



CIN : L26942OR1985PLC001557

SHIVA CEMENT LIMITED

P-25, CIVIL TOWNSHIP
ROURKELA-769004
ODISHA, INDIA

SCL/3008-45

Dated : 23/02/2017

**Corporate Relationship Deptt.
BOMBAY STOCK EXCHANGE LTD.
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort, MUMBAI-400 001**

**The Secretary,
CALCUTTA STOCK EXCHANGE LTD.
7, Lyons Range,
KOLKATA-700 001**

**Sub : Outcome of Extra Ordinary General Meeting & Submission of Scrutinizer's
Report**


Dear Sir/Madam,

As per the provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided electronic voting facility to the members entitled to cast their vote for the Extra Ordinary General Meeting (EGM) held on 22nd February 2017 at P-25, Civil Township, Rourkela-769 004 at 11.00 AM on the resolutions mentioned in the Notice of EGM. The results of the Voting on the aforesaid resolutions were declared by the Chairman at the EGM on the basis of the Scrutinizer's Report (enclosed) for the E-voting as no poll was demanded at the EGM. The resolutions for the following Special business have been duly passed by requisite majority.

Preferential issue of 80,00,000 Equity Share Warrants convertible into Equity Shares at a price of Rs.6.20 each to other. Disclosure & Ratification of particulars in Compliance to Regulation 73(1)(e) of SEBI (ICDR) Regulations and SEBI Circular dated 23/01/2013, the identity of ultimate beneficiary to the preferential issue.

Kindly take the same on record.

Yours faithfully,
For SHIVA CEMENT LIMITED


(R P Gupta)
DIN : 01325989
Managing Director

Encl : Scrutinizer's Report



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 Extra Ordinary General Meeting of the members of.
SHIVA CEMENT LIMITED (the Company) held on 22nd February 2017 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 **Extra Ordinary General Meeting (EGM)** of the members of the Company, to be held on **22nd February 2017**, 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 Extra Ordinary General Meeting (EGM) 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 NSDL, 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 **19th February 2017 (9.00 A.M.) (IST)** to **21st February 2017 (5.00 P.M.) (IST)**.
 - (ii) The member of the Company as on "**Cut off**" date i.e., **15/02/2017** were entitled to vote on the resolutions. (as set out in the notice of EGM of the Company).
 - (iii) The votes cast were unblocked on **23/02/2017** after completion of e-voting process in the presence of witnesses who are not in the employment of the Company.



Contd. P/2
For Tripathy & Co.
Chartered Accountants

S.N. Tripathy (F.C.A.)
(Partner)
M No 065470

- (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 NSDL i.e., www.evotingnsdl.com and based on such report generated, the results of the e-voting is as under :-

Item No. 1 :-

Special Resolution : Preferential Issue of 80,00,000 Equity Share Warrants convertible into Equity Shares at a price of Rs.6.20 each to other. Disclosure & Ratification of particulars in Compliance to Regulation 73(1)(e) of SEBI (ICDR) Regulations and SEBI Circular dated 23/01/2013, the identity of ultimate beneficiary to the preferential issue.

- (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
40	87769082	99.99

- (ii) Voted against the Resolution :

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
8	11855	0.01

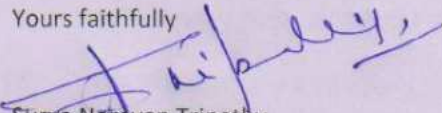
- (iii) Invalid Votes :

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

3. 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 Extra Ordinary 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 : 23rd February 2017

