



SAURASHTRA CEMENT LIMITED

(CIN : L26941GJ1956PLC000840)

Registered Office: Near Railway Station, Ranavav 360560 (Gujarat)

E-Mail: sclinvestorquery@mehtagroup.com;

Website: www.saurashtracementlimited.com

Phone: 02801-235001, 02801-304200 Fax : 02801-304376

NOTICE

Notice is hereby given that the 59th Annual General Meeting of the Members of the Company will be held on **Wednesday** the **26th July 2017** at **10.00 a.m.** at the Registered Office of the Company, Near Railway Station, Ranavav 360560 (Gujarat), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March 2017, Audited Statement of Profit & Loss for the Financial Year ended 31st March 2017 and Directors' and Auditors' Report thereon.
2. To declare final dividend of ₹ 1/- per share on 6,91,91,065 fully paid up Equity Shares for the Financial Year ended 31st March 2017.
3. To appoint a Director in place of Mr. Hemnabh Khatau (DIN: 02390064), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions (if any), of the Companies Act, 2013 (the Act) and the Companies (Audit & Auditors) Rules, 2014 (the Rules), (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) M/s. Manubhai & Shah LLP, Chartered Accountants (Firm Registration No.106041W / W100136) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, in terms of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for audit of accounts for the Financial Year 2017-2018 and they shall hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as approved by the Board of Directors plus Goods and Services Tax (GST) and reimbursement of travelling and out of pocket expenses incurred.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized 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”.

SPECIAL BUSINESS:

5. To approve the appointment and remuneration of the Cost Auditors for the Financial Year ending March 31, 2018 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 Section 148(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), M/s. V.J.Talati & Co, Cost Accountants as Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending



March 31, 2018, at a remuneration of ₹ 75,000 /-(Rupees Seventy Five thousand only) plus Goods and Services Tax (GST) and reimbursements 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.”

6. To consider confirmation and ratification of revision in remuneration paid to Mr. Jay Mehta, Executive Vice Chairman of the Company for the period from 1.1.2014 to 31.3.2015 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 197, 198 and 203(3) read with Schedule V and other applicable provisions of the Companies Act, 2013; as amended from time to time and subject to approval of the Central Government and subject to such approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable to Mr. Jay Mehta, Executive Vice Chairman, the Members hereby confirms and ratify revised remuneration of Rs. 11,00,000 (Rupees eleven lacs only) per month paid to Mr. Jay Mehta, Executive Vice Chairman for the period from 1.1.2014 upto 31.3.2015 as detailed in the Explanatory Statement by way of Salary plus HRA or Company leased accommodation plus perquisites, reimbursement of expenses and provident fund and superannuation fund and gratuity payable at the time of retirement as per rules of the Company.”

“**RESOLVED FURTHER THAT** above remuneration shall be paid as Minimum Remuneration in case of loss or inadequacy of profits in any financial year during his tenure.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company / Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions as may be agreed to between the Board of Directors and Mr. Jay Mehta within such guidelines or amendments as may be prescribed by the Companies Act, 2013 or subject to such approval as may be required.”

“**RESOLVED FURTHER THAT** any Director of the Company / Company Secretary 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 resolutions”.

7. To consider approval for payment of remuneration to Mr. M. S. Gilotra, Managing Director upto 31st December 2018 as per revised Schedule V under the Companies Act, 2013 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 197, 198 and 203(3) and as per the requirement of Schedule V Section II Part II (B) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013; as amended from time to time and subject to such other approvals, consents and permissions as may be necessary, the consent of the Members be and is hereby accorded to the Board to pay remuneration to Mr. M. S. Gilotra, Managing Director in the current tenure on the existing terms and conditions as approved at the Annual General Meeting held on 23rd September 2015 and in accordance with Schedule V Section II Part II (B) of the Act.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company / Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions as may be agreed to between the Board of Directors and Mr. M. S. Gilotra within such guidelines or amendments as may be prescribed by the Companies Act, 2013 or subject to such approval as may be required.”

“**RESOLVED FURTHER THAT** any Director of the Company / Company Secretary 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 resolutions”.

8. To consider approval of Saurashtra Employee Stock Option Scheme 2017 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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred as “SEBI SBEB Regulations”), and further subject to such other approvals, permissions and sanctions as may be necessary and upon such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction and implementation of Saurashtra Employee Stock Option Scheme 2017 (hereinafter referred to as the “ESOS 2017”) authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding 6919106 (Sixty nine lacs nineteen thousand one hundred and six) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company, its subsidiary company or holding company, including any Director, whether whole time or otherwise, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided under ESOS 2017, exercisable into not more than 6919106 (Sixty nine lacs nineteen thousand one hundred and six) equity shares of face value of ₹10 (Rupees Ten) each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOS 2017.”

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling on the number of Options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are consolidated, then the number of equity shares to be allotted and the exercise price payable by the option grantees under the ESOS 2017 shall automatically stand augmented in the same proportion as the present face value of ₹ 10 (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER THAT the Board including designated committee of the Board, if any be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under ESOS 2017 on the Stock Exchanges where the Equity Shares of the Company are listed.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2017.”

“RESOLVED FURTHER THAT the Board including designated committee of the Board, if any, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that



may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2017 and do all other things incidental and ancillary thereof.”

“**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOS 2017 as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

9. To consider approval for Grant of Employee Stock Options to the Employees of Subsidiary Companies of the Company under Saurashtra Employee Stock Option Scheme 2017 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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, SEBI(Listing Obligations & Disclosure Requirement) Regulations 2015, Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches such number of Employee Stock Options under Saurashtra Employee Stock Option Scheme 2017 (“ESOS 2017”) (hereinafter referred to as the “ESOS 2017”) within the limit prescribed therein to or for the benefit of such person(s) who are in permanent employment of any existing or in future Subsidiary Company of the Company, including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), of any existing and future Subsidiary Company(ies) of the Company whether in or outside India as may be decided under ESOS 2017, exercisable into corresponding number of Equity Shares of face value of ₹ 10 /- (Rupees Ten) each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOS 2017.”

Place : Mumbai
Dated : 23.5.2017
Registered Office:
Near Railway Station
Ranavav, 360560
Gujarat.

By the Order of the Board of the Directors

Sonali Sanas
Vice President Legal & Company Secretary

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 profile of director proposed to be re-appointed at the ensuing Annual General Meeting is annexed to the Notice.
5. The Share Transfer Books and Register of Members of the Company shall remain closed from **Monday the 17th July 2017 to Wednesday the 26th July 2017** (both days inclusive) in connection with the Annual General Meeting.
6. The final dividend as recommended by the Board of Directors, if approved by the Members at the ensuing Annual General Meeting, shall be paid to those Members / beneficial owners whose names appear on the Register of Members / depository records as at the closing hours of business on **Thursday, 20th July 2017**.
7. 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.
8. Members who have multiple accounts in identical names or joint accounts in same order are requested to send their share certificates to the Registrar and Transfer Agents for consolidation of all such shareholdings into one account to facilitate better service.
9. (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.
10. Non-resident Indian Shareholders are requested to inform the Registrars immediately of the change in their residential status, if any.
11. **The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Transfer Agent.**



-
12. 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.
 13. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 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.**
 14. Electronic copy of the Notice of the 59th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email 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 email address, physical copies of the Notice of the 59th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
 15. Members may also note that the Notice of the 59th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.saurashtracementlimited.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 shareholders may also send requests to the Company's investor email id: sclinvestorquery@mehtagroup.com.
 16. The Annual Report for 2016-17 along with the Notice of 59th 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 Friday, 23rd June 2017.
 17. **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.**
 18. 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 59th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited(CDSL) 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 the cut-off date **20th July 2017**.

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 (Firm Registration 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.saurashtracementlimited.com and on the website of CDSL immediately on passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

The instructions for shareholders voting electronically are as under:

The voting period begins on **23rd July 2017 at 9.00 a.m. and ends on 25th July 2017 at 5.00 p.m.** During this period shareholders’ 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 CDSL for voting thereafter.

- 1) The shareholders should log on to the e-voting website: www.evotingindia.com.
- 2) Click on Shareholders/Members.
- 3) Now Enter your User ID
- 4) For CDSL: 16 digits beneficiary ID,
- 5) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 6) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 7) Next enter the Image Verification as displayed and Click on Login.
- 8) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 9) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

After entering these details appropriately, click on “ SUBMIT” tab.

Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN “Saurashtra Cement Limited” on which you choose to vote.

On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

18. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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.

Place : Mumbai,
Dated : 23.5.2017
Registered Office:
Near Railway Station,
Ranavav, 360560
Gujarat

By the Order of the Board of Directors

Sonali Sanas
Vice President Legal & Company Secretary

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

Item No.5

The Board has on the recommendation of the Audit Committee, approved the appointment of M/s. V. J. Talati & Co., Cost Accountants as Cost Auditor of the Company at a remuneration of ₹ 75,000/- plus Goods & Services Tax(GST) 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, 2018.

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 Ordinary Resolution as set out at Item No. 5 of the Notice for appointment and remuneration Payable to the Cost Auditors for the Financial year ending March 31, 2018.

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 resolutions as set out in item 5 of the Notice for approval of the Members.

Item No. 6

The Members at their Extra Ordinary General Meeting held on 1st February 2013 had by way of Special Resolution approved the appointment of Mr. Jay Mehta as Executive Vice Chairman for a period of three years from 1st January 2013 to 31st December 2015 on the terms and conditions, including remuneration payable to the Managing Directors.

Schedule V, Part II, Section V of the Companies Act, 2013 provides that where a managerial person draws remuneration from two companies, then the total remuneration drawn from companies does not exceed higher maximum limit permissible from any one of the companies. Mr. Jay Mehta is also Executive Vice Chairman of Gujarat Sidhee Cement Limited.

Further, as per the authority delegated to the Board of Directors by the Members at the Extra Ordinary General meetings held on 1st February, 2013 and 31st July 2013, the Board at its meeting held on 11th February 2014, on the recommendation of Nomination & Remuneration Committee, revised the remuneration of Mr. Jay Mehta, Executive Vice Chairman for the period from 1.1.2014 to 31.3.2015 as detailed below by way of Salary plus HRA or Company leased accommodation plus perquisites, reimbursement of expenses and provident fund and superannuation and gratuity payable at the time of retirement as per rules of the Company, subject to the approval of the Central Government.

	Amount ₹ per month
Salary	11,00,000
HRA @ 50% or Company owned / leased accommodation	5,50,000
Provident Fund and Superannuation Fund @ 27%	2,97,000
Gratuity	52,885
Medical @ 8.33%	91,630
LTA @ 12.5%	1,37,500
Soft Furnishing	583
Magazine	300
Servant	900
Electricity & Gas	3,000
Total	22,33,798

In addition to the above, Mr. Jay Mehta shall also be entitled to the following by way of reimbursement as per Company's rules."

1. Personal Accident Insurance and Medi-claim insurance for self and family.
2. Encashment of unavailed leave at the end of the tenure.
3. Reimbursement of gas, electricity, water charges etc., at actuals.

Further, in addition to the above, Mr. Jay Mehta will also be entitled to the following in the course of discharging the duties and responsibilities and these will not be considered as part of above limits of remuneration.

1. Reimbursement of entertainment expenses incurred for Company's work, subject to maximum of ₹ 50,000 per month on submission of supporting/declaration.
2. Reimbursement of actual expenses incurred for Company's business including travel, hotel and other related expenses for himself and spouse, incurred in India and abroad.



3. Car with driver and communication facilities at residence for the business of the Company.
4. Reimbursement of expenses incurred in respect of books and periodicals at actual against submission of supporting/s.
5. Entrance Fees / Subscription or reimbursement of Club Fees on actual basis.

The above remuneration shall be paid as Minimum Remuneration in case of loss or inadequacy of profits in any financial year during his tenure.

Taking into consideration the above and the terms of appointment agreed with Mr. Jay Mehta, Executive Vice Chairman, it is proposed to obtain Members approval by way of Special Resolution as stated herein above, to confirm and ratify the remuneration paid to Mr. Jay Mehta, Executive Vice Chairman for the period from 1.1.2014 to 31.3.2015 to enable the Company to approach the Central Government for their approval.

Mr. Jay Mehta is interested in this resolution. Mr. M. N. Mehta being related to Mr. Jay Mehta, may be deemed to be concerned or interested in this resolution. Save and except them, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Accordingly the Board recommends the resolutions as set out in item 6 of the Notice for approval of the Members.

Item No. 7

The Board of Directors of the Company at its meeting held on 14th May 2015 on the recommendation of Nomination & Remuneration Committee and the Members at the Annual General Meeting held on 23rd September 2015 approved (i) reappointment of Mr. M. S. Gilotra as Managing Director for a further period of 5 years effective from 1.1.2016 to 31.12.2020 and (ii) payment of remuneration over a period of 3 years from 1.1.2016 to 31.12.2018 by 10% increase for the calendar year 2016 on the total remuneration drawn as on 31.12.2015 and thereafter for the balance period to be decided by the Nomination & Remuneration Committee and Board on annual basis but not exceeding ₹ 20,00,000/- per month for the third year by way of Salary plus HRA or Company leased accommodation plus perquisites and reimbursement of expenses plus provident fund and superannuation fund as per the rules of the Company and gratuity payable at the time of retirement, subject to the approval of Central Government, if required.

Schedule V Section II Part II (B) of the Companies Act, 2013 provides that wherein in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration (without limit) to a managerial person functioning in professional capacity in two companies (having no profits or inadequate profits) provided that he is not having any interest in the share capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialized knowledge in the field in which the company operates.

Provided that any employee of a company holding shares of the Company not exceeding 0.5% of its paid-up share capital under any ESOP scheme shall be deemed to be a person not having any interest in the capital of the company.

As per the specific requirement under revised Schedule V of the Companies Act, 2013; the approval of the Shareholders through Special Resolution is required to pay Mr. M.S. Gilotra remuneration in accordance with Part II Section II (B) and without Central Government approval.

It is, therefore, proposed to pay remuneration to Mr. M. S. Gilotra, Managing Director in the current tenure on the existing terms and conditions as approved at the Annual General Meeting held on 23rd September 2015 read alongwith and as per the provisions of Schedule V Section II Part II (B) of the Act.

Save and except Mr. M. S. Gilotra, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Accordingly the Board recommends the resolutions as set out in item 7 of the Notice for approval of the Members.

Item 8 & 9**Approval of Employee Stock Option Scheme 2017 and to grant option to Employees of the Company and its subsidiaries**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes in rewarding its employees including Directors of the Company along with employees of the subsidiaries for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement Employee Stock Option Scheme with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

With this objective in mind, your Company intends to implement Saurashtra Employee Stock Option Scheme 2017 (“ESOS 2017”) for the permanent employees including Directors of the Company.

The Board at its meeting held on 23rd May 2017, on the recommendation of Nomination & Remuneration Committee approved Employee Stock Option Scheme 2017 and to grant option to Employees of the Company and its subsidiaries, subject to the approval of the Members of the Company.

The Company seeks members’ approval in respect of ESOS 2017 and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”).

The main features of the ESOS 2017 are as under:

a) Brief description of the scheme:

The Company proposes to introduce the ESOS 2017 primarily with a view to attract, retain, incentivize and motivate the existing employees of the Company, new employees joining the Company and its Directors that would lead to higher corporate growth. The ESOS 2017 contemplates grant of options to the eligible employees (including Directors), as may be determined in due compliance of SEBI SBEB Regulations and provisions of the ESOS 2017. After vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within the exercised period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee (“Committee”) of the Company shall administer ESOS 2017. All questions of interpretation of the ESOS 2017 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOS 2017.

b) Total number of Options to be granted:

A total number of options 6919106 exercisable into 6919106 Equity Shares would be available for being granted to eligible employees of the Company or its Subsidiary Companies (jointly/ severally hereinafter referred to as “Companies”/ “Company”) under ESOS 2017. Each option when exercised would be converted into one Equity share of Rs.10/- each fully paid-up.

Options lapsed or cancelled due to any reason including the reason as provided in ESOS 2017 would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled options as per the ESOS 2017.

Further, the SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under ESOS 2017 remain the same after any such corporate action. Accordingly, if any

additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 6919106 (No. of Options) (Sixty nine lakhs nineteen thousand one hundred and six) shall be deemed to be increased to the extent of such additional options issued.

c) Identification of classes of employees entitled to participate in ESOS 2017

All permanent employees of the Company, including the Directors but excluding –

1. Independent Directors,
2. promoters or persons belonging to promoter group,
3. director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company.

d) Requirements of vesting and period of vesting

All the options granted on any date shall vest not earlier than 1 (one) year and not later than a maximum of 4 (four) years from the date of grant of options as may be determined by the Committee.

Options shall vest essentially based on continuation of employment and apart from that the vesting will be subject to Individual performance parameters as the Committee may specify additionally.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than 4 (Four) years from the date of grant of options and at such frequency within four years as may be determined by the Committee.

f) Exercise price or pricing formula:

The exercise price shall be decided by Committee from time to time, being not less than face value of share of the Company as on date of grant of options

g) Exercise period and the process of Exercise:

The Exercise period would commence from the date of vesting and will expire on completion 5 (five) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested Option shall be exercisable by the employees by a written application to the Company expressing their desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under ESOS 2017:

The appraisal process for determining the eligibility or / and quantum of ESOS to be granted to employees shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include combination of parameters like critical role in the Company, individual performance, tenure of association, contribution to team building, cross-functional relationship, corporate governance, etc.

i) Maximum number of Options to be issued per employee and in aggregate:

The number of options that may be granted to any specific employee of the Company under the ESOS 2017, in any financial year and in aggregate under the ESOS 2017 shall not exceed 1% of the paid-up Share Capital of the Company.

j) Maximum quantum of benefits to be provided per employee under the ESOS 2017:

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of options.

k) Route of ESOS 2017 implementation:

The ESOS 2017 shall be implemented and administered directly by the Company. In case Company wishes otherwise, it may be intimated to the members in due course as per applicable laws.

l) Source of acquisition of shares under the ESOS 2017:

The ESOS 2017 contemplates fresh/new issue of shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:

This is currently not contemplated under the present ESOS 2017.

n) Maximum percentage of secondary acquisition:

This is not relevant under the present ESOS 2017.

o) Accounting and Disclosure Policies:

The Company shall follow the IND AS/Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

p) Method of option valuation:

The Company shall adopt 'intrinsic/fair value method' for valuation of Options as prescribed under Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

q) Declaration:

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share ("EPS") of the company shall also be disclosed in the Directors' report.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the ESOS 2017.

Accordingly the Board recommends the resolutions as set out in items 8 & 9 of the Notice for approval of the Members.

Place : Mumbai,
Dated : 23.5.2017
Registered Office:
Near Railway Station
Ranavav 360560,
Gujarat.

By the Order of the Board of Directors

Sonali Sanas
Vice President Legal & Company secretary



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

Name of Director	Mr. Hemnabh R. Khatau
Date of Birth	27th February, 1961
Date of Appointment	Initially joined the Board on 25.10.2008 and was reappointed on 23.9.2015.
Expertise in specific General Functional area	Developing and Implementing successful strategies for growth and improving performance.
Qualification	B.A. (Engg). from Cambridge, M.Sc (UMIST)
List of outside Director ships held (Public Limited Companies)	1. Gujarat Sidhee Cement Limited 2. Pranay Holdings Limited 3. Prachit Holdings Limited 4. Ria Holdings Limited 5. Agrima Consultants International Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	Nil
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he/ she is a Director	
a) Audit Committee	Nil
b) Shareholders Committee	Nil
c) Shares held by the Directors in the Company	Nil



SAURASHTRA CEMENT LIMITED
(CIN : L26941GJ1956PLC000840)

Registered Office: Near Railway Station, Ranavav 360 560 (Gujarat)

Phone: 02801-235001/7, 02801-304200, Fax: 02801-304376

Share Department : N.K. Mehta International House, 178, Backbay Reclamation, Mumbai – 400 020

E-Mail: sclinvestorquery@mehtagroup.com; Website: www.saurashtracementlimited.com

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

as my/our proxy to vote for me/us on my/our behalf at the 59th Annual General Meeting to be held on Wednesday the 26th July, 2017 at 10.00 a.m. at the Registered Office of the Company, Near Railway Station, Ranavav 360 560 (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 March 31, 2017, the Statement of Profit and Loss for the Financial Year ended on that date and the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Final Dividend for the Financial Year ended March 31, 2017.		
3.	Re-appointment of Mr. Hemnabh Khatau (DIN:02390064) who retires by rotation.		
4.	Appointment of M/s. Manubhai & Shah LLP, Chartered Accountants, having Registration No.106041W / W100136 as the Auditors of the Company for the Financial Year 2017-18.		
	Special Business		
5.	Ratification of Cost Auditors remuneration to be paid to M/s. V. J. Talati & Co., Cost Accountants.		
6.	Confirmation and ratification of revision in remuneration paid to Mr. Jay Mehta, Executive Vice Chairman of the Company for the period from 1.1.2014 to 31.3.2015.		
7.	Payment of remuneration to Mr. M. S. Gilotra, Managing Director upto 31st December 2018 as per revised Schedule V under the Companies Act, 2013.		
8.	Approval of Saurashtra Employee Stock Option Scheme 2017.		
9.	Approval for Grant of Employee Stock Options to the Employees of Subsidiary Companies of the Company under Saurashtra Employee Stock Option Scheme 2017.		

Signature of Shareholder

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

Date:

Note:

- 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 59th Annual General Meeting.
- 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.
- Please complete all details of member(s) in above box before submission.

Revenue Stamp of ₹ 1/-
