

# GULBARGA CEMENT LIMITED

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

## NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the Company will be held on Wednesday, the 19<sup>th</sup> day of June 2019 at 11.00 a.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 2018, 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. Juan-Francisco Defalque (DIN: 07318811) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sundaram S (DIN: 07103135) who retires by rotation and being eligible offers himself for re-appointment.
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), Ms. Soek Peng Sim (holding DIN 06958955), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 30 November 2018 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 her 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."

By the Order of the Board of Directors

  
L.R. Neelakanta  
Company Secretary

Date: 12.02.2019  
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, 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.
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. Members/ Proxies should bring their attendance slip sent herewith duly filled in for attending the meeting. Members are requested to notify any change in their address / residential status immediately to the Registered Office / Corporate Office of the Company.
5. 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 4 of the accompanying Notice dated 12 February 2019.

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

Brief resume of Mr. Juan-Francisco Defalque, who is proposed to be re-appointed as Director, is given below:

Mr. Juan-Francisco Defalque, completed his Masters 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 projects were executed or started including an integrated plant with 10,000 TPD clinker line located in South of Jakarta.

In 2015 he joined HeidelbergCement Asia Pte Ltd, Singapore as Director HTC APAC responsible for managing the technical centres 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.

Mr. Juan-Francisco Defalque also holds the position of Director in HeidelbergCement India Limited and Zuari Cement Limited (Subsidiaries of HC AG).

Except Mr. Juan-Francisco Defalque, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

**Item No. 3:**

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

Mr. Sundaram 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 all plants operations.

Mr. Sundaram also holds the position of Managing Director in Sitapuram Power Limited (Subsidiary of HC AG).

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

**Item No. 4:**

Brief resume of Ms. Soek Peng Sim, who is proposed to be re-appointed as Director, is given below:

Ms. Soek Peng Sim is presently Finance Director for HeidelbergCement Asia Pacific. She holds a Bachelor Degree in Accounting from University of Malaya, Malaysia. She is also a CPA registered with The Malaysian Association of Certified Public Accountants (MICPA) as well as a Chartered Accountant honoured by Malaysian Institute of Accounting (MIA). Prior to joining HeidelbergCement Group, she worked with Reckitt Benckiser Group, Philips Malaysia, HoHup Malaysia and The Lion Group, Malaysia. She has rich and vast experience in financial planning & analysis, business development and support, accounting & taxation, business process improvements and corporate structure optimisation. Other than extensive MNC experience in construction materials industry, she also possess diversified industry exposure in FMCG, manufacturing and construction and property development.

Ms. Soek Peng Sim also holds the position of Director in HeidelbergCement India Limited, Cochin Cements Limited, Zuari Cement Limited and Sitapuram Power Limited (Subsidiaries of HC AG).

Except Ms. Soek Peng Sim, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

By the Order of the Board of Directors

  
L.R. Neelakanta  
Company Secretary

Date: 12.02.2019  
Place: Gurugram