



# SHREE CEMENT LTD.

An ISO 9001, 14001, 50001 & OHS 18001 Certified Company

Regd. Office:

BANGUR NAGAR, POST BOX NO.33, BEAWAR 305901, RAJASTHAN, INDIA

CIN No. : L26943RJ1979PLC001935  
Phone : 01462 228101-6  
Toll Free : 1800 180 6003 / 6004  
Fax : 01462 228117 / 228119  
E-Mail : shreebwr@shreecement.com  
Website : www.shreecement.com

SCL/BWR/SE/2023-24/  
7<sup>th</sup> November, 2023

National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra – Kurla Complex, Bandra (East)  
MUMBAI – 400 051

BSE Limited  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
MUMBAI – 400 023

**SCRIP CODE: SHREECEM EQ**  
**Debt Segment NCD ISIN: INE070A07061**

**SCRIP CODE 500387**  
**Debt Segment NCD ISIN: INE070A07061**

**Attn: Listing Department**

**Sub: Intimation of the outcome of the meeting of the Board of Directors of Shree Cement Limited held on 7<sup>th</sup> November 2023 and disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Dear Sirs,

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform the stock exchanges that the Board of Directors of Shree Cement Limited (“**Transferee Company**” or “**Company**”) in its meeting held today i.e. 7<sup>th</sup> November, 2023, considered and approved the draft Scheme of Amalgamation of Shree Cement North Private Limited (“**Transferor Company 1**”) and Shree Cement East Private Limited (“**Transferor Company 2**”) with the Company and their respective shareholders (“**Scheme**”) pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Act**”).

The Scheme inter alia provides for the amalgamation of the Transferor Company 1 and the Transferor Company 2 (collectively referred to as “**Transferor Companies**”) with the Company. The Transferor Companies are wholly owned subsidiaries of the Company.

The Scheme is subject to necessary statutory and regulatory approvals under the applicable laws, including approval of the jurisdictional National Company Law Tribunal.

The disclosure as required pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is attached as per **Annexure A**.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For **SHREE CEMENT LIMITED**

(**S.S. KHANDELWAL**)  
COMPANY SECRETARY

Encl: As Above



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## Annexure-A

Details required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S. No.	Particulars	Details															
1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p><b>Transferee Company:</b></p> <table border="1"> <thead> <tr> <th>Name of the entity</th> <th>Revenue for the year 2022-23 (Rs. In Crore)</th> <th>Net Worth as at March 31, 2023 (Rs. in Crore)</th> </tr> </thead> <tbody> <tr> <td>Shree Cement Ltd.</td> <td>16,837.49 (Standalone)</td> <td>18,288.44 (Standalone)</td> </tr> </tbody> </table> <p><b>Transferor Companies :</b></p> <table border="1"> <thead> <tr> <th>Name of the entity</th> <th>Revenue for the year 2022-23 (Rs. In Crore)</th> <th>Net Worth as at March 31, 2023 (Rs. in Crore)</th> </tr> </thead> <tbody> <tr> <td>Shree Cement East Pvt. Ltd.*</td> <td>Nil</td> <td>554.45</td> </tr> <tr> <td>Shree Cement North Pvt. Ltd.*</td> <td>Nil</td> <td>151.88</td> </tr> </tbody> </table> <p>*Wholly owned subsidiary of Shree Cement Ltd.</p>	Name of the entity	Revenue for the year 2022-23 (Rs. In Crore)	Net Worth as at March 31, 2023 (Rs. in Crore)	Shree Cement Ltd.	16,837.49 (Standalone)	18,288.44 (Standalone)	Name of the entity	Revenue for the year 2022-23 (Rs. In Crore)	Net Worth as at March 31, 2023 (Rs. in Crore)	Shree Cement East Pvt. Ltd.*	Nil	554.45	Shree Cement North Pvt. Ltd.*	Nil	151.88
Name of the entity	Revenue for the year 2022-23 (Rs. In Crore)	Net Worth as at March 31, 2023 (Rs. in Crore)															
Shree Cement Ltd.	16,837.49 (Standalone)	18,288.44 (Standalone)															
Name of the entity	Revenue for the year 2022-23 (Rs. In Crore)	Net Worth as at March 31, 2023 (Rs. in Crore)															
Shree Cement East Pvt. Ltd.*	Nil	554.45															
Shree Cement North Pvt. Ltd.*	Nil	151.88															
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	In terms of General Circular No 30/2014 dated 17th July 2014 issued by Ministry of Corporate Affairs ("MCA Circular"), the transactions arising out of compromises, arrangements and amalgamations under the Act are exempted from the requirements of Section 188 of the Act. Further, in terms of Regulation 23(5)(b) of the Listing Regulations, any transaction entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, is exempted from the provisions of Regulation 23(2), (3) & (4) of Listing															

JAIPUR OFFICE : SB-187, Babu Nagar, Opp. Rajasthan University, JLN Marg, Jaipur 302015

Phone : 0141 4241200, 4241204, Fax : 0141 4241219

NEW DELHI OFFICE : 122-123, Hans Bhawan, 1, Bahadurshah Zafar Marg, New Delhi 110002

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

CORP. OFFICE : 21, Strand Road, Kolkata 700001 Phone : 033 22309601-4 Fax : 033 22434226



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S. No.	Particulars	Details
		Regulations. As the Transferor Companies, being wholly owned subsidiaries of the Company, are proposed to be amalgamated with the Company through the Scheme, there will be no issue of shares by the Transferee Company. Accordingly, no valuation will be required. Therefore, requirement of arm's length criteria is not applicable.
3	Area of business of the entity(ies)	<p>The Transferor Company 1 is engaged in the business of cement manufacturing and sales.</p> <p>The Transferor Company 2 is engaged in the business of cement manufacturing and sales.</p> <p>The Transferee Company is engaged in the business of cement manufacturing and sales.</p>
4	Rationale for amalgamation/ merger	Business efficiency and economies of scale
5	In case of cash consideration – amount or otherwise share exchange ratio	Since the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares of the Transferee Company shall be allotted under the Scheme.
6	Brief details of change in shareholding pattern (if any) of listed entity	Since there is no issue of shares, there will be no change in the shareholding pattern of the Transferee Company pursuant to the Scheme.

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