



SHREE CEMENT LIMITED

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

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

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

CIN: L26943RJ1979PLC001935

FORM NO. MGT-11 PROXY FORM

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

Name of the Member(s):

1.
2.
3.

Registered address:

.....

E-mail ID:

Folio No. / DP ID and Client ID:

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

1. Name: E-mail ID:

Address:

.....

Signature:, or failing him/her

2. Name: E-mail ID:

Address:

Signature:, or failing him/her

3. Name: E-mail ID:

Address:

Signature:, as my/our proxy to attend and vote

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

P.T.O.

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

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

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

Affix
Revenue
Stamp

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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

Notes:

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