

ZUARI CEMENT LIMITED

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

NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Company will be held on Friday, the 21st day of June 2019 at 11.00 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 prepared on standalone and consolidated basis 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 and notes forming part of the financial statements together with the Reports of the Board of Directors and Auditors' thereon for the financial year ended 31 December 2018.
2. To declare dividend for the financial year 2018.
3. 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.
4. To appoint a Director in place of Ms. Soek Peng Sim (DIN: 06958955) who retires by rotation and being eligible offers himself for re-appointment.

Special Business

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 provision of section 148(3) and other applicable provisions, if any, of 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. R.J. Goel & Co., Cost Accountants (Firm Registration No. 000026), appointed by the Board of Directors of the Company to conduct the audit of the Cost Accounting Records of the Company for the financial year 2019 at MINR 0.35 plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit."

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 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. 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.
6. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act 2013 will be available for inspection at the AGM.
7. The Register of Members and Share Transfer Books of the Company will be closed from 15 June 2019 to 21 June 2019, both days inclusive, for payment of dividend, if declared at the Annual General Meeting.
8. If a dividend as proposed is declared at the Annual General Meeting, the payment of such dividend will be made to those Members / beneficial owners of shares of the Company whose names stand in the Register of Members of the Company or benfo list as the case may be on 14 June 2019. The dividend will be payable on and from 22 June 2019.

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 No. 3, 4 and 5 of the accompanying Notice dated 12 February 2019.

Item No. 3:

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 Gulbarga 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. 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, Gulbarga 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.

Item No. 5:

The Board of Directors of the Company approved the re-appointment of M/s. R.J. Goel & Co., Cost Accountants, to conduct the Audit of the Cost Accounting Records of the Company for the financial year ended 31 December 2019. 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/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