



# THE TRAVANCORE CEMENTS LIMITED

(Regd. Office: NATTAKOM, KOTTAYAM – 686 013)

## **70<sup>th</sup> ANNUAL GENERAL MEETING** **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the 70<sup>th</sup> Annual General Meeting of THE TRAVANCORE CEMENTS LIMITED will be held at the Registered Office of the Company at Nattakom, Kottayam – 686 013 on Wednesday, 20<sup>th</sup> September 2017 at 11.00 a.m. to transact the following business:

### **Ordinary Business**

1. To receive, consider and adopt the Directors' Report and the Audited Statements of Accounts for the year ended 31st March 2017 with the reports of the Auditors and Accountant General (Audit), thereon.

### **Special Business**

2. To consider and if thought fit to pass with or without modification(s), as a Special Resolution:-

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities/Public Sector Undertakings/ and/or State Government and/or Central Government and/or through suppliers credit, any other securities or instruments, such as fixed rate notes, syndicated loans, bank guarantee, debentures, commercial papers, floating rate notes, short term loan or any other instruments etc and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.100 crores (Rupees one hundred crores) notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the company and its free reserves.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

All Shareholders are requested to be present in person or by proxy.

BY ORDER OF THE BOARD,  
FOR THE TRAVANCORE CEMENTS LIMITED,

Registered Office:  
Nattakom,  
Kottayam - 686 013, Kerala.  
Dated: 05<sup>th</sup> August 2017

(Sd/-)  
SAJI A. J.  
COMPANY SECRETARY



**NOTES:**

- a. The annual accounts of the Company for the year 2016-2017 is under finalization. The accounts are, therefore, not circulated along with this notice of the AGM. Hence, Agenda Item No.1 above has to be deferred and the meeting will have to be adjourned after transacting the business.
- b. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing a proxy and the authority if any under which such instrument is executed must be lodged at the Company's Registered Office at least 48 hours before the time fixed for the meeting.
- c. The Register of Members of the Company will remain closed from 06<sup>th</sup> September 2017 to 14<sup>th</sup> September 2017 both days inclusive.
- d. Members are requested to intimate immediately any changes in their address to the Company.

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**Explanatory Statement pursuant to Section 102 (1) of the  
Companies Act 2013**

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**Item No. 2 of the Agenda**

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

The Board of Directors of the Company in its meeting held on 05<sup>th</sup> August 2017 has passed the resolution to borrow monies any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities/Public Sector Undertakings/and/or State Government and/or Central Government and/or through suppliers credit, any other securities or instruments, such as fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, short term loan or any other instruments etc and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.100 crores (Rupees one hundred crores) from time to time on behalf of the Company for the business. However, keeping in view of requirement of loan and also the legal requirement that Section 180(1) (c) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by this special resolution. Hence, the Special Resolution at Item No.2 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.100 crores is intended for this purpose.

The Directors recommends the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

BY ORDER OF THE BOARD,  
FOR THE TRAVANCORE CEMENTS LIMITED,

Registered Office:  
Nattakom,  
Kottayam - 686 013, Kerala.  
Dated: 05<sup>th</sup> August 2017

(Sd/-)  
SAJI A. J.  
COMPANY SECRETARY



# THE TRAVANCORE CEMENTS LIMITED

(Regd. Office: NATTAKOM, KOTTAYAM – 686 013)

## ATTENDANCE SLIP

I hereby record my presence at the Seventieth (70<sup>th</sup>) Annual General Meeting of the Company held on Wednesday, 20<sup>th</sup> September 2017 at 11.00 a.m. at Nattakom, Kottayam- 686013.

Member's Folio/DPID Client ID No.

Name & Address of Shareholder :

Joint Shareholder :

Signature of the Member/  
Joint Members/Proxy

Note :

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of meeting hall.
2. Electronic copy of the notice of the AGM along with attendance slip and proxy form is being sent to all members whose e-mail address is registered with the company/depository participants unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this attendance slip.
3. Physical copy of the Notice of the AGM along with attendance slip and proxy form is sent in the permitted modes to all members whose e-mail is not registered or have requested for a hard copy.

### ELECTRONIC VOTING INFORMATION

EVEN(Electronic Voting Event Number)	USER ID	PASSWORD





# THE TRAVANCORE CEMENTS LIMITED

(Regd. Office: NATTAKOM, KOTTAYAM – 686 013)

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 70<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 70<sup>th</sup> AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.
- IV. The remote e-voting period commences on Sunday, 17<sup>th</sup> September 2017 at 9.00 am and ends on Tuesday, 19<sup>th</sup> September 2017 at 5.00 pm. During this period members of the company holding shares either in physical form or dematerialized form as on the cut off date 14<sup>th</sup> September 2017 being the record date for the purpose of voting, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member shall not be allowed to change it subsequently.

## V. Process and manner for remote e-voting are as under

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.  
*NOTE: Shareholders who forgot the User Details/Password can use "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).*  
*In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).*
- (v) After successful login, you can change the password with new password of your choice.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "THE TRAVANCORE CEMENTS LIMITED".



- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [krishnaprasadcs@gmail.com](mailto:krishnaprasadcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:
- (ii) Please follow all steps from Sl. No. a (ii) to Sl. No.a (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14<sup>th</sup> September, 2017.

IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14<sup>th</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [companysecretary@travcement.com](mailto:companysecretary@travcement.com)

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

X) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XI Mr. Krishna Prasad R S , Practicing Company Secretary (Membership No. 7080) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XII. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion



of the (AGM), a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company in [www.travcement.com](http://www.travcement.com) and on the website of NSDL

XV. The Results of e-voting and voting at the meeting, if any, on resolutions shall be aggregated and declared on or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite numbers of votes in favor of the Resolutions.

XVI. The notice of the 70<sup>th</sup> AGM is placed in the website of the Company [www.travcement.com](http://www.travcement.com)

XVII. For further clarifications or grievances please contact: [companysecretary@travcement.com](mailto:companysecretary@travcement.com)





THE TRAVANCORE CEMENTS LTD.  
NATTAKOM, KOTTAYAM-13

## Route Map of the AGM Venue -The Travancore Cements Ltd.



**From Nedumbassery Airport - 97 Km.**  
**From Kottayam Railway Station - 6.2 Km.**  
**From Kottayam KSRTC - 4.1 Km.**





**FORM No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN : U26941KL1946SGC001213  
Name of the company : THE TRAVANCORE CEMENTS LTD  
Registered office : NATTAKOM, KOTTAYAM- 686013  
Name of the member (s) :  
Registered address :  
E-mail Id :  
Folio No/ Client Id :  
DP ID :

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

Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him

Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the  
70<sup>th</sup> Annual General Meeting of the Company, to be held on 20<sup>th</sup> September 2017 At  
11.00 a.m. at the registered office and at any adjournment thereof in respect of  
such resolutions as are indicated below:



Sl. No.	Resolutions
<b>Ordinary Business</b>	
1	To receive, consider and adopt the Directors' Report and the Audited Statements of Accounts for the year ended 31st March 2017 with the reports of the Auditors and Accountant General (Audit), thereon.
<b>Special Business</b>	
2	Increasing the Borrowing Powers of the Company

Signed this..... day of..... 2017

Affix  
Rs.1/-  
Revenue  
Stamp

Signature of shareholder.....

signature of Proxy holder(s).....

**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.**