



SHREE CEMENT LIMITED

Regd. Office: Bangur Nagar, Beawar - 305901, Distt. Ajmer, Rajasthan

Phone: EPABX 01462 228101-6, Fax: 01462 228117/119

E-Mail: shreebwr@shreecement.com Website: www.shreecement.com

CIN:-L26943RJ1979PLC001935

DECLARATION OF POSTAL BALLOT RESULTS WITH RESPECT TO POSTAL BALLOT NOTICE DATED 22ND JANUARY, 2019

Pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), consent of the Members of the Company was sought by way of Special Resolution(s) as set out in the Postal Ballot Notice dated 22nd January, 2019 by means of Physical Ballot Forms and voting through electronic means (remote e-voting).

The cut-off date for entitlement of voting by members was 30th January, 2019. The last date of receipt of the physical postal ballots and through remote e-voting was 8th March, 2019 (upto 5.00 PM). Shri Pradeep Pincha, Scrutinizer has submitted his report on 9th March, 2019. The results of the Postal Ballot is as under:-

Item No.	Details of the Agenda of Postal Ballot Notice	Resolution required (Ordinary/Special)	Total No. of Valid Votes casted	% Votes in favour	% Votes Against
1	Continuation of Shri Benu Gopal Bangur as Non-Executive Director of the Company (Non-Independent)	Special	27512440	99.4258	0.5742
2	Continuation of current term of Shri Ratanlal Gaggar as Independent Director of the Company	Special	27413707	89.0925	10.9075
3	Continuation of current term of Shri Om Prakash Setia as Independent Director of the Company	Special	27510550	96.7189	3.2811
4	Continuation of current term of Dr. Yoginder Kumar Alagh as Independent Director of the Company	Special	27510511	98.0119	1.9881
5	Continuation of current term of Shri Nitin Dayalji Desai as Independent Director of the Company	Special	27512401	99.9993	0.0007
6	Appointment of Shri Prakash Narayan Chhangani as Whole Time Director of the Company w.e.f. 30 th July, 2018	Special	27887712	94.0595	5.9405

Based on the Report of the Scrutinizer, all Resolutions as set out in the Postal Ballot Notice dated 22nd January, 2019 have been duly approved with requisite majority. The resolutions are deemed to have been passed on 8th March, 2019 i.e. the last date of e-voting and receipt of Postal Ballot Forms.

Date : 9th March, 2019
Place: Beawar

For SHREE CEMENT LTD.

(S.S. Khandelwal)
Company Secretary
Membership No. F5421



Pradeep Pincha
Practising Company Secretary

Report of Scrutinizer on Postal Ballot including remote e-Voting

[Pursuant to Section 110, 108 of the Companies Act, 2013 and the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman/Board of Directors
Shree Cement Limited
Bangur Nagar, Beawar-305 901
Ajmer (Rajasthan)

Sub: Scrutinizer's Report on E-Voting and Postal Ballot Process conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir(s),

I, Pradeep Pincha, Practising Company Secretary have been appointed as a Scrutinizer by the Board of Directors of the Shree Cement Limited ('SCL') in its meeting held on 22nd January, 2019 as required under Section 108 and 110 of the Companies Act, 2013 read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the purpose of scrutinizing the postal ballot process including remote e-voting process in a fair and transparent manner, in respect of items as mentioned in the Postal Ballot Notice dated 22nd January, 2019.

The notice dated 22nd January, 2019 was sent to the members of the SCL along with statement setting out material facts under section 102 of the Companies Act, 2013.

The members of the SCL holding shares on the cut-off date i.e. 30th January, 2019 were entitled to vote on the resolutions proposed and set out in the Postal Ballot Notice.

In this regard, I submit my report as under that:

- the Notice of Postal Ballot along-with postal ballot forms were accompanied with postage pre-paid self-addressed Business Reply Envelope which was required to be returned by the members not later than 5:00 PM (IST) on 8th March, 2019. In addition to the above, Notices were also sent via electronic mode by Karvy Fintech Private Limited (hereinafter referred as 'Karvy'), the service provider & Registrar and Share Transfer Agent (RTA) to the members (other than who have requested for physical copy) at their e-mail address as registered with the Depository Participants or the RTA.





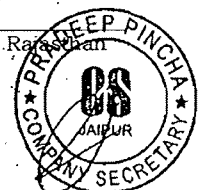
Pradeep Pincha

Practising Company Secretary

- the Company engaged Karvy as service provider, for facilitating remote e-voting to the members of the Company, as permitted under Section 108, 110 of the Companies Act, 2013 read-with the Companies (Management and Administration) Rules, 2014, as amended from time to time, commencing from Thursday, 7th February, 2019, at 9.00 a.m. to Friday, 8th March, 2019, at 5.00 p.m.
- after the time fixed for closing of the remote e-Voting i.e. 5.00 p.m. on Friday, 8th March, 2019 a final electronic report was generated in presence of two witnesses viz. Mr. Akshit Kr. Jangid and Mr. Bhavesh Surolia who are not in the employment of the Company from the website viz. <https://evoting.karvy.com> of Karvy, the service provider, for facilitating remote e-voting.
- I have received the Postal Ballot forms from the members during the period starting from Thursday, 7th February, 2019 till Friday, 8th March, 2019. All the Postal Ballot forms together with all votes cast by e-Voting through Karvy received upto 5.00 p.m. on Friday, 8th March, 2019 being the last date fixed by the Company for receipt of Postal Ballot Forms / remote e-voting, were considered for my scrutiny.
- E-voting platform was optional for the members to cast their votes. In case, the members have cast their votes through postal ballot as well as through remote e-voting then, vote cast through e-voting was considered and voting done through Postal Ballot was ignored as indicated in the Notice dated 22nd January, 2019.
- on scrutiny, I report the results of voting through postal ballot including remote e-Voting in respect of the resolution(s) as set-out in the Notice of Postal Ballot as under:

Item No. 1: Special Resolution - Continuation of Shri Benu Gopal Bangur as Non-Executive Director of the Company (Non-Independent):

Manner of Voting		Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
		No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	No. of shares
Remote voting	E-	27347675	99.4011	157966	0.5742	487086
Postal Ballot		6798	0.0247	1	0.0000	1342
TOTAL		27354473	99.4258	157967	0.5742	488428





Pradeep Pincha

Practising Company Secretary

Item No. 2: Special Resolution - Continuation of current term of Shri Ratanlal Gaggar as Independent Director of the Company:

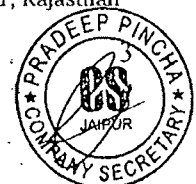
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	No. of shares
Remote voting	24416770	89.0677	2990138	10.9075	585819
Postal Ballot	6798	0.0248	1	0.0000	1342
TOTAL	24423568	89.0925	2990139	10.9075	587161

Item No. 3: Special Resolution - Continuation of current term of Shri Om Prakash Setia as Independent Director of the Company:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	No. of shares
Remote voting	26601198	96.6945	902553	3.2807	488976
Postal Ballot	6698	0.0244	101	0.0004	1342
TOTAL	26607896	96.7189	902654	3.2811	490318

Item No. 4: Special Resolution - Continuation of current term of Dr. Yoginder Kumar Alagh as Independent Director of the Company:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	No. of shares
Remote voting	26956885	97.9876	546827	1.9877	489015
Postal Ballot	6698	0.0243	101	0.0004	1342
TOTAL	26963583	98.0119	546928	1.9881	490357





Pradeep Pincha

Practising Company Secretary

Item No. 5: Special Resolution - Continuation of current term of Shri Nitin Dayalji Desai as Independent Director of the Company:

Manner of Voting	of	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
		No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	No. of shares
Remote voting	E-	27505502	99.9749	100	0.0003	487125
Postal Ballot		6698	0.0244	101	0.0004	1342
TOTAL		27512200	99.9993	201	0.0007	488467

Item No. 6: Special Resolution - Appointment of Shri Prakash Narayan Chhangani as Whole Time Director of the Company w.e.f. 30th July, 2018:

Manner of Voting	of	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
		No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	No. of shares
Remote voting	E-	26224314	94.0354	1656579	5.9401	111834
Postal Ballot		6718	0.0241	101	0.0004	1342
TOTAL		26231032	94.0595	1656680	5.9405	113176

- The Postal Ballot form, which was incomplete or incorrectly filled and/or which was otherwise found defective has been treated as invalid and kept separately.

All the resolutions mentioned in the Postal Ballot Notice dated 22nd January, 2019 as per the details above stand passed under remote e-voting and through Postal ballot process with the requisite majority.

I will hand over all related papers/registers and records as well as report generated from the website of Karvy with regard to electronic voting for safe custody to the Company after signing of minutes by the Chairman of the Company.

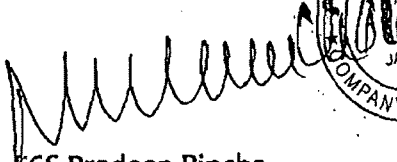


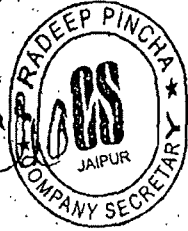


Pradeep Pincha

Practising Company Secretary

Thanking You,
Yours faithfully,

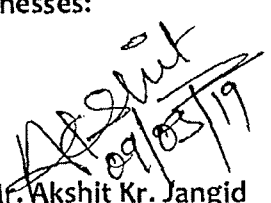

FCS Pradeep Pincha
Practicing Company Secretary
C.P. No. 4426




Date: 09/03/2019

Place: Jaipur

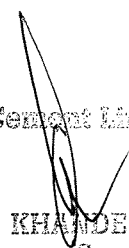
Witnesses:


1. Mr. Akshit Kr. Jangid
Add: 108, Shree Mansion,
G-23, Kamla Marg, C-Scheme,
Jaipur-302001 (Rajasthan)


2. Mr. Bhavesh Suroliya
Add: 108, Shree Mansion,
G-23, Kamla Marg, C-Scheme,
Jaipur-302001 (Rajasthan)

Countersigned by:

For Shree Cement Limited


S.S. KHANDELWAL
Company Secretary