

## GUJARAT SIDHEE CEMENT LIMITED

(CIN : L26940GJ1973PLC002245)

Registered Office: Off. Veraval-Kodinar Highway, Sidheegram 362 276,

Tal: Sutrapada, Dist. Gir Somnath (Gujarat)

E-Mail: gscinvestorquery@mehtagroup.com; Website: www.gujaratsidheecementlimited.com

Phone: 02876-268200, Fax : 02876-286540

### NOTICE

Notice is hereby given that the 41st Annual General Meeting of the Members of the Company will be held on **Tuesday, the 22nd September, 2015 at 10.30 a.m.** at the Registered Office of the Company, Off. Veraval-Kodinar Highway, Sidheegram 362 276, Tal: Sutrapada, District: Gir Somnath (Gujarat), to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March 2015, Audited Statement of Profit & Loss Account for the Financial Year ended 31st March 2015 and Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Hemnabh Khatau (DIN: 02390064), who retires by rotation, and being eligible, offers himself for re-appointment.
3. 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 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Audit & Auditors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. Manubhai & Shah, Chartered Accountants (Firm Registration No.106041W) who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of Section 141 of the Act, and Rule 4 of the Rules; be and are hereby re-appointed as Statutory Auditors of the Company for audit of accounts for the Financial Year 2015-2016 and they shall hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration of ₹ 7,00,000/- (Rupees seven lacs only) plus service tax and reimbursement of travelling and out of pocket expenses actually incurred."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

#### SPECIAL BUSINESS

4. To approve the appointment and remuneration of the Cost Auditors for the Financial Year ending March 31, 2016 and in this regard 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. M. Goyal & Co., Cost Accountants as Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2016, at a remuneration of ₹ 60,000 /- (Rupees sixty thousand only) plus applicable taxes and reimbursements of out of pocket expenses incurred by them during the course of Audit, be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider substitution of the existing set of Articles of Association with a new set of Articles of Association of the Company containing regulations in line with the Companies, Act, 2013 and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions if any of the Companies Act 2013 and rules made thereunder; the existing Articles of Association of the Company be and is hereby substituted, replaced, altered, modified and revised as per the new set of Articles of Association ("New Articles"), a copy of which is placed before the meeting and duly initialed by the Chairman for identification and that the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company with effect from the date hereof in substitution and entire exclusion of the existing Articles of Association.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider waiver of excess remuneration paid to Mr. Jay Mehta, Executive Vice Chairman of the Company for the Financial Year 2014-15 and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other approvals, if any, as may be required, the Members do hereby ratify and confirm the remuneration of ₹ 184.79 lacs paid in excess of the limits to Mr. Jay Mehta, Executive Vice Chairman for the Financial Year ended March 31, 2015, prescribed under the provisions of the Companies Act, 2013 and waive the recovery of the said sum, being the remuneration agreed to be paid to him, as per the terms approved by the Members, to the extent it exceeds the statutory limit laid down under the Companies Act, 1956 and the Companies Act, 2013 and also approve the consequential retention thereof by him.”

**“RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals – statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required and to delegate such powers to such person(s) as they deem fit, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

7. To consider and if thought fit, to pass with or without modification(s) the following resolution for revision in remuneration to Mr. Jay Mehta, Executive Vice Chairman as **Special Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and 203(3) read with Schedule V and other applicable provisions of the Companies Act, 2013; as amended from time to time and subject to approval of the Central Government and subject to such approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable to Mr. Jay Mehta, Executive Vice Chairman, the consent of the Members be and is hereby accorded for revised remuneration of ₹ 12,60,000 (Rupees twelve lacs sixty thousand only) per month to Mr. Jay Mehta, Executive Vice Chairman with effect from 1.4.2015 upto 31.12.2015 as detailed in the Explanatory Statement by way of Salary plus HRA or Company leased accommodation plus perquisites, reimbursement of expenses and provident fund, superannuation fund and gratuity as per rules of the Company.”

**“RESOLVED FURTHER THAT** above remuneration shall be paid as Minimum Remuneration in case of loss or inadequacy of profits in any Financial Year during his tenure.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company / Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions as may be agreed to between the Board of Directors and Mr. Jay Mehta within such guidelines or amendments as may be prescribed by the Companies Act, 2013 or subject to such approval as may be required.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company / Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to the aforesaid resolutions”.

8. To consider and if thought fit, to pass with or without modification(s) the following resolution for re-appointment of Mr. Jay Mehta designated as the Executive Vice Chairman as **Special Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions 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), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Jay Mehta as Executive Vice Chairman of the Company for a period of 5 years with effect from 1st January, 2016 to 31st December, 2020.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions 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), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Members be and is hereby accorded to pay Mr. Jay Mehta, Executive Vice Chairman remuneration over a period of three years from 1st January 2016 to 31st December 2018 by 5% increase for the calendar year 2016 on the total remuneration drawn as on 31.12.2015 and thereafter for the balance period to be decided by the Nomination & Remuneration Committee and Board on annual basis but not exceeding ₹ 35,00,000/- per month for the third year by way of Salary plus HRA or Company leased accommodation plus perquisites and reimbursement of expenses plus provident fund and superannuation fund as per the rules of the Company and gratuity payable at the time of retirement.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any Financial Year during the tenure of his appointment, the above mentioned remuneration shall be paid to Mr. Jay Mehta as Minimum Remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company / Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions of appointment as may be agreed to between the Board of Directors and Mr. Jay Mehta within such guidelines or amendments as may be prescribed by the Companies Act, 2013 or subject to such approval as may be required.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company / Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to the aforesaid resolutions”.

9. To consider and if thought fit, to pass with or without modification(s) the following resolution for revision in remuneration to Mr. M. S. Gilotra, Managing Director as **Special Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and 203(3) read with Schedule V and other applicable provisions of the Companies Act, 2013; as amended from time to time and subject to approval of the Central Government and subject to such approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable to Mr. M. S. Gilotra, Managing Director, the consent of the Members be and is hereby accorded for revised remuneration of ₹ 7,66,500 (Rupees seven lacs sixty six thousand five hundred only) per month to Mr. M. S. Gilotra, Managing Director with effect from 1.4.2015 upto 31.12.2015 as detailed in the Explanatory Statement by way of Salary plus HRA or Company leased accommodation plus perquisites, reimbursement of expenses and provident fund, superannuation fund and gratuity as per rules of the Company.”

**“RESOLVED FURTHER THAT** above remuneration shall be paid as Minimum Remuneration in case of loss or inadequacy of profits in any Financial Year during his tenure.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company / Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions as may be agreed to between the Board of Directors and Mr. M. S. Gilotra within such guidelines or amendments as may be prescribed by the Companies Act, 2013 or subject to such approval as may be required.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company / Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to the aforesaid resolutions”.

10. To consider and if thought fit, to pass with or without modification(s) the following resolution for re-appointment of Mr. M.S. Gilotra as Managing Director as **Special Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions 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), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. M. S. Gilotra as Managing Director of the Company for a period of 5 years with effect from 1st January 2016 to 31st December 2020.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions 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), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Members be and is hereby accorded to pay Mr. M. S. Gilotra, Managing Director remuneration over a period of three years from 1st January 2016 to 31st December 2018 by 5% increase for the calendar year 2016 on the total remuneration drawn as on 31.12.2015 and thereafter for the balance period to be decided by the Nomination & Remuneration Committee and Board on annual basis but not exceeding ₹ 20,00,000/- per month for the third year by way of Salary plus HRA or Company leased accommodation plus perquisites and reimbursement of expenses plus provident fund and superannuation fund as per the rules of the Company and gratuity payable at the time of retirement.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in relevant Financial Year during the tenure of his appointment the above mentioned remuneration shall be paid to Mr. M.S. Gilotra as Minimum Remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company / Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions of appointment as may be agreed to between the Board of Directors and Mr. M.S. Gilotra, within such guidelines or amendments as may be prescribed by the Companies Act, 2013 or subject to such approval as may be required.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company / Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to the aforesaid resolutions”.

11. To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 read with applicable rules made under the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of the applicable Listing Agreement executed with the Stock Exchanges (including any amendment, modifications or re-enactment thereof), and pursuant to consent of the Audit Committee and the Board of Directors at the meeting held on 10th August 2015, the consent of the Members of the Company be and is hereby accorded to continue/ enter into contracts or arrangements with the Related Parties as defined under the Act and Rules made thereunder as per details and on such terms and conditions as set out in explanation to Item No. 11 of the Explanatory Statement annexed to this Notice. ”

**RESOLVED FURTHER THAT** although all transactions and arrangements with the related parties are presently within 10% of the total turnover of the Company, in the ordinary course of business and at arms length basis; the aforesaid consent is sought as an abundant caution for the Financial Year 2015-16 and beyond and the Board of Directors and / or any committee be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things in its absolute discretion including delegate such authority as may be deemed necessary, proper or expedient to any persons as they deem fit to give effect to this resolution and for the matters connected herewith or incidental thereto.”

By Order of the Board of Directors

Place : Mumbai,  
Dated : 10th August, 2015

**V. R. MOHNOT**  
**CFO & Company Secretary**

Registered Office:  
Off. Veraval-Kodinar Highway,  
Sidheegram 362276  
Tal: Sutrapada, Dist: Gir Somnath  
Gujarat.

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business specified above is annexed hereto.
3. Re-appointment of Director.  
Pursuant to Clause 49 of the Listing Agreement relating to code of Corporate Governance, the profile of director proposed to be re-appointed at the ensuing Annual General Meeting is annexed to the Notice.
4. The Share Transfer Books and Register of Members of the Company shall remain closed from **Monday, the 14th September, 2015 to Tuesday the 22nd September, 2015** (both days inclusive) in connection with the Annual General Meeting.
5. Only bonafide Members of the Company whose names appear on the Register of Members/Proxy holders and who are in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves the right to take all steps necessary to restrict non Members from attending the meeting.
6. Members who have multiple accounts in identical names or joint accounts in same order are requested to send their share certificates to the Registrar and Transfer Agents for consolidation of all such shareholdings into one account to facilitate better service.
7. (a) Members are requested to notify immediately any change of address:
  - i. To their Depository Participants (DPs) in respect of their electronic share accounts; and
  - ii. To the Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd., C-13 Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai 400 078 in respect of their physical share folios, if any.
 (b) In case the mailing address mentioned on this Annual Report is without the pin code, Members are requested to kindly inform the Registrars their PIN CODE immediately.
8. Non-resident Indian Shareholders are requested to inform the Registrars immediately of the change in their residential status, if any.

9. **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 Registrars and Transfer Agent.**
10. Members desiring any information on the Accounts are requested to write to the Company at least one week before the Annual General meeting so as to enable the Management to keep the information ready and replies will be provided only at the meeting.
11. Electronic copy of the Annual Report for 2014-15 is being sent to all the Members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode. **Members are requested to Register their e-mail ID with respective Depository Participant(s) and / or Registrars & Transfer Agents to support Green Initiative of Government of India.**
12. Electronic copy of the Notice of the 41st Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the 41st Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 41st Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website [www.gujaratsidheecementlimited.com](http://www.gujaratsidheecementlimited.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during 10.00 a.m. to 12 noon on any working day till the date of the ensuing Annual General Meeting. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail id: [gsclinvestorquery@mehtagroup.com](mailto:gsclinvestorquery@mehtagroup.com).
14. **Shares of the Company are compulsorily required to be traded in demat form. If you have not demated your shares, you are requested to get the shares dematted at the earliest.**
15. **Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 41st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL) and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
  - II. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of **15th September, 2015**.
  - III. The voting period begins on **18th September, 2015 at 9.00 a.m. and ends on 21st September, 2015 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - IV. A Member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
  - V. The Chairman shall at the Annual General Meeting at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutiniser by use of ballot or polling paper for all those Members who are present at the general meeting but have not cast their votes availing the remote e-voting facility.
  - VI. Mr. Sachin Ahuja, Chartered Accountant (Membership No. 109019) and Proprietor of M/s. Sachin Ahuja & Associates., Chartered Accountants (Membership No. 133448W) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - VIII. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gujaratsidheecementlimited.com](http://www.gujaratsidheecementlimited.com) and on the website of CDSL immediately on passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

**The instructions for shareholders voting electronically are as under:**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders.
3. Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. 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 alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
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 format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li> </ul>

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the Electronic Voting Sequence Number (EVSN) for relevant Company Name Gujarat Sidhee Cement Limited on which you choose to vote.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. 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.
17. 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](http://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](mailto: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](mailto: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 Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
18. 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](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).  
Any further queries can be addressed to Mr. Sharad Patkar (Senior Executive), Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078, E-mail ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

By Order of the Board of Directors

Place : Mumbai,  
Dated : 10th August, 2015

**V. R. MOHNOT**  
**CFO & Company Secretary**

Registered Office:  
Off. Veraval-Kodinar Highway,  
Sidheegram 362276  
Tal: Sutrapada, Dist: Gir Somnath  
Gujarat.

## **EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")**

### **Item No. 4**

The Board has on the recommendation of the Audit Committee, approved the appointment M/s. M. Goyal & Co, Cost Accountants as Cost Auditor of the Company at revised remuneration of ₹ 60,000/- plus service tax and reimbursement of travelling and out of pocket expenses to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2016.

The remuneration of the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors needs to be ratified by the Members of the Company.

Accordingly the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for appointment and remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly the Board recommends the above resolution for approval of the Members.

### **Item No. 5**

To ensure proper references and alignment to various Sections / provisions of the Companies Act, 2013 the Directors recommend replacement of the existing Articles of Association of the Company with a new set of Articles of Association of the Company drafted keeping in mind the provisions of the Companies Act, 2013.

Accordingly the Board recommends the above resolutions for approval of the Members.

### **Item No.6**

The Members at their Extra Ordinary General Meeting held on 31st January 2013 had by way of Special Resolution approved the appointment of Mr. Jay Mehta as Executive Vice Chairman for a period of three years from 1st January 2013 to 31st December 2015 on the terms and conditions, including remuneration payable to the Executive Vice Chairman.

Further, as per the authority delegated to the Board of Directors at its meetings held on 31st January, 2013 and 30th July 2013, the Board at its meeting held on 10th February 2014 increased the remuneration of Mr. Jay Mehta, Executive Vice Chairman for the period 1.1.2014 to 31.3.2015 and thereafter to be decided on annual basis by the Board of Directors / Committee of the Board, subject to the limits under the Companies Act, 2013.

Section 196 of the Companies Act, 2013, provides that except with the approval of the Company in general meeting, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the Company and if there is more than one such director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together.

Schedule V Section II Part II of the Companies Act, 2013 provides that wherein any Financial Year during the currency of tenure of a managerial person, a Company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to a managerial personnel not exceeding the higher of the limits. Based on the effective capital of the Company, the monthly remuneration payable as per Schedule V of the Act, in respect of both companies for a managerial personnel is subject to ceiling of ₹ 1,20,00,000 (Rupees One Crore Twenty Lakhs Only) per annum plus provident fund and superannuation fund to the extent not taxable with approval of shareholders by Special Resolution and the Central Government, if required. Any sums paid in excess of the said statutory limits become refundable to the Company and until such sums are refunded, are held in trust for the Company, unless the Members of the Company waive the recovery of the said amount by way of a Special Resolution passed by the Members and such waiver is approved by the Central Government.

During the Financial year ended March 31, 2015, the Company paid excess remuneration of ₹ 184.79 lacs to Mr. Jay Mehta, Executive Vice Chairman.

The waiver of excess remuneration was approved by the Board of Directors as recommended by the Nomination and Remuneration Committee at its meeting held on 15th May, 2015, subject to the approval of the Members of the Company and Central Government.

Taking into consideration the above and the terms of appointment and remuneration (including minimum remuneration) agreed with Mr. Jay Mehta, Executive Vice Chairman, it is proposed to obtain Members approval by way of Special Resolutions as stated herein above, to waive the recovery of excess remuneration paid by the Company for the Financial Year ended March 31, 2015 to Mr. Jay Mehta, Executive Vice Chairman to enable the Company to approach the Central Government for waiver of excess remuneration paid.

Mr. Jay Mehta is interested in this resolution. Mr. M. N. Mehta and Ms. Juhi Chawla Mehta being related to Mr. Jay Mehta, may be deemed to be concerned or interested in the resolution of Mr. Jay Mehta, Executive Vice Chairman. Save and except them, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Accordingly the Board recommends the above resolutions for approval of the Members.

#### Item No. 7

The Members at their Extra Ordinary General Meeting held on 31st January 2013 had by way of Special Resolution approved the appointment of Mr. Jay Mehta as Executive Vice Chairman for a period of three years from 1st January 2013 to 31st December 2015 on the terms and conditions, including remuneration payable to the Executive Vice Chairman.

Schedule V, Part II, Section V of the Companies Act, 2013 provides that where a managerial person draws remuneration from two companies, then the total remuneration drawn from companies does not exceed higher maximum limit permissible from any one of the companies. Mr. Jay Mehta is also Executive Vice Chairman of Saurashtra Cement Limited.

Further, as per the authority delegated to the Board of Directors at its meetings held on 31st January, 2013 and 30th July 2013, the Board at its meeting held on 15th May 2015 on the recommendation of Nomination & Remuneration Committee revised the remuneration of Mr. Jay Mehta, Executive Vice Chairman for the period 1.4.2015 to 31.12.2015 as detailed below by way of Salary plus HRA or Company leased accommodation plus perquisites, reimbursement of expenses and provident fund and superannuation fund as per rules of the Company, subject to the approval of the Members of the Company, the Central Government and any other authorities as may be required.

Sr. No	Particulars	From 1.4.2015 to 31.12.2015
A	Salary (Per month)	12,60,000
	HRA @ 50% or Company owned/leased accommodation	6,30,000
	Medical @ 8.33%	1,04,958
	LTA @ 12.5%	1,57,500
	Soft Furnishing	583
	Magazine	300
	Servant	900
	Superannuation (to the extent taxable)	1,80,667
		<b>23,34,908</b>
B	Provident Fund @ 12%	1,51,200
	Superannuation (to the extent not taxable)	8,333
	Gratuity	60,577
		<b>2,20,110</b>
	Total Remuneration per month	<b>25,55,018</b>
	Total Remuneration per annum	<b>3,06,60,216</b>



In addition to the above, Mr. Jay Mehta shall also be entitled to the following by way of reimbursement as per Company's rules."

1. Personal Accident Insurance and Medi-claim insurance for self and family.
2. Encashment of unavailed leave at the end of the tenure.
3. Reimbursement of gas, electricity, water charges etc., at actuals.

Further, in addition to the above, Mr. Jay Mehta will also be entitled to the following in the course of discharging the duties and responsibilities and these will not be considered as part of above limits of remuneration".

1. Reimbursement of entertainment expenses incurred for Company's work, subject to maximum of ₹ 50,000 per month on submission of supporting/declaration.
2. Reimbursement of actual expenses incurred for Company's business including travel, hotel and other related expenses for himself and spouse, incurred in India and abroad.
3. Car with driver and communication facilities at residence for the business of the Company.
4. Reimbursement of expenses incurred in respect of books and periodicals at actuals against submission of supporting/s.
5. Entrance Fees / Subscription or reimbursement of Club Fees on actual basis.

The above remuneration shall be paid as Minimum Remuneration in case of loss or inadequacy of profits in any Financial Year during his tenure.

Taking into consideration the above and the terms of appointment agreed with Mr. Jay Mehta, Executive Vice Chairman, it is proposed to obtain Members approval by way of Special Resolution as stated herein above, to revise the remuneration payable to Mr. Jay Mehta, Executive Vice Chairman for the period 1.4.2015 to 31.12.2015 to enable the Company to approach the Central Government for their approval.

Mr. Jay Mehta is interested in this resolution. Mr. M. N. Mehta and Ms. Juhi Chawla Mehta being related to Mr. Jay Mehta, may be deemed to be concerned or interested in the resolution of Mr. Jay Mehta, Executive Vice Chairman. Save and except them, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Accordingly the Board recommends the above resolutions for approval of the Members.

#### **Item no.8**

The Members at their Extra Ordinary General Meeting held on 31st January 2013 had by way of Special Resolution approved the appointment of Mr. Jay Mehta as Executive Vice Chairman for a period of three years from 1st January 2013 to 31st December 2015 on the terms and conditions, including remuneration payable to the Executive Vice Chairman.

His current term of appointment as Executive Vice-Chairman of the Company will expire on December 31, 2015 and considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Jay Mehta should be available to the Company for a further period of 5 years with effect from 1st January 2016.

At the meeting of the Board of Directors of the Company held on 15th May 2015, subject to the approval of the Members, the Central Government and any other authorities, as may be required, the Board considered the recommendation of Nomination and Remuneration Committee and approved the re-appointment of Mr. Jay Mehta as Executive Vice Chairman for a period of 5 years with effect from 1st January 2016 to 31st December 2020.

At the said meeting of the Board of Directors of the Company held on 15th May 2015, subject to the approval of the Members, the Central Government and any other authorities, as may be required, the Board considered the recommendation of Nomination and Remuneration Committee and also approved to pay Mr. Jay Mehta, Executive Vice Chairman remuneration over a period of three years from 1st January 2016 to 31st December 2018 by 5% increase for the calendar year 2016 on the total remuneration drawn as on 31.12.2015 and thereafter for the balance period to be decided by the Nomination & Remuneration Committee and Board on annual basis but not exceeding ₹ 35,00,000/- per month for the third year by way of Salary plus HRA or Company leased accommodation plus perquisites and reimbursement of expenses plus provident fund and superannuation fund as per the rules of the Company and gratuity payable at the time of retirement.

In the event of loss or inadequacy of profits in any Financial Year during the tenure of his appointment, the above mentioned remuneration shall be paid to Mr. Jay Mehta as Minimum Remuneration.

### **Background, terms and conditions of appointment and Remuneration of Mr. Jay Mehta, Executive Vice-Chairman.**

Mr. Jay Mehta (54 years) has done B.S. (Industrial Engineering) from Columbia University, New York, U.S.A and has completed his MBA, IMD from Lausanne, Switzerland in 1991. At present he is also the Executive Vice Chairman of 'Saurashtra Cement Limited' (SCL), an Associate Company and part of Mehta Group.

### **Remuneration**

Remuneration over a period of three years from 1st January 2016 to 31st December 2018 by 5% increase for the calendar year 2016 on the total remuneration drawn as on 31.12.2015 and thereafter for the balance period to be decided by the Nomination & Remuneration Committee and Board on annual basis but not exceeding ₹ 35,00,000/- per month for the third year by way of Salary plus HRA or Company leased accommodation plus perquisites and reimbursement of expenses plus provident fund and superannuation fund as per the rules of the Company and gratuity payable at the time of retirement.

In addition to the above, Mr. Jay Mehta shall also be entitled to the following by way of reimbursement as per Company's rules."

1. Personal Accident Insurance and Medi-claim insurance for self and family.
2. Encashment of unavailed leave at the end of the tenure.
3. Reimbursement of gas, electricity, water charges etc., at actuals.

Further, in addition to the above, Mr. Jay Mehta will also be entitled to the following in the course of discharging the duties and responsibilities and these will not be considered as part of above limits of remuneration".

1. Reimbursement of entertainment expenses incurred for Company's work, subject to maximum of ₹ 50,000 per month on submission of supporting/declaration.
2. Reimbursement of actual expenses incurred for Company's business including travel, hotel and other related expenses for himself and spouse, incurred in India and abroad.
3. Car with driver and communication facilities at residence for the business of the Company.
4. Reimbursement of expenses incurred in respect of books and periodicals at actuals against submission of supporting/s.
5. Entrance Fees / Subscription or reimbursement of Club Fees on actual basis.

The above appointment can be terminated by either side by giving three months' notice in writing. However, the Company can determine the same by giving three months' salary in lieu thereof. The remuneration payable to him is commensurate with his abilities and experience and accordingly recommends resolution no. 8 of the accompanying Notice for approval of Members of the Company.

Mr. Jay Mehta is interested in his own re-appointment and remuneration. Mr. M. N. Mehta and Ms. Juhi Chawla Mehta being related to Mr. Jay Mehta, may be deemed to be concerned or interested in re-appointment of Mr. Jay Mehta as Executive Vice Chairman. Save and except them, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Accordingly the Board recommends passing of the special resolution as set out in the item nos.7 & 8 for approval of the Members.

### **Item No. 9**

The Members at their Extra Ordinary General Meeting held on 31st January, 2013 had by way of Special Resolution approved the appointment of Mr. M. S. Gilotra as Managing Director for a period of three years from 1st January, 2013 to 31st December 2015 on the terms and conditions, including remuneration payable to the Managing Directors.

Schedule V, Part II, Section V of the Companies Act, 2013 provides that where a managerial person draws remuneration from two companies, then the total remuneration drawn from companies does not exceed higher maximum limit permissible from any one of the companies. Mr. M. S. Gilotra is also Managing Director of Saurashtra Cement Limited.

Further, as per the authority delegated to the Board of Directors at its meetings held on 31st January, 2013 and 30th July 2013, the Board at its meeting held on 15th May 2015 on the recommendation of Nomination & Remuneration Committee revised the remuneration of Mr. M. S. Gilotra, Managing Director for the period 1.4.2015 to 31.12.2015 as detailed below by way of Salary plus HRA or Company leased accommodation plus perquisites, reimbursement of expenses and provident fund and superannuation as per rules of the Company, subject to the approval of the Members of the Company, the Central Government and any other authorities, as may be required.