



SHREE CEMENT LTD.

Regd. Office:

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

CIN No. : L26943RJ1979PLC001935
Phone : 01462 228101-6
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E-Mail : shreebwr@shreecementltd.com
Website : www.shreecement.in



SCL/BWR/2015-16/
November 16, 2015

FAX NO. 022 – 26598237 / 26598238

Email : cmlist@nse.co.in

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

Email: corp.relations@bseindia.com

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

SCRIP CODE 500387

Kind Attention: Listing Deptt.

Re: Disclosure of Voting Results of the 36th Annual General Meeting of the Company held on Saturday, 14th November, 2015 as per requirements of Clause 35A of the Listing Agreement.

Dear Sirs,

Please find enclosed details of the Voting Results at the 36th Annual General Meeting of the Company held on 14th November, 2015 in the format as prescribed under Clause 35A of the Listing Agreement. The Scrutinizer's Report on the combined voting results is also enclosed.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **SHREE CEMENT LIMITED**

(S.S. KHANDELWAL)
COMPANY SECRETARY
Encl.: as above

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

Phone : 0141 4241200, 4241204, Fax : 0141 4241219

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

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

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

Date of the AGM :	14 th November, 2015
Total number of shareholders on record date :	15177 shareholders as on (7 th November, 2015 - Cut -off date)
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	18 50
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.

Details of the Agenda:

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands / Poll/ Postal ballot/ E-voting)	Remarks
1	Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 30 th June, 2015, the reports of the Board of Directors' and Auditors thereon.	Ordinary	E-voting, Poll	The resolution was passed with requisite majority
2	Confirmation of payment of Interim Dividend on equity shares of the Company for the financial year ended 30 th June, 2015.	Ordinary	E-voting, Poll	The resolution was passed with requisite majority
3	Declaration of final dividend on equity shares of the Company for the financial year ended 30 th June, 2015	Ordinary	E-voting, Poll	The resolution was passed with requisite majority
4	Re-appointment of Shri H. M. Bangur, Managing Director, retiring by rotation	Ordinary	E-voting, Poll	The resolution was passed with requisite majority
5	Appointment of M/s. B.R. Maheswari & Company, Chartered Accountants, New Delhi as Statutory Auditors of the Company	Ordinary	E-voting, Poll	The resolution was passed with requisite majority
6	Appointment of Shri Sanjiv Krishnaji Shelgikar as an Independent Director of the Company for five years w.e.f. 5 th August, 2015	Ordinary	E-voting, Poll	The resolution was passed with requisite majority
7	Approval of payment of remuneration to M/s K.G. Goyal and Associates, Cost Accountants, Cost Auditor of the Company for the financial year 2015-16	Ordinary	E-voting, Poll	The resolution was passed with requisite majority
8	Authorization to Board of Directors for issue of Non-convertible Debentures (NCDs) through Private Placement basis	Special	E-voting, Poll	The resolution was passed with requisite majority



The resolutions wise combined result of remote e-voting and Poll conducted at the meeting are as under:

In case of Poll/Postal ballot/E-voting:

Resolution No. 1: Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 30th June, 2015, the reports of the Board of Directors' and Auditors thereon.

Promoter/Public	No. of shares held	No. of votes polled / e-voting	% of Votes Polled on Outstanding Shares	No. of Votes - In favour	No. of Votes against	% of Votes In - favour on votes polled / e-voting	% of Votes against on votes polled / e-voting
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	22569797	22569197	99.997	22569197	0	100.000	0.000
Public - Institutions holders	6470191	4878672	75.402	4878672	0	100.000	0.000
Public-Others	5797237	381439	6.580	381439	0	100.000	0.000
Total	34837225	27829308	79.884	27829308	0	100.000	0.000

Resolution No. 2: Confirmation of payment of Interim Dividend on equity shares of the Company for the financial year ended 30th June, 2015.

Promoter/Public	No. of shares held	No. of votes polled / e-voting	% of Votes Polled on Outstanding Shares	No. of Votes - In favour	No. of Votes against	% of Votes In - favour on votes polled / e-voting	% of Votes against on votes polled / e-voting
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	22569797	22569197	99.997	22569197	0	100.000	0.000
Public - Institutions holders	6470191	4917059	75.996	4917059	0	100.000	0.000
Public-Others	5797237	381439	6.580	381439	0	100.000	0.000
Total	34837225	27867695	79.994	27867695	0	100.000	0.000



Resolution No. 3: Declaration of final dividend on equity shares of the Company for the financial year ended 30th June, 2015

Promoter/Public	No. of shares held	No. of votes polled / e-voting	% of Votes Polled on Outstanding Shares	No. of Votes - In favour	No. of Votes against	% of Votes In favour on votes polled / e-voting	% of Votes against on votes polled / e-voting
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	22569797	22569197	99.997	22569197	0	100.000	0.000
Public - Institutions holders	6470191	4917059	75.996	4917059	0	100.000	0.000
Public-Others	5797237	381439	6.580	381439	0	100.000	0.000
Total	34837225	27867695	79.994	27867695	0	100.000	0.000

Resolution No. 4: Re-appointment of Shri H. M. Bangur, Managing Director, retiring by rotation

Promoter/Public	No. of shares held	No. of votes polled / e-voting	% of Votes Polled on Outstanding Shares	No. of Votes - In favour	No. of Votes against	% of Votes In favour on votes polled / e-voting	% of Votes against on votes polled / e-voting
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	22569797	22569197	99.997	22569197	0	100.000	0.000
Public - Institutions holders	6470191	4917059	75.996	4878962	38097	99.225	0.775
Public-Others	5797237	381439	6.580	381439	0	100.000	0.000
Total	34837225	27867695	79.994	27829598	38097	99.863	0.137



Resolution No. 5: Appointment of M/s. B.R. Maheswari & Company, Chartered Accountants, New Delhi as Statutory Auditors of the Company

Promoter/Public	No. of shares held	No. of votes polled / e-voting	% of Votes Polled on Outstanding Shares	No. of Votes - In favour	No. of Votes against	% of Votes In favour on votes polled / e-voting	% of Votes against on votes polled / e-voting
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	22569797	22569197	99.997	22569197	0	100.000	0.000
Public - Institutions holders	6470191	4878672	75.402	3771179	1107493	77.299	22.701
Public-Others	5797237	381439	6.580	381439	0	100.000	0.000
Total	34837225	27829308	79.884	26721815	1107493	96.020	3.980

Resolution No. 6: Appointment of Shri Sanjiv Krishnaji Shelgikar as an Independent Director of the Company for five years w.e.f. 5th August, 2015.

Promoter/Public	No. of shares held	No. of votes polled / e-voting	% of Votes Polled on Outstanding Shares	No. of Votes - In favour	No. of Votes against	% of Votes In favour on votes polled / e-voting	% of Votes against on votes polled / e-voting
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	22569797	22569197	99.997	22569197	0	100.000	0.000
Public - Institutions holders	6470191	4768650	73.702	4757448	11202	99.765	0.235
Public-Others	5797237	381439	6.580	381439	0	100.000	0.000
Total	34837225	27719286	79.568	27708084	11202	99.960	0.040



Resolution No. 7: Approval of payment of remuneration to M/s K.G. Goyal and Associates, Cost Accountants, Cost Auditor of the Company for the financial year 2015-16.

Promoter/Public	No. of shares held	No. of votes polled / e-voting	% of Votes Polled on Outstanding Shares	No. of Votes - In favour	No. of Votes against	% of Votes In favour on votes polled / e-voting	% of Votes against on votes polled / e-voting
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	22569797	22569197	99.997	22569197	0	100.000	0.000
Public - Institutions holders	6470191	4917059	75.996	4915952	1107	99.977	0.023
Public-Others	5797237	381439	6.580	381439	0	100.000	0.000
Total	34837225	27867695	79.994	27866588	1107	99.996	0.004

Resolution No. 8: Authorization to Board of Directors for issue of Non-convertible Debentures (NCDs) through Private Placement basis.

Promoter/Public	No. of shares held	No. of votes polled / e-voting	% of Votes Polled on Outstanding Shares	No. of Votes - In favour	No. of Votes against	% of Votes In favour on votes polled / e-voting	% of Votes against on votes polled / e-voting
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	22569797	22569197	99.997	22569197	0	100.000	0.000
Public - Institutions holders	6470191	4874402	75.336	4753382	121020	97.517	2.483
Public-Others	5797237	381439	6.580	381439	0	100.000	0.000
Total	34837225	27825038	79.872	27704018	121020	99.565	0.435



Dr. Sanjiv Agarwal M.Com., FCS, FCA, ACIS (London, UK), Ph.D.

Office : 503, Fifth Floor, Gurukripa Tower, C-43, Mahavir Marg, C-Scheme, Jaipur-302001
Ph. : 0141-2368071, 2364660 (O) Fax : 0141-2369250 Mobile : 9414045099
Email : sanjivservicetax@gmail.com, asandco@gmail.com

To,
The Chairman,
Shree Cement Limited
Bangur Nagar, Beawar
Distt - Ajmer (Rajasthan)

Date: 14th November, 2015

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Shree Cement Limited held on Saturday, 14th November, 2015 at 11.30 A.M.

Dear Sir,

1) I, Sanjiv Agarwal, Practicing Chartered Accountant, at 503, Gurukripa Tower, C-43, Mahaveer Marg, C-Scheme, Jaipur - 302001, have been appointed as the Scrutinizer by the Board of Directors of Shree Cement Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of Shree Cement Limited held on Saturday, 14th November, 2015 at 11.30 A.M.

I have also been appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on November 14, 2015.

- 2) The Notice dated 5th August, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.
- 3) The Company had availed the e-voting facility offered by Karvy Computershare Private Limited (Karvy) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote through remote e-voting facility.
- 4) The shareholders of the company holding shares as on the "cut-off" date of 7th November, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.
- 5) The voting period for remote e-voting commenced on 9th November, 2015 at 9.00 A.M and ended on 13th November, 2015 at 5.00 P.M. and the Karvy e-voting platform was blocked thereafter.
- 6) The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

7) I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy Computershare Private Limited (Karvy) e-voting system and the poll conducted at the AGM, respectively.



Residence : A-226, Shivanand Marg, Malviya Nagar, Jaipur-302017 Phone : 0141-2524814

- 8) I now submit my consolidated Report as under on the result of the remote e-voting and Poll at the Annual General Meeting in respect of the said Resolutions.

8.1 Resolution-1: Ordinary Resolution

Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 30th June, 2015, the reports of the Board of Directors' and Auditors thereon.

- i. Voted **in favour** of the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
442	27829308	100%

- ii. Voted **against** the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast against the resolution	% of total numbers of valid votes cast
NIL	NIL	NIL

- iii. **Invalid votes:**

Total number of members whose votes declared invalid	Total number of votes cast by them
6	38535

8.2 Resolution-2: Ordinary Resolution

Confirmation of payment of Interim Dividend on equity shares of the Company for the financial year ended 30th June, 2015.

- i. Voted **in favour** of the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
445	27867695	100%

- ii. Voted **against** the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast against the resolution	% of total numbers of valid votes cast
NIL	NIL	NIL

- iii. **Invalid votes:**

Total number of members whose votes declared invalid	Total number of votes cast by them
3	148



8.3 Resolution-3: Ordinary Resolution

Declaration of final dividend on equity shares of the Company for the financial year ended 30th June, 2015

i. **Voted in favour of the resolution:**

Number of members Voting through remote e-voting and poll.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
445	27867695	100%

ii. **Voted against the resolution:**

Number of members Voting through remote e-voting and poll.	Number of votes cast against the resolution	% of total numbers of valid votes cast
NIL	NIL	NIL

iii. **Invalid votes:**

Total number of members whose votes declared invalid	Total number of votes cast by them
3	148

8.4 Resolution-4: Ordinary Resolution

Re-appointment of Shri H. M. Bangur, Managing Director, retiring by rotation.

i. **Voted in favour of the resolution:**

Number of members Voting through remote e-voting and poll.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
438	27829598	99.86%

ii. **Voted against the resolution:**

Number of members Voting through remote e-voting and poll.	Number of votes cast against the resolution	% of total numbers of valid votes cast
7	38097	0.14%

iii. **Invalid votes:**

Total number of members whose votes declared invalid	Total number of votes cast by them
3	148



8.5 Resolution-5: Ordinary Resolution

Appointment of M/s. B.R. Maheswari & Company, Chartered Accountants, New Delhi as Statutory Auditors of the Company

i. **Voted in favour** of the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
417	26721815	96.02%

ii. **Voted against** the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast against the resolution	% of total numbers of valid votes cast
25	1107493	3.98%

iii. **Invalid votes:**

Total number of members whose votes declared invalid	Total number of votes cast by them
6	38535

8.6 Resolution-6: Ordinary Resolution

Appointment of Shri Sanjiv Krishnaji Shelgikar as an Independent Director of the Company for five years w.e.f. 5th August, 2015

i. **Voted in favour** of the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
434	27708084	99.96%

ii. **Voted against** the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast against the resolution	% of total numbers of valid votes cast
4	11202	0.04%

iii. **Invalid votes:**

Total number of members whose votes declared invalid	Total number of votes cast by them
10	148557



8.7 Resolution-7: Ordinary Resolution

Approval of payment of remuneration to M/s K.G. Goyal and Associates, Cost Accountants, Cost Auditor of the Company for the Financial Year 2015-16

i. Voted in favour of the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
444	27866588	99.996%

ii. Voted against the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast against the resolution	% of total numbers of valid votes cast
1	1107	0.004%

iii. Invalid votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
3	148

8.8 Resolution-8: Special Resolution

Authorization to Board of Directors for issue of Non-convertible Debentures (NCDs) through Private Placement basis.

i. Voted in favour of the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
410	27704018	99.57%

ii. Voted against the resolution:

Number of members Voting through remote e-voting and poll.	Number of votes cast against the resolution	% of total numbers of valid votes cast
33	121020	0.43%

iii. Invalid votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
6	42805

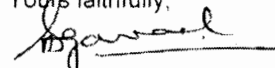


Shareholders who have split their votes into 'Assent' as well as 'Dissent', while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head 'Assent'.

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under remote e-voting and poll conducted at the AGM with the requisite majority.

All relevant records of electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 36th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary of the company for safe keeping.

Thanking you,
Yours faithfully,

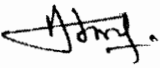



Dr. Sanjiv Agarwal
(ICAI M. No. 71571)



Date 14th November, 2015
Place Beawar

Witness:

Signature 	Signature 
Name and Address of 1 st Witness Abhishek Sharma Agarwal Sanjiv & Company (Chartered Accountants) 503, Gurukripa Tower, C-43, Mahaveer Marg, C-Scheme, Jaipur-302001 (Raj.)	Name and Address of 2 nd Witness Saurav Patni Agarwal Sanjiv & Company (Chartered Accountants) 503, Gurukripa Tower, C-43, Mahaveer Marg, C-Scheme, Jaipur-302001 (Raj.)

For Shree Cement Limited



S.S. KHANDELWAL
Company Secretary