



Zuari Cement
Italcementi Group

Zuari Cement Limited
Adventz Centre
2nd & 3rd Floor
No.28, Cubbon Road
Bengaluru - 560 001
Karnataka, India

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NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the Company will be held on Monday, the 23rd day of May, 2016 at 10.30 a.m at the Corporate Office of the Company at Adventz Centre, 2nd & 3rd Floor, Cubbon Road, Bangalore 560 001, to transact the following business :

Special Business

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

"RESOLVED THAT pursuant to Section 196, 197, 198 read with Schedule V 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 from time to time) consent of the Company be and is hereby accorded to the re-appointment of Mr. Nabil Paul Francis as Managing Director of the Company for a period of three years with effect from 3rd June, 2016 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 : 26.04.2016

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.

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. 1 of the accompanying Notice dated 26th April, 2016.

The Board in its meeting held on 26th April, 2016 has re-appointed Mr. Nabil Paul Francis as Managing Director of the Company for a period of three years w.e.f. 3rd June, 2016 subject to the approval of the members by way of special resolution. The terms and conditions of his appointment are as under.

01. Basic salary of Rupee equivalent to Euro 3,000 per month.
02. Special allowance of Rupee equivalent to Euro 2,000 per month.
03. Perquisites : Perquisites will be allowed in addition to the basic salary as set out hereunder :
 - a. Housing: Company maintained rent free furnished accommodation with round the clock security.
 - b. Motor car facility: Company maintained motor car with chauffeur and telephone at residence.
 - c. Medical Insurance for self and family.
 - d. Club membership: Membership of a club.





- e. Children education: In an International School. All cost of children education in India shall be borne by the Company.
04. In addition to the above perquisites 2 return flights by business class per year to France for self and family. However, accumulation of unused tickets one year to another and reimbursement are not permitted.
05. Termination: The appointment of Mr. Nabil Paul Francis, Managing Director, may be terminated by either party giving three months' notice.

Your Directors recommend the special resolution for your approval.

None of the Directors, key managerial personnel of the Company and their relatives except Mr. Nabil Paul Francis 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 : 26.04.2016

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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 Extra-Ordinary General Meeting of the Members of the Company to
be held on Monday, the 23rd day of May, 2016 at 10.30 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

