BOARD OF DIRECTORS

Sri. N. Krishna Mohan	Chairman
Sri. K. Vijay Kumar	Joint Managing Director
Sri V V S R Anjaneyulu	Director
Smt. K. V. Nagalalitha	Director
Sri. P Ramamoorthy	Director - Independent
Sri. K P Patnaik	Director – Independent
Dr A S Narayana	Director – Independent
Sri P Ramakrishnaiah	Director – Independent

CHIEF FINANCIAL OFFICER **COMPANY SERECTARY**

N S R V Prasad N Umashankar

AUDITORS
G Satyanarayana &Co ,
Chartered Accountants
Ranigunj, Secunderabad

REGISTRAR & SHARE TRANSFER AGENTS
M/s Venture Capital & Corporate Investments Private Limited
12-10-167, Bharat Nagar, Hyderabad - 500 018, T.G,
Tel:040-23818475/76, Fax-040-23868024, Email ID: info@vccilindia.com

REGD. OFFICE:
6-3-668/10/66,
Durganagar Colony,
Hyderabad- 500 082`
Tel.040-66614633,
Email:srichakracement@gmail.com,
website:www.srichakracement.com

WORKS
UNIT: 1: SRI NARASIMHAPURI, KAREMPUDI, GUNTUR DISTRICT, AP
UNIT-2: ALAMANDA, JAMI MANDAL, VIZIANAGARAM DISTRICT, AP

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of M/s Sri Chakra Cement Limited will be held on Wednesday, the 30th day of December, 2015 at 11.00 A.M., at Registered Office of the Company located at 6-3-668/10/66, Durganagar Colony, Punjagutta, Hyderabad- 500082, India to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Statement of Profit and Loss for the year ended on 31st March 2015 and the Balance Sheet as on that date and the Reports of Directors and Auditors thereon.

2. To appoint a Director in place of Sri. N Krishna Mohan, Director (DIN: 00698772) who retires by rotation and being eligible, offers himself for reappointment.

3. To ratify the appointment of M/s. G Satyanarayana & Co., Chartered Accountants (Firm Regn No003680S) as statutory auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

4) To consider and, if thought fit, to pass, the following resolution as an Ordinary resolution

Appointment of Sri P Ramakrishnaiah as an independent Director

"RESOLVED THAT Sri P Ramakrishnaiah, Director, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013 be and is hereby appointed an Independent Director of the Company for a period of five years from the conclusion of Company's thirty third Annual General Meeting till the conclusion of Company's Thirty Eighth Annual General Meeting."

5) To consider and, if thought fit, to pass, the following resolution as an ordinary resolution

Appointment of Dr A S Narayana as an independent Director

"RESOLVED THAT Dr A S Narayana Director, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013 be and is hereby appointed an Independent Director of the Company for a period of five years from the conclusion of Company's thirty Third Annual General Meeting till the conclusion of Company's Thirty Eighth Annual General Meeting."

6) To consider and, if thought fit, to pass, the following resolution as an ordinary resolution.

Appointment of Smt K V Nagalalitha as Director liable to retire by rotation

"RESOLVED that pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. K V Nagalalitha (DIN : 02223430), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company liable to retire by rotation."

7) To pass with or without modification, the following Resolution as a Special Resolution:
To rearrange Memorandum of Association as per Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under a set of the existing Memorandum of Association rearranged in line with the new format under the Companies Act, 2013 now placed before the members, be and is hereby adopted."

8) To pass with or without modification, the following Resolution as a Special Resolution:
To adopt new set of Articles of Association as per Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 14 other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, a new set of the Articles of Association in line with the Companies Act, 2013, now placed before the members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto."

9) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:
To fix remuneration of Cost Auditor for FY 2014-15
"RESOLVED THAT pursuant to the provision of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013and the Rules made there under, the remuneration payable to M/s. Nageswararao & Co., Cost Accountants, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the company for the financial year 2014-15, amounting to Rs.30000 (Rupees Thirty Thousands only) as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

10) To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution through postal ballot
Voluntary delisting of equity shares of the Company from Bombay Sock Exchange Limited.

"RESOLVED that pursuant to all applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force and as may be enacted hereafter, Provisions of Memorandum and Association of the Company, the Listing Agreements entered into y the Company with BSE Limited, Mumbai where the equity shares are listed, the Provisions of the Securities and Exchange Board of India (Delisting of equity Shares) Regulations and such other applicable laws, rules and regulations and guidelines and subject to such approvals, permissions, sanctions, including the stock Exchange which term shall include committee which the Board of Directors may have constituted resolution, to seek voluntary delisting of the equity shares of the company from the stock exchanges in terms of SEBI Delisting Regulations and Other applicable provisions of Law."

"RESOLVED FURTHER THAT for the purpose of giving effect to the voluntary delisting, the Board be and is hereby authorised to do all such acts, deeds, matters and things at its sole and absolute discretion it may deem necessary or desirable to give effect to the aforesaid resolution, including making applications to the stock

exchange seeking their in principle and final approval for the proposed voluntary delisting of equity shares of the Company and to execute all such deeds and documents and to settle questions, difficulties and doubts that may arise in this regard, as it may consider necessary and expedient."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred upon it to any Committee of Directors or any other officers/authorised representative of the Company to give effect to this resolution."

11) To consider and, if thought fit, to pass, the following resolution as a special resolution through postal ballot

Shifting of Registered office from the state of Telangana to Andhra Pradesh.

"RESOVED THAT pursuant to the provisions of the section 13 (4) of the Companies Act, 2013 and all other applicable provisions of the memorandum and articles of association of the Company and subject to the approval of the Central Government, the Registered office of the Company be and is hereby changed from the state of Telangana to the State of Andhra Pradesh."

FURTHER RESOLVED THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

'II. The Registered Office of the Company shall be situated in the State of Andhra Pradesh.'

FURTHER RESOLVED THAT Shri K Vijay Kumar, Joint Managing Director and/or Shri N Krishna Mohan, Chairman of the Company be and are hereby authorized severally to sign the petition, application, affidavits and such other documents as may be necessary in relation and to file a petition before the Central Government for and on behalf of the Company."

FURTHER RESOLVED THAT M/s K Swamy and CO, Practising Company Secretaries be and are hereby severally authorized to submit Memorandum of Appearance and to appear and represent the Company before the Central Government in the matter of the petition u/s 13(4) of the Companies Act, 2013 to be filed with them for their confirmation to the proposed alteration of the situation Clause II of the Memorandum of Association and be and is hereby authorized to make such statements, furnish such information and do such things as may be necessary in relation to the said petition."

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company. "

12) To consider and, if thought fit, to pass, the following resolution as a special resolution through postal ballot:

To approve the proposal of delegation of authority to the Board of Directors of the Company to deal with dealing with transactions such as obtaining unsecured loans up to a maximum of Rs 20,00,00,000/- (Rupees Twenty Crores only) and material transaction, if any, from time to time, with the directors/associates/other related parties pursuant to the provisions of Sec.188 of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules 2014 and in this regard to consider and if thought fit, to pass the following Resolutions with or without modifications, as a special resolution**.**

"RESOLVED THAT in pursuance of Section 188 of the Companies Act 2013 read with the Companies (Meeting of the Board and its Powers) Rules 2014, the consent of the Company be and is hereby accorded for dealing with transactions such as obtaining unsecured loans up to a maximum of Rs 20,00,00,000/- (Rupees Twenty Crores only)

and material transaction, if any, from time to time, with the directors/associates/other related parties."

By Order of the Board
For SRI CHAKRA CEMENT LIMITED

Place: Hyderabad,
Date: 12.11.2015

K VIJAY KUMAR
Joint Managing Director

NOTES FOR ANNUAL GENERAL MEETING:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto**.**
2. 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. Proxies in order to be valid must be received by the company not less than 48 hours before the meeting**.**
3. A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights members holding more than 10 percent of the total share capital of the company carrying voting rights may appoints a single person as proxy and such person shall not act as proxy for any other member.
4. Corporate member intending to send their authorised representative to attend the AGM are requested to send a duly certified copy of their board resolution authorising their representative to attend and vote at the AGM.
5. In case of joint holders attending meeting, only such joint holder who is higher in the order names will be entitled to vote.
6. Member / Proxies / Authorised Representative should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed on 30th day of December, 2015 for the purpose of the Annual General Meeting.
8. The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing properties compliances by Companies through electronic mode. As per the Circular No. 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs, companies can now send various notices/ documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc) to their shareholders through electronic mode, to the Registered email address of the shareholders.
9. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market, members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts, Members holding shares in physical form should submit their PAN to the Company / Registrar.
10. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nominations in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic / demat form, the members may please contact their respective depository participant
11. In terms of Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry if Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents viz., M/s Venture Capital & Corporate Investments Private Limited whose e-mail id is info@vccilindia.com mentioning the

Company's name i.e., Sri Chakra Cement Limited, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.

12. Notices/ documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address has been registered with the Company. Members who would like to receive such notices/documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail address.

    - In respect of electronic shareholding – through their respective Depository Participants.

    - **In respect of physical shareholding – by sending a request to the Company's Share Transfer Agent at M/s Venture Capital & Corporate Investments Private Limited, 12-10-167, Bharatnagar, Hyderabad-500018, Tel No.040-23818475/76, Email ID: info@vccilindia.com, mentioning therein the Company's name i.e., Sri Chakra Cement Limited, their folio number and e-mail address.** The Annual Report 2014-15 as circulated to the members of the Company is also available on the website of the Company www.srichakracement.com.

I. NOTES FOR POSTAL BALLOT:

(1) The Explanatory Statement under section 102 of the Companies Act, 2013 with the rationale for proposing the Resolutions stated under Item No.10, 11 and 12 of the Notice above, is annexed hereto.

(2) The accompanying Postal Ballot Notice is being sent to Members, whose names appear in the Register of Members/List of Beneficial Owners as on the close of business hours of 12th November, 2015.

(3) As per the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their email Ids with depositories or with the company or with the Share Transfer Agent for this purpose are being sent by e-mail and members who have not registered their e-mail IDs will receive postal ballot notice along with the postal ballot form through Registered/Speed Post/Courier. Members who have received postal ballot notice by email and who wish to vote through physical postal ballot form may download the postal ballot form from the company's website www.srichakracement.com.

(4) A member cannot exercise his/her vote through proxy on postal ballot.

(5) If postal ballot form is sent using the business reply envelope, the postage will be borne by the company. However, envelopes containing postal ballot, if sent by courier or registered/speed post at the expenses of the members will also be accepted. The Postal ballot form(s) may also be deposited personally at the address given on the self-addressed business reply envelope.

(6) The duly completed postal ballot form(s) should reach the Scrutinizer not later than 5.0p.m. (IST) on 29th December, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the member.

(7) The postal ballot notice will be uploaded on the company's website viz., www.srichakracement.com and on the website of CDSL viz., www.evotingindia.com

(8) Resolutions passed by the members through postal ballot shall be deemed to have been passed as if they have been passed at the annual general meeting of members of the company.

(9) All the material documents referred to in the explanatory statement under point No.10, 11 and 12 shall be available for inspection at the registered office of the

company between 11.00 a.m. and 2.00 p.m., on all days excluding Saturdays, Sundays and Public Holidays, till 29th December, 2015.

(10) The Scrutinizer shall make, not later than 3 days from 30th Decembers, 2015, a Scrutinizer's report of the total votes cast in favour or against, if any and submit the same to the Chairman.

II. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

Voting Options:-

I. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 and the corresponding Rules of Companies Act, 2013 read with the Rule-20 of the Companies(Management and Administration) Rules, 2014 as amended to date, it is stated that

(a) The Company has provided e-voting facility to the members using the Central Depository Services Ltd, (CDSL) platform and all the business as per the notice of the 33rd annual general meeting of the company will be transacted through the electronic voting system.

(b) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

(c) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Sunday, the 27th day of December, 2015 at 10.00 a.m. and ends on Tuesday, the 29th day of December, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 23rd December,2015, may cast their vote electronically, the e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the image verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evoitngindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpa-numeric *PAN issued by Income Tax Departmen (Applicable for both demat shareholders as well as physical shareholders • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in t PAN field • In case the sequence number is less than 8 digits enter applicable number is less than 8 digits enter the applicable num of 0's before the number after the first two characters of the nam

	CAPITAL letters. Eg. If your name is Ramesh Kumar with seque number 1 then enter RA00000001 in the PAN filed.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy form

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL, platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of the relevant < Company Name < on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc,) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodians, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia,com, under help section or write on email Helpdesk.evoting@cdslindia.com.

II. **VOTING THROUGH BALLOT** :-

The company is providing the facility of ballot form in terms of Clause 35B of the Listing Agreement, to those shareholders, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form is enclosed along with the Annual Report. The last date for receiving the duly filled and signed ballot form will be Tuesday, the 29th day of December, 2015 at 5.00 p.m. Ballot forms received after this date shall not be considered.

III. VOTING AT AGM :-

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM.

Other Instructions

1. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts vote by all the three modes, then voting done through e-voting shall prevail and voting through other modes shall be treated as invalid.
2. The Company has appointed M/s. K. Swamy& Co., Practicing Company Secretary, to act as the Scrutinizer. The Scrutinizer shall first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the present of at lest two witnesses not in the employment of the company and make, not later than three (3) days of conclusion of the meeting, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
3. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The results declared along with the report of the scrutinizer shall be placed on the website of the company immediately after the result is declared by the Chairman and the company shall simultaneously forward the results to the concerned stock exchange where its equity shares are listed.

13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
14. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
15. Details of reappointment of director retired by rotation as per the item No.2 of the Notice of the meeting are furnished in a separate annexure to the notice as required under clause-49 of the Listing Agreement.

EXPLANATORY STATEMENT TO THE NOTICE UNDER SECTION 102(1):

Item No. 4 and 5 of the Notice:

The Board of Directors at their meeting held on 30.03.2015 appointed Sri P Ramakrishnaiah, and Dr AS Narayana as additional directors on the Board and as they fulfil all the conditions specified in the section 149(6) and other applicable provisions of the Companies Act, 2013 and rules made there under, The Board of Directors hereby proposed their appointment as independent Directors. The Board recommends the same for approval of shareholders. None of the Directors and Key Managerial Personnel of the Company are interested in the resolution.

Item No. 6:

The Board of Directors has received a notice from the shareholder proposing the candidature of Smt K V Nagalalitha, as a Women Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has received from Mrs. K V Nagalalitha (i) consent in writing to act as Women / Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii)intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013. The Resolution seeks the approval of members for the appointment of Mrs. K V Nagalalitha as Women Director of the Company liable to retire by rotation. In the opinion of the Board of Directors, Mrs. K V Nagalalitha proposed to be appointed, as a Woman Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and she is independent. None of the Directors and Key Managerial Personnel of the Company is interested in the resolution.

Item No. 7&8 of the Notice:

The Memorandum and Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956. The Memorandum and Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the rules framed there under.

A copy of the proposed set of Memorandum and new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during business hours on any working day, up to the date of Annual General Meeting and during the Annual General Meeting. The proposed draft Memorandum and Articles of Association is available on the company website at www.srichakracement.com for perusal by the shareholders. Your Directors recommended the resolution for approval. None of the Directors and Key Managerial Personnel of the Company are interested in the resolution.

Item No. 9 of the Notice:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Nageswararao &Co., Cost Accountants, to conduct the audit of the cost records of the company for the financial year 2014-15. 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 required to be ratified by the Members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditors. Your Directors recommended the resolution for approval. None of the Directors and Key Managerial Personnel of the Company are interested in the resolution.

Item No 10 of the Notice:

As you are aware that the Company is a sick unit undergoing rehabilitation process as per the restructure package sanctioned by the Hon'ble BIFR. The Board strongly felt that in order to bring and maintain the long term sustainability and viability, the company needs to expand its capacity requiring huge investment. The Prospective investors need to be allotted further shares in the capital of the company thereby the holding of promoter group and the prospective group would increase beyond the present level in which case, the promoter share holding would cross 90%. Hence, in the best interests of the company and positive revival of the unit in the light of the sanctioned scheme by the Hon'ble BIFR, the Board has no option