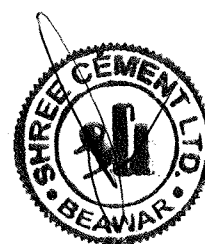


Voting Results

Date of the AGM :	30 th July, 2018
Total number of shareholders on record date	28805 shareholders as on 23 rd July, 2018 (Cut -off date)
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	16
Public:	46
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group:	
Public:	

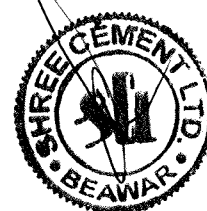
AGENDA-WISE DISCLOSURE

Resolution required (Ordinary / Special):				Ordinary Resolution: To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2018 and the Report of the Auditors thereon.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569197	99.9973	22569197	0	100.0000	0.0000
Public–Institutions	E-Voting	6775139	4756739	70.2087	4756739	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		4756739	70.2087	4756739	0	100.0000	0.0000
Public–Non Institutions	E-Voting	5492289	201510	3.6690	201510	0	100.0000	0.0000
	Poll		9003	0.1639	9003	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		210513	3.8329	210513	0	100.0000	0.0000
Total		34837225	27536449	79.0432	27536449	0	100.0000	0.0000



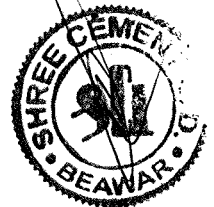
Resolution required (Ordinary / Special):				Ordinary Resolution: Confirmation of payment of Interim Dividend of Rs. 20/- per Equity Share of the Company for the financial year ended 31 March, 2018.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public-Institutions	E-Voting	6775139	4947994	73.0316	4947994	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6775139	4947994	73.0316	4947994	0	100.0000
Public-Non Institutions	E-Voting	5492289	201510	3.6690	201466	44	99.9781	0.0218
	Poll		9003	0.1639	9003	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5492289	210513	3.8329	210469	44	99.9791
Total		34837225	27727704	79.5922	27727660	44	99.9998	0.0002

Resolution required (Ordinary / Special):				Ordinary Resolution: Declaration of final dividend on equity shares for the financial year ended 31 st March, 2018.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public-Institutions	E-Voting	6775139	4947994	73.0316	4947994	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6775139	4947994	73.0316	4947994	0	100.0000
Public-Non Institutions	E-Voting	5492289	201510	3.6690	201510	0	100.0000	0.0000
	Poll		9003	0.1639	9003	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5492289	210513	3.8329	210513	0	100.0000
Total		34837225	27727704	79.5922	27727704	0	100.0000	0.0000



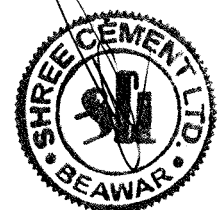
Resolution required (Ordinary / Special):				Ordinary Resolution: Re-appointment of Shri Benu Gopal Bangur (DIN: 00244196), as Director of the Company, retiring by rotation.				
Whether promoter / promoter group are interested in agenda / resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public–Institutions	E-Voting	6775139	4591636	67.7718	4408456	183180	96.0105	3.9894
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6775139	4591636	67.7718	4408456	183180	96.0106
Public–Non Institutions	E-Voting	5492289	150146	2.7338	150146	0	100.0000	0.0000
	Poll		9003	0.1639	9003	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5492289	159149	2.8977	159149	0	100.0000
Total		34837225	27319982	78.4218	27136802	183180	99.3295	0.6705

Resolution required (Ordinary / Special):				Ordinary Resolution: Approval of remuneration payable to M/s. K.G. Goyal and Associates, Cost Accountants, Cost Auditor of the Company for the financial year ending on 31 st March, 2019.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public–Institutions	E-Voting	6775139	4947994	73.0316	4947994	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6775139	4947994	73.0316	4947994	0	100.0000
Public–Non Institutions	E-Voting	5492289	201466	3.6682	201466	0	100.0000	0.0000
	Poll		9003	0.1639	9003	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5492289	210469	3.8321	210469	0	100.0000
Total		34837225	27727660	79.5920	27727660	0	100.0000	0.0000

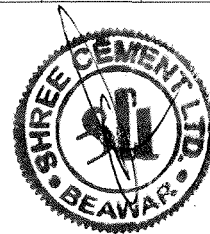


Resolution required (Ordinary / Special):				Special Resolution: Increase in the Borrowing limits of Board of Directors pursuant to section 180(1)(c) of Companies Act, 2013				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public-Institutions	E-Voting	6775139	4947994	73.0316	4917695	30299	99.3876	0.6123
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6775139	4947994	73.0316	4917695	30299	99.3877
Public-Non Institutions	E-Voting	5492289	203925	3.7129	203925	0	100.0000	0.0000
	Poll		9003	0.1639	9003	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5492289	212928	3.8769	212928	0	100.0000
Total		34837225	27730119	79.5991	27699820	30299	99.8907	0.1093

Resolution required (Ordinary / Special):				Special Resolution: Authorisation to Board of Directors for creation of charges/ mortgages/hypothecations in respect of borrowings pursuant to section 180(1)(a) of Companies Act, 2013.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public-Institutions	E-Voting	6775139	4947994	73.0316	4917695	30299	99.3876	0.6123
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6775139	4947994	73.0316	4917695	30299	99.3877
Public-Non Institutions	E-Voting	5492289	203925	3.7129	203925	0	100.0000	0.0000
	Poll		9003	0.1639	9003	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5492289	212928	3.8769	212928	0	100.0000
Total		34837225	27730119	79.5991	27699820	30299	99.8907	0.1093



Resolution required (Ordinary / Special):				Special Resolution: Authorization to Board of Directors of the Company for issuance of redeemable Non-convertible Debentures (NCDs) on Private Placement basis.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public-Institutions	E-Voting	6775139	4947994	73.0316	4947478	516	99.9895	0.0104
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6775139	4947994	73.0316	4947478	516	99.9896
Public-Non Institutions	E-Voting	5492289	203925	3.7129	203925	0	100.0000	0.0000
	Poll		9003	0.1639	9003	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5492289	212928	3.8769	212928	0	100.0000
Total		34837225	27730119	79.5991	27729603	516	99.9981	0.0019





Pradeep Pincha
Practising Company Secretary

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Scrutinizer's Report
Consolidated Report on remote e-Voting and Polling Papers at AGM
[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies
(Management and Administration) Rules, 2014, amended as on date]

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

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, amended as on date and voting through Polling Papers at the 39th Annual General Meeting of Shree Cement Limited held on Monday, 30th July, 2018 at 11.30 A.M.

Dear Sir,

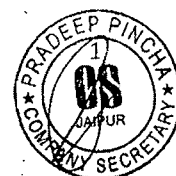
I, Pradeep Pincha, Practising Company Secretary was appointed as the Scrutinizer for the purpose of remote e-voting in terms of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting through Polling Papers on the below mentioned resolutions at the 39th Annual General Meeting (AGM) of the members of **Shree Cement Limited**.

In connection to above, I submit my report as under:

- The Company had appointed Karvy Computershare Private Limited (herein after referred to as "Karvy") as the agency to provide the remote e-Voting facility to the Members of the Company in connection with the 39th AGM of the Company.
- Karvy is also the Registrar and Share Transfer Agents ('RTA') of the Company.
- The Company completed the dispatch of Notice of AGM together with the Annual Report either by e-mails at their registered email address or physical copies at the registered address through permitted mode to the Members of the Company on 6th July, 2018.
- The remote e-Voting facility was made available from **Friday, 27th July, 2018 at 9.00 a.m. to Sunday, 29th July, 2018 till 5.00 p.m.** for the person(s), whose name is recorded in the

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108, 1st Floor, Shree Mansion, G-23, Kamla Marg, Behind Rajdhani Hospital, C-Scheme, Jaipur 302001, Rajasthan
Tel.: 91-0141 4106355 | Email: ppincha@gmail.com | www.pincha.com





Pradeep Pincha
Practicing Company Secretary

Register of Member or in the Register of Beneficial owners maintained by the depositories as on the **cut-off date i.e. Monday, 23rd July, 2018.**

- As prescribed under Rule 20(4) (xiii) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Karvy provided me the details of the Members who have casted their votes through remote e-voting i.e. names, DP ID / folio numbers and shareholding of the Members to ensure that the members who have casted their votes through remote e-voting do not vote again at the AGM.
- At the 39th AGM of the Company held on 30th July, 2018, the Chairman of the Company informed to the members present at the Meeting to record their votes through the polling papers who could not participate through remote e-voting.
- After the conclusion of 39th AGM of the Company on Monday, 30th July, 2018 a final electronic report of remote e-Voting was generated by unblocking the votes cast through remote e-Voting facility in presence of two witnesses viz. . Ms. Krati Upadhyay and Ms. Ayushi Parnami, who are not in the employment of the Company.
- Thereafter, the voting done through remote e-Voting and Polling papers, were reconciled with the records maintained by the RTA and the authorizations/proxies lodged with the Company and result of the scrutiny of the above voting process (remote e-Voting and Polling papers) in respect of the resolutions as set-out in the Notice of 39th AGM of the Company dated 10th May, 2018 are reproduced herein under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Report of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes No. of shares
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote E-voting	27527446	99.97	00	00	198270
Polling at AGM	9003	0.03	00	00	20000
TOTAL	27536449	100	00	00	218270

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Pradeep Pincha
Practicing Company Secretary

Resolution No. 2: Ordinary Resolution

To confirm the payment of Interim Dividend of Rs. 20/- per Equity Share of the Company for the financial year ended 31st March, 2018.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes No. of shares
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote E-voting	27718657	99.97	44	0.00	7015
Polling at AGM	9003	0.03	0	0.00	20000
TOTAL	27727660	100	44	0.00	27015

Resolution No. 3: Ordinary Resolution

To declare final dividend on the Equity Shares of the Company for the financial year ended 31st March, 2018.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes No. of shares
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote E-voting	27718701	99.97	00	00	7015
Polling at AGM	9003	0.03	00	00	20000
TOTAL	27727704	100.00	00	00	27015

Resolution No. 4: Ordinary Resolution

To appoint a Director in place of Shri Benu Gopal Bangur (DIN: 00244196), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Abstained / Invalid votes
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Pradeep Pincha
Practicing Company Secretary

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	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	No. of shares
Remote E-voting	27127799	99.30	183180	00.67	414737
Polling at AGM	9003	0.03	00	00.00	20000
TOTAL	27136802	99.33	183180	00.67	434737

Resolution No. 5: Ordinary Resolution

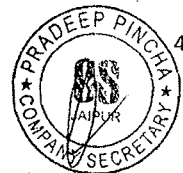
To ratify the remuneration of the M/s. K. G. Goyal and Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending on 31st March, 2019.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes No. of shares
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote E-voting	27718657	99.97	00	00	7059
Polling at AGM	9003	0.03	00	00	20000
TOTAL	27727660	100.00	00	00	27059

Resolution No. 6: Special Resolution

To increase the Borrowing limits of Board of Directors pursuant to section 180(1)(c) of Companies Act, 2013.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes No. of shares
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote E-voting	27690817	99.86	30299	0.11	4600
Polling at AGM	9003	0.03	00	0.00	20000
TOTAL	27699820	99.89	30299	0.11	24600





Resolution No. 7: Special Resolution

To authorize Board of Directors for creation of charges/ mortgages/hypothecations in respect of borrowings pursuant to section 180(1)(a) of Companies Act, 2013.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes No. of shares
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote E-voting	27690817	99.86	30299	0.11	4600
Polling at AGM	9003	0.03	00	0.00	20000
TOTAL	27699820	99.89	30299	0.11	24600

Resolution 8: Special Resolution

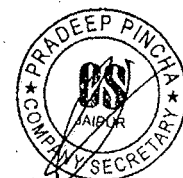
To authorize Board of Directors for issue of Redeemable Non-convertible Debentures (NCDs) through Private Placement basis pursuant to section 42 & 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes No. of shares
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote E-voting	27720600	99.97	516	0.00	4600
Polling at AGM	9003	0.03	00	0.00	20000
TOTAL	27729603	100.00	516	0.00	24600

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 through polling papers at the AGM with the requisite majority.


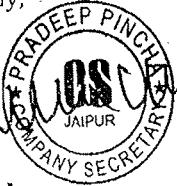
All relevant records of electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 39th Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the company for safe keeping.





Pradeep Pincha
Practicing Company Secretary

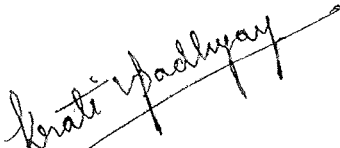
Thanking you,
Yours faithfully,

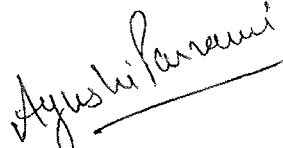



Pradeep Pincha
Practising Company Secretary
M. No.: FCS 5369
C. P. No.: 4426

Dated: 31st July, 2018
Place: Jaipur

Witness:


1. Krati Upadhyay
Jaipur


2. Ayushi Parnami
Jaipur

Countersigned by:

For Shree Cement Limited


S.S. KHANDELWAL
Company Secretary

108, 1st Floor, Shree Mansion, G-23, Kamla Marg, Behind Rajdhani Hospital, C-Scheme, Jaipur 302001, Rajasthan
Tel.: 91-0141 4106355 | Email: ppincha@gmail.com | www.pincha.com