



ZUARI INFRAWORLD INDIA LIMITED
(FORMERLY KNOWN AS ADVENTZ INFRAWORLD INDIA LIMITED)

Regd. Office: ADVENTZ CENTRE, 1st Floor, No.28, Cubbon Road, Bangalore -560001, Karnataka

SHORTER NOTICE is hereby given that the **Fifteenth (15th) Annual General Meeting (“AGM”)** of the members of the Company will be held at the registered office of the Company at Adventz Centre, 1st Floor, No.28, Cubbon Road, Bangalore -560001 on **Thursday, September 22nd, 2022, at 3:00 PM IST**, to transact the following business:-

ORDINARY BUSINESS:

Item No. 1:

To receive, consider and adopt:

a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 including Audited Balance Sheet for the year ended March 31, 2022 and the Statement of Profit and Loss Account for the year ended and the Reports of the Board of Directors and Auditors thereon.

b) The Audited Consolidated Financial Statements of the Company for the year ended March 31, 2022 including Audited Consolidated Balance Sheet for the year ended March 31, 2022 and the Consolidated Statement of Profit and Loss Account for the financial year ended and the Report of the Auditors thereon.

Item no. 2:

To appoint a Director in place of Mr. Athar Shahab (DIN: 01824891), who retires by rotation and being eligible, has offers himself for re-appointment.

SPECIAL BUSINESS:

Item no. 3:

To Appoint Mr. Farooque Shahab as an Independent Director of the Company

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read along with Schedule IV to the Companies Act, 2013 Mr. Farooque Shahab (holding DIN 09214092), who was appointed as an Additional Independent Director of the Company in the Board meeting dated August 4, 2022 and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from August 4, 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one Director of the company and/or the Company Secretary of the company be and are hereby severally authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Place: Bangalore

Date: 15.09.2022

Registered Office: ADVENTZ CENTRE, 1st Floor

No. 28, Union Street, Cubbon Road,

Bangalore -560001

CIN: U45309KA2007PLC043161

By Order of the Board of Directors
For Zuari Infraworld India Limited

sd/-

Nishu Kakkar

Company Secretary

ACS: 46334

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5 May 2022 read with circulars dated 8 April 2020 and 13 April 2020 and 13 January 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the General 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. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Members/Proxy Holders are requested to bring the duly completed and signed Attendance Slip along with their copy of Annual Report to the Meeting.
7. The Meeting shall deem to be held at the Registered Office of the Company at Adventz Centre, 1st Floor, No. 28, Union Street, Cubbon Road, Bangalore-560001, Karnataka.
8. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 09:30 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General 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. 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 or Click link/or copy link in your web:
<https://us06web.zoom.us/j/82280921614?pwd=TE44ZFBxYXNQOEh2Z21iR1NtYzFKZz09>

Step-2: Click on the “Join a meeting” tab in the Application.

Step-3: Enter Meeting ID: [867 7663 1025](#) and also enters your name and click on the "Join" tab.

Step-4: Enter the Password: [808296](#) 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 nishu.kakkar@adventz.com.

EXPLANATORY STATEMENT

Pursuant to section 102(1) of the Companies Act, 2013

ITEM NO. 3:

APPOINT OF MR. FAROOQUE SHAHAB AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Farooque Shahab, aged about 61 years, is a professional Banker with more than 37 years of experience in Banking. He retired as Chief General Manager (Internal Audit) in State Bank of India on 31 March 2021. During his service in State Bank of India he served in various positions and assignments in India and foreign countries such as Chief General Manager, (Internal Audit), Chief General Manager, SBI, Bangalore Circle, Regional Head & CEO, SBI Middle-East & North Africa, General Manager, SME Business Unit, General Manager, North East Circle, General Manager, Hyderabad Circle, CEO, SBI Retail Banking, Bahrain and Asst. General Manager (Credit-CEE & MENA), SBI, International banking Group etc.

Mr. Farooque Shahab does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Farooque Shahab, is proposed to be appointed as an Independent Director for a term of five consecutive years with effect from August 4, 2022.

In the opinion of the Board, Mr. Farooque Shahab fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Farooque Shahab as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Farooque Shahab as an Independent Director. Accordingly, the resolution in relation to appointment of Mr. Farooque Shahab as an Independent Director is recommended for the approval of the shareholders of the Company. In terms of section 149 (3) of the Act, Mr. Farooque Shahab shall not be liable to retire by rotation.

Except Mr. Farooque Shahab, an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.