

## NOTICE

Notice is hereby given that the Tenth Annual General Meeting of the Company will be held on Tuesday, the 16<sup>th</sup> day of May 2017 at 2.00 p.m at the Registered Office of the Company at Adventz Centre, 2<sup>nd</sup> & 3<sup>rd</sup> Floor, No. 28, Cubbon Road, Bangalore 560 001, to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company consisting of the Balance Sheet as at 31 December 2016, the Profit and Loss Account and Cash Flow Statement for the year on that date together with significant accounting policies, notes forming part of the financial statements including related party disclosure thereto together with the Reports of the Board of Directors and Auditors' thereon for the financial year ended 31 December 2016.
2. To appoint a Director in place of Mr. S. Sundaram (DIN: 07103135) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass, with or without modification(s) the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 M/s. S.R. Batliboi & Associates LLP, Chartered Accountants having Registration No. 101049W with the Institute of Chartered Accountants of India be and are hereby appointed as statutory auditors of the Company to hold the office from the conclusion of this annual general meeting till the conclusion of the 15<sup>th</sup> Annual General Meeting of the Company on a remuneration as may be mutually agreed between the Board of Directors and the Auditors."

### Special Business

4. To consider and if thought fit to pass, with or without modification(s) the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 160 and other applicable provisions, if any, 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), Mr. Kevin Gluskie (holding DIN 07413549), who was appointed as an Additional Director by the Board of Directors of the Company with effect from

26 July 2016 and who holds office of Director up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director along with the deposit of Rs. 1,00,000/- be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To consider and if thought fit to pass, with or without modification(s) the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 160 and other applicable provisions, if any, 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), Mr. Jamshed Naval Cooper (holding DIN 01527371), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 26 July 2016 and who holds office of Director up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director along with the deposit of Rs. 1,00,000/- be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To consider and if thought fit to pass, with or without modification(s) the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 160 and other applicable provisions, if any, 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), Mr. Juan-Francisco Defalque (holding DIN 07318811), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 26 July 2016 and who holds office of Director up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director along with the deposit of Rs. 1,00,000/- be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**Gulbarga Cement Limited**

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7. To consider and if thought fit to pass, with or without modification(s) the following as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof from time to time being in force) consent of the members of the Company be and is hereby accorded to the appointment of Mr. Sendhil Kumar K as Manager of the Company within the meaning of Section 2(53) of the Act for a period of three years with effect from 09 February 2017 on the terms and conditions including the remuneration as set out in the explanatory statement."

By the Order of the Board of Directors



L.R. Neelakanta  
Company Secretary

Date: 09.02.2017  
Place: Gurgaon

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
- The Proxy form should be deposited at the Registered Office of the Company at Adventz Centre, 2<sup>nd</sup> & 3<sup>rd</sup> Floor, No. 28, Cubbon Road, Bangalore 560 001, not less than 48 hours before the commencement of the meeting.
- Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representatives to attend and vote on their behalf at the Meeting.
- Relevant documents referred to in accompanying Notice and in the Explanatory Statements are opened for inspection by the members at the Company's Registered Office on all working days of the Company during the business hours up to the date of the meeting.

## **Explanatory Statement**

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

The following explanatory statements, as required by Section 102 of the Companies Act, 2013 set out all material in respect of the business under Item Nos. 2, 4, 5, 6 and 7 of the accompanying Notice dated 09 February 2017.

### **Item No. 2:**

Mr. S. Sundaram was appointed as a Director on the Board by the shareholders in their meeting held on 20 April 2015. As per the provisions of Act, Mr. Sundaram retires by rotation and being eligible offers himself for re-appointment. A brief profile of Mr. Sundaram is given below:

Mr. Sundaram, aged 51 years, holds a degree in Mechanical Engineering. Started his career in Gujarat Ambuja Cements Limited in the year 1988 and worked in plant maintenance, preventive maintenance and on projects. Later moved to corporate role and was reporting to the Whole Time Director. In the year 2002 he joined Zuari Cement Limited and concentrated on optimization of plant performances. He was actively involved in establishing an SPV for in-house power requirement. Later, he moved to project execution division and successfully executed two grinding centres at Chennai and Solapur and also a bagging plant in Cochin Terminal. Presently, he takes care of plant operations as Head Manufacturing.

### **Item No. 4:**

The Board of Directors of the Company at their meeting held on 26 July 2016 appointed Mr. Kevin Gluskie as an Additional Director of the Company pursuant to the provisions of section 161(1) of the Companies Act, 2013. Mr. Kevin Gluskie holds office of the Directorship up to the date of ensuing Annual General Meeting of the Company.

The Company has received a notice from one of the shareholders signifying their intention to appoint Mr. Kevin Gluskie as a director of the Company in the Annual General Meeting along with a deposit of Rs. 1,00,000/- under section 160 of the Act. Brief profile of Mr. Kevin Gluskie is given below:

Mr. Kevin Gerard Gluskie aged 49 years, completed his Bachelor of Engineering (Honours) with a major in Civil Engineering from the University of Tasmania in 1988 and an Executive Master of Business Administration from the Australian Graduate School of Management in 2001. He had also completed an Advanced Leadership Program in 2007 conducted by McGill University, the Indian Institute of Management, and Lancaster University.

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Mr. Gluskie joined Pioneer International (subsequently acquired by Hanson PLC) in 1990 and held a number of operational roles throughout Australia in the Ready-mix Concrete and Aggregates businesses. In 1999 he was appointed as Regional General Manager responsible for the company's operations in the Victoria and Tasmania regions of Australia. In 2009 Mr. Gluskie was appointed as Chief Executive of Hanson Australia.

Mr. Gluskie was appointed as a member of the Managing Board of HeidelbergCement AG, on 01 February 2016 and from 01 April 2016 he has assumed responsibility for HeidelbergCement Group's operations in the Asia-Pacific Region.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Kevin Gluskie is in any way concerned or interested, in the said resolution.

**Item No. 5:**

The Board of Directors of the Company at their meeting held on 26 July 2016 appointed Mr. Jamshed Naval Cooper as an Additional Director of the Company pursuant to the provisions of section 161(1) of the Companies Act, 2013. Mr. Jamshed Naval Cooper holds office of the Directorship up to the date of ensuing Annual General Meeting of the Company.

The Company has received a notice from one of the shareholders signifying their intention to appoint Mr. Jamshed Naval Cooper as a director of the Company in the Annual General Meeting along with a deposit of Rs. 1,00,000/- under section 160 of the Act. Brief profile of Mr. Jamshed Naval Cooper is given below:

Mr. Jamshed Naval Cooper, aged 60 years, is a science graduate with Post-Graduation in management specializing in marketing from the Institute of Management Studies, Indore University. During his professional career of almost three and a half decades, he has gained rich experience spanning over 32 years in the cement industry alone. He has also worked for consumer durable industry in the past.

Mr. Cooper joined HeidelbergCement India Limited (formerly Mysore Cements Limited) as head of its sales and marketing function in December 2006 soon after the takeover of the Company by HeidelbergCement Group. He is credited for revamping the Sales and Marketing setup of the Company realigning the channel network and logistics focusing it towards maximizing the market share in high revenue markets. He successfully created and launched the "mycem" brand. Over the years, he has nurtured and improved the brand positioning by implementing several innovative sales and marketing strategies. Under his leadership, "mycem" has attained its premium positioning in Central India. He also holds the position of the Managing Director in HeidelbergCement India Limited and Zuari Cement Limited.

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Prior to joining HeidelbergCement India Limited, Mr. Cooper served ACC Limited (now a Holcim Group Co.) for 22 years. During his tenure at ACC, he also worked for its joint ventures namely, Float Glass and Bridgestone. Before joining ACC, Mr. Cooper had a stint with Godrej & Boyce Manufacturing Co. Limited, a consumer durable Company.

Traversing his professional career, Mr. Cooper has experience in Corporate Management, Cost Leadership, Strategy Building, Brand Management, Logistics, Channel Management, Rural Marketing, Feasibility Studies and Project Implementation, Human Resource Management, IT Systems and Procurement. During his illustrious career, he pioneered the 25 kg cement packing and launched bulk cement for the first time in India. One of his achievements has been managing and minimizing the risks arising out of spurious look-alike brands.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Jamshed Naval Cooper is in any way concerned or interested, in the said resolution.

**Item No. 6:**

The Board of Directors of the Company at their meeting held on 26 July 2016 appointed Mr. Juan-Francisco Defalque as an Additional Director of the Company pursuant to the provisions of section 161(1) of the Companies Act, 2013. Mr. Juan-Francisco Defalque holds office of the Directorship up to the date of ensuing Annual General Meeting of the Company.

The Company has received a notice from one of the shareholders signifying their intention to appoint Mr. Juan-Francisco Defalque as a director of the Company in the Annual General Meeting along with a deposit of Rs. 1,00,000/- under section 160 of the Act. Brief profile of Mr. Juan-Francisco Defalque is given below:

Mr. Juan-Francisco Defalque (holding DIN 07318811), aged 52 years, completed his Master degree in Mining Engineering from Catholic University of Louvain in Belgium in the year 1987. He started his professional career in 1989 with CBR, a Belgian International Company engaged in the production of cement, ready-mix and aggregates in Europe and North America (in 1993 CBR was acquired by HeidelbergCement Group). From 1989 to 2002 he held several management positions including director of technical projects for Belgium. In 2002 he joined HC Cimbenin located in Benin (West Africa) as its Managing Director.

In 2006 he joined HC Indocement to set up a completely new Heidelberg Technology Centre (HTC) Indonesia organization holding the position of Head of HTC Indonesia. During his time in Indonesia several major investment projects were executed or started including an integrated plant with 10,000 TPD clinker line located south of Jakarta.

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In 2015 he joined HeidelbergCement Asia Pte Ltd, Singapore as Director HTC Asia-Oceania responsible for managing the technical centers in the region, which not only provides technical support to all the cement manufacturing facilities of HeidelbergCement group in this region but also takes care of the new projects.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Juan-Francisco Defalque is in any way concerned or interested, in the said resolution.

**Item No. 7:**

The Board of Directors of the Company at their meeting held on 09 February 2017 appointed Mr. Sendhil Kumar K as Manager of the Company within the meaning of Section 2(53) of the Companies Act, 2013 for a period of three years with effect from 09 February 2017 subject to the approval of the members in their meeting. Brief profile of Mr. Sendhil Kumar K is given below:

Born on 13 June 1976.

Qualified Mining Engineer with specialization in advance surface mining and drilling and blasting from Bangalore University with distinction. Has work experience over 16 years in the mines related areas.

Started his career in Gimpex India Limited in the year 2000 and moved to Sesa Goa Limited in the year 2001 as Shift In-charge of Operations. After a stint of 5 years joined Ultra Tech Cement Limited in the year 2006 as Mines Manager Incharge of mining operations with all statutory responsibilities of Mines. Before joining Gulbarga Cement Limited in April 2013 he served for Hindustan National Glass & Industries Limited, Kolkata as Assistant General Manager (Heading the Mining Function) for a period of one year.

Since April 2013 he is incharge of Mines function at Gulbarga. Also handles the project activities at site including the matters related to acquisition of land and as an Agent Mines, Manager Mines and Mining Engineer as per Indian Bureau of Mines.

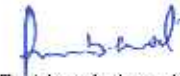
The terms and conditions of his appointment are as under:

- a) His remuneration consists of fixed and variable portion at 2.13 MINR and 0.15 MINR respectively.
- b) He shall be entitled to such increment and other perquisites as may be applicable to the Senior Executives of the Company in line with applicable HR Policies. He is also entitled for other incentives including long time incentives as and when decided by the Management and as per the policies of the Company.

- c) His employment terms are governed HR policies.
- d) Termination: Appointment of Mr. Sendhil Kumar K as Manager of the Company may be terminated by either party giving three months' notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Sendhil Kumar K is in any way concerned or interested, in the said resolution.

By the Order of the Board of Directors



L.R. Neelakanta  
Company Secretary

Date: 09.02.2017  
Place: Gurgaon