



## 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 Sixth Annual General Meeting of the Members of **SHREE CEMENT LIMITED** will be held at the Registered Office of the Company at "Satkar", Bangur Nagar, Beawar – 305 901, District Ajmer (Rajasthan) on Saturday, 14th November, 2015 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, 2015 and 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, 2015.
2. To confirm the payment of Interim Dividend on equity shares for the financial year ended 30th June, 2015.
3. To declare final dividend on equity shares for the financial year ended 30th June, 2015.
4. To appoint a Director in place of Shri H. M. Bangur (DIN: 00244329), who retires by rotation and being eligible, offers himself for re-appointment.
5. 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 read with 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 (Firm Registration No.: 001035N) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of the Thirty Sixth 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

6. 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 Sections 149,

150 and 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Sanjiv Krishnaji Shelgikar (DIN: 00094311), who was appointed as an Additional Director of the Company with effect from 5th August, 2015 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 5th August, 2015."

7. 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 read with 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 2015-16, 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."

8. 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 Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / 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 from time to time by the members of the Company on private placement basis to bank(s)/financial institution(s)/Trust(s)/other eligible investor(s) and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof formed for the purpose), be and

is hereby authorised 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 non-convertible Debentures.”

By order of Board of Directors  
for SHREE CEMENT LIMITED

Place: Kolkata  
Date: 5th August, 2015

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.

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.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. 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.
4. Members are requested to bring their attendance slip along with their copy of annual report at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. (a) The Register of Members and Share Transfer Books of the Company will remain closed from 7th November, 2015 to 14th November, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.  
(b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched from 18th November, 2015 to those members whose names shall appear on the Company's Register of Members on 14th November, 2015. In respect of

the shares held in dematerialised form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

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) Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Accordingly, the Company has transferred the unpaid or unclaimed dividends for the financial years 1995-96 to 2007-08 (dividend for 2007-08 to be transferred on 23.08.2015) 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 10th November, 2014 (date of last Annual General Meeting) on the website of the Company ([www.shreecement.in](http://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 2008-09 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 30.06.2015 (₹ Lac)	Last date for transfer of unpaid dividend in Investor Education and Protection Fund
2008-09	Interim	5	28.04.2009	6.60	03.06.2016
	Final	5	24.07.2009	6.14	29.08.2016
2009-10	Interim	5	21.01.2010	6.16	26.02.2017
	Final	8	14.08.2010	10.08	19.09.2017
2010-11	Interim	6	31.01.2011	7.37	06.03.2018
	Final	8	01.08.2011	10.27	06.09.2018
2011-12	First Interim	6	23.01.2012	8.16	28.02.2019
	Second Interim	6	15.05.2012	8.41	20.06.2019
	Final	8	16.10.2012	11.93	21.11.2019
2012-13	Interim	8	29.04.2013	12.61	04.06.2020
	Final	12	25.10.2013	19.63	30.11.2020
2013-14	First Interim	10	27.01.2014	17.83	04.03.2021
	Second Interim	12	25.08.2014	20.91	30.09.2021
2014-15	Interim	10	25.08.2014	17.39	30.09.2021

#### 8. National Electronic Clearing Service (NECS):

To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agents, M/s. Karvy Computershare Pvt. Ltd. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.

Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during

business hours up to the date of the Meeting.

10. Karvy Computershare Pvt. Ltd. is acting as Share Transfer Agent (RTA) 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**

Karvy Selenium Tower B, Plot No 31 & 32,

Gachibowli, Financial District,

Nanakramguda, Serilingampally,

Hyderabad – 500 032

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

11. 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.

12. As per the provisions of Section 72 of the Companies Act 2013, facility for making nominations is 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](http://www.shreecement.in) under the section 'Investor Center'. Members holding shares in electronic form (demat mode) shall approach their DPs for completing the nomination formalities.

13. 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.

14. 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.

15. 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 shareholders 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.

16. Instructions for E-Voting and other instructions relating thereto are as under:

(i) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

(ii) The facility for voting, through polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their

vote again at the AGM.

(iii) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide remote e-voting facility.

(iv) The Board of Directors of the Company has appointed Dr. Sanjiv Agarwal, Practicing Chartered Accountant, as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for said purpose.

(v) Voting rights of the shareholders (for voting through remote e-voting or through polling papers at the meeting) shall be in proportion to share of the paid-up equity share capital of the Company as on the cut-off date i.e. 7th November, 2015. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.

(vi) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 7th November, 2015, may obtain the User ID and password in the manner as mentioned below:

(a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD<SPACE>IN12345612345678

Example for CDSL:

MYEPWD<SPACE>1402345612345678

Example for Physical:

MYEPWD<SPACE>XXXXSCL123456

(b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

(c) Member may call Karvy's toll free number 1-800-3454-001

(d) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

(vii) Instructions and other information relating to remote e-voting:

**A. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the R & T/ Depository Participant(s)]:**

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number+ Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach 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 (az), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number for Shree Cement Limited.
- (g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date 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 as on the cut off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) Voting has to be done for each item of the Notice

separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- (l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: [asandco@gmail.com](mailto:asandco@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

**B. In case a member receives physical copy of the Notice by Post:**

- (a) User ID and initial password is provided at the bottom of the Attendance Slip.
  - (b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
- (viii) The remote e-voting facility will be available during the following period:
- (a) Commencement of remote e-voting: From 9.00 a.m. on 9th November, 2015
  - (b) End of remote e-voting: Up to 5.00 p.m. on 13th November, 2015
  - (c) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
  - (d) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 14th November, 2015.
- (ix) Once the vote on a resolution is casted by a member, the member shall not be allowed to change it subsequently or cast the vote again.
  - (x) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

17. 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 form part of Notice.

Sr. No.	Nature of Information	Item No. 4 of Notice	Item No. 6 of Notice
1	Name	Shri H. M. Bangur	Shri Sanjiv Krishnaji Shelgikar
2	Age	62 Years	60 Years
3	Nationality	Indian	Indian
4	Qualification	B.E. (Chemical)	B. Com., Chartered Accountant
5	Expertise in specific functional area	Business Planning and Corporate Management	Finance and Taxation
6	Director of Company since (date)	31.7.1992	5.8.2015
7	Directorship in other Companies	NIL	1. Joy Holdings Private Limited 2. Dhanapur Investments Private Ltd 3. Magrolia Leasing and Infotech Private Limited 4. Archangel Leasing and Infotech Private Limited 5. Yunus Social Business Fund Mumbai Private Limited 6. Slum Dwellers Development India Private Limited 7. Liberty Videocon General Insurance Company Limited 8. Microcredit Initiative of Grameen
8	Member of Committees of Board	<b>Shree Cement Ltd.</b> - Business Operations Committee - Share Transfer Committee	<b>Liberty Videocon General Insurance Company Limited</b> - Remuneration Committee
9	Number of shares held in the Company	4,42,438 equity shares	Nil



**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 6**

The Board of Directors of the Company had appointed Shri Sanjiv Krishnaji Shelgikar as an Additional Director of the Company with effect from 5th August, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Shri Sanjiv Krishnaji Shelgikar shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of five years. The Company has received notice under Section 160 of the Companies Act, 2013 from a Member of the Company signifying his candidature as an Independent Director of the Company.

Shri Shelgikar is a veteran Chartered Accountant and practicing his profession since 1978. He has also contributed as special editor to the book "The Companies Act" written by A. Ramaiya. He has worked with Finance department of Videocon Group handling all local IPO's, International mobilisation of debt and equity, global and local merger and acquisition, domestic and International Structured financial products for the Group's finances.

The Company has received a declaration of independence from Shri Sanjiv Krishnaji Shelgikar. In the opinion of the Board, Shri Sanjiv Krishnaji Shelgikar fulfills the conditions specified in the Companies Act, 2013 and Listing Agreement for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of appointment is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.shreecement.in](http://www.shreecement.in).

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Shri Sanjiv Krishnaji Shelgikar, being appointee, is concerned or interested, financial or otherwise, in the said Resolution.

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

**Item No. 7**

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 2015-16.

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(s) for ratification of the remuneration payable to the Cost Auditors for the financial year 2015-16.

None of the Directors or Key Managerial Personnel of the Company

or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolutions set out at Item No. 7 of the Notice for approval by the Members.

**Item No. 8**

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the Company is required to obtain prior approval of its shareholders by way of special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. The Board of Directors will decide whether to issue debentures as secured or unsecured.

Keeping in view the above provisions of the Companies Act, 2013, the members of the Company, at the 35th Annual General Meeting held on 10th November, 2014, had authorised the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, in one or more tranches, upto an amount not exceeding overall borrowing limits of the Company. The members may note that the Company has not made any private placement of non-convertible debentures pursuant to the said authorisation.

To augment the financial resources, the Board may, at an appropriate time, offer or invite subscription for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement basis. Accordingly, consent of the members is sought for passing the Special Resolutions as set out at Item No. 8 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing of this resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolutions set out at Item No. 8 of the Notice for approval by the Members.

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

Place: Kolkata  
Date: 5th August, 2015

**S. S. KHANDELWAL**  
*Company Secretary*

Route Map to the Venue of the 36th AGM of the Company







## 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

### FORM NO. MGT-11

#### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

1. ....

2. ....

3. ....

Registered address:

.....

E-mail ID: .....

Folio No. / DP ID and Client ID: .....

I/We, being the Member(s) holding ..... shares of the above named Company, hereby appoint

1. Name: ..... E-mail ID: .....

Address: .....

.....

Signature: ....., or failing him/her

2. Name: ..... E-mail ID: .....

Address: .....

Signature: ....., or failing him/her

3. Name: ..... E-mail ID: .....

Address: .....

Signature: ....., as my/our proxy to attend and vote  
(on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting, to be held on Saturday, the 14th November, 2015 at  
11.30 A.M. at the Registered Office of the Company at 'Satkar', Bangur Nagar, Beawar – 305 901, District Ajmer (Rajasthan) and at any  
adjournment thereof in respect of such resolutions and in such manner as are indicated below:

P.T.O.

\*I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
1	Adoption of Audited financial statements of the Company for the financial year ended 30th June, 2015, the reports of the Board of Directors' and Auditors thereon.		
2	Confirmation of payment of Interim Dividend on equity shares.		
3	Declaration of final dividend on equity shares.		
4	Re-appointment of Shri H. M. Bangur, Managing Director, retiring by rotation.		
5	Appointment of M/s. B.R. Maheswari & Company, Chartered Accountants, New Delhi as Statutory Auditors of the Company.		
6	Appointment of Shri Sanjiv Krishnaji Shelgikar as an Independent Director of the Company for five years w.e.f. 5th August, 2015.		
7	Approval of the remuneration of the M/s K.G. Goyal and Associates, Cost Accountants as Cost Auditors of the Company for the financial year 2015-16.		
8	Authorization to Board of Directors for issue of Non-convertible Debentures (NCDs) through Private Placement pursuant to Section 42 & 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014.		

Signed this..... day of..... 2015

Affix  
Revenue  
Stamp

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

\* Please put a (✓) in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

#### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the proxy form.
4. A person can act as proxy on behalf of such number 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. Further, 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 proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.