



## SHREE CEMENT LIMITED

**Regd. Office:** Bangur Nagar, Beawar-305 901, District: Ajmer (Rajasthan)

**Phone:** EPABX +91-1462-228101-6 **Fax:** +91-1462-228117/119

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

**CIN:** L26943RJ1979PLC001935

## NOTICE

**NOTICE** is hereby given that the Thirty Eighth Annual General Meeting of the Members of **SHREE CEMENT LIMITED** will be held at the Registered Office of the Company at "**Rangmanch Auditorium**", **Bangur Nagar, Beawar – 305 901, District Ajmer (Rajasthan)** on Monday, 31<sup>st</sup> July, 2017 at 1.00 P.M., to transact the following business: -

### Ordinary Business:

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the Reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the Report of the Auditors thereon.
- To confirm the payment of Interim Dividend for the financial year ended 31<sup>st</sup> March, 2017 and One-time Special Dividend on equity shares.
- To declare final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2017.
- To appoint a Director in place of Shri Ramakant Sharma (DIN:01556371), who retires by rotation and being eligible, offers himself for re-appointment.
- To consider and if thought fit, to pass, with or without modification(s), the following resolution as an

### Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit and Risk Management Committee, M/s. Gupta & Dua, Chartered Accountants (Firm

Registration No.: 003849N) be and are hereby appointed as the Statutory Auditors of the Company in place of retiring auditors M/s. B.R. Maheswari & Co LLP, Chartered Accountants (Firm Registration No. 001035N/N500050), to hold office from the conclusion of this 38<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 43<sup>rd</sup> AGM (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### Special Business:

- 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 and 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 remuneration of ₹ 3,50,000/- (Rupees Three Lac Fifty Thousand only) plus applicable tax and out of pocket expenses payable to M/s. K.G. Goyal and Associates (Firm Registration No. 000024), Cost Accountants appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2018, be and is hereby ratified and confirmed."

**"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."

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other 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 approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Prashant Bangur (DIN: 00403621), as Joint Managing Director of the Company for a period of five years w.e.f 1<sup>st</sup> April, 2017 upon such terms and conditions and remuneration as specified and set out in the annexed Explanatory Statement to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter or vary the same from time to time with effect from such date or dates and in such manner as may be agreed to between the Board of Directors and Shri Prashant Bangur.”

**“RESOLVED FURTHER THAT** in absence or inadequacy of the profits in any Financial Year, Shri Prashant Bangur shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites, commission and other benefits as stated in the Explanatory Statement, subject however, to the necessary approvals/ceilings specified under Schedule V of the Companies Act, 2013 (including any statutory modification(s) and re-enactment thereof for the time being in force).”

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

**“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, the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured redeemable non-convertible debentures, in one or more series /

tranches during a period of one year from the date of passing of this resolution upto an amount not exceeding overall borrowing limits of the Company as approved from time to time on private placement basis to bank(s)/financial institution(s)/Trust(s)/ Pension Funds/Mutual Funds and other entities/individuals including but not limited to Multilateral Development Organization, Institutional Investors, Companies, 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 and to deal with all matters connected therewith or incidental thereto.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof formed for the 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 secured non-convertible debentures.”

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

Place: Kolkata  
Date: 16<sup>th</sup> May, 2017

**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 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith.**

**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. HOWEVER, 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 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 at the Meeting.
3. Explanatory Statement setting out the material facts concerning each item of Special Business to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of Notice.
4. Members/ Proxies are requested to bring their attendance slip along with their copy of Annual Report to 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 Member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the said meeting, provided he/she has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 25<sup>th</sup> July, 2017 to Monday, 31<sup>st</sup> July, 2017 (both days

inclusive), for the purpose of payment of final dividend, if approved by the Members.

8. The final dividend, as recommended by the Board, if approved at the AGM, will be paid on or after 2<sup>nd</sup> August, 2017 to those Members:

(i) whose names appear as Beneficial Owners in the list of Beneficial Owners as at the end of the business on 24<sup>th</sup> July, 2017 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose; and

(ii) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company or its Registrar & Transfer Agent ("RTA") viz. Karvy Computershare Private Limited on or before 24<sup>th</sup> July, 2017.

9. (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. Pursuant to Section 125 of the Companies Act, 2013 all unclaimed/ unpaid dividends up to the financial year ended 31<sup>st</sup> March, 1995, transferred by the Company to the General Revenue Account of the Central Government, shall also be credited by the Central Government to the Investor Education and Protection Fund.

(B) Pursuant to provisions of Section 205A of the Companies Act, 1956 /Section 124 of Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends for the years 1995-96 to 2009-10 (Interim Dividend) 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 Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 12<sup>th</sup> August, 2016 (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.

The Members who have not yet encashed the dividend warrant(s) for the year 2009-10 (Final Dividend) and onwards are requested to approach to the Company with their warrants for re-validation.

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 31.03.2017 (₹ Lac)	Last date for transfer of unpaid dividend in Investor Educational and Protection Fund
2009-10	Final	8	14.08.2010	9.14	19.09.2017
2010-11	Interim	6	31.01.2011	6.57	06.03.2018
	Final	8	01.08.2011	9.27	06.09.2018
2011-12	First Interim	6	23.01.2012	7.40	28.02.2019
	Second Interim	6	15.05.2012	7.60	20.06.2019
	Final	8	16.10.2012	10.66	21.11.2019
2012-13	Interim	8	29.04.2013	11.27	04.06.2020
	Final	12	25.10.2013	18.13	30.11.2020
2013-14	First Interim	10	27.01.2014	16.75	04.03.2021
	Second Interim	12	25.08.2014	19.70	30.09.2021
2014-15	Interim	10	25.08.2014	16.41	30.09.2021
	Final	14	14.11.2015	22.29	20.12.2022
2015-16	First Interim	12	02.02.2016	18.12	10.03.2023
	Second Interim	12	10.03.2016	17.01	15.04.2023
2016-17	First Interim	16	12.08.2016	23.48	17.09.2023
	One-Time Special Dividend	100	30.01.2017	144.92	07.03.2024

Members may claim refund of their dividend which has been transferred in IEPF from the IEPF Authority by following the procedure prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

- (C) Pursuant to the enforcement of the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the "Rules"), the Company is required to transfer the shares in respect of which dividends have remained unpaid/unclaimed for a period of seven consecutive years or more to the Investor Education and Protection Fund (IEPF) Demat Account established by the Central Government. As required under the said rules, the Company has informed the individual shareholder whose shares are liable to be transferred and published a notice in newspaper. In case no claim is received from the shareholders, the Company will transfer the shares in favour of IEPF authority in the prescribed manner. However, once transferred,

the shareholders can still claim the shares from IEPF authority by filing Form No. IEPF-5 in the prescribed manner.

10. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also required to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent (R&T) in respect of shares held in physical form.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the Members during the continuance of the meeting.
12. Relevant documents referred to in the Notice 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.
13. 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, Assistant General Manager
14. 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.
15. As per the provisions of Section 72 of the Companies Act 2013, facility for making nominations is available to individuals holding shares of the Company. Members holding shares in physical form, may obtain the Nomination Form (Form SH-13) 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.
16. 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 RTA, for consolidation into a single folio.
17. Non-Resident Indian Members are requested to inform R&T, immediately on:
  - (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.
18. 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.
19. Notice of this Annual General Meeting and the Annual Report of the Company for the year 2016-17 will also be available on the website of the company viz. [www.shreecement.in](http://www.shreecement.in).
- 20. 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 Regulation 44 of the Listing Regulations, 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 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 Shri Pradeep Pincha, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner.
- (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. 24<sup>th</sup> July, 2017. 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 shall only 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. 24<sup>th</sup> July, 2017, 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 **MYEPWD**<space>DP ID Client ID to **9212993399**
- Example for NSDL:  
MYEPWD<SPACE>IN12345612345678
- Example for CDSL:  
MYEPWD<SPACE>1402345612345678
- Example for Physical:  
MYEPWD<SPACE>XXXXSCL12345
- (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 also send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).
- (vii) 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.
- (viii) 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 RTA/ 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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), 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/JPEG Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ppincha@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 "SHREE CEMENT LIMITED\_EVENT NO."
- B. In case a Member receives physical copy of the Notice by Post [for Members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
- (a) User ID and initial password - These will be sent separately.
  - (b) Please follow all steps from Sr. No. (a) to (l) as mentioned at point no. (A) above, to cast your vote.
- (ix) The remote e-voting facility will be available during the following period:
- (a) Commencement of remote e-voting: 9.00 A.M. (IST) on 28<sup>th</sup> July, 2017
  - (b) End of remote e-voting: 5.00 P.M. (IST) on 30<sup>th</sup> July, 2017
  - (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 Meeting i.e. 31<sup>st</sup> July, 2017.
- (x) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by Karvy for voting thereafter and the facility shall be blocked therewith.
  - (xi) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
  - (xii) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website i.e. <https://evoting.karvy.com> or write an email to Shri S.S. Khandelwal, Company Secretary at [khandelwalss@shreecementltd.com](mailto:khandelwalss@shreecementltd.com).

# ANNEXURE TO THE NOTICE DATED 16<sup>TH</sup> MAY, 2017

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 5

[This Explanatory Statement is provided for information of the members though not required as per Section 102 of the Companies Act, 2013]

Pursuant to the provisions of Section 139 of the Companies Act, 2013 ("Act") read with applicable Rules framed thereunder, no listed company shall appoint an audit firm as auditors for more than two terms of five consecutive years. The Act also provides for additional transition period of three years from the commencement of the Act i.e. 1<sup>st</sup> April, 2014. M/s B R Maheswari & Co LLP, Chartered Accountants, who are Statutory Auditors of the Company, complete their term as Statutory Auditors (including additional transition period of three years) on the conclusion of the 38<sup>th</sup> Annual General Meeting of Members of the Company.

In view of the above, M/s Gupta and Dua, Chartered Accountants (Firm Registration No. 003849N) have been proposed by the Board to be appointed as Statutory Auditors of the Company for a term of five years commencing from the conclusion of this 38<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 43<sup>rd</sup> AGM, subject to ratification of their appointment at every AGM, if so required under the Act.

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

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

### Item No. 6

The Board of Directors of your Company on the recommendation of the Audit and Risk Management Committee had approved the appointment and remuneration of M/s. K.G. Goyal and Associates, Cost Accountants, Jaipur (Firm Registration No. 000024) to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2018.

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 ending on 31<sup>st</sup> March, 2018.

None of the Directors, Key Managerial Personnel of the Company and their relatives 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

Shri Prashant Bangur, was appointed as Whole Time Director (Re-designated as Joint Managing Director w.e.f. 2<sup>nd</sup> February, 2016) of the Company for a period of 5 years w.e.f. 23<sup>rd</sup> August, 2012. His tenure as Joint Managing Director would expire on 22<sup>nd</sup> August, 2017.

Under the stewardship of Shri Bangur, Company has made considerable growth. The Cement Capacity of the Company has more than doubled from 13.50 MTPA in year 2012-13 to 29.30 MTPA in the year 2016-17. The Market Cap of the Company increased from ₹ 12,000 Crore to more than ₹ 50,000 Crore. The Company is today standing in top 100 listed Companies of India in terms of Market Capitalization.

Considering the involvement of Shri Bangur in the business of the Company and growth of the Company during his tenure, the Board of Directors of the Company in its meeting held on 30<sup>th</sup> January, 2017 on the recommendation of Nomination cum Remuneration Committee, foreclosed the existing term of Shri Prashant Bangur as Joint Managing Director w.e.f. close of business hours of 31<sup>st</sup> March, 2017 and re-appointed him for a new term of 5 years w.e.f. 1<sup>st</sup> April, 2017 on the following terms & conditions subject to approval of members:

**(a) Period of Appointment:** 5 (Five) years w.e.f. 1<sup>st</sup> April, 2017.

**(b) Annual Remuneration:**

Total Annual Remuneration including Salary, contribution to Provident & Superannuation Fund, allowances and perquisites [excluding commission and other benefits as mentioned in point nos. (c) and



(d) below] would be ₹ 1000 lac for the year 2017-18 starting from 1<sup>st</sup> April, 2017 and same shall be payable in such manner as may be agreed to between the Company and Shri Prashant Bangur.

The annual increment in the Remuneration from Financial Year 2018-19 onwards will be decided by the Board of Directors of the Company.

**(c) Commission:**

Such commission on net profits as may be decided by the Board of Directors in its absolute discretion for each financial year or part thereof.

**(d) Other Benefits**

Shri Prashant Bangur is entitled to the following benefits in addition to the Annual Remuneration mentioned at point no. (b) and Commission mentioned at point no.(c) above:

- (1) Medical Reimbursement: All expenses incurred for self and family in India and/or abroad including hospitalization, nursing home and surgical treatment shall be reimbursed at actual.
- (2) Conveyance Facility: The Company shall provide vehicle(s) for both business and personal use and bear all expenses relating to such vehicles, fuel costs, repairs, maintenance, running expenses including driver(s) salary etc.
- (3) Club Fee: Payment of fees of clubs including admission and life membership fee.
- (4) Telephone, Internet Connection and other communication facilities: The Company shall bear all expenses regarding telephone, internet connectivity and other communication facilities at his residence.
- (5) Personal Accident: As per rules of the Company.
- (6) Leave Entitlement: Entitled for leave with full pay or encashment thereof as per rules of the Company.
- (7) Gratuity: As per the rules of the Company.

The Board is further empowered to make any variation in terms & conditions as to remuneration of Shri Prashant

Bangur as may be mutually agreed and subject to such approvals as may be required and within the applicable limits as may be prescribed under Section 196 and 197 read with Schedule V of the Companies Act, 2013.

**Minimum Remuneration:**

In the absence or inadequacy of the profits in any year, Shri Prashant Bangur shall be entitled to receive and be paid the above remuneration as minimum remuneration in that year by way of salary and other benefits as stated above, subject, however, to the necessary approvals/ceiling specified under Schedule V of the Companies Act, 2013.

Shri Prashant Bangur, being appointee, interested in the resolution. Shri B.G. Bangur and Shri H.M. Bangur, Directors of the Company being relatives are considered interested in the said resolution. The other relatives of Shri Prashant Bangur may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution 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 previous approval of its shareholders by way of special resolution once in a year for all the offers or invitations during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of debentures.

Keeping in view the above provisions of the Companies Act, 2013 the Members of the Company, at the 37<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> August, 2016, 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 authorization.

To augment the financial resources, the Board may, at an appropriate time, offer or invite subscription for secured 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 Resolution 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 this Resolution.

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

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

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

Place: Kolkata  
Date: 16<sup>th</sup> May, 2017

**S. S. KHANDELWAL**  
Company Secretary

## ANNEXURE TO ITEM NOS. 4 & 7

As required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) the details of Directors who are proposed to be appointed/ re-appointed are given below and form part of Notice.

Sl No.	Nature of Information	Item No. 4 of Notice	Item No. 7 of Notice
1	Name	Shri Ramakant Sharma	Shri Prashant Bangur
2	Date of Birth / Age	17 <sup>th</sup> February, 1944 / 73 Years	22 <sup>nd</sup> June, 1980 / 37 Years
3	Nationality	Indian	Indian
4	Date of First Appointment	27 <sup>th</sup> December, 2013	23 <sup>rd</sup> August, 2012
5	Qualification	B. Sc.	B.Sc., M.B.A.
6	Nature of expertise in specific functional area	Public Relationship	Business Planning and Corporate Management
7	Experience (No. of years)	48 Years	13 Years
8	Relationships between Directors / KMP inter-se	N.A.	Son of Shri H.M. Bangur, Managing Director and Grandson of Shri B.G. Bangur, Chairman
9	Shareholding in the Company	Nil	57,475 equity shares
10	No. of Board meetings attended during FY 16-17	Four	Four
11	Directorship in other Companies	Nil	<ul style="list-style-type: none"> <li>- Khemka Properties Pvt. Ltd</li> <li>- Indian Chamber of Commerce, Calcutta</li> <li>- Ragini Properties Private Limited</li> </ul>
12	Chairman / Member of Committee(s) of the Board of the Company	1. Corporate Social and Business Responsibility Committee - Member	<ol style="list-style-type: none"> <li>1. Audit and Risk Management Committee - Member</li> <li>2. Corporate Social and Business Responsibility Committee - Member</li> <li>3. Business Operations Committee - Member</li> <li>4. Share Transfer Committee - Member</li> </ol>
13	Chairman / Member of Committee(s) of the Board of other Public Limited Companies	Nil	Nil
14	Remuneration last drawn	N.A.	Last remuneration drawn is provided in Corporate Governance Section of the Annual Report and Annexure – 6 to the Board's Report





## SHREE CEMENT LIMITED

**Regd. Office:** Bangur Nagar, Beawar-305 901, District: Ajmer (Rajasthan)

**Phone:** EPABX +91-1462-228101-6 **Fax:** +91-1462-228117/119

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

**CIN:** L26943RJ1979PLC001935

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Dear Shareholder,

**Subject: Registration of your email ID with the Depository Participant / Company**

The Companies Act, 2013 allows the Companies to send annual report /notices/documents and other communication to Shareholders through electronic mode and also provides that an advance opportunity at-least once in a Financial year to be given to the members for registering their e-mail addresses and changes therein.

Your company, accordingly, proposes to effect delivery of annual report/notices/documents and other communication, from time to time, in electronic mode through e-mail, to those members who have provided their e-mail address. Your Company therefore requests you to register your e-mail address with your Depository Participant/Company to receive annual report /notices/documents and other communication in electronic form.

The members are requested to notify the change, from time to time, in their e-mail address to the concerned depository (in case of dematerialized shares) or to the Company / R & T Agent (in case of physical shares), as the case may be.

Thanking you,

Yours faithfully,

**S. S. KHANDELWAL**

Company Secretary

Encl: E-Mail Registration Form

**E-Mail Registration Form**  
**(For members holding shares in physical form only)**

To,

**M/s Karvy Computershare Private Ltd.**

Unit: **Shree Cement Limited**

Karvy Selenium Tower B,

Plot No 31 & 32,

Gachibowli, Financial District,

Nanakramguda, Serilingampally,

**Hyderabad - 500 032**

Phone No.: +91-40-67161526

**M/s. Shree Cement Limited,**

Secretarial Department,

Bangur Nagar,

Beawar-305 901,

Distt. Ajmer (Rajasthan)

Folio No.: \_\_\_\_\_

Name of the 1<sup>st</sup> Registered Holder: \_\_\_\_\_

E-Mail address: \_\_\_\_\_

Contact No.: \_\_\_\_\_

I/We, member(s) of Shree Cement Limited hereby give my /our consent to receive the annual report / notices / documents and other communications, from time to time, in electronic mode through my/our above e-mail address.

\_\_\_\_\_  
Signature 1<sup>st</sup> Registered Holder

Place:

Date :



## SHREE CEMENT LIMITED

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**Phone:** EPABX +91-1462-228101-6 **Fax:** +91-1462-228117/119

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

**CIN:** L26943RJ1979PLC001935

### FORM NO. SH-13 NOMINATION FORM

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,

**SHREE CEMENT LIMITED,**

C/o. Karvy Computershare Pvt Ltd,

Attn: Mr. K. S. Reddy

Karvy Selenium Tower B, Plot No 31 & 32

Gachibowli, Financial District,

Nanakramguda, Serilingampally

Hyderabad – 500 032

I/We ..... the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

**(2) PARTICULARS OF THE NOMINEE/S -**

a)	Name	
b)	Date of Birth	
c)	Father's/Mother's/Spouse's name	
d)	Occupation	
e)	Nationality	
f)	Address	
g)	E-mail id	
h)	Relationship with the Security holder	

**(3) IN CASE NOMINEE IS A MINOR -**

a)	Date of Birth	
b)	Date of attaining majority	
c)	Name of guardian	
d)	Address of Guardian	

**(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY -**

a)	Name	
b)	Date of Birth	
c)	Father's/Mother's/Spouse's name	
d)	Occupation	
e)	Nationality	
f)	Address	
g)	E-mail id	
h)	Relationship with the Security holder	
i)	Relationship with the minor nominee	

Name and address of Guardian (to be furnished only in the case the nominee is minor)

.....  
.....

Specimen signature of Nominee / Guardian (in case of nominee is minor)

Signature of Security Holder .....

Name and address of the Security Holder .....

.....  
.....

Signature of Witness .....

Name & Address of the Witness .....

.....  
.....

**INSTRUCTIONS :**

1. Please read the instructions given below very carefully and follow the same. If the form is not filed as per instructions, the same will be rejected.
2. The cancellation or variation of nomination can be made by Individuals holding shares on their own behalf singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership Firm, Karta or Hindu Undivided Family, Holders of Power of Attorney cannot nominate.
3. If in any case a Minor is nominated by way of variation in nomination, the name and address of the Guardian should be provided.
4. Details of all holders in a folio need to be filled. Else the request will be rejected.
5. The cancellation or variation of nomination will be registered only when it is complete in all respects including the signature of all registered holders (as per the specimen lodged with the company).
6. The cancellation or variation of Nomination form shall be filed in duplicate with the Share Transfer Agents M/s. Karvy Computershare Pvt. Ltd., Unit: Shree Cement Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, who will return one copy thereof to the Shareholders. Along with the form, proof of identity (eg. PAN card, Passport etc.) and address proof (eg. Telephone bill, Electricity Bill etc.) of security holder is also required.
7. Upon receipt of a duly executed nomination form, the Company/Share Transfer Agent of the Company will register the form and allot a registration number. The registration number and Folio number should be quoted by the nominee in all future correspondence.
8. This form is meant for shareholders holding shares in physical mode.
9. Shareholders holding shares in dematerialized mode, cancellation/variation in nomination is required to be filled with the Depository Participants (DPs) in their prescribed form.

FOR OFFICE USE ONLY

Nomination Registration Number and Date:

  
  

Share Registrar/Company Seal





# SHREE CEMENT LIMITED

**Regd. Office:** Bangur Nagar, Beawar-305 901, District: Ajmer (Rajasthan)  
**Phone:** EPABX +91-1462-228101-6 **Fax:** +91-1462-228117/119  
**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):	.....
Registered Address:	.....
E-mail ID:	.....
Folio No. / DP ID and Client ID:	.....

I/We, being the Member(s) having ..... 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 38<sup>th</sup> Annual General Meeting, to be held on Monday, 31<sup>st</sup> July, 2017 at 1.00 P.M. at the Registered Office of the Company at '**Rangmanch Auditorium**', 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.

Resolution No.	Description	For*	Against*
1.	Adoption of Audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017, the reports of the Board of Directors' and Auditors thereon.		
2.	Confirmation of payment of Interim Dividend and One-time Special Dividend on equity shares.		
3.	To declare Final Dividend on equity shares.		
4.	Re-appointment of Shri Ramakant Sharma, Director of the Company, retires by rotation.		
5.	Appointment of M/s. Gupta & Dua, Chartered Accountants as Statutory Auditors of the Company.		
6.	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 ending on 31 <sup>st</sup> March, 2018.		
7.	Approval of re-appointment of Shri Prashant Bangur as Joint Managing Director of the Company for a period of five years w.e.f 1 <sup>st</sup> April, 2017.		
8.	Authorization to Board of Directors for issue of Secured 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.		

\* 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.

Signed this ..... day of ..... 2017.



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Signature of Shareholder

-----  
Signature of first proxy holder

-----  
Signature of second proxy holder

-----  
Signature of third proxy holder

**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.