

ZUARI FINSERV LIMITED

CIN No.: U45400GA2013PLC007383

Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa – 403726, India

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

Tel: +91 11 46474000, Fax: +91 11 41608276, Email: zfl@adventz.zuarimoney.com

NOTICE

NOTICE is hereby given that the 7th (Seventh) Annual General Meeting of the Members of Zuari Finserv Limited shall be held on Tuesday, September 21, 2021 at the Registered Office of the Company at Jai Kisaan Bhawan, Zuarinagar, Goa - 403726 at 11:00 AM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

Item No. 1:

To consider, approve and adopt the Audited Financial Statements of the Company comprising the Balance Sheet as on March 31, 2021, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31, 2021 together with the Report of the Board of Directors and Auditors’ thereon, Pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Audited Financial Statements of the Company for the financial year ended on March 31, 2021 and the Statement of Profit and Loss for the financial year ended on that date together with notes thereof along with the Auditors’ Report and the Directors’ Report be and hereby approved and adopted”

Item No. 2:

To appoint a Director in place of Mr. Alok Banerjee (DIN: 01371033), who retires by rotation and, being eligible, offers himself for re-appointment, Pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder Mr. Alok Banerjee (DIN: 01371033), Director of the Company, who retires by rotation and being eligible for the re-appointment, be and is hereby re-appointed as a Director of the Company.”

Item No. 3

The Board in its Board meeting proposed to issue dividend of Rs. 1/- per equity share of Rs.10/- each, pass the following resolution as an Ordinary Resolution:

RESOLVED THAT a dividend of Rs. 1/- per equity share of Rs.10/- each be declared for the financial year ended 31st March 2021 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on September 16, 2021 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on September 16, 2021 as per the details provided by National Securities Depository Limited and Central Depository Services (India) Limited in case the shares are held in electronic form.

By order of the Board of Directors
For **Zuari Finserv Limited**

Sd/-
Rajkumar Tanwar
Company Secretary
M. No- A56876

Place: New Delhi
Date: August 03, 2021

NOTES:

1. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting” / e-AGM) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company

3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is not require to attached to this notice, being no Special Business is to be transacted at the ensuing AGM.

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.

4. 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.

5. In compliance with the aforesaid MCA Circulars, 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. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.

8. 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.

9. 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.

10. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%

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://us06web.zoom.us/j/84564394717?pwd=cDhOaEdJMIFvM3dYdzRDSURCUWNEUT09>
Step-3: Enter **Meeting ID 845 6439 4717** and also enters your name and click on the "Join" tab.
Step-4: Enter the Password 247379 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 rajkumart@adventz.zuarimoney.com or call 011-46474000, Ext. 302.