLP, who was appointed by the Board of Directors to hold the Office till the conclusion of this Annual General Meeting.	Ordinary
4	To appoint the Statutory Auditors of the Company for a period of 5 consecutive years and also to fix the Remuneration.	Ordinary

After all the Resolutions were duly discussed, Mr. Raghavan invited queries and views of members with regard to the financial statements or any other matter placed at the AGM.

Thereafter, the Company Secretary thanked the Chairman, Members and other attendees/representative for their presence and Meeting was concluded.