



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 19TH OCTOBER, 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 Regulation 44 of the 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 19th October, 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 11th October, 2019. The last date of receipt of the physical postal ballots and through remote e-voting was 18th October, 2019 (upto 5.00 PM). Shri Pradeep Pincha, Scrutinizer has submitted his report on 18th October, 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	Raising of funds in one or more tranches, by issuance of equity shares by way of qualified institutions placement(s) for an amount not exceeding Rs. 3,000 crore	Special	27892721	99.9732	0.0268
2	Partial modification in terms of remuneration of Shri Prakash Narayan Chhangani, Whole Time Director of the Company	Special	27410903	94.4263	5.5737

Based on the Report of the Scrutinizer, all Resolutions as set out in the Postal Ballot Notice dated 19th October, 2019 have been duly approved with requisite majority. The resolutions are deemed to have been passed on 18th November, 2019 i.e. the last date of e-voting and receipt of Postal Ballot Forms.

Date : 19th November, 2019

Place: Beawar

For SHREE CEMENT LTD.


(S.S. Khandelwal)

Company Secretary

Membership No. F5421



Pradeep Pincha

Practicing 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.

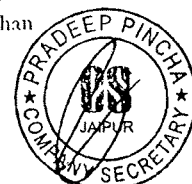
Dear Sir(s),

I, Pradeep Pincha, Practicing Company Secretary have been appointed as a Scrutinizer by the Board of Directors of the Shree Cement Limited ('SCL') in its meeting held on 19th October, 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 19th October 2019.

The notice dated 19th October 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. Friday, 11th October 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 Postal Ballot Notice was sent to the Members in electronic form to the email addresses registered with their Depository Participants and/or Karvy Fintech Private Limited (hereinafter referred as 'Karvy'), Registrar and Share Transfer Agent (RTA) of the Company. For Members whose email IDs were not registered, physical copies of the Postal Ballot Notice were sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope which was required to be returned by the members not later than 5:00 PM (IST) on 18th November, 2019.



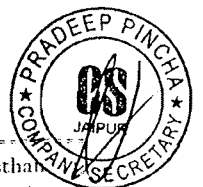


Pradeep Pincha

Practicing 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 Sunday, 20th October, 2019, at 9.00 a.m. to Monday, 18th November, 2019, at 5.00 p.m.
- after the time fixed for closing of the remote e-Voting i.e. 5.00 p.m. on Monday, 18th November, 2019 a final electronic report was generated in presence of two witnesses viz. Mr. Akshit Kr. Jangid and Mr. Lokesh Sharma 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 Sunday, 20th October, 2019 till Monday, 18th November, 2019. All the Postal Ballot forms together with all votes cast by e-Voting through Karvy received upto 5.00 p.m. on Monday, 18th November, 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 19th October 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 - Raising of funds in one or more tranches, by issuance of equity shares by way of qualified institutions placement(s) for an amount not exceeding Rs. 3,000 crore.





Pradeep Pincha

Practicing Company Secretary

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 E-voting	27882028	99.9617	7472	0.0268	356943
Postal Ballot	3221	0.0115	0	0.0000	657
TOTAL	27885249	99.9732	7472	0.0268	357600

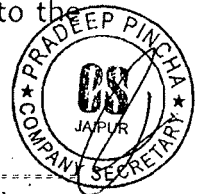
Item No. 2: Special Resolution - Partial modification in terms of remuneration of Shri Prakash Narayan Chhangani, Whole Time Director of the Company.

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 E-voting	25879894	94.4146	1527788	5.5737	838761
Postal Ballot	3221	0.0118	0	0.0000	657
TOTAL	25883115	94.4263	1527788	5.5737	839418

- 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 19th October 2019 as per the details above stand passed under remote e-voting and through Postal ballot process with the requisite majority.

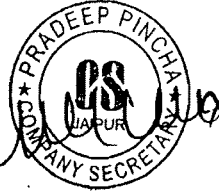

I will hand over all related papers/registers and records as well as report generated from the website of Karvy with regard to electronic voting for safe custody to the Company after signing of minutes by the Chairman of the Company.





Pradeep Pincha
Practicing Company Secretary

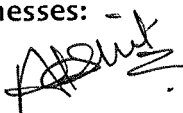
Thanking You,
Yours faithfully,

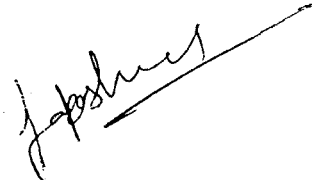


FCS Pradeep Pincha
Practicing Company Secretary
C.P. No. 4426

Date: 18/11/2019
Place: Jaipur

Witnesses:


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


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

Countersigned by:

For Shree Cement Limited


S.S. KHANDELWAL
Company Secretary