



# SHREE CEMENT LTD.

*Regd. Office:*

BANGUR NAGAR, POST BOX NO.33, BEAWAR 305 901, RAJASTHAN, INDIA

CIN No. : L26943RJ1979PLC001935  
Phone : 01462 228101-6  
Toll Free : 1800 180 6003 / 6004  
Fax : 01462 228117 / 228119  
E-Mail : shreebwr@shreecementltd.com  
Website : www.shreecement.in



SCL/BWR/SE/2018-19/  
6<sup>th</sup> July, 2018

FAX NO. 022 – 26598237 / 26598238

National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra – Kurla Complex, Bandra (East)  
MUMBAI – 400 051  
SCRIP CODE: SHREECEM EQ

FAX NO. 022-22722041 / 22722061

Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
25th Floor, Dalal Street,  
MUMBAI – 400 023  
SCRIP CODE 500387

## Re:- Notice of the 39<sup>th</sup> Annual General Meeting

Dear Sirs,

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of the 39<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> July, 2018 at "Rangmanch Auditorium", Bangur Nagar, Beawar – 305 901, District Ajmer (Rajasthan) at 11.30 A.M.

Thanking you,

Yours faithfully,  
For **SHREE CEMENT LIMITED**

(S.S. KHANDELWAL)  
COMPANY SECRETARY

Encl: Notice of 39<sup>th</sup> AGM



## SHREE CEMENT LIMITED

**Registered 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 Ninth 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, 30<sup>th</sup> July, 2018 at 11.30 A.M., to transact the following businesses: -

### 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, 2018 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, 2018 and the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 20/- per Equity Share of the Company for the financial year ended 31<sup>st</sup> March, 2018.
3. To declare final dividend on the Equity Shares of the Company for the financial year ended 31<sup>st</sup> March, 2018.
4. To appoint a Director in place of Shri Benu Gopal Bangur (DIN: 00244196), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### Special Business:

5. To consider, and, if thought fit, to pass 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), M/s. K. G. Goyal and Associates, Cost Accountants (Firm Registration No. 000024) appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2019 at a remuneration of ₹ 4,50,000/- (Rupees Four Lac Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified."

6. To consider, and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company at the Annual General Meeting held on 10<sup>th</sup> November, 2014 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board) for borrowing from time to time and in any manner, any sum or sums of money upon such terms and conditions and with or without security as the Board may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company will exceed the aggregate of its paid-up share capital, free reserves and securities premium, apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers/Lenders in the ordinary course of business, provided, however, that the sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed ₹ 10,000 Crores (Rupees Ten Thousand Crores only)."

7. To consider, and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** in supersession of previous Special Resolution passed by the members of the Company at Annual General Meeting held on 10<sup>th</sup> November, 2014 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") for creation of such mortgages/ charges/ hypothecations (in addition to the existing mortgages / charges / hypothecations created by the Company in favour of the lenders) in such form and in such manner, as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, debentures, bonds, advances and all other moneys payable by the Company to the lenders concerned, subject to an overall limit of ₹ 10,000 Crores (Rupees Ten Thousand Crores only)."

8. To consider, and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 ('the Act'), Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Regulations, Guidelines and Circulars, as amended from time to

time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the Members be and is hereby accorded to the Board of Directors/ Committee of Directors to offer, issue and allot, in one or more tranches, Secured or Unsecured Redeemable Non-convertible Debentures on private placement basis for a period of one year from the date of passing of this resolution up to an amount not exceeding the overall borrowing limits of the Company as approved from time to time on such terms and conditions and at such times at par or at such premium, as may be decided by the Board/Committee of Directors to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be or such other person/persons as the Board/Committee of Directors may decide so.

**RESOLVED FURTHER THAT** in connection with the above, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

By order of the Board of Directors

**S. S. KHANDELWAL**

Company Secretary  
(Membership No. F5421)

Place: New Delhi  
Date : 10<sup>th</sup> May, 2018

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 ATTACHED 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 passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Meeting.
3. Explanatory Statements 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 the Notice. Information on all the Director(s) proposed to be appointed / re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the Annexure to this Notice.
4. Members/proxies are requested to bring their attendance slip along with their copy of Annual Report at the Meeting.
5. When a Member appoints a proxy and both the Member and the proxy attend the Meeting, the proxy stands automatically revoked.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
7. 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.

8. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors (who were appointed in the Annual General Meeting held on 31<sup>st</sup> July, 2017).
9. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24<sup>th</sup> July, 2018 to Monday, 30<sup>th</sup> July, 2018 (both days inclusive), for the purpose of payment of final dividend, if approved by the Members.
10. The final dividend, as recommended by the Board, if approved at the AGM, will be paid on or after 1<sup>st</sup> August, 2018 to those Members:
  - (i) whose names appear as Beneficial Owners in the list of Beneficial Owners as at the end of the business hours on 23<sup>rd</sup> July, 2018 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose; and
  - (ii) whose names appears 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 and Share Transfer Agent ("RTA") viz. Karvy Computershare Private Limited on or before 23<sup>rd</sup> July, 2018.
11. (A) In terms of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Company has transferred the unpaid or unclaimed dividend declared up to the years 2009-10 and also the Interim Dividend declared for Financial Year 2010-11 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
  - (B) Members may claim refund of their dividend which has been transferred in IEPF from the IEPF Authority by following the procedure as prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time).

(C) The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31<sup>st</sup> July, 2017 (date of last Annual General Meeting) on the website of the Company and can be accessed through the link: <http://sclpro.shreecementltd.com/sec/>.

The said details have also been submitted with Ministry of Corporate Affairs and same can be accessed through the link: <http://iepf.gov.in/>

IEPFWebProject/SearchInvestorAction.do?method=gotoSearchInvestor.

(D) In terms of the aforesaid IEPF Rules, the due date for transferring the unclaimed final dividend for the financial year 2010-11 to the IEPF is 6<sup>th</sup> September, 2018. The Members who have not yet claimed the dividend for the year 2010-11 (Final Dividend) and onwards are requested to approach to the Company for dividend payment.

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

| Year    | Type of Dividend          | Dividend per share (₹) | Date of declaration of Dividend | Dividend Amount unpaid as on 31.03.2018 (₹ Lac) | Last date for transfer of unpaid dividend in Investor Educational and Protection Fund (IEPF) |
|---------|---------------------------|------------------------|---------------------------------|-------------------------------------------------|----------------------------------------------------------------------------------------------|
| 2010-11 | Final                     | 8                      | 01.08.2011                      | 8.89                                            | 06.09.2018                                                                                   |
| 2011-12 | First Interim             | 6                      | 23.01.2012                      | 7.16                                            | 28.02.2019                                                                                   |
|         | Second Interim            | 6                      | 15.05.2012                      | 7.33                                            | 20.06.2019                                                                                   |
|         | Final                     | 8                      | 16.10.2012                      | 10.26                                           | 21.11.2019                                                                                   |
| 2012-13 | Interim                   | 8                      | 29.04.2013                      | 10.84                                           | 04.06.2020                                                                                   |
|         | Final                     | 12                     | 25.10.2013                      | 17.36                                           | 30.11.2020                                                                                   |
| 2013-14 | First Interim             | 10                     | 27.01.2014                      | 16.40                                           | 04.03.2021                                                                                   |
|         | Second Interim            | 12                     | 25.08.2014                      | 19.04                                           | 30.09.2021                                                                                   |
| 2014-15 | Interim                   | 10                     | 25.08.2014                      | 15.88                                           | 30.09.2021                                                                                   |
|         | Final                     | 14                     | 14.11.2015                      | 21.43                                           | 20.12.2022                                                                                   |
| 2015-16 | First Interim             | 12                     | 02.02.2016                      | 17.48                                           | 10.03.2023                                                                                   |
|         | Second Interim            | 12                     | 10.03.2016                      | 16.31                                           | 15.04.2023                                                                                   |
| 2016-17 | Interim                   | 16                     | 12.08.2016                      | 22.24                                           | 17.09.2023                                                                                   |
|         | One-Time Special Dividend | 100                    | 30.01.2017                      | 130.04                                          | 07.03.2024                                                                                   |
|         | Final                     | 24                     | 31.07.2017                      | 32.48                                           | 07.09.2024                                                                                   |
| 2017-18 | Interim                   | 20                     | 11.01.2018                      | 20.47                                           | 13.02.2025                                                                                   |

(E) Members are requested to note that pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations and the IEPF Rules, the Company is also required to transfer the shares to the IEPF in respect of which dividends remained unpaid/ unclaimed for a period of seven consecutive years or more. In compliance with the said requirements, the Company has transferred shares which were liable to be transferred in favour of IEPF authority in the prescribed manner. Such shares could be claimed from IEPF authority by filing Form No. IEPF-5 in the prescribed manner. The details thereof are available on the website of the Company and can also be accessed through the link: [https://www.shreecement.in/pages/shareholders\\_information.php](https://www.shreecement.in/pages/shareholders_information.php).

The said details have also been submitted with Ministry of Corporate Affairs and same can be accessed through the link: <http://iepf.gov.in/IEPFWebProject/SearchInvestorAction.do?method=gotoSearchInvestor>.

12. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, 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 necessary details on the physical instrument if the payment is made in physical mode. Accordingly, Members 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 in respect of shares held in physical form.

13. 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 available at the commencement of the Meeting and shall remain open and accessible to the Members during the continuance of the Meeting.
14. 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.
15. Karvy Computershare Pvt. Ltd. is acting as Registrar & 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. Ganesh Chandra Patro, Senior Manager
16. 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 RTA viz. Karvy Computershare Pvt. Ltd./ Company.
17. 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 be downloaded 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 to their DP's for completing the nomination formalities.

18. 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.
19. Non-Resident Indian Members are requested to inform RTA, 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.
20. The 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.
21. Electronic copy of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2017-18 is being sent to all the Members whose email addresses are registered with the Company's RTA/Depository Participant(s). Physical copies of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2017-18 is being sent (through a permitted mode) to all those members of the Company. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests its Members who have not registered their email addresses so far, to register their e-mail addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
22. A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice. Members may also note that the Notice of this Annual General Meeting and the Annual Report of the

Company for the year 2017-18 will also be available on the website of the Company viz. [www.shreecement.in](http://www.shreecement.in).

**23. Instructions for voting through electronic means (e-voting) & 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 Annual General Meeting (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 Members (for voting through remote e-voting or through polling papers at the meeting) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 23<sup>rd</sup> July, 2018. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) 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. 23<sup>rd</sup> July, 2018 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, provided in the e-mail received from Karvy. The E-Voting Event Number+Folio No. or DP ID or Client ID will be your User ID. However, if you are already registered with Karvy for evoting, 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 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) Initial User ID and Password is provided at the bottom of the Attendance Slip.
  - (b) Please follow all steps from Sr. No. (a) to (i) 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 27<sup>th</sup> July, 2018
  - (b) End of remote e-voting: 5.00 P.M. (IST) on 29<sup>th</sup> July, 2018
  - (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. 30<sup>th</sup> July, 2018
- (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 casted 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 10<sup>TH</sup> MAY, 2018

## 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 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, 2019.

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 of ordinary resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2019 as approved by the Board of Directors.

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 & 7

Company vide Special Resolution passed by the Members in their meeting held on 10<sup>th</sup> November, 2014, have authorized the Board of Directors of the Company to borrow money up to ₹ 7,500 Crores as per Section 180(1)(c) of the Companies Act, 2013. Further, members have also authorized the Board of Directors of the Company as per Section 180(1)(a) of the Companies Act, 2013 to mortgage /charge its fixed assets/undertaking up to the said amount.

In view of growing operations of the Company, it is proposed to increase the current Borrowing Limit of ₹ 7,500 Crores to ₹ 10,000 Crores with similar increase in approval accorded for creation of mortgages/charges/hypothecations of all or any of the present and future immovable and/or movable properties of the Company wherever situated, of every nature and kind. Accordingly, consent of the Members is sought for passing the Special Resolution(s) as set out at item No. 6 & 7 of the Notice for creation of mortgages/charges/hypothecations for the said borrowings, pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, respectively.

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 Resolutions set out at Item No. 6 & 7 of the Notice for approval by the Members.

### Item No. 8

Section 42 of the Companies Act, 2013 (Act) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, allows a company to pass a special resolution once in a year for all the offers or invitations for non-convertible debentures to be made during the year through a private placement basis in one or more tranches.

Section 71 of the Act read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of debentures.

Keeping in view the above provisions of the Act, the Members of the Company, at the 38<sup>th</sup> Annual General Meeting held on 31<sup>st</sup> July, 2017, had authorized the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures, in one or more tranches, up to 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 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 authorizes the Board of Directors (including Committee of Directors) of the Company to offer or invite subscription for redeemable 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 of Directors

**S. S. KHANDELWAL**

Company Secretary  
(Membership No. F5421)

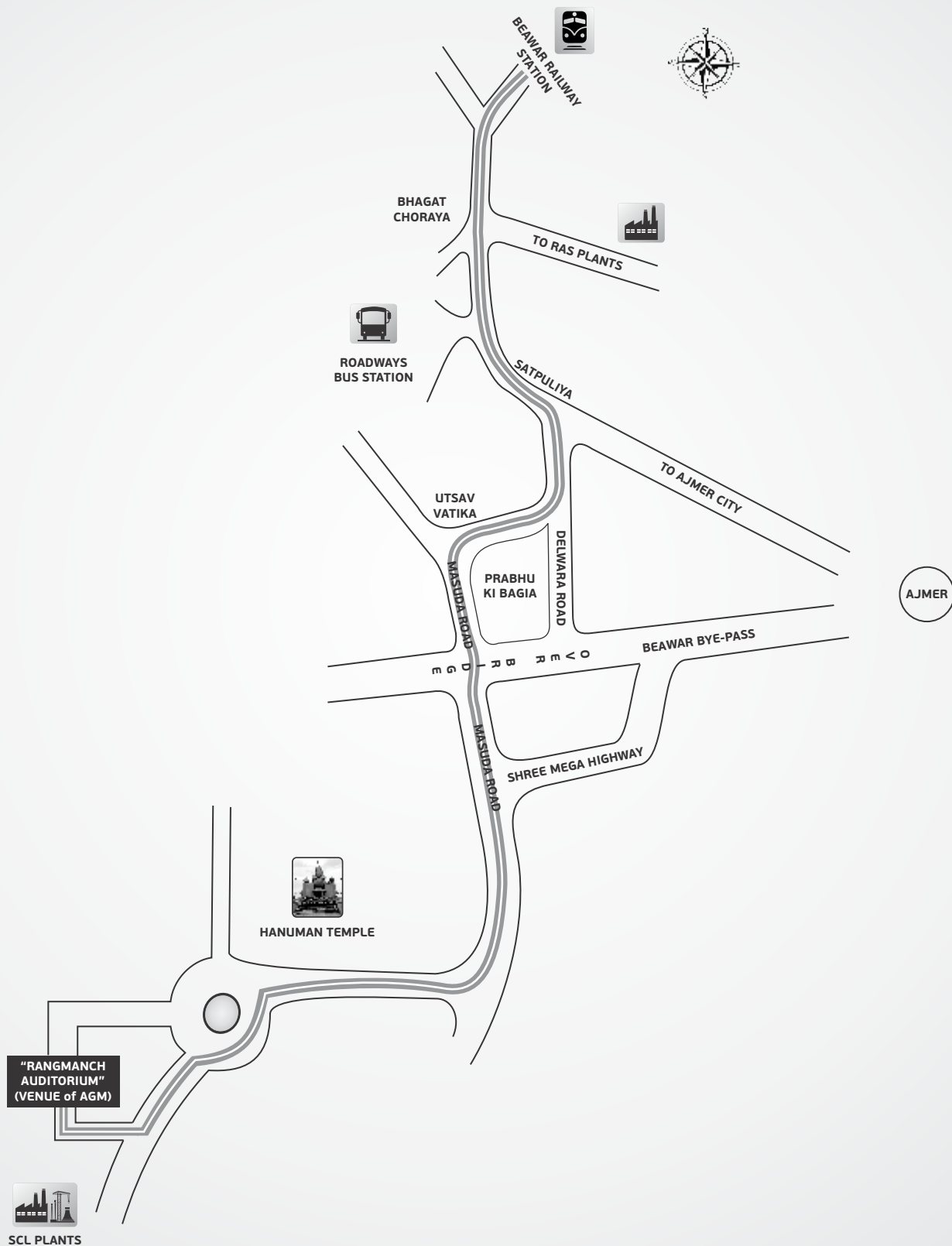
Place: New Delhi  
Date : 10<sup>th</sup> May, 2018

## ANNEXURE TO ITEM NO. 4 OF NOTICE

As required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2), the details of Director proposed to be re-appointed is given below and forms part of the Notice.

| Sl. No. | Nature of Information                                                                                     | Particulars                                                                                                                                             |
|---------|-----------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1       | Name                                                                                                      | Shri Benu Gopal Bangur                                                                                                                                  |
| 2       | Date of Birth / Age                                                                                       | 09 <sup>th</sup> July, 1934 / 83 Years                                                                                                                  |
| 3       | Nationality                                                                                               | Indian                                                                                                                                                  |
| 4       | Date of First Appointment                                                                                 | 25 <sup>th</sup> October, 1979                                                                                                                          |
| 5       | Qualification                                                                                             | B. Com                                                                                                                                                  |
| 6       | Nature of expertise in specific functional area                                                           | Business Planning and Corporate Management                                                                                                              |
| 7       | Experience no. of years                                                                                   | 39 Years                                                                                                                                                |
| 8       | Relationships between Directors / KMP inter-se                                                            | Father of Shri H. M. Bangur, Managing Director and Grand Father of Shri Prashant Bangur, Joint Managing Director.                                       |
| 9       | Shareholding in the Company                                                                               | 3,32,021 equity shares                                                                                                                                  |
| 10      | No. of Board meetings attended during FY 17-18                                                            | Four                                                                                                                                                    |
| 11      | Directorship in other Companies                                                                           | The Marwar Textiles (Agency) Pvt. Ltd.                                                                                                                  |
| 12      | Chairmanship / Membership of Committee of Board of Directors of the Company                               | Shree Cement Ltd.<br>1. Business Operations Committee-Chairman<br>2. Share Transfer Committee-Chairman                                                  |
| 13      | Chairmanship / Membership of Committee of Board of Directors of other Companies                           | NIL                                                                                                                                                     |
| 14      | Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid | Shri Bangur is Non-Executive Chairman of the Company. His remuneration comprises of Sitting fees and Commission (As payable to Non-Executive Directors) |
| 15      | Remuneration last drawn                                                                                   | Last remuneration drawn is provided in Corporate Governance Section of the Annual Report and Annexure - 7 to the Board's Report                         |

## ROUTE MAP TO THE VENUE OF THE 39<sup>th</sup> AGM OF THE COMPANY





## SHREE CEMENT LIMITED

**Registered 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 39<sup>th</sup> Annual General Meeting, to be held on Monday, the 30<sup>th</sup> July, 2018, at 11.30 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, 2018, the reports of the Board of Directors and Auditors thereon.                                                                                     |      |          |
| 2.             | Confirmation of payment of Interim Dividend of ₹ 20/- per equity shares for the financial year ended 31 <sup>st</sup> March, 2018.                                                                                                                                 |      |          |
| 3.             | To declare Final Dividend on equity shares of the Company for the financial year ended 31 <sup>st</sup> March, 2018.                                                                                                                                               |      |          |
| 4.             | Re-appointment of Shri Benu Gopal Bangur, Director of the Company, retires by rotation.                                                                                                                                                                            |      |          |
| 5.             | Ratification of 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, 2019.                                                                               |      |          |
| 6.             | Increase in Borrowing limits of Board of Directors pursuant to section 180(1)(c) of Companies Act, 2013.                                                                                                                                                           |      |          |
| 7.             | Authorization to Board of Directors for creation of charges/ mortgages/hypothecations in respect of borrowings pursuant to section 180(1)(a) of Companies Act, 2013.                                                                                               |      |          |
| 8.             | Authorization to Board of Directors for issue of Redeemable Non-convertible Debentures (NCDs) through Private Placement basis 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 \_\_\_\_\_ 2018.

Affix  
Revenue  
Stamp

-----  
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.**
- A proxy need not be a Member of the Company.
- 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 with the Proxy Form.
- 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.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

**SHREE CEMENT LIMITED****Registered 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

**ATTENDANCE SLIP****39<sup>TH</sup> ANNUAL GENERAL MEETING**

(PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE)

**Serial No. :****Name and Registered Address :****Name of Joint Holder(s) :****DPID & Client ID / Folio No. :****No. of Shares held :****Name of Proxy/Representative, if any :**

I/We hereby record my/our presence at the 39<sup>th</sup> Annual General Meeting of the Members of the Company to be held on Monday, 30<sup>th</sup> July, 2018 at 11.30 A.M., at "Rangmanch Auditorium", Bangur Nagar, Beawar – 305 901 Distt. Ajmer (Rajasthan).

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Signature of Member/Proxy/Representative

**Note:** Shareholders/Proxy or Representative of Shareholders are requested to produce this Attendance Slip, duly signed, for admission to meeting venue. The admission may, however, be subject to further verification/checks, as may be deemed necessary.

----- tear here -----

**ELECTRONIC VOTING PARTICULARS****39<sup>TH</sup> ANNUAL GENERAL MEETING**

| <b>EVEN<br/>(Electronic Voting Event Number)</b> | <b>User ID</b> | <b>Password / PIN</b> |
|--------------------------------------------------|----------------|-----------------------|
|                                                  |                |                       |

**Note:** Please read the instructions printed under the Note No. 23 to the Notice of the 39<sup>th</sup> Annual General Meeting. The facility of remote e-voting shall commence at 9.00 A.M. (IST) on 27<sup>th</sup> July, 2018 and shall remain open upto 5.00 P.M. (IST) on 29<sup>th</sup> July, 2018. The Voting module shall be disabled by Karvy Computershare Private Limited for voting after 5.00 P.M. (IST) on 29<sup>th</sup> July, 2018.



## SHREE CEMENT LIMITED

**Registered 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 / Registrar & Share Transfer 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,

**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

**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 of 1<sup>st</sup> Registered Holder

Place:

Date :