



SHREE CEMENT LIMITED

Regd. Office: Bangur Nagar, Beawar-305 901, District: Ajmer (Rajasthan)

Phone: EPABX +91-1462-228101-6 **Fax:** +91-1462-228117/119

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

CIN: L26943RJ1979PLC001935

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 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]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the 'Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to other applicable laws and regulations, the Company is seeking consent of its members for the Special Business appended hereunder proposed to be transacted through Postal Ballot which includes voting by electronic means for the following purposes:-

SPECIAL BUSINESS

1. Alteration to the Objects Clause of the Memorandum of Association of the Company

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with applicable rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to the approval of Registrar of Companies or such other statutory or regulatory approvals as may be required, the consent of the Members of the Company be and is hereby accorded to alter the existing Main Objects of the Memorandum of Association [Clause III. (A)], by insertion of new Clauses 2 and 3 after Clause 1 as set out hereunder:-

The new Clauses i.e. Clause 2 and 3 be inserted after the existing Clause 1 of Main Objects of the Memorandum of Association of the Company.

"2. To purchase, take on lease, or otherwise acquire any coal mines and other mines, mining ground, and minerals, and any mining rights, grants, concessions and easements, and any lands or other property necessary or convenient for the advantageous possession and use of the mines or works for the time being owned or worked by the Company, or any interest therein respectively, and to search for, get, bring to surface, make merchantable, and sell and dispose of coal and other ores, metals and minerals, and substances of the earth whatsoever.

3. To act as agent, broker, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of present and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, calcite and coal, lignite, limestone, gypsum, silicon and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the purpose."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By the order of the Board of Directors
For **SHREE CEMENT LIMITED**

Place: Beawar
Date: 4th March, 2023

S.S. Khandelwal
Company Secretary
Membership No. F5421

NOTES:

- 1) The Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102 of the Companies Act, 2013 setting out all material facts are annexed hereunder and forms part of the Notice.
- 2) The Board of Directors of the Company has appointed Mr. Akshit Kumar Jangid (Membership No. F11285, CP No. 16300) and failing him Ms. Krati Upadhyay (Membership No. A58280, CP No. 23056), Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
- 3) The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (the 'Depositories') as on **Friday, 3rd March, 2023**. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / Company's Registrar and Share Transfer Agents (RTA) (in case of physical shareholding). For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope. The Postal Ballot Notice will be available on the Company's website **www.shreecement.com** under 'investor section' and on the RTA's website **https://instavote.linkintime.co.in**.
- 4) The cut-off date for the purpose of reckoning the voting rights is **Friday, 3rd March, 2023 ("Cut-off date")**. Members whose names appear in the Register of Members / List of Beneficial Owners as on cut-off date will be considered for the purpose of voting. The Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on Cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
- 5) Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form, can download Postal Ballot Form as attached in the e-mail or from the Company's website i.e. **www.shreecement.com** or from the website of RTA (Link Intime India Private Limited) i.e. **https://instavote.linkintime.co.in** or may seek duplicate Postal Ballot Form by sending an e-mail from their registered e-mail address at **shyam.khandelwal@shreecement.com** or writing to Company Secretary, Shree Cement Limited, Bangur Nagar, Beawar – 305901, Rajasthan.
- 6) In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has provided the remote e-voting facility to the members to exercise their votes electronically. The Company has engaged Link Intime India Private Limited ("Link Intime") as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("remote e-voting").
- 7) Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed and signed form in the enclosed self-addressed Business Reply Envelope not later than 5:00 PM (IST) on **Sunday, 9th April, 2023**. Postage cost will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. Please note that, if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.
- 8) Members desiring to opt for remote e-voting are requested to read the instructions in the Notes under the section **"VOTING THROUGH ELECTRONIC MEANS"**.
- 9) The members can opt for only one mode of voting, i.e. either by physical Postal Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by remote e-voting shall be considered and votes cast through physical Postal Ballot Forms will be treated as invalid. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- 10) A member cannot exercise his vote by Proxy on Postal Ballot.
- 11) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be declared/announced by the Chairman or any other person authorised by him on **Monday, 10th April, 2023** not later than 5.00 PM (IST) at the Registered Office of the Company at Bangur Nagar, Beawar – 305901 and will also be informed to the Stock Exchanges where the Company's equity shares are listed and shall also be displayed on the Company's website **www.shreecement.com** and RTA's website **https://instavote.linkintime.co.in**, along with the Scrutinizer's Report. The resolution, if passed by the members through Postal Ballot, shall be deemed to have been passed on **Sunday, 9th April, 2023** being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting, as if they have been passed at a general meeting of the members.
- 12) All the documents referred to in the Explanatory Statement, shall be available for inspection from **Saturday, 11th March, 2023 to Sunday, 9th April, 2023** during 2.00 p.m. to 5.00 p.m. on all working days other than Saturdays. Members seeking to inspect such documents can send an e-mail on **shyam.khandelwal@shreecement.com** mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self attested copy of their PAN card attached to the e-mail.

13) VOTING THROUGH ELECTRONIC MEANS

A. Step 1: Login Methods

(I) Individual Shareholders

Type of shareholders	Login Method
Individual Shareholders Holding securities in demat mode with NSDL	<p>A. NSDL Internet Based Demat Account Statement (IDeAS) facility</p> <p>If user is already registered for the NSDL IDeAS facility, follow the below steps:-</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. 4. Click on “Access to e-Voting” appearing on the left hand side under e-voting services and you will be able to see e-voting page. 5. Click on company name or e-Voting service provider - Link Intime and you will be re-directed to “Insta Vote” website for casting your vote during the remote e-voting period. <p>If the user is not registered for NSDL IDeAS, follow the below steps:-</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Upon successful registration, please follow steps given in points 1-5 above. <p>B. E-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com. 2. Once the home page of e-Voting system is launched, click on the “Login” icon which is available under “Shareholder/Member/Creditor” section. 3. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. 4. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on company name or e-voting service provider name i.e. Link Intime and you will be redirected to “Insta Vote” website for casting your vote during the remote e-voting period. <p>Note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL Easi / Easiest facility login through their user ID and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on “New System Myeasi” tab. 2. After successful login of Easi / Easiest user will be able to see the e-voting menu. The menu will have links of e-voting service provider (“ESP”) i.e. Link Intime. Click on LINKINTIME and you would be redirected to “InstaVote” website for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, the option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-voting link at www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. Link Intime. Click on LINKINTIME and you would be redirected to “InstaVote” website for casting your vote during the remote e-voting period.</p> <p>Note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility.</p> <p>2. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on company name or e-voting service provider name i.e. Link Intime and you will be redirected to “InstaVote” website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in Physical mode / Non-Individual Shareholders (other than institutional shareholders) holding securities in Demat / Physical mode	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in.</p> <p>2. Click on “Sign Up” under “SHARE HOLDER” tab and register with your following details: -</p> <p>A. User ID: Shareholders holding shares in physical form shall provide Event No. + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>Members holding shares in physical form and have not registered details as per ‘C’ and ‘D’ above, shall provide their Folio number in ‘D’ above. Members holding shares in NSDL, shall provide details as per ‘D’ above. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated).</p> <p>3. Click on “Login” under “SHARE HOLDER” tab.</p> <p>4. Enter your User ID, Password and Image Verification Code (CAPTCHA) and click on “Submit”.</p> <p>Important note: If an Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-voting website of Link Intime: https://instavote.linkintime.co.in as follows:-</p> <ul style="list-style-type: none"> - Click on “Login” under “SHARE HOLDER” tab and further Click “forgot password”. - Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). And click on “SUBMIT”.

Type of shareholders	Login Method
	<p><i>In case shareholders is having valid e-mail address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.</i></p> <p>Members holding shares in Demat mode who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available at depository / depository participants website.</p>

Helpdesk for Individual Shareholders facing any technical issue in login are as follows:-

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 4430.
Individual shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll free No. 1800225533
Individual Shareholders holding securities in Physical mode	Please contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact at 022 – 4918 6000.

(II) Institutional Shareholders

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime at **<https://instavote.linkintime.co.in>** and register themselves as “Custodian / Mutual Fund / Corporate Body”. They are also required to upload a scanned certified true copy of the Board Resolution / Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the “Custodian / Mutual Fund / Corporate Body” login. For registration follow following steps:-

1. Open the internet browser and launch the URL: **<https://instavote.linkintime.co.in>**.
2. Click on “**Sign Up**” under “**CUSTODIAN/ CORPORATE BODY/ MUTUAL FUND**” tab and register with mentioning / uploading following details viz. Firm’s Name, SEBI Registration Number/Corporate Identification Number (CIN) (Registration certificate shall also be required to be uploaded), Date of SEBI Registration/Date of Incorporation, Registered / Corporate Office Address etc.
3. Upon successful registration, auto generated mail containing the login credentials would be sent on the registered e-mail address of the primary contact person.

Helpdesk for Institutional Shareholders:

Institutional Shareholders facing any technical issue in login with Link Intime may contact Link Intime INSTAVOTE helpdesk by sending a request at **enotices@linkintime.co.in** or contact on: - Tel: 022 – 4918 6000.

B. Step 2: Cast your vote electronically

(I) Individual Shareholders

1. After successful login, you will be able to see the notification for e-voting. Select “**View**” icon and e-voting page will appear.
2. Refer the Resolution description and cast your vote by selecting your desired option “**Favour/ Against**” (If you wish to view the entire Resolution details, click on the “**View Resolution**” file link).
3. After selecting the desired option i.e. Favour/ Against, click on “**Submit**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**Yes**”, else to change your vote, click on “No” and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

(II) Institutional Shareholders

Votes Entry (Individual Entry)	Votes Upload (Bulk Upload):
<p>Click on “Votes Entry” tab under the Menu section.</p> <p>Enter Event No. for which you want to cast vote; Enter “16-digit Demat Account No.” for which you want to cast vote.</p> <p>Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link)</p> <p>After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p>	<p>You will be able to see the notification for e-voting in the e-mail received from “Link Intime”. Select 'View' icon for 'Designated Company / Event number'. E-voting page will appear.</p> <p>Download sample vote file template from “Download Sample Vote File” option; Cast your vote by selecting your desired option 'Favour/Against' in excel and upload the same under “Upload Vote File” option.</p> <p>Click on “Submit”. “Data uploaded successfully” message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p>

C. In case you have not registered your e-mail address with the Company/Depository, please follow below instructions for registration of e-mail address for login details for e-voting:

Physical Holding	<p>Visit the link: https://web.linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to Registrar & Share Transfer Agent (RTA) at rnt.helpdesk@linkintime.co.in.</p> <p>On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.</p>
Demat Holding	<p>A. Individual shareholders</p> <p>Please refer to the login method explained at Step 1 i.e. login methods for Individual Shareholders holding securities in demat mode with NSDL / CDSL.</p> <p>B. Other than Individual Shareholders</p> <p>Please contact your Depository Participant (DP) and register your e-mail address in your demat account as per the process advised by your DP.</p>

- 14) For Members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- 15) During the voting period, Members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- 16) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- 17) In case Members have any query regarding e-voting, they may refer the Frequently Asked Questions (“FAQs”) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to Mr. S.S. Khandelwal, Company Secretary at shyam.khandelwal@shreecement.com or may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting at Link Intime India Private Limited [Unit: Shree Cement Limited], C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, India at email: enotices@linkintime.co.in, Tel. No.: 022 –4918 6000.
- 18) **Voting period will commence at 9.00 A.M. (IST) on Saturday, 11th March, 2023 and ends at 5.00 P.M. (IST) on Sunday, 9th April, 2023. The remote e-voting module shall be disabled by the Link Intime for voting at 5.00 PM (IST) on Sunday, 9th April, 2023. Remote e-voting shall not be allowed beyond the said date and time.**

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013

Item No. 1 of Notice

The Main Objects of the present Memorandum of Association (MOA) of the Company covers activities associated with the manufacturing of cement and cement products. Company intends to own Coal Blocks which are auctioned from time to time for commercial coal mining. This will create fuel security through long term fuel supply sourcing options for its operations while allowing flexibility to use the coal for other commercial purposes as well.

Since, presently coal mining activities are not specifically covered under the Main Objects of the memorandum of the Company, it is proposed to include mining of coal and other minerals / materials and commercial activities related thereto in the Main Objects [Clause III. (A)] of Memorandum of Association.

Accordingly, the Board of Directors propose to alter Clause III. (A) of the Objects Clause of the Memorandum of Association of the Company as set out in the Resolution at Item No.1.

The aforesaid alteration, if approved by the members shall be registered by the Registrar of Companies, Rajasthan as per provisions of the Companies Act, 2013 with such modifications as may be advised by him/her.

None of the Directors and/or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at item no. 1 of the Notice for the approval of the members as a special resolution.

By the order of the Board of Directors
For **SHREE CEMENT LIMITED**

S.S. Khandelwal
Company Secretary
Membership No. F5421

Place: Beawar
Date: 4th March, 2023

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