



## Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman of 31<sup>st</sup> Annual General Meeting of the members of.  
**SHIVA CEMENT LIMITED** held on 21<sup>st</sup> September 2017 at  
Hotel Mantra Palace, Panposh Road, Next to Reliance Digital, Rourkela-769 004 Odisha

Dear Sir,

I **Surya Narayan Tripathy**, Chartered Accountant in Practice and Partner at **Tripathy & Co.**, Chartered Accountants, Bhubaneswar have been appointed by the Board of Directors of **SHIVA CEMENT LIMITED** (the Company), as a Scrutinizer for the purpose of Scrutinizing the e-voting process and voting through physical ballot and ascertaining the requisite majority on voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended on the Resolution contained in the notice to the **31st Annual General Meeting (AGM)** of the members of the Company, to be held on **21<sup>st</sup> September 2017**, at **Hotel Mantra Palace, Panposh Road, Next to Reliance Digital, Rourkela-769 004 Odisha**

1. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and voting through physical ballot process on the Resolution contained in the notice of 30<sup>th</sup> Annual General Meeting (AGM) of members of the Company. My responsibility as a Scrutinizer for the e-voting process and voting through physical ballots is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by NSDL and of voting through physical ballots by the authorized agency engaged by the Company to provide remote e-voting/physical ballot facilities.
2. I submit my Report as under :
  - a. The remote e-voting period remained open from **18<sup>th</sup> September, 2017 (9.00 A.M.) (IST)** to **20<sup>th</sup> September, 2017 (5.00 P.M.) (IST)**.
  - b. The member of the Company as on "**Cut off**" date i.e., **14.09.2017** were entitled to vote on the resolutions. (as set out in the notice of 31<sup>st</sup> AGM of the Company).
  - c. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.



- d. The votes cast were unblocked on **21.09.2017** at around 12:50 PM after completion of Annual General Meeting in the presence of witnesses who are not in the employment of the Company.
- e. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
- f. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" and "against" each of the resolution that were put to vote, were generated from the e-voting website of NSDL i.e., [www.evotingnsdl.com](http://www.evotingnsdl.com)(EVEN : 106888) and votes casted through physical ballot papers distributed at the AGM venue are as under :-

**ORDINARY BUSINESS****Resolution No. 1 :-**

Adoption of the Financial Statements of the Company for the year ended on March 31, 2017 together with the report of Director's and Auditor's thereon.

(i) **Voted in favour of the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	56	115047367	
Voting by ballot	14	165536	
<b>Total</b>	<b>70</b>	<b>115212903</b>	<b>100.00%</b>

(ii) **Voted against the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	--	--	
Voting by ballot	--	--	
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

**Resolution No. 2 :-**

Appointment of Sri R.P. Gupta (DIN: 01325989) who retires by rotation and offers himself for re-appointment:

(i) **Voted in favour of the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	50	115020367	
Voting by ballot	14	165536	
<b>Total</b>	<b>64</b>	<b>115185903</b>	<b>99.98%</b>

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(ii) **Voted against the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	6	27000	
Voting by ballot	--	--	
<b>Total</b>	<b>6</b>	<b>27000</b>	<b>0.02%</b>

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

**Resolution No. 3 :-**

Appointment of M/s Shah Gupta & Co. Chartered Accountants as Statutory Auditors of the Company and to Fix their remuneration:

(i) **Voted in favour of the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	52	115010367	
Voting by ballot	14	165536	
<b>Total</b>	<b>66</b>	<b>115175903</b>	<b>99.97%</b>

(ii) **Voted against the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	3	35500	
Voting by ballot	--	--	
<b>Total</b>	<b>3</b>	<b>35500</b>	<b>0.03%</b>

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

**SPECIAL BUSINESS****Resolution No. 4 :-**

Confirmation of Mr. Narinder Singh Kahlon as Director of the Company

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(i) **Voted in favour of the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	50	115010467	
Voting by ballot	14	165536	
<b>Total</b>	<b>64</b>	<b>115176003</b>	<b>99.97%</b>

(ii) **Voted against the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	6	36900	
Voting by ballot	--	--	
<b>Total</b>	<b>6</b>	<b>36900</b>	<b>0.03%</b>

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

**Resolution No. 5 :-**

Confirmation of Mr. Manoj Kumar Rustagi as Director of the Company

(i) **Voted in favour of the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	49	115010442	
Voting by ballot	14	165536	
<b>Total</b>	<b>63</b>	<b>115175978</b>	<b>99.97%</b>

(ii) **Voted against the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	6	36900	
Voting by ballot	--	--	
<b>Total</b>	<b>6</b>	<b>36900</b>	<b>0.03%</b>

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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**Resolution No. 6 :-**

Confirmation of Mrs. Sutapa Banerjee as Director of the Company

(i) **Voted in favour of the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	48	115019717	
Voting by ballot	14	165536	
<b>Total</b>	<b>62</b>	<b>115185253</b>	<b>99.98%</b>

(ii) **Voted against the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	8	27650	
Voting by ballot	--	--	
<b>Total</b>	<b>8</b>	<b>27650</b>	<b>0.02%</b>

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

**Resolution No. 7 :-**

Reclassification of promoters of the Company:

(iv) **Voted in favour of the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	56	115047367	
Voting by ballot	14	165536	
<b>Total</b>	<b>70</b>	<b>115212903</b>	<b>100.00%</b>

(v) **Voted against the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	--	--	
Voting by ballot	--	--	
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

(vi) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

Contd...P/6





**Resolution No. 8 :-**

Appointment of Mr. Manoj Kumar Rustagi as Whole Time Director of the Company:

(vii) **Voted in favour of the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	51	115021417	
Voting by ballot	14	165536	
<b>Total</b>	<b>65</b>	<b>115186953</b>	<b>99.98%</b>

(viii) **Voted against the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	5	25950	
Voting by ballot	--	--	
<b>Total</b>	<b>5</b>	<b>25950</b>	<b>0.02%</b>

(ix) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

**Resolution No. 9 :-**

Resolution under Section 180(1)(c) of the Companies Act, 2013:

(x) **Voted in favour of the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	54	115036867	
Voting by ballot	14	165536	
<b>Total</b>	<b>68</b>	<b>115202403</b>	<b>99.99%</b>

(xi) **Voted against the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	2	10500	
Voting by ballot	--	--	
<b>Total</b>	<b>2</b>	<b>10500</b>	<b>0.01%</b>

(xii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



**Resolution No. 10 :-**

Resolution under Section 180(1)(a) of the Companies Act, 2013:

(xiii) **Voted in favour of the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	54	115036867	
Voting by ballot	14	165536	
<b>Total</b>	<b>68</b>	<b>115202403</b>	<b>99.99%</b>

(xiv) **Voted against the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	2	10500	
Voting by ballot	--	--	
<b>Total</b>	<b>2</b>	<b>10500</b>	<b>0.01%</b>

(xv) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

**Resolution No. 11 :-**

Alteration of Articles of Association of the Company as per the Companies Act, 2013:

(xvi) **Voted in favour of the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	56	114995417	
Voting by ballot	14	165536	
<b>Total</b>	<b>70</b>	<b>115160953</b>	<b>99.99%</b>

(xvii) **Voted against the Resolution :**

Mode of voting	Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
Remote e-voting	2	10200	
Voting by ballot	--	--	
<b>Total</b>	<b>2</b>	<b>10200</b>	<b>0.01%</b>

(xviii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



3. All the resolutions proposed hereinabove have been passed with requisite majority.
4. The physical ballot forms, register, all other papers and relevant records relating to electronic voting and voting by ballot shall remain in our safe custody until the chairman considers approves and signs the minutes in this regard and thereafter it will be handed over to the Executive Director as authorised by the Board of Directors for safe keeping.

Thanking you,  
Yours faithfully

**Surya Narayan Tripathy**  
**Practising chartered Accountant**  
Partner of :Tripathy & Co.,  
Chartered Accountants  
Membership No. 065470

Place : Rourkela  
Date : 21<sup>st</sup> September 2017



For Tripathy & Co.  
Chartered Accountants  
S.N. Tripathy (F.C.A.)  
(Partner)  
M. No. 065470