Gujarat Sidhee Cement Limited

Corporate Office
N K Mehta International House, 2nd Floor,
178 Backbay Reclamation, Mumbai 400 020
T +91 22 6636 5444
F +91 22 6636 5445
E sidhee-mum@mehtagroup.com
CIN : L26940GJ1973PLC002245

Ref: B/GSCL/SE/VRM/2019-20
July 23, 2019

Corporate Relationship Manager Bombay Stock Exchange Limited 1st Floor, New Trading Ring, Rotunda Bldg., P.J.Tower, Dalal Street Mumbai 400 001. Stock Code No: 518029	National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai 400 051. Stock Code No: GSCLCEMENT

Dear Sir,

Sub : Submission of Notice of 45th Annual General Meeting for the Financial Year 2018-19 in compliance with SEBI (LODR) Regulations, 2015

With reference to the captioned subject, we are submitting herewith soft copy of Notice of 45th Annual General Meeting for the Financial Year 2018-19 in PDF format in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Gujarat Sidhee Cement Limited.

V. R. Mohnot
CFO & Company Secretary

Encl: as above

THE MEHTA GROUP

Regd. Office & Works
Sidheegram, Veraval 362 276
Gujarat, India

GUJARAT SIDHEE CEMENT LIMITED

(CIN : L26940GJ1973PLC002245)
Registered Office: Sidheegram, PO – Prashnawada BO,
Tal: Via Sutrapada SO Taluka, Pin Code: 362275, Dist. Gir Somnath, Gujarat
E-Mail: gsclinvestorquery@mehtagroup.com | Website: www.gujaratsidheecementlimited.com
Phone: 02876-268200 | Fax : 02876-268540

NOTICE

Notice is hereby given that the 45th Annual General Meeting of the Members of the Company will be held on **Thursday, the 22nd August 2019 at 9.30 a.m.** at the Registered Office of the Company, Sidheegram, PO – Prashnawada BO, Tal: Via Sutrapada SO Taluka, Pin Code: 362275, Dist. Gir Somnath, Gujarat, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March 2019, Audited Statement of Profit & Loss Account for the Financial Year ended 31st March 2019 and Directors' and Auditors' Report thereon.

2. To appoint a Director in place of Mr. Venkatesh Mysore (DIN: 01401447), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve the appointment and remuneration of the Cost Auditors for the Financial Year ending March 31, 2020 and in this regard 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 Section148(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. M. Goyal & Co, Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020, at a remuneration of ₹ 70,000/-(Rupees Seventy Thousand Only) plus Goods and Service Tax (GST) and reimbursement of out of pocket expenses incurred by them during the course of Audit, be and is hereby ratified."

   "**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Ashwani Kumar as an Independent Director of the Company as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read along with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time; Mr. Ashwani Kumar (DIN: 02870681) who was appointed by the Board of Directors as an Additional Director of the Company categorized as 'Independent Director' on 12th February 2019 and who holds office of Independent Director upto the conclusion of the ensuing Annual General Meeting and being eligible, be and is hereby appointed as an Independent Director for a period of 5 years w.e.f. 12/2/2019."

   "**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to the aforesaid resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. M. N. Sarma as an Independent Director of the Company as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with Article 146 of the Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time; Mr. M. N. Sarma (DIN: 06734357) who has given his consent in Form DIR-2 be and is hereby appointed as Director (categorized as Independent Director) on the Board of Directors of the Company for a period from 26.5.2019 to 31.3.2024 due to the casual vacancy caused by the resignation of Mr. S. V. S. Raghavan, Independent Director of the Company."

   "**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to the aforesaid resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 read with applicable rules made under the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of the applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modifications or re-enactment thereof), and pursuant to the consent of the Audit Committee and the Board of Directors at the meeting held on 24th May 2019, the consent of the Members of the Company be and is hereby accorded to enter into transaction with related porty (Mehta Private Limited) as per the details provided in the explanatory statement."

"**RESOLVED FURTHER THAT** the Board of Directors and / or any Committee be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things in its absolute discretion including delegation of such authority as may be deemed necessary, proper or expedient to any persons as they deem fit to give effect to this resolution and for the matters connected herewith or incidental thereto."

By Order of the Board of Directors

Place : Mumbai,
Dated : 24th May, 2019

V.R. MOHNOT
CFO & Company Secretary

Registered Office:
Sidheegram, PO – Prashnawada BO,
Tal: Via Sutrapada SO Taluka,
Pin Code: 362275,
Dist. Gir Somnath, Gujarat.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. As per Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Further, a member holding more than 10% (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 shareholder.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business specified above is annexed hereto.
4. Re-appointment of Directors:

   Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 the profiles of directors proposed to be re-appointed at the ensuing Annual General Meeting are annexed to the Notice.
5. The Share Transfer Books and Register of Members of the Company shall remain closed from **Thursday the 8th August, 2019 the Thursday the 22nd August, 2019** (both days inclusive) in connection with the Annual General Meeting.
6. Only bonafide members of the Company whose names appear on the Register of members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves the right to take all steps necessary to restrict non-members from attending the meeting.

7. (a) Members are requested to notify immediately any change of address:

   i. To their Depository Participants (DPs) in respect of their electronic share accounts; and

   ii. To the Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083 in respect of their physical share folios, if any.

   (b) In case the mailing address mentioned on this Annual Report is without the pin code, members are requested to kindly inform the Registrars & Transfer Agents their PIN CODE immediately.

8. Non-resident Indian Members are requested to inform the Registrars immediately of the change in their residential status, if any.

9. **The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN), Bank details and other KYC details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.**

10. Members desiring any information on the Accounts are requested to write to the Company at least one week before the Annual General meeting so as to enable the Management to keep the information ready and replies will be provided only at the meeting.

11. Electronic copy of the Notice and Annual Report for 2018-19 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice and Annual Report for 2018-19 is being sent in the permitted mode. **Members are requested to Register their e-mail ID with respective Depository Participant (s) and/or Registrars & Transfer Agents to support Green Initiative of Government of India.**

12. Members may also note that the Notice of the 45th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website **www.gujaratsidheecementlimited.com** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during 10.00 a.m. to 12.00 noon on any working day till the date of the ensuing Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investor e-mail id: gsclinvestorquery@mehtagroup.com.

13. The Annual Report for 2018-19 along with the Notice of Annual General Meeting is being sent to the Members, whose names appear in the Register of Members / depositories as at closing hours of business on **19th July, 2019**.

14. **Shares of the Company are compulsorily required to be traded in demat form. If you have not dematerialized your shares, you are requested to get the shares dematerialized at the earliest in your own interest.**

15. Voting through electronic means:

    In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 45th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL) and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

    The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **13th August, 2019.** (the cut-off date)

    A member may participate in the General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

    The Chairman shall at the Annual General Meeting at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer by use of ballot or polling paper for all those members who are present at the General Meeting but have not cast their votes availing the remote e-voting facility.

    Mr. Sachin Ahuja, Chartered Accountant (Membership No. 109019) and Proprietor of M/s. Sachin Ahuja & Associates, Chartered Accountants (Membership No. 133448W) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.gujaratsidheecementlimited.com** and on the website of NSDL immediately on passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Ltd.

The instructions for Members voting electronically are as under:

(i) The voting period begins on **19th August, 2019 at 9.00 a.m. and ends on 21st August, 2019 at 5.00 p.m.** During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

(ii) The members should log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

(iii) **Details on how to log-in to NSDL e-Voting website is mentioned below:**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

   For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   For CDSL: 16 digits beneficiary ID,

   Members holding shares in Physical Form should enter EVEN Number followed by Folio Number registered with the Company.
5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

(iv) **Details on how to cast your vote electronically on NSDL e-Voting system are given below:**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

(v) General Guidelines for shareholders

1 Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sachinca.associates@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

   Any further queries can be addressed to Mr. Sharad Patkar (Senior Executive), Link Intime India Pvt. Ltd., C- 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083, E-mail ID: rnt.helpdesk@linkintime.co.in.

By Order of the Board of Directors

V. R. MOHNOT
CFO & Company Secretary

Place : Mumbai,
Dated : 24th May, 2019

Registered Office:
Sidheegram, PO – Prashnawada BO,
Tal: Via Sutrapada SO Taluka,
Pin Code: 362275,
Dist. Gir Somnath, Gujarat.

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No.3

The Board has on the recommendation of the Audit Committee, approved the appointment of M/s. M. Goyal & Co, Cost Accountants as Cost Auditor of the Company at a remuneration of ₹ 70,000/- plus applicable tax and reimbursement of travelling and out of pocket expenses incurred to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019.

The remuneration of the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors needs to be ratified by the Members of the Company.

Accordingly the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for appointment and remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2019.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Accordingly the Board recommends the resolutions as set out in item 3 of the Notice for approval of the Members.

Item No. 4

Mr. Ashwani Kumar (DIN: 02870681) was appointed as Additional Director (categorized as an Independent Director) effective from 12th February 2019 and has submitted declaration of independence as required under Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Mr. Ashwani Kumar, aged 60 years, is a Post Graduate in Chemistry and is a Certified Associate of Indian Institute of Bankers. A versatile banker, Mr. Ashwani Kumar has a rich banking experience of over 37 years in Allahabad Bank, Corporation Bank and Dena Bank both in operational level and administrative level. He retired as Chairman and Managing Director of Dena Bank.

Mr. Ashwani Kumar is not disqualified from being appointed as Director in terms of Section 164 and has given his consent to act as Director.

The Board of Directors have effectively evaluated the performance of Mr. Ashwani Kumar as per the requirement of the Companies Act, 2013 and confirmed that he has also fulfilled the independence criteria as specified under the SEBI (LODR) Regulation, 2015 and the Board has recommendated his appointment as Independent Director of the Company.

It is proposed to appoint Mr. Ashwani Kumar as an Independent Director under Section 149 of the Act for a period of 5 years computed effective from 12th February 2019 and his appointment is placed before the Members for their approval.

Except Mr. Ashwani Kumar, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly the Board recommends the passing of the Special Resolution as set out in the item no. 4 for the approval of the Members.

Item No. 5

Mr. M. N. Sarma (DIN: 06734357) was appointed as Director (categorized as an Independent Director) on the Board of the Company effective from 26th May 2019 pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 due to casual vacancy caused by the resignation of Mr. S. V. S. Raghavan, who was re-appointed as Independent Director of the Company for consecutive term of 5 years from 1.4.2019 to 31.3.2024 at the Annual General meeting of the Company held on 13th August 2018.

Mr. M. N. Sarma, aged 60 years, is a Post Graduate in Economics, LL.B and he is Associate Member of the Insurance Institute of India. Mr. Sarma has experience of around 36 years in insurance sector serving in New India Assurance Company Ltd, Oriental Insurance Company Limited, The Ken India Assurance Company Ltd, Nairobi and Government of India owned Health Insurance TPA of India Limited. He retired as Chairman-cum-Managing Director of United India Insurance Company Ltd.

The Board of Directors have effectively evaluated the performance of Mr. M. N. Sarma as per the requirement of the Companies Act, 2013 and confirmed that he has also fulfilled the independence criteria as specified under the SEBI (LODR) Regulation, 2015 and the Board has considered his appointment as Independent Director of the Company.

Mr. M. N. Sarma has been appointed as a Director due to casual vacancy caused due to resignation of Mr. S. V. S. Raghavan from 26.5.2019 to 31.3.2024 at the Board Meeting held on 24th May, 2019. In accordance with the provision of Section 161(4) of the Companies Act, 2013 (as amended), approval of the Shareholders is also required for appointment of any director to fill the causal vacancy. Therefore, his appointment is placed for approval.

Except Mr. M. N. Sarma, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Accordingly the Board recommends the passing of the Special Resolution as set out in the item no. 5 for the approval of the Members.

Item No. 6

Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandates approval of Members for Related Party Transactions.

The proviso to Section 188 (1) further states that no member of the company shall vote on such special resolution, to approve any contract or arrangement, which may be entered into by the company, if such member is related party.

Pursuant to the provisions of the Companies Act 2013, the Board of Directors of the Company at its meeting held on 24th May 2019 has approved transaction relating to availing of guest house facilities from Mehta Private Limited situated on the second floor admeasuring an area of around 1922 sq. ft. at 22 B. G. Kher Marg, Mumbai 400 006 for stay of Directors / Senior Executives / Consultants of the Company on a leave and license basis for a period of three years or such extended period as may be mutually agreed at a monthly license fee of ₹ 138/- per sq. ft. for the Financial Year 2019-20 and with an increase in license fee of 5% per annum from the second year onwards (over the license fee prevailing in the previous year).

Further all the outgoings such as utility charges, telephone charges, maintenance and other cost shall be payable by the Company.

Mehta Private Limited, is a related party and there are common Directors on the Board of Mehta Private Limited and the Company. Also the transaction relates to lease of property. Hence in abundant caution, the consent of the Members is sought.

All prescribed disclosures as required to be given under the provisions of the Companies Act 2013 and the Companies (Meetings of the Board and its powers), Rules 2014 are given here in below in a tabular format for kind perusal of the Members:

Name of the Related Party	Name of Director or Key Managerial Personnel who is related, if any	Relationship	Nature, material terms and particulars of contracts and arrangement.	Maximum Value of the Contract and arrangement per annum. (₹ in Lacs)
Mehta Private Limited	Mr. M. N. Mehta, Chairman Mr. Jay Mehta, Executive Vice Chairman Mrs. Juhi Chawla Mehta, Director	Mr. Jay Mehta is son of Mr. M.N. Mehta. Mrs. Juhi Chawla Mehta is wife of Mr. Jay Mehta	To avail guest house facilities to be used by Senior Executives / Directors / Consultants of the Company.	45.00 plus maintenance cost

Except Mr. M.N. Mehta, Mr. Jay Mehta and Mrs. Juhi Chawla Mehta, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at item no. 6 of the Notice.

The Board recommends passing of the resolution as Special resolution.

By Order of the Board of Directors

V.R. MOHNOT
CFO & Company Secretary

Place : Mumbai,
Dated : 24th May, 2019

Registered Office:
Sidheegram, PO – Prashnavada BO,
Tal: Sutrapada, Pin Code: 362275,
Dist: Gir Somnath, Gujarat.

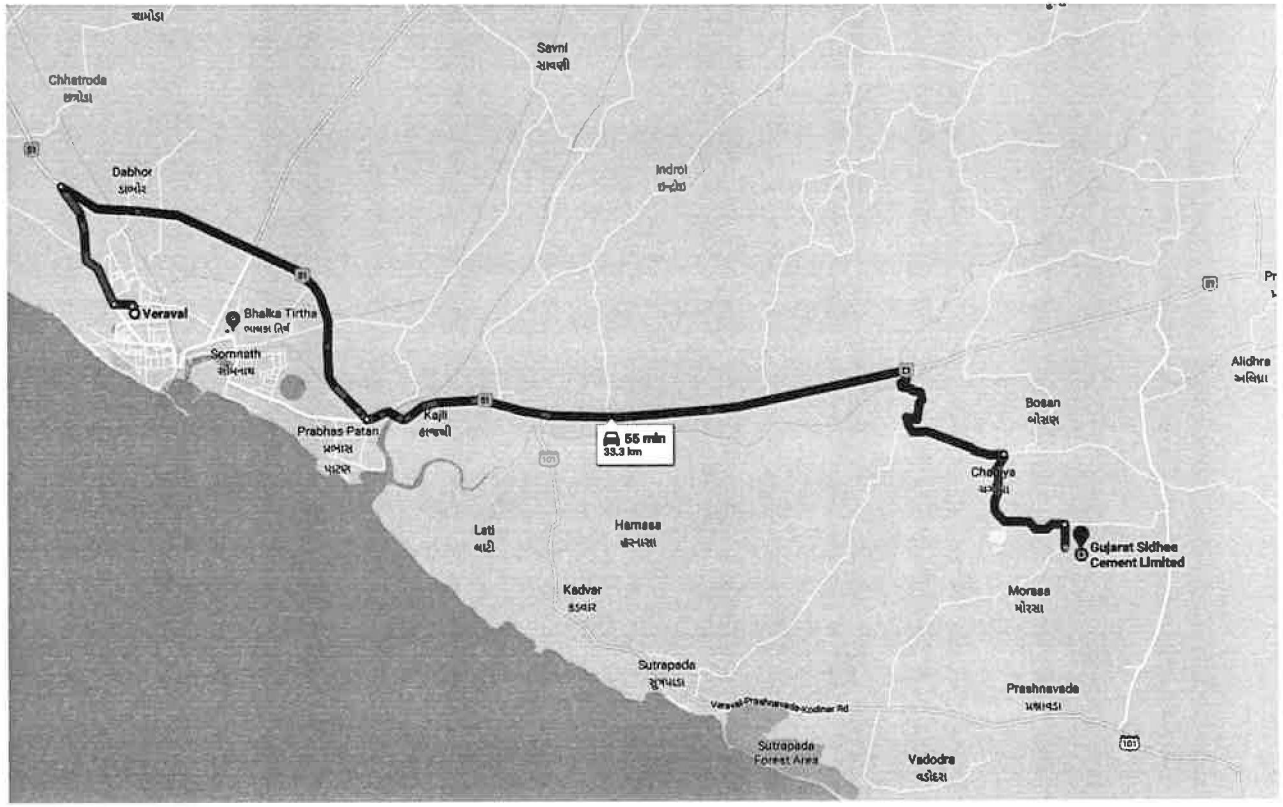
Disclosure pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 relating to Director seeking appointment / re-appointment at the Annual General Meeting:

Name of Director	Mr. Venkatesh Mysore	Mr. Ashwani Kumar	Mr. M. N. Sarma
Date of Birth	30th December, 1958	28th February 1958	20th May 1958
Date of Appointment	Initially joined the Board in October 2010 and was reappointed in current term on 25th May, 2017	He joined the Board on 12th February 2019.	His appointment will be from 26th May, 2019
Expertise in specific General Functional area	Developing and Implementing successful strategies for growth and improving performance.	A versatile banker, Mr. Ashwani Kumar has a rich banking experience of over 37 years in Allahabad Bank, Corporation Bank and Dena Bank both in operational level and administrative level. He retired as Chairman and Managing Director of Dena Bank.	He is Associate Member of the Insurance Institute of India. Mr. M. N. Sarma has experience in insurance sector of around 36 years serving in New India Assurance Company Ltd, Oriental Insurance Company Limited, The Ken India Assurance Company Ltd, Nairobi and Government of India owned Health Insurance TPA of India Limited. He retired as Chairman-cum-Managing Director of United India Insurance Company Ltd.
Qualification	MBA in Marketing & Finance, Madras University	Post Graduate in Chemistry and is a Certified Associate of Indian Institute of Bankers.	M.A. (Economics), LL.B
List of outside Directorships held (Public Limited Companies)	1. Oberoi Realty Limited. 2. Oberoi Constructions Limited	1. Saurashtra Cement Limited. 2. Srei Equipment Finance Limited. 3. IDBI Capital Market and Security Limited	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	Mr. Mysore is the Chairman of Stakeholders Relationship & Grievances Committee and Member of Allotment Committee.	Member of Nomination & Remuneration Committee	Nil
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he/ she is a Director			
a) Audit Committee	Nil	Nil	Nil
b) Shareholders Committee	Nil	Nil	Nil
Shares held by the Directors in the Company	Nil	Nil	Nil

45th AGM of Gujarat Sidhee Cement Limited

At Registered Office: Sidheegram, PO – Prashnawada BO, Tal: Via Sutrapada SO Taluka,
Pin Code: 362275, Dist. Gir Somnath, Gujarat.

ROUTE MAP FOR AGM



GUJARAT SIDHEE CEMENT LIMITED

(CIN : L26940GJ1973PLC002245)
Registered Office: Sidheegram, PO – Prashnawada BO, Tal: Via Sutrapada SO Taluka,
Pin Code: 362275, Dist. Gir Somnath, Gujarat.
E-Mail: gsclinvestorquery@mehtagroup.com; Website: www.gujaratsidheecementlimited.com
Phone: 02876-268200, Fax : 02876-286540

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			
Registered Folio No.			
DP-ID		Client ID	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

1.	Name:			
	Address:		Signature:	
	E-mail Id:			
or failing him / her				
2.	Name:			
	Address:		Signature:	
	E-mail Id:			
or failing him / her				
3.	Name:			
	Address:		Signature:	
	E-mail Id:			

as my/our proxy to vote for me/us on my/our behalf at the **45th Annual General Meeting** to be held on **Thursday** the **22nd August, 2019** at **9.30 a.m.** at the Registered Office of the Company, Sidheegram, PO – Prashnawada BO, Tal: Via Sutrapada SO Taluka, Pin Code: 362275, Dist. Gir Somnath, Gujarat, and any adjournment thereof, in respect of such Resolutions as are indicated below:

Item No.	Resolutions	For	Against
	Ordinary Business		
1.	Adoption of the Audited Balance Sheet as at 31st March 2019, Audited Statement of Profit & Loss Account for the Financial Year ended 31st March 2019 and Directors' and Auditors' Report thereon.		
2.	Re-appointment of Mr. Venkatesh Mysore (DIN: 01401447) who retires by rotation.		
	Special Business		
3.	Ratification of Cost Auditors remuneration to be paid to M/s. M. Goyal & Co., Cost Accountants for the Financial Year ending March 31, 2020.		
4.	Appointment of Mr. Ashwani Kumar (DIN: 07870681) as Independent Director of the Company for a period of 5 years w.e.f. 12/2/2019.		
5.	Appointment of Mr. M.N. Sarma (DIN: 06734357) as Independent Director of the Company for a period from 26/5/2019 to 31/3/2024.		
6.	Approval under Section 188 of the Companies Act, 2013 for Related Party Transactions.		

Signature of Shareholder

Revenue Stamp of ₹ 1/-

Signature of first proxy holder | Signature of second proxy holder | Signature of third proxy holder

Date:

Note:

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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 45th Annual General Meeting.
3. It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details of member(s) in above box before submission.