



SHREE CEMENT LIMITED

Regd. Office: Bangur Nagar, Beawar 305 901, Distt. Ajmer (Rajasthan).

Phone: EPABX 01462 228101-6, Fax: 01462 228117/119

E-Mail: shreebwr@shreecementltd.com Website: www.shreecement.in

CIN: L26943RJ1979PLC001935

NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Members of **SHREE CEMENT LIMITED** will be held at the Registered Office of the Company at Bangur Nagar, Beawar – 305 901, District Ajmer (Rajasthan) on Monday, 10th November, 2014 at 11:30 A.M. to transact the following business: -

Ordinary Business

1. To receive, consider and adopt:
 - a. the audited financial statements of the Company for the financial year ended 30th June, 2014, the reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended 30th June, 2014.
2. To confirm the payment of Interim Dividends on equity shares for the year ended 30th June, 2014.
3. To appoint a Director in place of Shri B.G. Bangur (DIN 00244196), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. B.R. Maheswari & Company, Chartered Accountants, New Delhi (Registration No.: 001035N) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of the Thirty Fifth Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration, plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

Special Business

5. To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

“RESOLVED THAT pursuant to the provisions of Section 148 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), the Cost Auditors viz. M/s. K.G. Goyal and Associates, Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2014-15, be paid the remuneration of ₹ 3,00,000/- (Rupees three lac only) plus service tax as applicable and reimbursement of out of pocket expenses.”

“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 or expedient to give effect to this resolution.”

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

“RESOLVED THAT Shri Ramakant Sharma (DIN: 01556371), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 27th December, 2013, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161 of the Companies Act, 2013) and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature to the Office of Director, be and is hereby appointed as a non-executive Director of the Company liable to retire by rotation.”

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

“RESOLVED THAT Shri R.L. Gaggar (DIN: 00066068) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years w.e.f. 1st September, 2014 in line with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made

thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of Clause 49 of the Listing Agreement, as also in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act, from a member proposing his candidature for the office of Director of the Company."

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

"RESOLVED THAT Shri O.P. Setia (DIN: 00244443) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years w.e.f. 1st September, 2014 in line with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of Clause 49 of the Listing Agreement, as also in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act, from a member proposing his candidature for the office of Director of the Company."

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

"RESOLVED THAT Shri Shreekant Somany (DIN: 00021423) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years w.e.f. 1st September, 2014 in line with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of Clause 49 of the Listing Agreement, as also in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act, from a member proposing his candidature for the office of Director of the Company."

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

"RESOLVED THAT Dr. Y.K. Alagh (DIN: 00244686) be and is hereby appointed as an Independent Director of the

Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years w.e.f. 1st September, 2014 in line with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of Clause 49 of the Listing Agreement, as also in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act, from a member proposing his candidature for the office of Director of the Company."

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

"RESOLVED THAT Shri Nitin Desai (DIN: 02895410) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years w.e.f. 1st September, 2014 in line with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of Clause 49 of the Listing Agreement, as also in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act, from a member proposing his candidature for the office of Director of the Company."

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

"RESOLVED THAT Dr. Leena Srivastava (DIN: 00005737) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years w.e.f. 1st September, 2014 in line with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of Clause 49 of the Listing Agreement, as also in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act, from a member proposing her candidature for the office of Director of the Company."

13. 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 Sections 197, 198 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Non-Executive Directors of the Company (i.e. Directors other than Managing Director and Whole-time Director(s)) be paid remuneration in addition to the sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, as the Board of Directors may determine from time to time not exceeding in aggregate one percent of the net profits of the Company for each financial year commencing from 1st July, 2014 as computed in accordance with the provisions of Section 198 of the Companies Act, 2013 or any statutory modifications(s) or re-enactment thereof."

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the members of the Company at the Annual General Meeting held on 14th August, 2010 and pursuant to Section 180(1)(c) 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), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") for borrowing from time to time and in any manner, any sum or sums of money upon such terms and conditions and with or without security as the Board may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company will exceed the aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers/Lenders in the ordinary course of business, provided however that the sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed ₹ 7,500 Crore (Rupees Seven Thousand Five Hundred Crores only)."

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

"RESOLVED THAT in supersession of previous Ordinary Resolution passed by the members of the Company at

Annual General Meeting held on 14th August, 2010 and pursuant to Section 180(1)(a) 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), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") for creation of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject to an overall limit of ₹ 7,500 Crores (Rupees Seven Thousand Five Hundred Crores only)."

16. To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, as may be amended from time to time, consent of the members be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures ("NCDs") (whether secured or unsecured) on a private placement basis to Banks/Financial Institutions/Trusts/Other eligible Investors, in one or more tranches during a period of one year from the date of passing of the resolution upto an amount not exceeding overall borrowing limits of the Company, as approved by the Members, from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof formed for this purpose), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs."

By order of Board of Directors
for **SHREE CEMENT LIMITED**

Place: New Delhi
Date: 25th August, 2014

S. S. KHANDELWAL
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 6th November, 2014 to Monday, 10th November, 2014 (both days inclusive) for the purpose of Annual General Meeting.
7. (A) The Company has transferred all unclaimed dividend declared upto the Accounting year 1994-95 to the General Revenue Account of the Central Govt. as required under Companies (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Members who have so far not claimed or collected their dividends declared up to the aforesaid year are requested to claim such dividends from the Registrar of Companies, G/6-7, Second Floor, Residency Area, Civil Lines, Jaipur, Rajasthan by making an application in Form II of the said Rules.
- (B) Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1995-96 to 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 25th October, 2013 (date of last Annual General Meeting) on the website of the Company (www.shreecement.in), as well as on the website of the Ministry of Corporate Affairs.
- (C) The members who have not yet encashed the dividend warrant(s) for the year 2007-08 (Last date for transfer to IEPF is 23rd August, 2015) and onwards, are requested to approach to the Company with their warrants for revalidation. Dividends for these years, which remain unclaimed for a period of 7 years, will be transferred by the Company to Investor Education and Protection Fund (IEPF).

The details of unpaid dividend and last date of transfer in IEPF are given hereunder:

Year	Type of Dividend	Dividend per share (₹)	Date of declaration of Dividend	Dividend Amount unpaid as on 30.6.2014 (₹ Lac)	Last date for transfer of unpaid dividend in Investor Education and Protection Fund
2007-08	Final	8	18.07.2008	9.76	23.8.2015
2008-09	Interim	5	28.04.2009	6.81	3.6.2016
	Final	5	24.07.2009	6.38	29.8.2016
2009-10	Interim	5	21.01.2010	6.53	26.2.2017
	Final	8	14.08.2010	10.59	19.9.2017
2010-11	Interim	6	31.01.2011	7.78	6.3.2018
	Final	8	01.08.2011	10.58	6.9.2018

2011-12	First Interim	6	23.01.2012	8.58	28.2.2019
	Second Interim	6	15.05.2012	8.94	20.6.2019
	Final	8	16.10.2012	12.52	21.11.2019
2012-13	Interim	8	29.04.2013	13.21	4.6.2020
	Final	12	25.10.2013	19.95	30.11.2020
2013-14	First Interim	10	27.01.2014	18.67	04.03.2021

8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days except Sundays and Public Holidays, between 10.30 AM and 12.30 PM up to the date of meeting.
9. Karvy Computershare Pvt. Ltd. is acting as Share Transfer Agent for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to:-

Karvy Computershare Pvt. Ltd.

Unit: **SHREE CEMENT LIMITED**

Plot No. 17-24 Vittal Rao Nagar, Madhapur,

HYDERABAD – 500 081

Attn: Mr. K.S. Reddy, Asst. General Manager

10. 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 their 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 Registrar viz. Karvy Computershare Pvt. Ltd./Company.
11. As per the provisions of Section 72 of the Companies Act 2013, facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form, may obtain the Nomination Form from the Registered Office of the Company or RTA or can download from the Company's website viz. www.shreecement.in under the section 'Investor Center'. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
13. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with Pin Code number, if not furnished earlier.
14. Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative has introduced enabling provisions for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with the Company or its RTA and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs). If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

15. Instructions for E-Voting

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Karvy Computershare Private Limited (Karvy) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting facility is optional for the Members.

The instructions to Members for e-voting are as under:

(a) In case of Members receiving an e-mail from 'Karvy':

- (i) The email shall contain your User ID and Password for e-voting. Please note that the Password provided is an 'Initial Password'
- (ii) Launch internet browser by typing the following URL: <https://evoting.karvy.com>
- (iii) Enter the login credentials i.e., user ID and Password as noted in step (i) above and click 'Login'
- (iv) You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) On successful login, the system will prompt you to select the EVEN (Electronic Voting Event Number) as mentioned in the email, in case of members receiving the documents in electronic form and in the Attendance Slip, in case of a member receiving the documents in physical form.
- (vi) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding.
- (vii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.

(b) In case of members receiving physical copy of the Notice of Annual General Meeting (AGM) and Attendance Slip

- (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (Electronic Voting Event Number)	User ID	Password / PIN
Provided in the Electronic Voting Particulars Portion of the Attendance Slip		

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (vii) described under point (a) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User manual for Shareholders available at the "Downloads" section of <https://evoting.karvy.com> or call toll free No. 1-800-34-54-001 or contact Shri S.S. Khandelwal, Company Secretary, Shree Cement Ltd. at khandelwalss@shreecementltd.com.

General Instructions:-

- (i) In case you are already registered with Karvy, you can use your existing User ID and Password for casting your vote.
- (ii) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, 3rd October, 2014.
- (iii) The facility of e-voting shall commence at 9.00 a.m. on Tuesday, 4th November, 2014 and shall remain open upto 5.00 p.m. on Thursday, 6th November, 2014.
- (iv) Institutional Members (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 at asandco@gmail.com with a copy marked to evoting@karvy.com
- (v) Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting or e-voting. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.
- (vi) Dr. Sanjiv Agarwal, Practicing Chartered Accountant, Jaipur 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 of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour of, or against, if any, forthwith to the Chairman of the Company.

(viii) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.shreecement. in within two days of passing of the resolutions at the Annual General Meeting and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

16. As required under Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed/ re-appointed are given below and forms part of Notice.

Sr. No.	Nature of Information	Item No. 3 of Notice	Item No. 6 of Notice	Item No. 7 of Notice
1	Name	Shri Benu Gopal Bangur	Shri Ramakant Sharma	Shri Ratan Lal Gaggar
2	Age	80 Years	70 Years	81 Years
3	Nationality	Indian	Indian	Indian
4	Qualification	B. Com	B. Sc.	B.A. (Hons), L.L.B.
5	Expertise in specific functional area	Business planning and corporate management	Public Relationship	Solicitor & Advocate
6	Director of Company since (date)	25.10.1979	27.12.2013	25.1.1995
7	Directorship in other Companies	The Marwar Textiles (Agency) Pvt. Ltd.	Nil	<ul style="list-style-type: none"> - Sarda Plywood Industries Ltd. - TIL Ltd. - The Peria Karmalai Tea & Produce Co. Ltd. - Paharpur Cooling Towers Ltd. - International Combustion (India) Ltd. - SMPL Infra Ltd. - Machino Plastics Ltd. - Sumedha Fiscal Services Ltd. - Machino Polymer Ltd. - Subhash Kabini Power Corporation Ltd.
8	Member of Committees of Board	Shree Cement Ltd. <ul style="list-style-type: none"> - Share Transfer Committee - Bank Accounts Operation Committee - Borrowings Committee 	Shree Cement Ltd. <ul style="list-style-type: none"> - Corporate Social and Business Responsibility Committee 	Shree Cement Ltd. <ul style="list-style-type: none"> - Audit Committee - Nomination cum Remuneration Committee - Stakeholders' Relationship Committee TIL Ltd. <ul style="list-style-type: none"> - Audit Committee - Remuneration Committee - Share Transfer Committee Paharpur Cooling Towers Ltd. <ul style="list-style-type: none"> - Audit Committee Sarda Plywood Industries Ltd. <ul style="list-style-type: none"> - Audit Committee - Shareholders / Investors / Grievances Committee - Remuneration Committee International Combustion (India) Ltd. <ul style="list-style-type: none"> - Audit Committee - Remuneration Committee
9	Number of shares held in the Company	425821	25	Nil

Sr. No.	Nature of Information	Item No. 8 of Notice	Item No. 9 of Notice	Item No. 10 of Notice
1	Name	Shri Om Prakash Setia	Shri Shreekant Somany	Dr. Yoginder K. Alagh
2	Age	76 Years	66 Years	75 Years
3	Nationality	Indian	Indian	Indian
4	Qualification	M.Com, CA.I.I.B	B. Sc.	Doctoral Degree in Economics
5	Expertise in specific functional area	Vast experience in banking field at all levels.	Eminent Industrialist having rich experience of Business	Eminent economist with wide experience in policy making & planning
6	Director of Company since (date)	31.7.1999	20.10.2000	29.10.2004
7	Directorship in other Companies		<ul style="list-style-type: none"> - Somany Ceramics Ltd. - SR Continental Ltd - Somany Global Ltd. - Sarvottam Vanijya Ltd. - Cosmo Ferities Ltd. - Scope Vinimoy Pvt. Ltd. - Indian Council of Ceramic Tiles and Sanitaryware 	<ul style="list-style-type: none"> - Somany Ceramics Ltd. - Star Agriwarehousing & Collateral Management Limited - ADJB Production Pvt. Ltd.
8	Member of Committees of Board	Shree Cement Ltd. <ul style="list-style-type: none"> - Audit Committee - Nomination cum Remuneration Committee - Corporate Social and Business Responsibility Committee 	Shree Cement Ltd. <ul style="list-style-type: none"> - Nomination cum Remuneration Committee Cosmo Ferities Ltd. <ul style="list-style-type: none"> - Remuneration Committee 	Shree Cement Ltd. <ul style="list-style-type: none"> - Audit Committee - Stakeholders' Relationship Committee - Nomination cum Remuneration Committee Somany Ceramics Ltd. <ul style="list-style-type: none"> - Audit Committee
9	Number of shares held in the Company	NIL	NIL	NIL

Sr. No.	Nature of Information	Item No. 11 of Notice	Item No. 12 of Notice
1	Name	Shri Nitin Desai	Dr. Leena Srivastava
2	Age	73 years	54 years
3	Nationality	Indian	Indian
4	Qualification	Master's degree in Economics	Masters in Economics and Doctoral Degree in Energy Economics
5	Expertise in specific functional area	Eminent economist with wide experience in sustainable development	Expert in the field of Energy and Environment
6	Director of Company since (date)	27.5.2011	21.1.2013
7	Directorship in other Companies	- Shakti Sustainable Energy Foundation	<ul style="list-style-type: none"> - Bharti Infratel Ltd. - Strategic Mediaworks Pvt. Ltd. - Teri Technologies Ltd. - World Environment Centre, USA - Meridian Institute, USA
8	Member of Committees of Board	Shree Cement Ltd. <ul style="list-style-type: none"> - Audit Committee - Stakeholders' Relationship Committee - Corporate Social and Business Responsibility Committee 	Shree Cement Ltd. <ul style="list-style-type: none"> - Corporate Social and Business Responsibility Committee Bharti Infratel Ltd. <ul style="list-style-type: none"> - HR and ESOP Compensation Committee
9	Number of shares held in the Company	Nil	Nil

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 5

The Board of Directors of your Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. K.G. Goyal and Associates, Cost Accountants, Jaipur 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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing the resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2014-15.

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

The Board of Directors recommend the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

Shri Ramakant Sharma was appointed as an Additional Director on the Board of Directors of the Company with effect from 27th December, 2013. As per provisions of Section 260 of the Companies Act, 1956 (Corresponding to Section 161 of the Companies Act, 2013), his tenure as Additional Director expires on the ensuing Annual General Meeting. A member of the Company has given a notice in writing alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Shri Ramakant Sharma as Director of the Company, liable to retire by rotation, at the ensuing Annual General Meeting.

Shri Ramakant Sharma is a Science Graduate having around 45 years of experience in public relations (PR) with various cement companies. He is member of Rajasthan Golf Club and Jaipur Club. He was past president of Jaipur Club and member of Divisional Rail Users Consultative Committee of North West Railways.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution except Shri Ramakant Sharma himself, being an appointee.

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

Item Nos. 7 to 12

The Companies Act, 2013 ("the Act") provides for appointment of Independent Directors for a term upto 5 consecutive years. Further, the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement (applicable w.e.f. 1st October, 2014), which inter alia, stipulates the conditions for the appointment of Independent Directors by a listed Company.

It is proposed to appoint Shri R.L. Gaggar, Shri O.P. Setia, Shri Shreekant Somany, Dr. Y.K. Alagh, Shri Nitin Desai and Dr. Leena Srivastava as Independent Directors under Section 149 of the Act and in compliance with Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years w.e.f. 1st September, 2014, not liable to retire by rotation.

- **Shri R.L. Gaggar** is a B.A. (Hons.) from Kolkata University and is a renowned solicitor and advocate based at Kolkata. He is practicing at the High Court of Kolkata for more than past 50 years.
- **Shri O.P. Setia** is an M.Com from Delhi University and is an eminent banker and Ex-Managing Director of State Bank of India and has held many key positions in its associate banks.
- **Shri Shreekant Somany** holds a Bachelor of Science degree from Kolkata University. He is an Eminent Industrialist having rich experience of Business. He is Chairman of Indian Council of Ceramic Tiles and Sanitaryware and member of Confederation of Indian Industry (Northern Region).
- **Dr. Y.K. Alagh** is a noted Economist and visiting professor to several renowned national/international institutions. He holds a Doctoral Degree and Masters Degree in Economics from University of Pennsylvania. He is Chancellor of Gujarat Central University and Vice Chairman of Sardar Patel Institute of Economic and Social Research, Ahmedabad. He is also Trustee of Institute of Human Development, Chairman of Advisory Committee of N.M. Sadguru Water & Development Foundation, Dahod. He was earlier the Minister of Power and for Planning & Programme Implementation with additional charge of the Ministry of Science & Technology. He has been member of Planning Commission (in the rank of

Minister of State). He has been Chairman, Bureau of Industrial Costs and Prices, Ministry of Industry. He has several books and over a hundred articles to his credit, published both at home and abroad. He has travelled widely and represented India in a number of high level official delegations and seminars.

- **Shri Nitin Desai** is a graduate from London School of Economics and a well-known Economist and has had a long and distinguished career in the Govt. of India and United Nations. Shri Desai is Member of Prime Minister's Council on Climate Change, which is coordinating the national action for assessment, adaptation and mitigation of climate change and has set out eight "National Missions" as the way forward in implementing India's climate change strategy. He is a distinguished Visiting Fellow at The Energy and Resources Institute (TERI), Honorary Professor at the Indian Council for Research in International Economics Relations (ICRIER), Honorary Fellow of the London School of Economics and Political Science, UK. He is connected with the governing bodies of several NGOs and research institutions and also chairs the Governing Body of the Institute of Economic Growth. He is also a Trustee of Worldwide Fund for Nature (WWF) International.

Shri Desai worked at senior levels in the Planning Commission from 1973 to 1987. From 1988 to 1990, he was the Chief Economic Adviser and Secretary in the Department of Economic Affairs in the Ministry of Finance.

- **Dr. Leena Srivastava** is currently the Vice Chancellor of the TERI University in addition to being the Hony. Executive Director (Operations) at TERI, New Delhi. TERI University is an institution engaged in teaching and research on sustainability issues, with nearly 700 students - a hundred of whom are PhD students.

Dr. Srivastava is a member of various committees and Boards both at the international and national levels. At a think tank/science level, she serves on the Executive Committee, Advisory Panels, Governing Boards of various global entities leading the sustainability agenda including the UN, the World Economic Forum, UNEP; amongst several other equally prestigious organizations spearheading the global agenda of Sustainability. She is the recipient of several national and international recognitions for her contribution to the field of sustainable development, climate change and

energy management. She was a member of the Expert Committee to formulate India's Energy Policy, Planning Commission, Government of India and National Security Advisory Board, Government of India.

Dr. Srivastava is on the Editorial Boards of various international journals dealing with energy and environment issues and has a number of publications to her credit. She has done Masters in Economics from the University of Hyderabad and a Ph.D in Energy Economics from the Indian Institute of Science in Bangalore, India.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri R.L. Gaggar, Shri O.P. Setia, Shri Shreekant Somany, Dr. Y.K. Alagh, Shri Nitin Desai and Dr. Leena Srivastava for the office of Directors of the Company.

The Company has also received declarations from Shri R.L. Gaggar, Shri O.P. Setia, Shri Shreekant Somany, Dr. Y.K. Alagh, Shri Nitin Desai and Dr. Leena Srivastava that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri R.L. Gaggar, Shri O.P. Setia, Shri Shreekant Somany, Dr. Y.K. Alagh, Shri Nitin Desai and Dr. Leena Srivastava fulfill the conditions for their appointment as Independent Directors as specified in the Act and the Rules made thereunder and the Listing Agreement. All of them are independent of the management.

A copy of their draft letters of appointment as Independent Directors setting out the terms and conditions are available for inspection by the Members at the registered office of the Company on all working days between 10.30 AM and 12.30 PM (except Sundays and Public Holidays) up to the date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives other than Shri R.L. Gaggar, Shri O.P. Setia, Shri Shreekant Somany, Dr. Y.K. Alagh, Shri Nitin Desai and Dr. Leena Srivastava being appointees, are concerned or interested in the respective resolutions for their appointment.

The Board of Directors recommends the Ordinary Resolutions set out at Item Nos. 7 to 12 of the Notice for approval by the members.