



NOTICE OF 93RD ANNUAL GENERAL MEETING

Notice is hereby given that the 93rd Annual General Meeting (AGM) of the Members of the Bank will be held on Monday, 21st December, 2020, at 3.00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVMs) which is in compliance with the guidelines issued by the Director (Co-operation), with the approval of Central Registrar of Cooperative Societies, New Delhi, vide circular Ref No. R-11017/101/2015-L&M dated August 25, 2020, on holding of AGM through VC/OAVMs, to transact the following business:

1. To read and confirm the Minutes of the Annual General Meeting held on September 20, 2019.
2. To adopt the Annual Report placed by the Board of Directors for the Financial Year ended March 31, 2020, Balance Sheet and Profit and Loss Account and take note of Statutory Auditors' Report.
3. To update on dividend and to allocate profit for the Financial Year 2019-20.
4. To appoint Statutory Auditors for the Financial Year 2020-21 and to authorize Board of Directors to fix their remuneration. The Board of Directors recommends appointment of M/s. Kalyaniwalla & Mistry LLP – Chartered Accountants as the Bank's Statutory Auditors for the Financial Year 2020-21.
5. To take note of and approve the remission of Non -Performing Assets as certified by the Auditors under The Multi-State Co-operative Societies Act, 2002.
6. To approve Bye-Laws amendment as proposed.
7. To grant Leave of Absence to members who have not attended this Annual General Meeting.
8. Any other business with the permission of the Chair.

Notes :

- A. In view of the continuing Covid-19 pandemic, the Director (Co-operation) with the approval of the Central Registrar of Cooperative Societies, New Delhi, has, vide its circular number R-11017/101/2015-L&M dated 25th August 2020, permitted the holding of the Annual General Meeting (AGM) through VC/OAVMs without the physical presence of the Members. In compliance with the terms and conditions mentioned in the said circular, the AGM of the Bank is proposed to be held through VC/OAVM.
- B. This AGM will be conducted VC/ OAVMs only and physical presence of members is not required.
- C. The detailed notice of AGM through VC/OAVMs is also available on the website of the Bank i.e. <https://www.zoroastrianbank.com>
- D. If, within half an hour after the time appointed for the meeting, the quorum is not formed, the meeting would stand adjourned and this adjourned meeting shall be held same day after half an hour at which the quorum will not be required.
- E. Mr. Umesh P. Maskeri, practising Company Secretary (FCS 4831 and COP 12704) has been appointed by the Bank as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- F. In case of joint holders, the person whose name stands first in the share certificate, shall have the right to vote. The facility to appoint proxy to attend and cast vote is not permitted. However, in case of Institutional / Corporate members (i.e., other than individuals /Partnership firm, HUF etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVMs on its behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the shares@zcb.in and to the Scrutinizer by e-mail to umeshmaskeri@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com by e-mail through its registered e-mail address with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote at least 8 days before the date of the meeting.

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- G. The Bank has fixed 31st March 2020 as the 'Cut-off Date' to record the entitlement of the Members to cast their vote through remote e-Voting / e-Voting during the AGM through OAVMs.
- H. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. by writing a letter to Shares Department at the Bank's Registered Office and/or by sending an e-mail @ shares@zcbl.in
- I. For updation of e-mail address and mobile number for 93rd AGM, members are requested to send an e-mail to the shares@zcbl.in
- J. Members who would like to express their views / or would like to speak during the AGM through VC/ OAVMs may register themselves as speakers by sending their requests from their registered e-mail address mentioning their name, Folio Number, mobile number to shares @zcbl.in 8 days prior to the date of AGM. Those Members who have registered themselves as speakers, within the stipulated timeline, will only be allowed to express their views/ speak during the AGM. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Any request received after the aforesaid time shall not be considered.
- K. Members interested to inspect Audit Report have to send request to the Bank eight days prior to the AGM by sending an e-mail to shares@zcbl.in
- L. Members who have not encashed their dividends for the Financial Year 2016-17 are requested to do so immediately. They are requested to please note that if the dividend is not encashed on or before 31st December 2020, it would stand forfeited by the Bank and the proceeds thereof would be transferred to the Bank's Reserve Fund, as per the provisions of the Bank's Bye- Law no. 48(iii). This intimation by the Bank may be treated as the final notice to the concerned members who are yet to encash their dividends.
- M. Annual Report referred to in the accompanying Notice is available on the website of the Bank for inspection by the Members.
- N. In compliance with the aforesaid circular and Bye Law 26 of the Bank, notice of the AGM through VC/OAVMs along with the Annual Report 2019-20 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Bank and also by post. Members may note that the Notice and Annual Report 2019-20 will also be available on the Bank's website, <https://www.zoroastrianbank.com> and on the website of CDSL <https://www.evotingindia.com>
- O. Since the AGM will be held through VC/OAVMs, the attendance slip is not included in the Annual Report.
- P. The Members can join the AGM through VC/OAVMs, 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice at item No. R.
- Q. The chronology for conducting AGM through VC/OAVM is detailed below:**
- a. **Day 1: - AGM day** - i.e. Monday, 21st December, 2020 at 3.00 p.m. onwards. Presentation of agenda and Chairman's speech which shall be webcast.
 - b. **AGM Day Day 1 and Day 2:** Members to post questions/ queries electronically, if any, from 3 pm on Monday, 21st December, 2020 to 4 .00 pm on Tuesday, 22nd December, 2020.
 - c. **Day 3:-** i.e. Wednesday, 23rd December, 2020, the Bank shall reply to the questions/queries of the members and post the same on Bank's Website i.e. www.zoroastrianbank.com.
 - d. **Day 4 and Day 5:-** The members to cast their votes by remote e-Voting from 9.00 am on Thursday, 24th December, 2020 to 4 pm on Friday, 25th December, 2020. The members to follow the due procedure, as mentioned under item R - Instructions for Remote e-voting and Joining AGM. The remote e-Voting module shall be disabled by CDSL for voting after the cut-off date and time.



R. Instructions for Remote e-voting and Joining AGM.

1. E-VOTING:

- i. The Remote e-voting period begins on December 24, 2020 from 9.00 a.m. and ends at 4.00 p.m. on December 25, 2020. During this period, Members as on the cut-off date (i.e.31.03.2020) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after cutoff date and time.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on “Shareholders/Members” Tab
- iv. Now enter your User ID as your “Folio Number” registered with the Bank. The folio number on the share certificate is printed like, SHR/ 14725836/ 1 members will use 8 digit 14725836 & will ignore prefix & suffix marked after slash.
- v. Next enter the Characters displayed (CAPTCHA) and Click on Login.
- vi. **Enter PAN and Bank Account No. OR Date of Birth (DOB) as per following-**

Mandatory Field	Particulars
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department <ul style="list-style-type: none">❖ Members who have not updated their PAN with the Bank are requested to use the first two letters of their first name and the last 8 digits of Folio Number in the PAN Field.❖ The folio number on the share certificate is printed like, SHR/ 14725836/ 1. Members will use 8 digits i.e. 14725836 & will ignore prefix & suffix marked before/after slash.❖ In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters.<ul style="list-style-type: none">• Eg.1 If your name is Rakesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
Bank Account No. OR Date of Birth (DOB)	Enter the Bank Account No. or Date of Birth (in dd/mm/yyyy format) as recorded in your bank records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the bank please enter the Folio Number in the Dividend Bank details field as mentioned in instruction no.(iv)

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members will then directly reach the Bank EVSN selection screen.
- ix. Click on the EVSN for the relevant The Zoroastrian Co-operative Bank Limited on which you choose to vote.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. Members can also cast their vote during remote e-voting using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

2. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVMs:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in member's login where the EVSN of the Bank will be displayed.
2. The facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet 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 Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views/ask questions during the meeting may register themselves as speakers by sending their requests in advance at least 8 days prior to AGM date mentioning their name, folio number, email id, mobile number at (shares@zcbli.in).
7. Those shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions during the meeting.

OTHER INSTRUCTIONS:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting in the presence of two witnesses not in the employment of the Bank and make, within a period not exceeding 24 hours of conclusion of the e-Voting on 25th December, 2020, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Bank or a person authorised by him in writing, who shall countersign the same.
2. The Chairman or the authorised person shall declare the results of the e- Voting on next working day upon receipt of the report from Scrutinizer and declare along with the report of the scrutinizer on the website of the of CDSL.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

Daljit Dogra

MD &CEO

Date : 9th November, 2020

The Annual Report is also available on the Bank's website: <https://www.zoroastrianbank.com>