

# ZUARI CEMENT LIMITED

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

## NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Company will be held on Monday, the 14<sup>th</sup> day of May 2018 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 2017, 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 2017.
2. To declare dividend for the financial year 2017.
3. To appoint a Director in place of Mr. Kevin Gluskie (DIN: 07413549) who retires by rotation and being eligible offers himself for re-appointment.
4. 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.
5. 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."

### Special Business

6. 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), Mr. Sushil Kumar Tiwari (Holding DIN: 03265246), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 28 July 2017 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 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 2018 at Rs. 3.5 Lakhs (Rupees Three Lakhs Fifty Thousand only) 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: 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 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. The Register of Members and Share Transfer Books of the Company will be closed from 08 May 2018 to 14 May 2018, both days inclusive, for payment of dividend, if declared at the Annual General Meeting.
6. 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 07 May 2018. The dividend will be payable on and from 15 May 2018.

### **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. 3, 4, 6 and 7 of the accompanying Notice dated 08 February 2018.

#### **Item No. 3:**

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. 4:**

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. 6:**

The Board of Directors of the Company at their meeting held on 28 July 2017 appointed Mr. Sushil Kumar Tiwari as an Additional Director of the Company pursuant to the provisions of section 161(1) of the Companies Act, 2013. Mr. Sushil Kumar Tiwari holds office of the Directorship up to the date of ensuing Annual General Meeting of the Company.

The Company has received a notice from one of the shareholders signifying their intention to appoint Mr. Sushil Kumar Tiwari 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. Brief profile of Mr. Sushil Kumar Tiwari is given below:

Mr. Sushil Kumar Tiwari, aged 62 years, is an Engineer in Electrical as well as Electronics and Communication from the Institute of Engineers, Kolkata. In his career spanning over 38 years, Mr. Tiwari has rich and vast experience of over 31 years in the cement industry. For the past 10 years he is associated with HeidelbergCement India Limited (HCIL) and he has undertaken multifarious assignments which have led to increase in operational efficiencies and improvement of consumption parameters.

He has been elevated to the position of Whole Time Director in HCIL w.e.f. 29 April 2011.

Mr. Tiwari holds the position of "Occupier" under the Factories Act for all the factories owned by HCIL and is also designated as "Owner" under the provisions of Mines Act, of all HCIL Mines. He plays a crucial role in managing the operations of the plants and mines of HCIL.

Mr. Tiwari also holds the position of "Occupier" under the Factories Act of all the factories owned by the Company and he also designated as "Owner" under the provisions of Mines Act of all mines owned by the Company.

Presently he also holds the position of Chairman of Cochin Cements Limited, an associate Group Company.

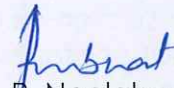
Except Mr. Sushil Kumar Tiwari, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed resolution.

**Item No. 7:**

The Board of Directors of the Company on the recommendation of the Audit Committee approved the 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 2018. 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, 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