

## **SUMMARY OF PROCEEDINGS OF THE 6<sup>TH</sup> ANNUAL GENERAL MEETING OF ZUARI FINSERV LIMITED HELD ON FRIDAY, OCTOBER 09, 2020 THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM)**

The 6<sup>th</sup> Annual General Meeting (AGM) of the Members of Zuari Finserv Limited (“the Company”) was held on Friday, October 09, 2020 at 2:00 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 Member of the Audit Committee (through VC from Gurugram, Haryana)
Mr. L. M. Chandrasekaran	:	Independent Director, Chairman of Audit Committee and member 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 and member of Nomination & Remuneration Committee(NRC) (through VC from New Delhi)
Mr. Ranjan Kumar	:	Manager of the Company(through VC from New Delhi)
Mr. Alok Kumar Srivastav	:	CFO of the Company(through VC from New Delhi)
Mr. Rajkumar Tanwar	:	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. Anand Rajadhyaksha	:	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 02:00 P.M. (IST) and concluded at 02.20 P.M. (IST).

The Chairman welcomed the Members and other attendees to the 6<sup>th</sup> 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 6th 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 15, 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 6th AGM, were transacted:

<b>S. No.</b>	<b>Resolutions</b>	<b>Type of Resolution</b>
<b>Ordinary Business</b>		
1	To consider, approve and adopt the Audited Financial Statements of the Company comprising the Balance Sheet as on March 31, 2020, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31, 2020 together with the Report of the Board of Directors and Auditors' thereon.	Ordinary
2	To appoint a Director in place of Mr. R. S. Raghavan (DIN: 00362555), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
<b>Special Business</b>		
3	To Appoint M/s V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W) as Statutory Auditors of the Company to fill the casual vacancy upon resignation of M/s Walker Chandiook & Co. LLP, the existing Statutory Auditors of the Company, who was appointed by the Board of Directors to hold the Office till the conclusion of this Annual General Meeting, and to appoint them for a period of five years, from the conclusion of this Annual General Meeting (6th AGM) till the conclusion of the Eleventh(11th) Annual General Meeting on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be mutually agreed upon between the Board of Directors and the Auditors	Ordinary
4	To Alter the Articles of Association of the Company by altering the existing Clause 145 sub-clause (2) for the purpose of providing ease of affixing the common seal on documents.	Special
5	To obtain approval of the shareholders for all the offers or invitations for issuance of Non- Convertible Debentures on private placement basis to be made in a year from the date passing of this	Special

	as special resolution.	
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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.