

CHETTINAD CEMENT CORPORATION LTD.

CIN: U93090TN1962PLC004947

REGD. OFFICE: "Rani Seethai Hall Building",
No. 603, Anna Salai, Chennai - 600 006.

Notice to the Members

Notice is hereby given that the Fifty second **Annual General Meeting** of the members of Chettinad Cement Corporation Limited will be held on Wednesday, the 16th September 2015 at 10.00. A.M at Rani Seethai Hall, No.603, Anna Salai, Chennai-600 006, Tamil Nadu to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2015, together with the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 together with the independent auditors' report thereon.
2. To declare dividend for the financial year 2014-15.
3. To appoint a Director in the place of Sri. L Muthukrishnan, (DIN: 01758013) who retires by rotation in accordance with the Articles of Association of the Company and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT Sri. K Ganapathy (DIN: 00947364) a Director who retires by rotation at this Annual General Meeting and who has expressed his desire not to be re-appointed as a Director, be retired and not be re-appointed."

"RESOLVED FURTHER THAT the vacancy on the Board of Directors of the Company so created be not filled up."
5. To ratify the appointment of M/s Raghavan & Muralidharan, Chartered Accountants, (Firm Registration No. 007110S) as Statutory Auditors of the company as required under section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014.

SPECIAL BUSINESS

6. **To ratify the Remuneration payable to M/s GEEYES & Co., Cost and Management Accountants.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 3.20 lakhs per annum, payable to M/s GEEYES & Co., Cost and Management Accountants for the financial year 2015-16 for audit of the cost records of the Company, be and is hereby ratified."

By order of the Board,

Place: Chennai
Date : 12.08.2015.

S. Hariharan
Company Secretary

Notes:

- 1) The Explanatory statement pursuant to Sec. 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL CAN APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE.**

- 3) The Register of Members and Share Transfer Books of the company shall remain closed from 10.09.2015. to 16.09.2015 (both days inclusive) for transfer of shares.
- 4) The dividend as recommended by the Board of Directors and approved by the members shall be paid to those members, whose names shall appear on the Company's Register of Members on 09.09.2015. In respect of shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) on 09.09.2015.
- 5) The Company has appointed M/s Integrated Enterprises (India) Ltd., "Kences Towers", 2nd Floor, No.1, Ramakrishna Street, T. Nagar, Chennai – 600 017 as the Registrar & Share Transfer Agents to undertake all investor servicing activities, both demat and physical segments. All concerned are requested to send their documents and address all their future correspondence directly to the above Registrars.
- 6) The Shareholders are kindly requested to furnish their e-mail details and register their current e-mail ID with their Depository or the Company's Registrars and Transfer Agents, as the case may be to enable the Company to send all the future corporate communications/Annual Reports etc. electronically. The Company shall still provide a physical copy of the above to any shareholder, on request, at no additional cost.
- 7) Non-resident Shareholders are requested to inform us immediately:
 - a) The Change of residential status on return to India permanently.
 - b) The particulars of the NRE Account, if not furnished earlier.
- 8) As per Section 205 A(5) and Section 205C of the Companies Act, 1956, the unclaimed dividend amounts out of the Dividend declared from the financial year ended 31st March, 1996 onwards is transferred to the Investor Education and Protection Fund (IEPF) of the Central Government after the expiry of Seven years from the date of declaration. Accordingly, the unclaimed dividend upto the financial year 2006-07, has been transferred to the said Fund within the stipulated time. The next remittance of dividend declared for the financial year 2007 – 08 will be made during October / November, 2015.

The members who have not claimed/encashed their dividend so far may communicate to the Company/Registrars and get the dividend amount, declared for the Financial years from 2007-08 to 2013-14. [No dividend declared for the year 2009-10].

- 9) Memorandum and Articles of Association of the Company, the retirement letter of Sri. K Ganapathy and the Register of Directors and Key Managerial Personnel and their shareholdings maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 10) 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 by the Members at the Annual General Meeting.
- 11) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all Resolutions set forth in the Notice convening the 52nd Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) for this purpose.

The Annual Report including the Notice and the instructions for e-voting along with Attendance Slip and Proxy Form is being sent in electronic form to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their Email address, physical copies of the aforesaid documents is being sent in the permitted mode. Members may also note that the Notice of the 52nd Annual General Meeting, Attendance Slip & Proxy Form and the Annual Report 2014-15 will also be available on the Company's website www.chettinad.com. Even after registering for e-communication, members are entitled to receive the communication in physical form, upon making a request for the same. Shareholders may please send in their requests to the Company's investor Email id: shares@chettinadcement.com

Instructions for remote e-voting:

The remote e-voting facility is available at the link: <https://www.evoting.nsdl.com> and will be available for the following period:

Commencement of e-voting period	End of e-voting Period
From 9.00 A.M (IST) on September 11, 2015	Upto 5.00 P.M (IST) on September 15, 2015

The voting rights of the members / beneficial owners will be reckoned on the Equity shares held by them as on 09.09.2015 i.e. "Cut-Off Date" for the purpose. Any person who acquires Shares of the Company and became Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. 09/09/2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

Members desiring to cast their votes electronically are requested to adhere to the following instructions which forms part of the Notice:

Voting through electronic means

- I. In case of Members receiving Email from NSDL:
 - a) Open Email and open PDF file viz., "CCCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
 - b) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - c) Click on "Shareholder" – "Login".
 - d) Key in User ID and password as initial password noted in step (a) above. Click "Login".
 - e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits or characters or a combination thereof. Please take note of the new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f) Home page of 'e-Voting' opens. Click on "e-Voting: Active Voting Cycles".
 - g) Select E Voting Event Number (EVEN) of Chettinad Cement Corporation Limited.
 - h) Now, you are ready for "e-Voting" as "Cast Vote" page opens.
 - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j) The Board of Directors have appointed Sri. V Mahesh, of M/s Mahesh & Associates, Practising Company Secretaries as the Scrutiniser for E-voting.
 - k) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (maheshvenki@vmacs.co.in) through Email with a copy marked to evoting@nsdl.co.in.
- II. In case of shareholders other than in (I) above
 - a) Initial password is provided at the bottom of the Attendance slip.
 - b) Please follow all steps from Sl. No. 1(b) to (k) above, to cast your vote
- 12) The date of commencement of voting by electronic mode shall be September 11, 2015 from 9.00 A.M (IST).
- 13) The voting period ends on September 15, 2015 at 5.00 P.M (IST). The e-voting module will be disabled for voting thereafter by NSDL.
- 14) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the "downloads" section of www.evoting.nsd.com or toll- free number 1800-222-990.
- 15) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 16) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication (s)
- 17) Members who have cast their votes through remote e-voting may also attend the Annual General Meeting. However, those members are not entitled to cast their vote again in the Annual General Meeting.
- 18) A member can opt for only one mode of voting i.e. either through remote e-voting or voting at the Annual General Meeting. Thus, voting facility at the Annual General Meeting shall be used only by those who have not exercised their right to vote through remote e-voting.
- 19) The scrutiniser shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make a consolidated scrutiniser's report on or before 18.09.2015 of the total votes cast in favour or against, to the chairman of the company or person authorised by him in writing who shall countersign the same.
- 20) The Chairman will thereafter declare the result of the resolutions considered at the 52nd Annual General Meeting. The results declared along with the scrutiniser's report shall be placed on the company's website www.chettinad.com.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM 6

The Board of Directors of the Company on the recommendation of the Audit Committee, at its meeting held on 17th July 2015 has approved the appointment and remuneration of M/s. Geeyes & Co. Cost and Management Accountants, to conduct the audit of the cost records of the Company for the financial year 2015-16.

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 ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2015-16 as set out in the Resolution for the aforesaid services to be rendered by them.

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

The Board of Directors recommend the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.