

# ZUARI CEMENT LIMITED

## NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Company will be held on Wednesday, the 16<sup>th</sup> day of March, 2016 at 9.30 a.m at the Registered Office of the Company at Krishna Nagar, Yerraguntla 516 311, Y.S.R. District, Andhra Pradesh, to transact the following business :

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> December, 2015 and the Reports of the Board of Directors' and the Auditors thereon.
2. To appoint a Director in place of Mr. Roberto Callieri who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Giovanni Ferrario who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors.

To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution.

**"RESOLVED THAT** pursuant to the provisions of 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 for the financial year 2016 to hold the office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company on a remuneration of Rs. 27 lakh in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company."

### Special Business

5. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution.

**"RESOLVED THAT** pursuant to the provision of section 148(3) and other applicable provisions, if any, by the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 consent of the company be and is hereby accorded for the payment of remuneration to M/s. Murthy & Co. LLP, Cost Accountants, appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year 2015 and 2016 at the rate of Rs. 5 lakh per financial year and also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred by him in connection with the aforesaid audit."

6. To consider and if thought fit to pass with or without modification the following resolution 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 there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Agostino Nuzzolo who was appointed as Additional Director by the Board of Directors of the Company with effect from 9<sup>th</sup> June, 2015 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."

7. To consider and if thought fit to pass with or without modification the following resolution as a special resolution.

**"RESOLVED THAT** the consent of the Company be and is hereby accorded in terms of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to hypothecate / mortgage / to create charge by the Board of Directors of the Company of all or any of the immovable / movable fixed assets of the Company to secure all monies borrowed / to be borrowed for the business of the Company by way of term loan / debentures or otherwise by the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalise with any financial institutions / banks, the creation of such terms and conditions as it deems fit in the interest of the Company of any hypothecation / mortgage / charge and to do all such acts and things as may be necessary to give effect to the above resolution."

By the Order of the Board of Directors



L.R. Neelakanta  
Company Secretary

Date : 15.02.2016

**Registered Office :**

Krishna Nagar  
Yerraguntla 516 311  
Y.S.R. District  
Andhra Pradesh

**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE 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 Krishna Nagar, Yerraguntla 516 311, Y.S.R. District, Andhra Pradesh, 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.
5. Unclaimed Non-Convertible Bonds

Pursuant to the scheme of amalgamation of Sri Vishnu Cement Limited with Zuari Cement Limited, the Company had issued and allotted unsecured 8% non-convertible bonds (NCB) of Rs. 147.30 each, being redeemable at par on presentation subject to a maximum redemption period of one year from the record date (26.11.2007), to the members (other than ZCL) of the amalgamating Company, for every fully paid up equity shares of Rs. 10/- each held in the Company.

The amount remained unclaimed was due for transfer to the Investors Education and Protection Fund on 25<sup>th</sup> December, 2015, pursuant to provisions of section 205A read with section 205C of the Companies Act, 1956. The Company has transferred the unclaimed non-convertible bond amount along with interest due to the Investors Education and Protection Fund on 23<sup>rd</sup> December, 2015.

**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. 5, 6 and 7 of the accompanying Notice dated 23<sup>rd</sup> March, 2015.

**Item No. 5 :**

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of M/s. Murthy & Co. LLP, Cost Accountants, to conduct the Audit of the Cost Records of the Company for the financial year ended 31<sup>st</sup> December, 2015. Similarly, M/s. Murthy & Co. LLP, are appointed as Cost Auditor to conduct the Audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> December, 2016.

In terms of the provisions of section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be approved by the members of the Company. Members are requested to approve the remuneration payable to the cost auditor as set out in the resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, 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 9<sup>th</sup> June, 2015 appointed Mr. Agostino Nuzzolo as Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and he holds office of the Directorship up to the date of this Annual General Meeting of the Company.

Mr. Agostino Nuzzolo aged 47 has done his degrees in Economic and Business Science, Law, Science of Economic and Financial Security and Master in Corporate Tax Law. He has been with M/s. Italcementi SpA since 2006. Prior to this he served as Lieutenant Colonel, Head of Analysis and Studies within the Commanding General Office.

The Company has received a notice from one of the shareholders signifying their intention to appoint Mr. Agostino Nuzzolo's 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.

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

**Item No. 7 :**

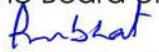
The Board in the regular course of business borrows / borrowed credit facilities by way of term loan / debentures or otherwise from the financial institutions / banks to finance the requirements of the Company by offering a charge on its fixed assets by way of hypothecation / mortgage as a security against such borrowings. Creation of hypothecation / mortgage is understood as creation of charge on the assets of the Company in favour of the charge holder where the position of the goods will remain with the hypothecator. However, it is significant to note that such charge creation is coupled with a power to retain possession and also to exercise the right of private sales. Therefore, Section 180(1)(a) of the Companies Act, is applicable for sale of an undertaking and hence, shareholders' approval by way of special resolution is required.

Members are requested to approve the resolution as set out in item no. 7 as a special resolution.

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

The Board of Directors recommend the resolution set out in Item No. 6 of the Notice for approval by the members.

By the Order of the Board of Directors

  
**L.R. Neelakanta**  
Company Secretary

Date : 15.02.2016

**Registered Office :**

Krishna Nagar  
Yerraguntla 516 311  
Y.S.R. District  
Andhra Pradesh

**ZUARI CEMENT LIMITED**

Regd. Office : Krishna Nagar, Yerraguntla 516 311, Y.S.R. District,  
Andhra Pradesh

Folio No. :

No. of Shares Held :

**PROXY FORM**

I / We \_\_\_\_\_ of \_\_\_\_\_ in  
the district of \_\_\_\_\_ being a member / members of the  
above named Company hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_ in district of \_\_\_\_\_ or  
failing him \_\_\_\_\_ of \_\_\_\_\_ in the  
district of \_\_\_\_\_ as my / our proxy to vote for me / us on my /  
our behalf at the Sixteenth Annual Meeting of the Members of the Company to be held  
on Wednesday, the 16<sup>th</sup> day of March, 2016 at 9.30 a.m and at any adjournment thereof.

As witness my / our hand/s this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signed by the said \_\_\_\_\_

Affix Re. 1 Revenue
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