

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 61st Annual General Meeting of the Members of the Company will be held on **Wednesday the 21st August 2019 at 3.00 p.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 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. Hemnabh Khatau (DIN: 02390064), 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 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), the appointment of M/s. V.J.Talati & 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 ₹ 75,000 /- (Rupees Seventy Five 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 as an **Ordinary 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 13th 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. 13/2/2019."

"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 continuation of holding of office by Mr. B. P. Deshmukh beyond the age of 75 years as a Non-Executive Independent Director of the Company as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of Companies Act, 2013 as amended from time to time, Regulation 17(1)(2)(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and in accordance with the Articles of Association of the Company; the consent of the Members of the Company be and is hereby accorded for continuation of holding of office by Mr. B. P. Deshmukh (DIN- 00002357) as a Non-Executive Independent Director of the Company upto 31/3/2024 who will be attaining the age of 75 years on 15/7/2019."

"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."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution for continuation of holding of office by Mr. Jayant N. Godbole beyond the age of 75 years as a Non-Executive Independent Director as a **Special Resolution:**

“RESOLVED THAT pursuant to the applicable provisions of Companies Act, 2013 as amended from time to time, Regulation 17(1) (2)(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and in accordance with the Articles of Association of the Company; the consent of the Members of the Company be and is hereby accorded for continuation of holding of office by Mr. Jayant N. Godbole (DIN-00056830) as a Non-Executive Independent Director of the Company upto 31/3/2024 who will attaining the age of 75 years on 17/2/2020.”

“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.”

7. 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 25th May 2019, the consent of the Members of the Company be and is hereby accorded to enter into transaction with related party (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 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.”

Place : Mumbai
Dated : 25th May, 2019
Near Railway Station
Ranavav, 360560
Gujarat.

By the Order of the Board of the Directors

Sonali Sanas
Sr. 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 profiles of directors 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 **Thursday the 8th August, 2019 to Wednesday the 21st 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.

NOTICE



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 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 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 61st Annual General Meeting and the Annual Report for 2018-19 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 Members may also send requests to the Company's investor email id: sclinvestorquery@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 61st 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 Members 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.saurashtracementlimited.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.

The instructions for Members voting electronically are as under:

(i) The voting period begins on **18th August, 2019 at 9.00 a.m. and ends on 20th 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 use 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.

NOTICE



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.

Place : Mumbai,
Dated : 25th May, 2019
Registered Office:
Near Railway Station,
Ranavav, 360560
Gujarat

By the Order of the Board of Directors

Sonali Sanas
Sr. Vice President (Legal) & Company Secretary

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

Items No. 3

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 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, 2020.

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, 2020.

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 resolution as set out in item 3 of the Notice for approval of the Members.

Item No. 4

Mr. Ashwani Kumar was appointed as Additional Director (categorized as an Independent Director) effective from 13th 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, is a Post Graduate in Chemistry and is a Certified Associate of Indian Institute of Bankers. A versatile banker, Mr. 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 considered 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 13th 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 and 6

Regulation 17(1)(2)(1A) of the SEBI (LODR) Regulations 2015 as amended on 9th of May 2018 provides that “No listed entity shall appoint a person or continue the Directorship of any person as a non-executive director who has attained the age of 75 years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointment of such a person.”

The same has become effective from 1st of April 2019.

Details of the Directors who shall attain the age of 75 years during the year is given below:

Sr. No.	Name of the Director	Designation	Date of Birth and Age	Date of appointment	Tenure ends on	Brief profile
1.	Mr. B. P. Deshmukh (DIN: 00002357)	Independent Director	15/07/1944 75 Years	He joined the Board in October 2004 and was reappointed as Independent Director in current term on 14.8.2018 for another consecutive period of 5 years	31.3.2024	Mr. Deshmukh has done M.Com, LLB and FCS. He has varied experience in Finance.
2.	Mr. Jayant N. Godbole (DIN: 00056830)	Independent Director	17/02/1945 74 Years	He joined the Board in April 2008 and was reappointed as Independent Director in current term on 14.8.2018 for another consecutive period of 5 years.	31.3.2024	Mr. Godbole has done BTech (Hons), IIT (Powai). He has varied experience in Finance.

NOTICE



Save and except above Directors, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions.

In view of the experience of these Directors and the contribution made by them in the growth of the Company; the Board recommends the passing of the Special Resolutions as set out in the item no. 5 and 6 for the approval of the Members.

Item No.7

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 25th May 2019 has approved transaction relating to availing of guest house facilities from Mehta Private Limited situated on the first floor admeasuring an area of around 4000 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 rental of Rs.138/- per sq. ft. and at mutually agreed incremental from time to time for the Financial Year 2019-20 and beyond and on such terms and conditions as may be mutually agreed.

Further all the outgoings such as utility charges, telephone charges, maintenance and other cost etc. 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. (Rs. in Lacs)
Mehta Private Limited	Mr. M. N. Mehta, Chairman Mr. Jay Mehta, Executive Vice Chairman Mr. Hemang D. Mehta, Director	Mr. Jay Mehta is son of Mr. M.N. Mehta.	To avail guest house facilities to be used by Senior Executives / Directors / Consultants of the Company.	78.00 plus maintenance cost

Except Mr. M.N. Mehta, Mr. Jay Mehta and Mr. Hemang D. 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. 7 of the Notice.

The Board recommends passing of the resolution as Special resolution.

Place : Mumbai,
Dated : 25th May, 2019
Registered Office:
Near Railway Station
Ranavav 360560,
Gujarat.

By the Order of the Board of Directors

**Sonali Sanas
Sr.Vice President (Legal) & Company Secretary**

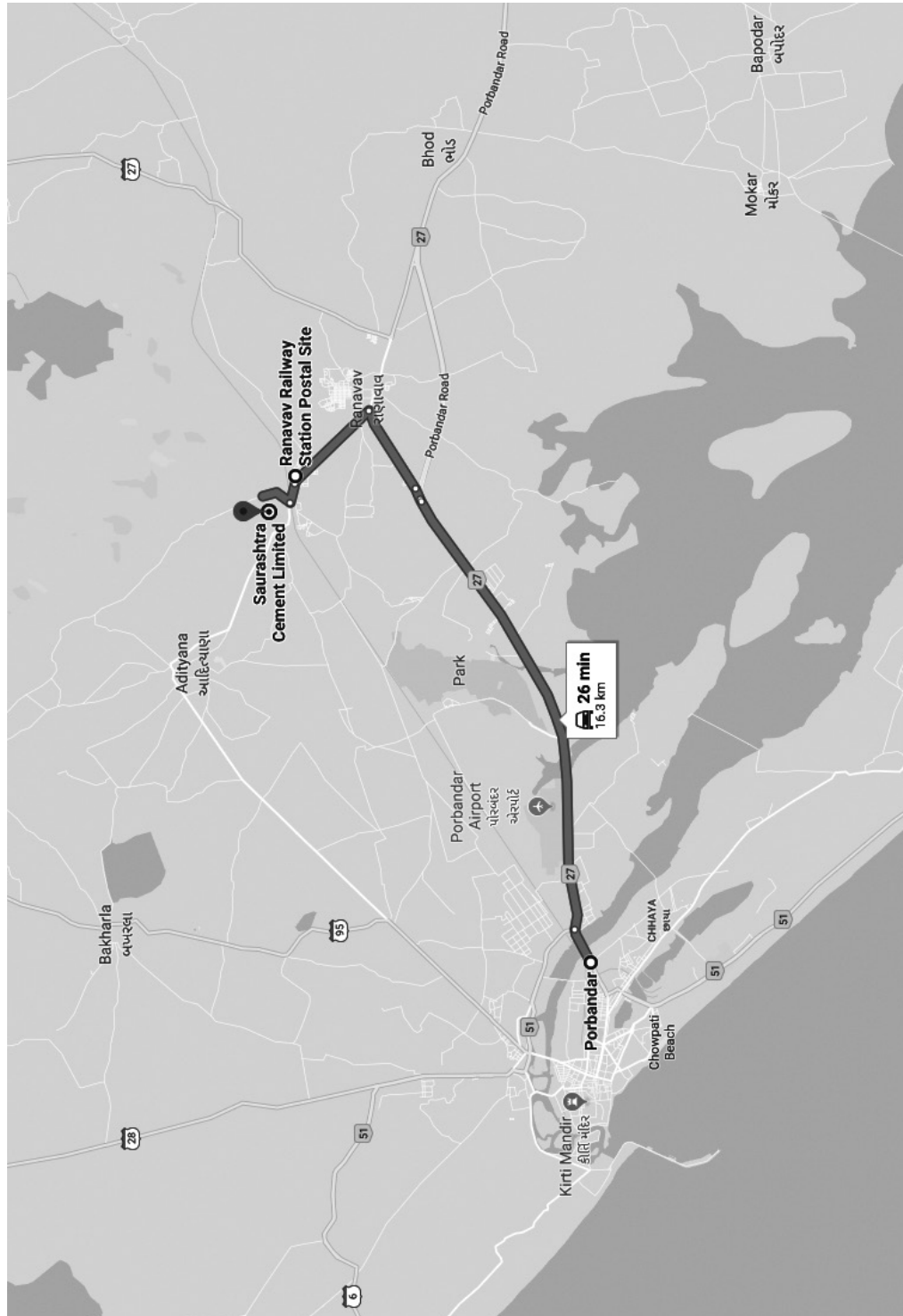
Disclosure pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 relating to Director seeking appointment / re-appointment at the Annual General Meeting:

Name of Director	Mr. Hemnabh R. Khatau	Mr. Ashwani Kumar
Date of Birth	27th February, 1961	28th February 1958
Date of Appointment	Initially joined the Board on 25.10.2008 and was reappointed in current term on 26.7.2017.	He joined the Board on 13th February 2019.
Expertise in specific General Functional area	Developing and Implementing successful strategies for growth and improving performance.	A versatile banker, Mr. 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.
Qualification	B.A. (Engg). from Cambridge, M.Sc (UMIST)	Post Graduate in Chemistry and is a Certified Associate of Indian Institute of Bankers.
List of outside Directorships held (Public Limited Companies)	1. Gujarat Sidhee Cement Limited 2. Agrima Consultants International Limited	1. Gujarat Sidhee Cement Limited. 2. Srei Equipment Finance Limited. 3. IDBI Capital Market and Security Limited.
Chairman/ Member of the Committee of the Board of Directors of the Company	Nil	Member of Nomination & Remuneration Committee
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he/ she is a Director		
a) Audit Committee	Nil	Nil
b) Members Committee	Nil	Nil
Shares held by the Directors in the Company	Nil	Nil

61st AGM of Saurashtra Cement Limited

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

ROUTE MAP FOR AGM





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

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 **61st Annual General Meeting** to be held on **Wednesday the 21st August, 2019** at **3.00 p.m.** at the Registered Office of the Company, Near Railway Station, Ranavav 360560 (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. Hemnabh R. Khatau (DIN: 02390064), who retires by rotation.		
Special Business			
3.	Ratification of Cost Auditors remuneration to be paid to M/s. VJ.Talati & Co, Cost Accountants for the Financial Year ending March 31, 2020.		
4.	Appointment of Mr. Ashwani Kumar (DIN: 02870681) as Independent Director of the Company for a period of 5 years w.e.f. 13/2/2019.		
5.	Approval for Continuation of holding of office by Mr. B. P. Deshmukh (DIN: 00002357) as a Non-Executive Independent Director of the Company.		
6.	Approval for Continuation of holding of office by Mr. Jayant Godbole (DIN: 00056830) as a Non-Executive Independent Director of the Company.		
7.	Approval under Section 188 of the Companies Act, 2013 for Related Party Transactions.		

Signature of Shareholder

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

Revenue Stamp of ₹ 1/-

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 61st 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.

