

TRINETRA CEMENT LIMITED

CIN : L99999TN1987PLC082730

(Formerly Indo Zinc Limited)

Registered Office: "Dhun Building", 827, Anna Salai, Chennai - 600 002.

Corporate Office: "Coromandel Towers", 93, Santhome High Road,

Karpagam Avenue, R.A.Puram, Chennai - 600 028.

Phone: 044 - 2852 1526, 2857 2100 / 400 Fax : 044 - 28517198

E-mail: trinetracementltd@gmail.com Website: www.trinetracement.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twentyeighth Annual General Meeting of Trinetra Cement Limited will be held at 4.00 P.M. on Wednesday, the 30th September, 2015 at 'Coromandel Towers', 93, Santhome High Road, Karpagam Avenue, R.A.Puram, Chennai 600028 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report, the accounts of the Company for the year ended 31st March 2015 and the Auditors' Report thereon.
2. To appoint a Director in the place of Sri PL.Subramanian (DIN:00549992) who retires by rotation and is eligible for reappointment.
3. To appoint Auditors and fix their remuneration:

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) M/s.Chaturvedi SK & Fellows (Registration No.112627W), Chartered Accountants, Mumbai, be and are hereby appointed Auditors of the Company to hold office from the conclusion of the Twentyeighth Annual General Meeting until the conclusion of the Twentyninth Annual General Meeting and that their remuneration be and is hereby fixed at Rs.5,00,000/- exclusive of service tax, all travelling and out of pocket expenses which shall be reimbursed to them."

SPECIAL BUSINESS:

4. To appoint Ms.Rupa Gurunath as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following Ordinary Resolution of which notice has been received from a Member of the Company as required under Section 160 of the Companies Act, 2013:

"RESOLVED THAT Ms.Rupa Gurunath (DIN: 01711965) be and is hereby appointed as a Director of the Company subject to retirement by rotation."

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 provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the remuneration of Rs.1 lakh payable to Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor, besides service tax and reimbursement of out of pocket expenses, incurred in connection with cost audit, as recommended by the Audit Committee and approved by the Board of Directors for auditing the cost accounts of the Company in respect of cement plant for the year ending 31st March 2016, be and is hereby ratified."

6. To consider and, if thought fit, to pass with or without modification, the following resolutions as SPECIAL RESOLUTIONS:

"RESOLVED THAT 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 and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), for mortgaging and / or charging by the Board of Directors of the Company by way of first exclusive mortgage/charge of all / or any of the immovable and movable properties of the Company, wheresoever situate, present and future, and /or conferring power to enter upon and to take possession of the assets of the Company in certain events to or in favour of Axis Trustee Services Limited, (Security Trustee for IndoStar Capital Finance Limited) to secure the term loan of Rs.170 Crores (Rupees One Hundred and Seventy Crores only) availed by the Company from IndoStar Capital Finance Limited (Lender), for repayment of existing loans, working capital and other requirements of the Company, together with interest thereon at the agreed rate, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, costs, charges, expenses and other monies payable by the Company to the aforesaid lender / Security Trustee in terms of its heads of agreement(s) / loan agreement(s) / hypothecation agreement(s) / letter of sanction / memorandum of terms and conditions entered into / to be entered into by the Company in respect of the said loan."



"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with the aforesaid lender / Security Trustee, the documents for creating the aforesaid mortgage and / or charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

NOTES:

1. Explanatory Statement is annexed to the Notice dated 12.08.2015 of the Twentyeighth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Items No.4 to 6 of the Notice.
2. Details pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment / re-appointment at the Annual General Meeting are annexed hereto for Items No. 2 and 4 of the Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY 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 carrying voting rights; provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder.

The Proxy Form, duly completed and signed, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

Members / Proxies should bring the Attendance Slip, duly filled-in and signed, to attend the meeting.

4. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2015 to 30.09.2015 (both days inclusive).
6. Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company's shares at Integrated Enterprises (India) Limited, 2nd Floor, 'Kences

Towers', No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai 600017. Tel.: 044-28140801 to 28140803 & Fax: 044-28142479 Email: corp-serv@integratedindia.in.

Members holding shares in physical form are requested to notify change of address, if any, to the RTA. Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their share certificates for consolidation of their holdings into one folio.

7. Members holding Share Certificate(s) in the name of Indo Zinc Limited are requested to send the same to the RTA to get the new name viz. 'Trinetra Cement Limited', affixed on the Share Certificate(s).
8. The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the members to dematerialise the equity shares of the Company. The ISIN Number allotted by NSDL and CDSL for dematerializing the Company's shares is INE031L01014.
9. Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.
10. Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is / are entitled to nominate in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company / RTA.
11. Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transfer / transmission / transposition, is mandatory.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the RTA.

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13. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Annual Report along with this Notice of the Annual General Meeting, Attendance Slip and Proxy Form is being sent by e-mail to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. Shareholders are requested to note that the said documents would also be available on the Company's website www.trinetracement.com from where it can be downloaded. In case any Shareholder desires to receive the above document(s) in physical form, such Shareholder is required to send an E-mail to trinetracementltd@gmail.com quoting DP Id and Client Id Number in case the shares are held in electronic form and Folio Number in case the shares are held in physical form.

Members, who have not registered their E-mail addresses, are requested to register their E-mail addresses with (i) the Depository Participant(s), if the shares are held in electronic form and (ii) with the Company / Registrar & Share Transfer Agent of the Company, if the shares are held in physical form.

14. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences on 26th September, 2015 (9.00 a.m.) and ends on 29th September, 2015 (5.00 p.m.). During this

period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-Voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - i) Open email and open PDF file viz; "TCL AGM 2015 e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-Voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii) Click on Shareholder - Login
 - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of remote e-Voting opens. Click on remote e-Voting: Active Voting Cycles.
 - vii) Select "EVEN" of "Trinetra Cement Limited".
 - viii) Now you are ready for remote e-Voting as Cast Vote page opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.



- xii) 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 through e-mail to sudha.pr2@gmail.com or sudha_pr@yahoo.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- | EVEN
(Remote e-Voting
Event Number) | USER ID | PASSWORD/
PIN |
|---|---------|------------------|
| | | |
- ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-Voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company / RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting

your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the AGM through ballot paper.
- XIII. Mrs.P.R.Sudha, Practising Company Secretary (Membership No.F6046), has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the Company's website www.trinetracement.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and Madhya Pradesh Stock Exchange Limited, where equity shares are listed.

(By order of the Board)
for TRINETRA CEMENT LIMITED

Place : Chennai
Date : 12th August, 2015

S. SRIDHARAN
Company Secretary

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PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED, VIDE ITEMS NO. 2 AND 4 OF NOTICE DATED 12.08.2015.

(i)	Name of the Director	: Sri PL.Subramanian
	Date of Birth	: 16 th May 1945
	Date of appointment on the Board as Director	: 9 th October 2009
	Date of last reappointment as Director	: 27 th September 2013
	Expertise in specific functional areas	: Technical
	Qualification	: B.E. (Mechanical)
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: 50
	List of outside Directorships held in Public Companies	: 1. Coromandel Electric Company Limited 2. India Cements Infrastructures Limited 3. Trishul Concrete Products Limited
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: Nil
	Relationship with other Directors	: Nil
(ii)	Name of the Director	: Ms. Rupa Gurunath
	Date of Birth	: 15 th February 1973
	Date of appointment on the Board as Director	: 11 th February 2015
	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Industry
	Qualification	: B.Sc., Post Graduate Diploma in Computer Application
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: 1. Coromandel Electric Company Limited 2. Coromandel Travels Limited 3. ICL Shipping Limited 4. India Cements Capital Limited 5. India Cements Infrastructures Limited 6. Raasi Cement Limited 7. Trishul Concrete Products Limited 8. The India Cements Limited
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: Coromandel Electric Company Limited - Audit Committee - Member India Cements Capital Limited - Stakeholders Relationship Committee - Member
	Relationship with other Directors	: Daughter of Mr.N.Srinivasan, Chairman



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE TWENTYEIGHTH ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEMS NO.4 TO 6 OF THE NOTICE DATED 12.08.2015.

Item No.4:

Ms.Rupa Gurunath (DIN: 01711965) was co-opted as an additional Director on the Company's Board with effect from 11.02.2015. As per the Section 161 of the Companies Act, 2013, Ms.Rupa Gurunath will hold office upto the date of 28th Annual General Meeting. Notice in writing under Section 160 of the Companies Act, 2013 has been received along with necessary deposit from a member signifying his intention to propose the appointment of Ms.Rupa Gurunath as a Director of the Company at the 28th Annual General Meeting. The Board recommends the Ordinary Resolution as set out in Item No.4 of the accompanying Notice for approval of the Members.

Interest of Directors and Key Managerial Personnel:

Ms.Rupa Gurunath is interested in this resolution as it concerns her appointment. Sri N.Srinivasan, Chairman is interested in this resolution as Ms.Rupa Gurunath is related to him. No other Director or any other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No.5:

The Board of Directors at its meeting held on 12.08.2015, based on the recommendation of the Audit Committee approved the appointment of Sri S.A. Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor for auditing the cost accounts of the Company in respect of its cement plant for the financial year ending 31.03.2016 at a remuneration of Rs.1 lakh, besides service tax and reimbursement of out of pocket expenses to be incurred in connection with cost audit.

In terms of Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Hence the resolution.

Interest of Directors and Key Managerial Personnel:

None of the Directors or any key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No.6:

The Company has been sanctioned / granted a term loan of Rs.170 Crores by IndoStar Capital Finance Limited ('Lender') for repayment of existing loans, working capital and other requirements of the Company. One of the terms and conditions set out by the Lender is that the said financial assistance is required to be secured, inter alia, by way of first exclusive mortgage/charge on all the fixed assets of the Company, wheresoever situate, present and future and to appoint Axis Trustee Services Limited as Security Trustee for the aforesaid facility.

Section 180(1)(a) of the Companies Act, 2013 provides, inter alia, that the Board of Directors of the Company shall not without the consent of such company by a special resolution in general meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. Since the mortgaging by the Company of its immovable and movable properties as aforesaid may be regarded as disposal of the Company's properties/ undertakings, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013, for creation of the said mortgage/ charge. Hence the resolution.

Inspection of Documents:

Copies of Letter(s) of sanction letter no. ICF/2014-2015/ 18 dated 18.12.2014 received from IndoStar Capital Finance Limited are available for inspection of the shareholders at the Registered Office / Corporate Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day prior to the date of the meeting and will also be available for inspection at the meeting.

Interest of Directors and Key Managerial Personnel:

None of the Directors or any key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

(By order of the Board)
for TRINETRA CEMENT LIMITED

Place : Chennai
Date : 12th August, 2015

S. SRIDHARAN
Company Secretary