

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



SHREE CEMENT LTD.

Regd. Office & Works :

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



SCL/BWR/SE/2013-14/
12th May, 2014

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

Dear Sir,

We enclose herewith six copies of the Postal Ballot Notice along with Postal Ballot Form being dispatched to shareholders. A soft copy of the above Notice has also been mailed at cm1ist@nse.co.in and uploaded on 'neaps'.

You are requested to take above information on your records.

Thanking you,

Yours faithfully,

For SHREE CEMENT LIMITED

(S. S. Khandelwal)
Company Secretary

JAIPUR OFFICE : SB-187, Opp. Rajasthan University, JLN Marg, Jaipur-302 015

Phone : 0141 6611200, 6611204, Fax : 0141 6611219

NEW DELHI OFFICE : 122-123, Hans Bhawan, 1, Bahadurshah Zafar Marg, New Delhi 110 002

Phone : 011 23370828, 23379218, 23370776, Fax : 011 23370499

CORP. OFFICE : 21, Strand Road, Kolkata 700 001 Phone : 033 22309601-4 Fax : 033 22434226



SHREE CEMENT LIMITED

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

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

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

CIN: L26943RJ1979PLC001935

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for seeking the consent of the Members for the proposed resolution appended below to be passed through Postal Ballot. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form.

Resolution No 1 : Alteration of Articles of Association

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

"RESOLVED THAT, pursuant to the provision of Section 14 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

- i) The Existing Article No. 112 be deleted and replaced with the following article:

"112. Rotation and retirement of Directors

At each annual general meeting of the Company, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office."

- ii) The Existing Article No. 134 be deleted and be replaced with the following article:

"134. To what provisions he shall be subject to

A Managing or Whole Time Director shall be liable to retirement by rotation (save as otherwise provided in a contract in terms of provisions of the Act or Rules made thereunder or in a resolution passed by Board or Shareholders of the Company). He shall, however, be subject to the same provisions as to resignation and removal as are applicable to the other Directors. He shall ipso facto immediately, cease to be a Managing or Whole Time Director if he ceases to hold the office of Director for any reason whatsoever save that if he shall vacate office whether by, retirement by rotation or otherwise under the provisions of the Companies Act 2013 at any Annual General Meeting and shall be reappointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be a Managing or Whole Time Director."

- iii) The following Article be inserted as Article No. 90AA after existing Article No. 90A

"90AA. Electronic Voting

A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Companies Act 2013 and shall vote only once."

- iv) The following Article be inserted as Article No. 120A after existing Article No. 120

"120A. Participation through Electronic Mode - Board Meeting

Notwithstanding anything contained in article 120, the Director(s) of the Company may participate in the

Meetings of the Board through Video Conference facility and / or any other permissible electronic or communication facility. Provided that such participation by the Director(s) at Meeting(s) of the Board through Video Conference facility and/or use of any other permissible electronic or communication facilities shall be subject to the Rules, Guidelines and permission issued / laid down by the Regulatory / Statutory Authorities in this regard from time to time and meeting(s) so conducted and attended by the Directors in the prescribed manner shall be deemed to have been conducted and attended as if the same has been at a duly convened meeting of the Board".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential and necessary steps to implement the forgoing resolution and to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate in the best interest of the Company, to settle any question, query, doubt or difficulty that may arise in this regard, and to execute/publish all such notices, applications, deeds, agreements, documents, papers, undertakings/bonds and writings as may be necessary and required for giving effect to this resolution".

By the order of the Board of Directors
SHREE CEMENT LIMITED

Place: Kolkata

Date: 28th April, 2014

S.S. Khandelwal
Company Secretary

NOTES:

- 1) An explanatory statement setting out the material facts and reasons for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 is annexed hereto.
- 2) The Board of Directors has appointed Dr. Sanjiv Agarwal, Practicing Chartered Accountant, as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
- 3) The shareholders are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before **12th June, 2014**. Any Postal Ballot Form received after such date shall be treated as if the reply from the shareholders has not been received.
- 4) Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- 5) In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended **e-voting facility** as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form through post.
- 6) As a matter of Green initiative, shareholders, who have registered their e-mail IDs for receipt of documents in electronic mode, are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail IDs, will receive Notice of Postal Ballot along with Postal Ballot Form physically. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form, can download Postal Ballot Form from the website of the Company or seek duplicate Postal Ballot Form from Company Secretary, Shree Cement Ltd, Bangur Nagar, Beawar, Rajasthan - 305901, fill in the details and send the same to the Scrutinizer.
- 7) The Scrutinizer will submit the report to the Chairman of the Company after completion of scrutiny of the Postal Ballot Forms.
- 8) The results of the Postal Ballot will be announced by the Chairman of the Company or by the Managing Director or any other Director on **17th June, 2014** and will also be informed to the Stock Exchanges and hosted on the Company's website www.shreecement.in.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

Resolution No: 1

- i) **Article No. 112 & 134:** Pursuant to Section 149(13) of Companies Act 2013, the independent directors are not liable to retire by rotation. Further Section 152 (6) stipulates that 2/3rd of the total number of directors of the public company should be liable to retire by rotation and out of such directors, 1/3rd should retire by rotation at every Annual General Meeting of the company.

To meet the requirement of the Companies Act, 2013, Company has to modify the relevant articles of its Articles of Association, which restrict the retirement of Managing Director (MD)/ Whole Time Directors (WTD) by rotation. Accordingly Article 112 and 134 are proposed to be amended to provide that MD/ WTD will also be liable to retire by rotation (save as otherwise provided in a contract in terms of provisions of the Act or Rules made hereunder or in a resolution passed by Board or Shareholders of the Company).

- ii) **Article No. 90AA:** Section 108 of Companies Act, 2013 provides that a member may exercise his vote through electronic means. In order to provide such facility to the members of your Company, the new article is being inserted in Articles of Association of your Company.
- iii) **Article No. 120A:** Section 173 of Companies Act, 2013 and rules made thereunder have recognized the video conferencing and other audio visual means as mode of participation in the Board Meeting. The rules further provides that the notice to the directors regarding meeting of Board of Directors should provide the option of attending the meeting through video conferencing and other audio visual means. In order to recognize such mode of attending the meeting of Board, the Articles of Association of your company are proposed to be amended to enable such means for attending the board meeting by directors of your company.

The Board of Directors of your company accordingly recommends the resolution for your approval as **Special Resolution.**

None of the Directors, Key Managerial Personnel or their relatives is interested or concerned in the said resolution.

By the order of the Board of Directors
SHREE CEMENT LIMITED

Place: Kolkata
Date: 28th April, 2014

S.S. Khandelwal
Company Secretary



SHREE CEMENT LIMITED

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

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CIN: L26943RJ1979PLC001935

POSTAL BALLOT FORM

Serial No. :

1. Name and registered address of the
Sole/ First Joint Shareholder :

2. Name(s) of Joint Shareholder(s), if any :

3. Registered folio No./DP ID No./Client ID
No.* (*Applicable to investors
holding shares in dematerialized form) :

4. Number of equity shares held :

I / we hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for Resolutions stated in the Postal Ballot Notice of the Company dated 28th April, 2014 by sending my / our Assent (For) or Dissent (Against) to the said Resolutions, by placing tick(✓) mark at the appropriate box below:

Resolution No.	Description	I/We assent to the Resolution (Vote in Favour)	I/We dissent from the resolution (Vote Against)
1.	Special Resolution for alteration of existing Article No. 112 and Article No. 134 and insertion of new Articles viz. 90 AA and 120A in Articles of Association of the Company		

Place:

Date:

Signature of the Sole /
First Joint Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

GENERAL INSTRUCTIONS

1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/Beneficial Owners.
2. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from **13th May, 2014 and ends on 12th June, 2014.**
4. The result of the voting on the Resolution will be declared at the Registered Office of the Company at Bangur Nagar, Beawar-305901, Rajasthan on **17th June, 2014** at 5.30 PM onwards.
5. Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: The Company Secretary, Shree Cement Ltd., Bangur Nagar, Beawar -305901, Rajasthan or email khandelwalss@shreecementltd.com.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self addressed envelope bears the address of the scrutinizer appointed by the board of directors of the company.
3. There will be only one postal ballot form for every folio/client ID.
4. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. In case of shares held by companies, trust, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of their board resolution/authority. Unsigned Postal Ballot Forms will be rejected.
5. Duly completed postal ballot form should reach the company before closing of the business hours on 5.30 PM on **12th June, 2014**. Postal ballot form received after this date will be strictly treated as not received.
6. The Notice will be despatched to all the Members by post (and electronically by e-mail to those members who have registered their E-mail IDs with the Company), whose name appear in the Register of Members / Record of Depositories as on Friday, the **2nd May, 2014**.
7. The vote should be cast either in favour or against the resolution(s) by putting the tick [✓] mark in the column provided for assent or dissent. A member need not use all his votes nor does he need to cast all his votes in the same way. If a member desire to cast only a part of his/her/its votes or cast part of them in favour and part of them against the resolution, the number of shares in respect of which votes are cast should be mentioned in the respective columns, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member.

INSTRUCTIONS FOR E-VOTING

The Company is pleased to offer E-Voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The procedure and instructions for the same are as follows:

1. For Shareholders who have registered email IDs : e-mail message contains your User ID and Password for e-voting. Please note that the Password is an initial Password only.
2. For shareholders who have not registered their email IDs: Please refer to the user id and password printed on the Postal Ballot Form. Please note that the password is an initial password.
3. Open internet browser by typing the URL <https://evoting.karvy.com>.
4. Put User ID and password as initial password noted above (point 1 & 2) and login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
7. You need to login again with the new credentials.
8. On successful login, the system will prompt you to select the EVEN i.e., Shree Cement Limited
9. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the shareholder do not wants to cast, select 'ABSTAIN'
10. Voting period commences on and from 10.00 a.m. **13th May, 2014** and ends at 5.30 p.m. on **12th June, 2014**.
11. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. In case you are already registered with Karvy, you can use your existing User ID and Password for casting your vote.
13. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at asandco@gmail.com with a copy marked to evoting@karvy.com.
14. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User manual for Shareholders available at the "Downloads" section of <https://evoting.karvy.com> or call toll free No. 1-800-34-54-001 or contact Mr. S.S. Khandelwal (Company Secretary, Shree Cement Ltd) at khandelwalss@shreecementltd.com.