



# 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> February, 2019

FAX NO. 022 – 26598237 / 26598238

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

FAX NO. 022-22722041 / 22722061

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

## Re:- Postal Ballot Notice

Dear Sirs,

In continuation of our intimation dated 22<sup>nd</sup> January, 2019 and in terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith a copy of the Postal Ballot Notice dated 22<sup>nd</sup> January, 2019 along with Postal Ballot Form being sent by the Company to its Shareholders for seeking consent by way of Special Resolutions.

Kindly find the same in order.

Thanking you,

Yours faithfully,  
For **SHREE CEMENT LIMITED**

(S.S. KHANDELWAL)  
COMPANY SECRETARY  
Encl: Postal Ballot Notice & Form



## SHREE CEMENT LIMITED

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

**Phone:** EPABX +91-1462-228101-6 **Fax:** +91-1462-228117/119

**E-Mail:** shreebwr@shreecement.com **Website:** [www.shreecement.com](http://www.shreecement.com) CIN: L26943RJ1979PLC001935

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through Postal Ballot:

**Resolution No 1: Continuation of Directorship of Shri Benu Gopal Bangur, Non-Executive - Non-Independent Director (Designated as Chairman)**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Shri Benu Gopal Bangur (DIN: 00244196), Director of the Company (Non-Executive – Non-Independent Director, Designated as Chairman) who has attained the age of 75 years, as long as he continues the office of Director of the Company on or after 1<sup>st</sup> April, 2019 on the existing terms and conditions.”

**Resolution No 2: Continuation of Directorship of Shri Ratanlal Gaggar, Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Shri Ratanlal Gaggar (DIN: 00066068), Director of the Company, who has attained the age of 75 years, on or after 1<sup>st</sup> April, 2019 till the expiry of his present term as an Independent Director i.e. 31<sup>st</sup> August, 2019 on the existing terms and conditions.”

**Resolution No 3: Continuation of Directorship of Shri Om Prakash Setia, Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Shri Om Prakash Setia (DIN: 00244443), Director of the Company, who has attained the age of 75 years, on or after 1<sup>st</sup> April, 2019 till the expiry of his present term as an Independent Director i.e. 31<sup>st</sup> August, 2019 on the existing terms and conditions.”

**Resolution No 4: Continuation of Directorship of Dr. Yoginder Kumar Alagh, Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Dr. Yoginder Kumar Alagh (DIN: 00244686), Director of the Company, who has attained the age of 75 years, on or after 1<sup>st</sup> April, 2019 till the expiry of his present term as an Independent Director i.e. 31<sup>st</sup> August, 2019 on the existing terms and conditions.”

**Resolution No 5: Continuation of Directorship of Shri Nitin Dayalji Desai, Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Shri Nitin Dayalji Desai (DIN: 02895410), Director of the Company, who has attained the age of 75 years, on or after 1<sup>st</sup> April, 2019 till the expiry of his present term as an Independent Director i.e. 31<sup>st</sup> August, 2019 on the existing terms and conditions.”

**Resolution No 6: Appointment of Shri Prakash Narayan Chhangani as Whole Time Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, 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), Shri Prakash Narayan Chhangani (DIN : 08189579), who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> July, 2018 pursuant to Section 161 and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to such consents, approval, as may deemed necessary, consent of the members of the Company be and is hereby accorded for the appointment of Shri Prakash Narayan Chhangani (DIN : 08189579) as a Whole Time Director of the Company for a period of 5 (five) years with effect from 30<sup>th</sup> July, 2018, on the terms and conditions as to remuneration, allowances, perquisites and other benefits as specified and set out in the annexed Explanatory Statement.

**RESOLVED FURTHER THAT** in the absence or inadequacy of the profits in any year, Shri Prakash Narayan Chhangani shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated in the Explanatory Statement, subject however, to the necessary approvals and ceiling specified under Schedule V of the Companies Act, 2013 (including any statutory modification(s) and re-enactment thereof).”

Place: Kolkata  
Date: 22<sup>nd</sup> January, 2019

By the order of the Board of Directors  
For **SHREE CEMENT LIMITED**

**S.S. Khandelwal**  
Company Secretary

**NOTES:**

- 1) The Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 of the Companies Act, 2013 setting out material facts are annexed hereunder and forms part of the Notice.
- 2) The Board of Directors of the Company has appointed Shri Pradeep Pincha (Membership No.FCS 5369), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
- 3) The cut-off date has been fixed as Wednesday, 30<sup>th</sup> January, 2019. Members whose names appear in the Register of Members / List of Beneficial Owners as on Wednesday, 30<sup>th</sup> January, 2019 (cut-off date) will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Wednesday, 30<sup>th</sup> January, 2019.

- 4) In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the electronic voting (e-voting) service facility arranged by Karvy Fintech Private Limited (hereinafter referred as 'Karvy'). The instructions for e-voting are appended herein below.
- 5) The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those members whose e-mail addresses are registered with the Registrar & Share Transfer Agent (RTA)/depositories, unless any member has registered for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent to them by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form, can download Postal Ballot Form as attached in the e-mail or from the Company's website i.e. [www.shreecement.com](http://www.shreecement.com) or from the website of Karvy Fintech Private Limited i.e. <https://evoting.karvy.com> or may seek duplicate Postal Ballot Form duly writing to Company Secretary, Shree Cement Ltd, Bangur Nagar, Beawar, Rajasthan – 305901.
- 6) Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed overleaf on the enclosed Postal Ballot Form and return the duly completed and signed form in the enclosed self-addressed Business Reply Envelope not later than 5:00 PM (IST) on 8<sup>th</sup> March, 2019. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. Please note, if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.
- 7) Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'.
- 8) The members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall be considered and votes cast through physical Postal Ballot Forms will be treated as invalid.
- 9) A member cannot exercise his vote by proxy on postal ballot.
- 10) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be declared/announced by the Chairman or any other person authorised by him on Saturday, 9<sup>th</sup> March, 2019 at the Registered Office of the Company at Bangur Nagar, Beawar – 305901 and will also be informed to the Stock Exchanges where the Company's equity shares are listed and shall also be displayed on the Company's website [www.shreecement.com](http://www.shreecement.com) and Karvy's website, along with the Scrutinizer's Report. The resolutions, if passed by the members through postal ballot, shall be deemed to have been passed on 8<sup>th</sup> March, 2019 being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting, as if they have been passed at a general meeting of the members.
- 11) All the material documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot /e-voting i.e. 8<sup>th</sup> March, 2019.

#### **VOTING THROUGH ELECTRONIC MEANS**

In terms of the provisions of Section 108 and other applicable provisions of the Companies Act, 2013, read with related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is providing e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching physical Postal Ballot Form, through the e-voting platform provided by Karvy. E-Voting is optional. The procedure and instructions for the same are as follows:

1. For Members whose e-mail addresses are registered with the Karvy Fintech Private Limited, Registrar and Share Transfer Agent (hereinafter referred as 'RTA')/ Depository Participant(s): e-mail message contains your User ID and Password for e-voting. 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 e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.

2. For Members whose e-mail addresses are not registered with the RTA / Depository Participant(s): Please refer to the user id and password printed on the Postal Ballot Form. Please note that the password is an initial password.
3. Launch 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. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of 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.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the E-Voting Event Number for Shree Cement Limited.
8. 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 cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
9. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
10. 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.
11. You may then cast your vote by selecting an appropriate option and click on "Submit".
12. 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).
13. 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](mailto: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."
14. Voting period will commence at 9.00 A.M. (IST) on 7<sup>th</sup> February, 2019 and ends at 5.00 P.M. (IST) on 8<sup>th</sup> March, 2019. The e-voting module shall be disabled by the Karvy for voting at 5.00 PM (IST) on 8<sup>th</sup> March, 2019.
15. In case of any query pertaining to e-voting, please visit Help & F.A.Q's section available at Karvy Fintech Private Limited's website i.e. <https://evoting.karvy.com> or write an email to Shri S.S. Khandelwal, Company Secretary at [khandelwalss@shreecement.com](mailto:khandelwalss@shreecement.com).
16. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1<sup>st</sup> April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect.

Shri Benu Gopal Bangur (DIN: 00244196) was appointment as Director of the Company w.e.f. 25<sup>th</sup> October, 1979 and is having age above 75 years. He is presently designated as Chairman of the Company (Non-Executive – Non-Independent).

Shri Benu Gopal Bangur is one of the founder Directors and Promoters of the Company. The continuation of Shri Bangur on the Board of the Company is essential considering his expertise in handling diverse matters, rich experience of cement Industry and valuable contribution and guidance being given by him to the Board and the Company from time to time.

Shri Benu Gopal Bangur interested in the resolution to the extent of continuation of his directorship in the Company. Shri Hari Mohan Bangur, Managing Director and Shri Prashant Bangur, Jt. Managing Director of the Company being relatives, are considered interested in the said resolution. The other relatives of Shri Benu Gopal Bangur may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

The brief resume of Shri Bangur, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board etc. as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice at **Annexure A**.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at item no. 1 of the Notice for approval of the Members.

### **Item Nos. 2,3,4 & 5**

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1<sup>st</sup> April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect.

Shri Ratanlal Gaggar (DIN: 00066068), Shri Om Prakash Setia (DIN: 00244443), Dr. Yoginder Kumar Alagh (DIN: 00244686) and Shri Nitin Dayalji Desai (DIN: 02895410) were appointment as Independent Directors of the Company, to hold office for a term of 5 (five) consecutive years w.e.f. 1<sup>st</sup> September, 2014 to 31<sup>st</sup> August, 2019 in line with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013. The said directors are having age above 75 years and approval from the Members by way of a Special Resolution is required to enable them to continue as Independent Directors of the Company.

The continuation of above Independent Directors on the Board of the Company is necessary considering their experience in diverse fields, skills and meaningful participation/discussions in the Board process on various vital matters related to the business of the Company which supports to the management significantly while taking decisions on various affairs of the Company from time to time.

The brief resume of above Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board etc. as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice at **Annexure A**.

Shri Ratanlal Gaggar, Shri Om Prakash Setia, Dr. Yoginder Kumar Alagh and Shri Nitin Dayalji Desai are interested in item nos. 2 to 5 as set out in the notice to the extent of continuation of their respective Directorship in the Company. The other relatives of the said directors may be deemed to be interested in the resolutions to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

The Board of Directors recommends the Special Resolutions set out at item nos. 2 to 5 of the Notice for approval of the Members.

#### **Item Nos. 6**

Shri Prakash Narayan Chhangani has been appointed as an Additional Director of the Company by Board w.e.f. 30<sup>th</sup> July, 2018. As required under Section 160 of the Companies Act, 2013, Notice has been received from a member proposing the candidature of Shri Prakash Narayan Chhangani for the Office of Director of the Company. Shri Prakash Narayan Chhangani was also appointed as Whole Time Director of the Company by Board in its meeting held on 30<sup>th</sup> July, 2018 for a period of 5 years on terms & conditions as recommended by Nomination cum Remuneration Committee subject to approval of members.

Shri Prakash Narayan Chhangani, preceding to appointment as Whole Time Director, was working as President (Works) of the Company. He joined the Company in April 2006 and is having more than 34 years of experience of cement and associated industries. Shri Chhangani has sound knowledge and expertise of operation of cement plants as well as demonstrated his administrative capability in handling various diverse issues relating to cement project implementation and operations. The terms and conditions as to remuneration approved by Board are as under:

- (a) Total Salary: Rs. 29,12,000 Per Month (w.e.f. 30<sup>th</sup> July, 2018) [Inclusive of all allowances, perquisites, contribution to Provident Fund, Superannuation Scheme, Annuity Fund etc.]
- (b) Other Benefits [In addition to the Total Salary referred to (a) above]:
  - 1. Rent free furnished accommodation to be provided by the Company.
  - 2. Club Fees: Reimbursement of annual membership fees of Clubs subject to the maximum of Two Clubs.
  - 3. Encashment of leaves accumulated and not availed of: As per rules of the Company.
  - 4. Facility of Company's Car with driver for official use, provision of telephone(s) at residence and payment/reimbursement of expenses thereof.
  - 5. Gratuity: As per rules of the Company.
- (c) Bonus: Such bonus on net profits as may be decided by the Board of Directors in its absolute discretion for each financial year or part thereof.

[The Board of Directors of the Company is further authorized to decide the Annual increase in the remuneration of Shri Prakash Narayan Chhangani. However, such annual increase shall not exceed 30% p.a. of his previous year remuneration. First increase to be effective from 1.4.2019].

#### **Overall Remuneration:**

The total remuneration payable to Shri Prakash Narayan Chhangani by way of salary, Bonus, perquisites, allowances, benefits and amenities as approved by the Board shall not exceed the limits laid down in Section 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

#### **Minimum Remuneration:**

In the absence or inadequacy of profits in any year, Shri Chhangani shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated above in that year, subject, however, to the necessary approvals and ceiling specified under Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof).

The brief resume of Shri Prakash Narayan Chhangani, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board etc. as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice at **Annexure A**.

None of the Directors, Key Managerial Personnel and their relatives other than Shri Prakash Narayan Chhangani being appointee, is interested, financial or otherwise, in the said resolution.

The Board of Directors of the Company recommends the Special Resolution set out at item no. 6 of the Notice for approval of the Members.

Place: Kolkata  
Date: 22<sup>nd</sup> January, 2019

By the order of the Board of Directors  
For **SHREE CEMENT LIMITED**

**S.S. Khandelwal**  
Company Secretary

**ANNEXURE A TO ITEM NOS. 1 TO 6 OF THE NOTICE**

<b>SN</b>	<b>Nature of Information</b>	<b>Item No. 1 of Notice</b>	<b>Item No. 2 of Notice</b>	<b>Item No. 3 of Notice</b>
1	Name	Shri Benu Gopal Bangur	Shri Ratanlal Gaggar	Shri Om Prakash Setia
2	Date of Birth / Age	9.7.1934 (84 Years)	1.12.1932 (86 Years)	20.10.1938 (80 Years)
3	Nationality	Indian	Indian	Indian
4	Date of First Appointment	25.10.1979	25.1.1995	31.7.1999
5	Qualification	B. Com	B.A. (Hons), L.L.B.	M.Com, CAIIB
6	Experience and Nature of expertise in specific functional area	Extensive experience of cement industry and having expertise in Business Planning and Corporate Management	Practicing as Solicitor & Advocate in High Court having more than 50 years of experience	Vast experience in banking field at all levels.
7	Relationships between Directors / KMP inter-se	Father of Shri Hari Mohan Bangur, Managing Director and Grand Father of Shri Prashant Bangur, Joint Managing Director.	--	--
8	Shareholding in the Company	3,32,021 equity shares	NIL	NIL
9	No. of Board meetings attended during the year	FY 2017-18 : 4 (Four) FY 2018-19 : 4 (Four)	FY 2017-18 : 3 (Three) FY 2018-19 : 4 (Four)	FY 2017-18 : 3 (Three) FY 2018-19 : 4 (Four)
10	Directorship in other Companies	- The Marwar Textiles (Agency) Pvt. Ltd.	- Sarda Plywood Industries Ltd. - TIL Ltd. - Paharpur Cooling Towers Ltd. - International Combustion (India) Ltd. - Machino Plastics Ltd. - Sumedha Fiscal Services Ltd. - Machino Polymer Ltd. - Subhash Kabini Power Corporation Limited - Mayfair Hotels & Resorts Ltd.	NIL
11	Chairmanship / Membership of Committee of Board of Directors of the Company	<b>Shree Cement Ltd.</b> - Business Operations Committee-Chairman - Share Transfer Committee-Chairman	<b>Shree Cement Ltd.</b> - Audit and Risk Management Committee-Member - Nomination cum Remuneration Committee-Chairman - Stakeholders' Relationship Committee-Chairman	<b>Shree Cement Ltd.</b> - Audit and Risk Management Committee-Chairman - Nomination cum Remuneration Committee-Member - Corporate Social and Business Responsibility Committee - Chairman
12	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL	<b>TIL Ltd.</b> - Audit Committee-Member - Remuneration Committee-Chairman - Share Transfer Committee-Member <b>Paharpur Cooling Towers Ltd.</b> - Audit Committee-Member - Selection Committee-Chairman - Remuneration Committee-Chairman - Management Committee-Member <b>Sarda Plywood Industries Ltd.</b> - Audit Committee-Member - Shareholders / Investors / Grievances Committee-Member - Remuneration Committee-Member <b>International Combustion (India) Ltd.</b> - Audit Committee-Member - Remuneration Committee-Member <b>Subhash Kabini Power Corporation Limited</b> - Audit Committee-Member - Nomination & Remuneration Committee-Member	NIL



SN	Nature of Information	Item No. 1 of Notice	Item No. 2 of Notice	Item No. 3 of Notice
13	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	Shri Bangur is Non-Executive Director (Designated as Chairman) of the Company	Shri Gaggar is Independent Director of the Company. His remuneration comprises of Sitting fees and Commission (As payable to Non-Executive Directors)	Shri Setia is Independent Director of the Company. His remuneration comprises of Sitting fees and Commission (As payable to Non-Executive Directors)
14	Remuneration last drawn, if any	Rs. 36.00 Lac (Commission and Sitting fee)	Rs. 37.50 Lac (Commission and Setting Fee)	Rs. 39.75 Lacs (Commission and Sitting Fee)

SN	Nature of Information	Item No. 4 of Notice	Item No. 5 of Notice	Item No. 6 of Notice
1	Name	Dr. Yoginder Kumar Alagh	Shri Nitin Dayalji Desai	Shri Prakash Narayan Chhangani
2	Date of Birth / Age	14.2.1939 (79 Years)	5.7.1941 (77 Years)	20.8.1960 (58 Years)
3	Nationality	Indian	Indian	Indian
4	Date of First Appointment	29.10.2004	27.5.2011	30.7.2018
5	Qualification	Doctoral Degree in Economics	Master's degree in Economics	Bachelor of Science - Chemical Engineering
6	Experience and Nature of expertise in specific functional area	Eminent economist with wide experience in policy making & planning	Eminent economist with wide experience in sustainable development	Having wide experience of cement and associated Industries. Capability of handling various diverse issues relating to cement project implementation and operations.
7	Relationships between Directors / KMP inter-se	-	-	-
8	Shareholding in the Company	NIL	NIL	NIL
9	No. of Board meetings attended during the year	FY 2017-18 : 4 (Four) FY 2018-19 : 4 (Four)	FY 2017-18 : 4 (Four) FY 2018-19 : 4 (Four)	FY 2018-19 : 2 (Two)
10	Directorship in other Companies	- Somany Ceramics Limited - ADJB Production Private Limited	Shakti Sustainable Energy Foundation	NIL
11	Chairmanship / Membership of Committee of Board of Directors of the Company	<b>Shree Cement Ltd.</b> - Audit and Risk Management Committee-Member - Stakeholders' Relationship Committee-Member - Nomination cum Remuneration Committee-Member	<b>Shree Cement Ltd.</b> - Audit and Risk Management Committee-Member - Stakeholders' Relationship Committee-Member - Corporate Social and Business Responsibility Committee-Member	--
12	Chairmanship / Membership of Committee of Board of Directors of other Companies	<b>Somany Ceramics Ltd.</b> - Audit Committee-Member	NIL	NIL
13	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	Dr. Alagh is Independent Director of the Company. His remuneration comprises of Sitting fees and Commission (As payable to Non-Executive Directors)	Shri Desai is Independent Director of the Company. His remuneration comprises of Sitting fees and Commission (As payable to Non-Executive Directors)	As per the Explanatory Statement of the Notice.
14	Remuneration last drawn, if any	Rs. 41.25 Lac (Commission and Stetting Fee)	Rs. 41.25 Lac (Commission and Sitting Fee)	Not Applicable



## SHREE CEMENT LIMITED

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

**Phone:** EPABX +91-1462-228101-6 Fax: +91-1462-228117/119

**E-Mail:** shreebwr@shreecement.com **Website:** www.shreecement.com **CIN:** L26943RJ1979PLC001935

### POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the Sole / First Named Shareholder :

2. Name(s) of the Joint Holder(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 Special Resolutions to be passed through Postal Ballot for Resolutions stated in the Postal Ballot Notice of the Company dated 22<sup>nd</sup> January, 2019 by conveying my / our Assent (For) or Dissent (Against) to the said Resolutions, by placing tick (✓) mark at the appropriate box below:

Sr. No.	Particulars	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Consent for continuation of Shri Benu Gopal Bangur as Non-Executive Director of the Company (Non-Independent)			
2.	Consent for continuation of current term of Shri Ratanlal Gaggar as Independent Director of the Company			
3.	Consent for continuation of current term of Shri Om Prakash Setia as Independent Director of the Company			
4.	Consent for continuation of current term of Dr. Yoginder Kumar Alagh as Independent Director of the Company			
5.	Consent for continuation of current term of Shri Nitin Dayalji Desai as Independent Director of the Company			
6.	Consent for appointment of Shri Prakash Narayan Chhangani as Whole Time Director of the Company w.e.f. 30 <sup>th</sup> July, 2018			

Place :

Date :

\_\_\_\_\_  
Signature of the Member

### ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are as follows:

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN
4411		

Note:

- Please read the instructions printed overleaf carefully before filling this form. For e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Friday, 8<sup>th</sup> March, 2019 up to 5.00 P.M. IST

## **GENERAL INSTRUCTIONS**

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
4. The Postal Ballot Form should be signed by the Members 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.
5. Consent must be accorded by placing a tick mark [✓] in the column 'I / We assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I / We dissent to the resolution'
6. The votes of a member will be considered invalid on any of the following grounds:
  - a) if the Postal Ballot form has not been signed by or on behalf of the member;
  - b) if the member's signature does not tally;
  - c) if the member has marked his / her / its vote both for 'Assent' and 'Dissent' to the Resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
  - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
  - e) if the Postal Ballot Form is incomplete or incorrectly filled;
  - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - g) if the form other than the one issued by the Company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Friday, 8<sup>th</sup> March, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (7) above.
9. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at [ppincha@gmail.com](mailto:ppincha@gmail.com) or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A member need not use all the votes or cast all the votes in the same manner.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on the relevant date, i.e. 30<sup>th</sup> January, 2019 (cut-off date).
13. 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 through Postal Ballot may be sent to: The Company Secretary, Shree Cement Ltd., Bangur Nagar, Beawar -305901, Rajasthan or email at [khandelwalss@shreecement.com](mailto:khandelwalss@shreecement.com)
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.