

GULBARGA CEMENT LIMITED

Regd. Office: Adventz Centre, 2nd & 3rd, No. 28, Cubbon Road, Bangalore
Karnataka – 560 001

NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of the Company will be held on Tuesday, the 15th day of May 2018 at 11.00 a.m. at the Registered Office of the Company at Adventz Centre, 2nd & 3rd 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 2017, the Profit and Loss Account and Cash Flow Statement for the year ended on that date including significant accounting policies, notes forming part of the financial statements together with the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Kevin Gluskie (DIN: 07413549) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Jamshed Naval Cooper (DIN: 01527371) who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors.

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 including any statutory enactment or modification thereof, the Company hereby ratifies the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants having Registration No. 101049W/E300004 with the Institute of Chartered Accountants of India as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, on a remuneration as may be mutually agreed between the Board of Directors and the said Auditors."

5. 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. V. Shivakumar as Manager of the Company within the meaning of Section 2(53) of the Act for a period of three years with effect from 08 February 2018 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: 08.02.2018

Place: Gurugram

NOTES:

1. **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.**
2. The Proxy form should be deposited at the Registered Office of the Company at Adventz Centre, 2nd & 3rd Floor, No. 28, Cubbon Road, Bangalore 560 001, not less than 48 hours before the commencement of the meeting.
3. 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.
4. 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, 3 and 5 of the accompanying Notice dated 08 February 2018.

Item No. 2:

Brief resume of Mr. Kevin Gluskie, who is proposed to be re-appointed as Director, is given below:

Mr. Kevin Gerard Gluskie (holding DIN 07413549), aged 51 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.

Mr. Gluskie joined Pioneer International (subsequently acquired by Hanson PLC) in 1990 and held a number of operational roles throughout Australia in the Readymix 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, (HC AG) on 01 February 2016 and from 01 April 2016 he assumed responsibility for HeidelbergCement Group's operations in the Asia-Pacific Region.

Mr. Gluskie also holds the position of Chairman and Director in HeidelbergCement India Limited and Zuari Cement Limited (Subsidiaries of HC AG).

Except Mr. Gluskie, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed resolution.

Item No. 3:

Brief resume of Mr. Jamshed Naval Cooper, who is proposed to be re-appointed as Director, is given below:

Mr. Jamshed N. Cooper (holding DIN 01527371), aged 61 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.

Prior to joining HeidelbergCement Group, Mr. Cooper served with 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. Ltd. a consumer durable company.

Traversing his professional career, Mr. Cooper has gained experience in Corporate Management, Cost Leadership, Strategy Building, Brand Management, Logistics, Channel Management, Rural Marketing, Feasibility Studies & 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.

He is also the Managing Director of HeidelbergCement India Limited and Zuari Cement Limited and Chairman of Sitapuram Power Limited.

Except Mr. Cooper, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed resolution.

Item No. 5:

The Board of Directors of the Company at their meeting held on 08 February 2018 appointed Mr. V. Shivakumar 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 08 February 2018 subject to the approval of the members in their meeting. Brief profile of Mr. V. Shivakumar is given below.

Since 30 September 2017 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 0.84 MINR and 0.062 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 by the HR policies.
- d) Termination: Appointment of Mr. V. Shivakumar as Manager of the Company may be terminated by either party giving three months' notice.

Except Mr. V. Shivakumar, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed resolution.

By the Order of the Board of Directors


L.R. Neelakanta
Company Secretary

Date: 08.02.2018
Place: Gurugram