



## 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 Seventh 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 Friday, 12<sup>th</sup> August, 2016 at 12.15 P.M. to transact the following business:-

### Ordinary Business :

1. To receive, consider and adopt :
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 (9 months period) 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 31<sup>st</sup> March, 2016 (9 months period).
2. To confirm the payment of 1<sup>st</sup> and 2<sup>nd</sup> Interim Dividends on equity shares for the financial year ended 31<sup>st</sup> March, 2016 (9 months period).
3. To appoint a Director in place of Shri Prashant Bangur (DIN:00403621), 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 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 Seventh

Annual General Meeting until the conclusion of the next Annual General Meeting to be held thereafter at such remuneration, plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### 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 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 ending on 31<sup>st</sup> March, 2017, 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 resolutions as **Special Resolutions :**

**"RESOLVED THAT** subject 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-designation of Shri Prashant Bangur (DIN: 00403621) from Whole Time Director to "Joint Managing Director" w.e.f. 2<sup>nd</sup> February, 2016 for remaining period of his tenure i.e. up to 22<sup>nd</sup> August, 2017 without change in other terms & conditions including remuneration as approved earlier by the Members in the Annual General Meeting of the Company held on 16<sup>th</sup> October, 2012."

**"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."

7. 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 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 H. M. Bangur (DIN: 00244329) as Managing Director of the Company for a period of five years w.e.f 1<sup>st</sup> April, 2016 upon terms and conditions as to remuneration 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 in such manner as may be agreed to between the Board of Directors and Shri H. M. Bangur."

**"RESOLVED FURTHER THAT** in absence or inadequacy of the profits in any Financial Year, Shri H. M. Bangur shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites 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 modifications and re-enactments thereof for the time being in force)."

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 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 of the Company 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 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 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 non-convertible Debentures."

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

Place: Kolkata  
Date: 26<sup>th</sup> May, 2016

**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 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.
3. Explanatory 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 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. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 8<sup>th</sup> August, 2016 to Friday, 12<sup>th</sup> August, 2016 (both days inclusive).
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 is required to be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Accordingly, the Company had transferred the unpaid or unclaimed dividends for the financial years 1995-96 to 2007-08 from time to time on respective 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 14<sup>th</sup> November, 2015 (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) set up by the Government of India.

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

Year	Type of Dividend	Dividend per share (₹)	Date of declaration of Dividend	Dividend Amount unpaid as on 31.03.2016 (₹ Lac)	Last date for transfer of unpaid dividend in investor Educational and Protection Fund
2008-09	Interim	5	28.04.2009	6.51	03.06.2016
	Final	5	24.07.2009	6.01	29.08.2016
2009-10	Interim	5	21.01.2010	6.06	26.02.2017
	Final	8	14.08.2010	9.86	19.09.2017
2010-11	Interim	6	31.01.2011	7.23	06.03.2018
	Final	8	01.08.2011	9.90	06.09.2018
2011-12	First Interim	6	23.01.2012	7.97	28.02.2019
	Second Interim	6	15.05.2012	8.22	20.06.2019
	Final	8	16.10.2012	11.56	21.11.2019
2012-13	Interim	8	29.04.2013	12.23	04.06.2020
	Final	12	25.10.2013	18.73	30.11.2020
2013-14	First Interim	10	27.01.2014	17.63	04.03.2021
	Second Interim	12	25.08.2014	20.25	30.09.2021
2014-15	Interim	10	25.08.2014	16.87	30.09.2021
	Final	14	14.11.2015	22.51	20.12.2022
2015-16	First Interim	12	02.02.2016	22.51	10.03.2023
	Second Interim	12	10.03.2016	41.47	15.04.2023

8. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 companies and the 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 and share transfer agent in respect of shares held in physical form.

9. Relevant documents referred to in the accompanying Notice and the Statements 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, Assistant 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 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.
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 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.

#### **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 Regulation 44 of 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 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 Shri Pradeep Pincha, Practising 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. 5<sup>th</sup> August, 2016. 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. 5<sup>th</sup> August, 2016, 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 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 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 cutoff 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(s) of the above mentioned documents should be named as "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 9<sup>th</sup> August, 2016
- (b) End of remote e-voting : 5.00 p.m. (IST) on 11<sup>th</sup> August, 2016
- (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. 12<sup>th</sup> August, 2016.

(x) 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.

(xi) 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>.

17. As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details 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. 3 of Notice	Item No. 7 of Notice
1	Name	Shri Prashant Bangur	Shri H. M. Bangur
2	Age	36 Years	63 Years
3	Nationality	Indian	Indian
4	Qualification	B.Sc., M.B.A.	B. E. (Chemical)
5	Nature of expertise in specific functional areas	Business Planning and Corporate Management	Business Planning and Corporate Management
6	Relationships between Directors inter-se	Son of Shri H. M. Bangur, Managing Director and grand son of Shri B. G. Bangur, Chairman.	Son of Shri B. G. Bangur, Chairman and father of Shri Prashant Bangur, Joint Managing Director.
7	Director of Company since (date)	23.8.2012	31.7.1992
8	List of Listed Entities in which Directorship held	Shree Cement Ltd.	Shree Cement Ltd.
9	Member of Committees of the Board of Listed Entities	<b>Shree Cement Ltd.</b> - Audit and Risk Management Committee - Business Operations Committee - Share Transfer Committee	<b>Shree Cement Ltd.</b> - Business Operations Committee - Share Transfer Committee
10	Number of shares held in the Company	57,475 equity shares	4,42,438 equity shares

# 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 and Risk Management 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 ending on 31<sup>st</sup> March, 2017.

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 ending on 31<sup>st</sup> March, 2017.

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

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

### Item No. 6

Shri Prashant Bangur was appointed as Whole Time Director of the Company by Members in the Annual General Meeting held on 16<sup>th</sup> October, 2012 for five years w.e.f. 23<sup>rd</sup> August, 2012. Shri Bangur has been taking part in all strategic decisions of the Company and now holds higher responsibilities with respect to all the affairs of the Company. Keeping the said facts in view, the Board of Directors of the Company, in its meeting held on 2<sup>nd</sup> February, 2016 on the recommendation of Nomination cum Remuneration Committee re-designated Shri Bangur from "Whole Time Director" to "Joint Managing Director" w.e.f. 2<sup>nd</sup> February, 2016 for remaining period of his tenure i.e. up to 22<sup>nd</sup> August, 2017, subject to approval of members. The other terms and conditions as to remuneration would remain un-changed.

Shri Prashant Bangur is interested in the resolution. Shri B. G. Bangur and Shri H. M. Bangur, directors of the Company being relatives, considered interested in the said

resolutions. 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 Resolutions.

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

### Item No. 7

Shri H. M. Bangur was appointed as Managing Director of the Company for a period of 5 years w.e.f. 1<sup>st</sup> April, 2011. His tenure as Managing Director has expired on 31<sup>st</sup> March, 2016. Under the stewardship of Shri H. M. Bangur, the Company has scaled great heights and has expanded its operations significantly and also undertaken several new initiatives. Board of Directors of the Company in its meeting held on 2<sup>nd</sup> February, 2016 on the recommendation of Nomination cum Remuneration Committee re-appointed Shri H. M. Bangur as Managing Director of the Company for further period of 5 years w.e.f. 1<sup>st</sup> April, 2016 on the following terms & conditions as to remuneration and subject to approval of members:

#### (a) Basic Salary :

- (i) FY 2016-17 : (1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017) :  
₹ 76,50,000 per month
- (ii) FY 2017-18 : (1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018) :  
₹ 90,00,000 per month
- (iii) FY 2018-19: (1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019) :  
₹ 1,06,00,000 per month
- (iv) FY 2019-20 : (1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020) :  
₹ 1,25,00,000 per month
- (v) FY 2020-21 : (1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021) :  
₹ 1,47,00,000 per month

#### (b) 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.



**(C) Perquisites/Allowances :**

- (1) Retaining Allowances: 13.50% of Basic Salary.
- (2) House Rent Allowance: He shall be entitled to and be paid House Rent Allowance @ 60% of Basic Salary.
- (3) 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.
- (4) Leave Travel Concession: Reimbursement of leave travel expenses for self and family, once in a year for proceeding on leave at actual.
- (5) Club Fees: Payment of fees of Clubs including admission and life membership fees.
- (6) 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.
- (7) Telephone, Internet Connection and other communication facilities: The Company shall bear all expenses regarding telephone, internet connectivity and other communication facilities at his residence.
- (8) Personal Accident Insurance : As per rules of the Company
- (9) Company's contribution to Provident Fund, Superannuation Fund, Annuity Fund etc.: As per rules of the Company.
- (10) Leave: Entitled for leave with full pay or encashment thereof as per rules of the Company.
- (11) Gratuity: As per the rules of the Company.
- (12) Other perquisites/Allowances:

Subject to overall ceiling on remuneration as prescribed under the applicable provisions of Companies Act, 2013 or such higher ceiling as may be applicable from time to time during his tenure, he may be given any other allowances,

benefits and perquisites as the Board of Directors may from time to time, decide at its desecration. However the aggregate amount of such allowances, benefits (excluding commission) and perquisites (excluding items at serial nos. 9 to 11) will not exceed 150% of Basic salary of that year.

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

**Explanation**

"Family means the spouse, the dependent children and dependent parents of such director.

The total remuneration payable to Shri H. M. Bangur by way of salary, commission, perquisites, allowances, benefits and amenities as approved by the Board shall not exceed the limits laid down in Section 197, 198 and other relevant provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

**Minimum Remuneration:**

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

Shri H. M. Bangur, being appointee, interested in the resolutions. Shri B. G. Bangur and Shri Prashant Bangur, directors of the Company being relatives, considered interested in the said resolutions. The other relatives of Shri H. M. Bangur may be deemed to be interested in the resolutions 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 Resolutions.

The Board of Directors recommends the Special 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 previous 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.

Keeping in view the above provisions of the Companies Act, 2013, the members of the Company, at the 36<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> November, 2015, 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/ 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 this resolutions.

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

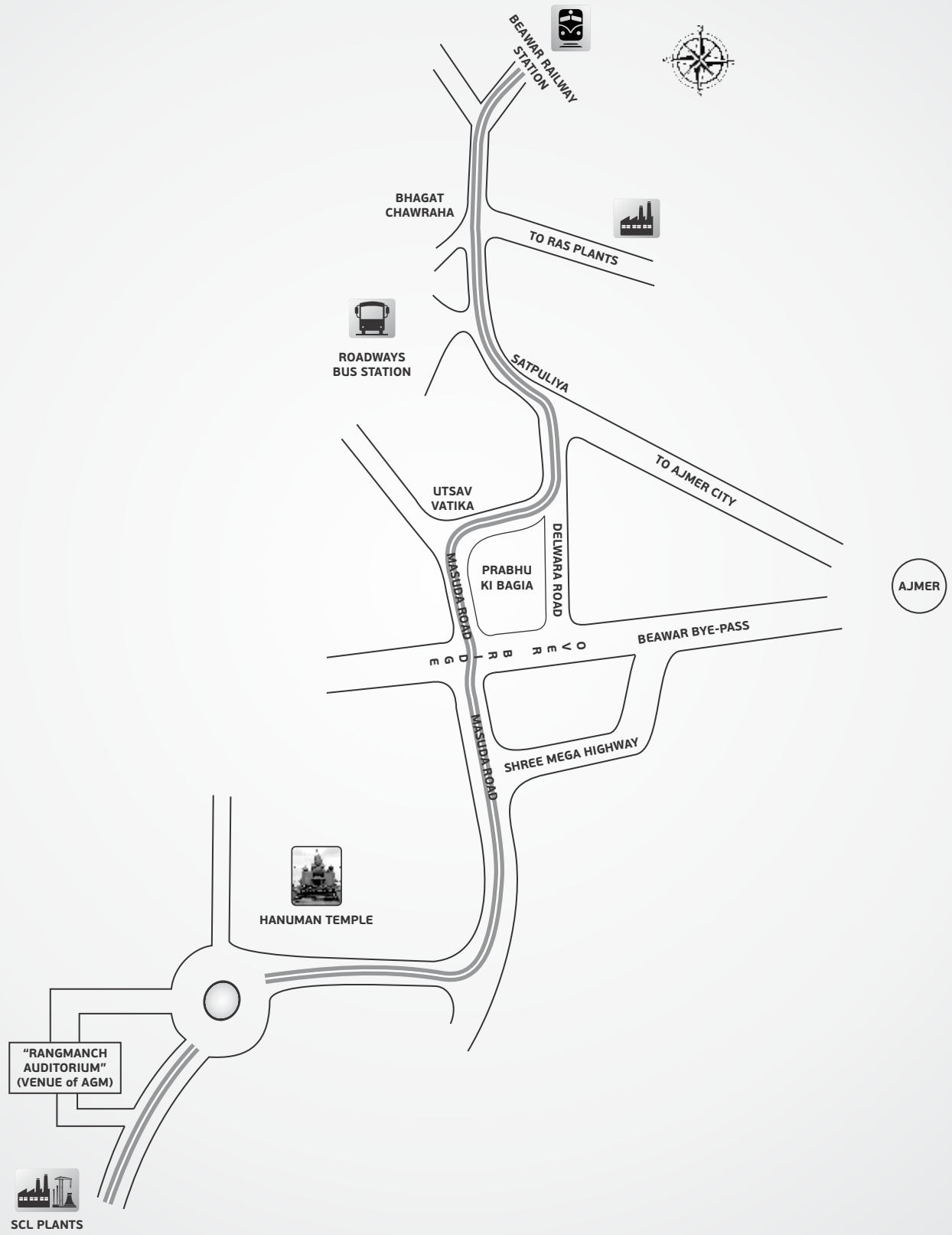
The Board of Directors recommends the Special Resolutions set out at Item No. 8 of the Notice for approval by the Members.

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

Place: Kolkata  
Date: 26<sup>th</sup> May, 2016

**S. S. KHANDELWAL**  
Company Secretary

# ROUTE MAP TO THE VENUE OF THE 37<sup>th</sup> AGM OF THE COMPANY





## 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 atleast 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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**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 No. 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

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**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 37<sup>th</sup> Annual General Meeting, to be held on Friday, 12<sup>th</sup> August, 2016 at 12.15 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:

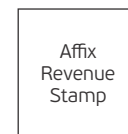
P.T.O.



Resolution No.	Description	For*	Against*
1.	Adoption of Audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2016, the reports of the Board of Directors' and Auditors thereon.		
2.	Confirmation of payment of Interim Dividends on equity shares.		
3.	Re-appointment of Shri Prashant Bangur, who retires by rotation.		
4.	Appointment of M/s. B. R. Maheswari & Company, Chartered Accountants, New Delhi as Statutory Auditors of the Company.		
5.	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 2016-17.		
6.	Approval for re-designation of Shri Prashant Bangur, from Whole Time Director, to "Joint Managing Director" w.e.f. 2 <sup>nd</sup> February, 2016 for remaining period of his tenure		
7.	Approval of re-appointment of Shri H. M. Bangur as Managing Director of the Company for a period of five years w.e.f 1 <sup>st</sup> April, 2016.		
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.		

\* 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 ..... 2016.



-----  
Signature of Share holder

-----  
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.