



### Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman of 29<sup>th</sup> Annual General Meeting of the members of,  
SHIVA CEMENT LIMITED (the Company) held on 28<sup>th</sup> December 2015 at P-25, Civil Township,  
Rourkela-769 004, Odisha.

Dear Sir,

I Surya Narayan Tripathy, Chartered Accountant in Practice and Partner at Tripathy & Co., Chartered Accountants, 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 ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolution contained in the notice to the 29<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, to be held on 28<sup>th</sup> December 2015, at P-25, Civil Township, 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 on the Resolution contained in the notice of 29<sup>th</sup> Annual General Meeting (AGM) of members of the Company. My responsibility as a Scrutinizer for the e-voting process 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 CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my Report as under :
  - (i) The e-voting period remained open from 25<sup>th</sup> December 2015 (11.00 A.M.) (IST) to 27<sup>th</sup> December 2015 (5.00 P.M.) (IST).
  - (ii) The member of the Company as on "Cut off" date i.e., 21/12/2015 were entitled to vote on the resolutions. (Item No. 1 to 6 as set out in the notice of 29<sup>th</sup> AGM of the Company).
  - (iii) The votes cast were unblocked on 28/12/2015 after completion of e-voting process in the presence of witnesses who are not in the employment of the Company.
  - (iv) 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 CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com) and based on such report generated, the results of the e-voting is as under :-







**Item No. 1 :-**

**Ordinary Resolution :** To consider and adopt the Audited financial Statements of the Company for the year ended March, 31 2015 together with the report of the Director's and Auditor's thereon.

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

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
21	84495397	100.00

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

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
0	0	0

**(iii) Invalid Votes :**

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

**Item No. 2 :-**

**Ordinary Resolution :** For Re-appointment of Mr.R. P. Gupta (holding DIN 01325989) and Mr. Akash Gupta (holding DIN 01326005) who retires by rotation and being eligible, offers themselves for re-appointment.

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

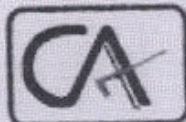
Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
20	84493197	99.997

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

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	2200	0.003







(iii) Invalid Votes :

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

Item No. 3 :-

**Ordinary Resolution :** For Re-appointment of M/s. Tibrewal Chand & Co., Chartered Accountants, Rourkela as Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favour of the Resolution :

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
20	84493197	99.997

(ii) Voted against the Resolution :

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	2200	0.003

(iii) Invalid Votes :

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

Item No. 4 :-

**Ordinary Resolution :** For appointment of Smt. Preeti Gupta (holding DIN 01326720) as an Non Executive Woman Director.

(i) Voted in favour of the Resolution :

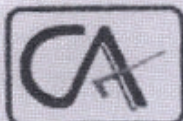
Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
21	84495397	100.00

(ii) Voted against the Resolution :

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
0	0	0







(iii) Invalid Votes :

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

Item No. 5 :-

**Ordinary Resolution :** For appointment of Mr. Mahendra Singh (holding DIN 02340913) as an Non Executive Independent Director.

(i) Voted in favour of the Resolution :

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
21	84495397	100.00

(ii) Voted against the Resolution :

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
0	0	0

(iii) Invalid Votes :

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

Item No. 6 :-

**Special Resolution :** for Preferential Issue of 80,00,000 Equity Share Warrants of Rs.2/- each at a premium of Rs.4/- per warrant to person other than promoters convertible into Equity Shares of Rs.2/- each at a premium of Rs.4/- per share.

(i) Voted in favour of the Resolution :

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
21	84495397	100.00

(ii) Voted against the Resolution :

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
0	0	0







# TRIPATHY & CO

## CHARTERED ACCOUNTANTS

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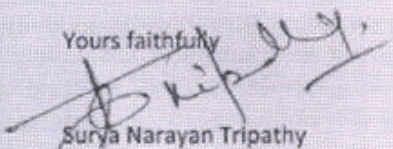
(iii) Invalid Votes :

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

7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Company.

Thanking you,

Yours faithfully

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

Place : Bhubaneswar  
Date : 29<sup>th</sup> December 2015

