

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



SHREE CEMENT LTD.

Regd. Office:

BANGUR NAGAR, POST BOX NO.33, BEAWAR 305 901, RAJASTHAN, INDIA



SCL/BWR/2017-18/

1st August, 2017

FAX NO. 022 – 26598237 / 26598238

Email : cmlist@nse.co.in

National Stock Exchange of India Limited,

Exchange Plaza,

Bandra – Kurla Complex, Bandra (East)

MUMBAI – 400 051

SCRIP CODE: SHREECEM EQ

FAX NO. 022-22722041 / 22722061

Email: corp.relations@bseindia.com

BSE Ltd.

Phiroze Jeejeebhoy Towers,

25th Floor, Dalal Street,

MUMBAI – 400 023

SCRIP CODE 500387

Kind Attention: Listing Deptt.

Re: Proceedings of the 38th Annual General Meeting (AGM) of the Company

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Proceedings of the 38th Annual General Meeting (AGM) of the Company held on Monday, 31st July, 2017 at 1.00 PM at Registered office of the Company is attached as **Annexure 1**.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results of the business transacted through remote e-voting and voting through Poll (ballot paper) at the AGM is attached as **Annexure 2**. We are also enclosing the consolidated report of the Scrutinizer on remote e-voting and voting through Poll (ballot paper) which is attached as **Annexure 3**.

All the resolutions as set out in the Notice of the 38th AGM have been approved by the shareholders with requisite majority.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **SHREE CEMENT LIMITED**

(S.S. KHANDELWAL)

COMPANY SECRETARY

Encl.: as above

JAIPUR OFFICE : SB-187, Bapu Nagar, Opp. Rajasthan University, JLN Marg, Jaipur-302 015

Phone : 0141 4241200, 4241204, Fax : 0141 4241219

NEW DELHI OFFICE : 122-123, Hans Bhawan, 1, Bahadurshah Zafar Marg, New Delhi 110 002

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

CORP. OFFICE : 21, Strand Road, Kolkata 700 001 Phone : 033-22309601-4 Fax : 033 22434226

Proceedings of the 38th Annual General Meeting held on Monday, 31st July, 2017

Item No.	Details of the Agenda	Resolutions (Ordinary/Special)	Manner of Approval	Result
1	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2017 and the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2017 and the Report of the Auditors thereon.	Ordinary	Remote e-voting and voting through Poll	Passed with requisite majority
2	Confirmation of payment of Interim Dividend for the financial year ended 31 st March, 2017 and One-time Special Dividend on equity shares.	Ordinary	Remote e-voting and voting through Poll	Passed with requisite majority
3	Declaration of final dividend on equity shares for the financial year ended 31 st March, 2017.	Ordinary	Remote e-voting and voting through Poll	Passed with requisite majority
4	Re-appointment of Shri Ramakant Sharma (DIN: 01556371), as Director, retiring by rotation.	Ordinary	Remote e-voting and voting through Poll	Passed with requisite majority
5	Appointment of M/s. Gupta & Dua, Chartered Accountants, (FRN:003849N) New Delhi as Statutory Auditors of the Company.	Ordinary	Remote e-voting and voting through Poll	Passed with requisite majority
6	Approval of remuneration payable to M/s. K.G. Goyal and Associates, Cost Accountants, Cost Auditor of the Company for the financial year ending on 31 st March, 2018.	Ordinary	Remote e-voting and voting through Poll	Passed with requisite majority
7	Re-appointment of Shri Prashant Bangur (DIN: 00403621) as Joint Managing Director of the Company for a period of 5 years w.e.f. 1 st April, 2017 on such terms and conditions and remuneration as mentioned in the explanatory statement annexed to the Notice of 38 th AGM.	Special	Remote e-voting and voting through Poll	Passed with requisite majority
8	Authorization to Board of Directors of the Company for issue of redeemable Non-convertible Debentures (NCDs) through Private Placement basis.	Special	Remote e-voting and voting through Poll	Passed with requisite majority



Voting Results

Date of the AGM :	31 st July, 2017
Total number of shareholders on record date	21937 shareholders as on 24 th July, 2017 (Cut -off date)
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	17
Public:	47
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group:	
Public:	

AGENDA-WISE DISCLOSURE

Resolution required (Ordinary / Special):				Ordinary Resolution: To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Auditors thereon.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public–Institutions	E-Voting	6653681	4812590	72.3297	4812590	0	100.0000	0.0000
	Poll		26300	0.3953	26300	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6653681	4838890	72.7250	4838890	0	100.0000
Public–Non Institutions	E-Voting	5613747	376705	6.7104	376705	0	100.0000	0.0000
	Poll		9205	0.1640	9205	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5613747	385910	6.8744	385910	0	100.0000
Total		34837225	27793997	79.7825	27793997	0	100.0000	0.0000



Resolution required (Ordinary / Special):				Ordinary Resolution: Confirmation of payment of Interim Dividend for the financial year ended 31 st March, 2017 and One-time Special Dividend on equity shares.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public–Institutions	E-Voting	6653681	4854813	72.9643	4854813	0	100.0000	0.0000
	Poll		26300	0.3953	26300	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6653681	4881113	73.3596	4881113	0	100.0000
Public–Non Institutions	E-Voting	5613747	376705	6.7104	376705	0	100.0000	0.0000
	Poll		9205	0.1640	9205	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5613747	385910	6.8744	385910	0	100.0000
Total		34837225	27836220	79.9037	27836220	0	100.0000	0.0000

Resolution required (Ordinary / Special):				Ordinary Resolution: Declaration of final dividend on equity shares for the financial year ended 31 st March, 2017.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public–Institutions	E-Voting	6653681	4854813	72.9643	4854813	0	100.0000	0.0000
	Poll		26300	0.3953	26300	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6653681	4881113	73.3596	4881113	0	100.0000
Public–Non Institutions	E-Voting	5613747	376705	6.7104	376705	0	100.0000	0.0000
	Poll		9205	0.1640	9205	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5613747	385910	6.8744	385910	0	100.0000
Total		34837225	27836220	79.9037	27836220	0	100.0000	0.0000



Resolution required (Ordinary / Special):				Ordinary Resolution: Re-appointment of Shri Ramakant Sharma (DIN: 01556371), as Director, retiring by rotation.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public–Institutions	E-Voting	6653681	4618191	69.4081	4527930	90261	98.0455	1.9545
	Poll		26300	0.3953	26300	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6653681	4644491	69.8033	4554230	90261	98.0566
Public–Non Institutions	E-Voting	5613747	376705	6.7104	376705	0	100.0000	0.0000
	Poll		9205	0.1640	9205	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5613747	385910	6.8744	385910	0	100.0000
Total		34837225	27599598	79.2244	27509337	90261	99.6730	0.3270

Resolution required (Ordinary / Special):				Ordinary Resolution: Appointment of M/s. Gupta & Dua, Chartered Accountants, (FRN:003849N) New Delhi as Statutory Auditors of the Company.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public–Institutions	E-Voting	6653681	4854813	72.9643	4112629	742184	84.7124	15.2876
	Poll		26300	0.3953	26300	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6653681	4881113	73.3596	4138929	742184	84.7948
Public–Non Institutions	E-Voting	5613747	376705	6.7104	376705	0	100.0000	0.0000
	Poll		9205	0.1640	9205	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5613747	385910	6.8744	385910	0	100.0000
Total		34837225	27836220	79.9037	27094036	742184	97.3337	2.6663



Resolution required (Ordinary / Special):				Ordinary Resolution: Approval of remuneration payable to M/s. K.G. Goyal and Associates, Cost Accountants, Cost Auditor of the Company for the financial year ending on 31st March, 2018.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public-Institutions	E-Voting	6653681	4854813	72.9643	4854813	0	100.0000	0.0000
	Poll		26300	0.3953	26300	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6653681	4881113	73.3596	4881113	0	100.0000
Public-Non Institutions	E-Voting	5613747	376705	6.7104	376705	0	100.0000	0.0000
	Poll		9205	0.1640	9205	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5613747	385910	6.8744	385910	0	100.0000
Total		34837225	27836220	79.9037	27836220	0	100.0000	0.0000

Resolution required (Ordinary / Special):				Special Resolution: Re-appointment of Shri Prashant Bangur (DIN: 00403621) as Joint Managing Director of the Company for a period of 5 years w.e.f. 1 st April, 2017 on such terms and conditions and remuneration as mentioned in the explanatory statement annexed to the Notice of 38 th AGM.				
Whether promoter / promoter group are interested in agenda / resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public-Institutions	E-Voting	6653681	4474164	67.2434	2054995	2419169	45.9303	54.0697
	Poll		26300	0.3953	26300	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6653681	4500464	67.6387	2081295	2419169	46.2462
Public-Non Institutions	E-Voting	5613747	376705	6.7104	376705	0	100.0000	0.0000
	Poll		9205	0.1640	9205	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5613747	385910	6.8744	385910	0	100.0000
Total		34837225	27455571	78.8110	25036402	2419169	91.1888	8.8112



Resolution required (Ordinary / Special):				Special Resolution: Authorization to Board of Directors of the Company for issue of redeemable Non-convertible Debentures (NCDs) through Private Placement basis.				
Whether promoter / promoter group are interested in agenda / resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		22569797	22569197	99.9973	22569197	0	100.0000
Public-Institutions	E-Voting	6653681	4838345	72.7168	4777546	60799	98.7434	1.2566
	Poll		26300	0.3953	26300	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6653681	4864645	73.1121	4803846	60799	98.7502
Public-Non Institutions	E-Voting	5613747	376705	6.7104	376705	0	100.0000	0.0000
	Poll		9205	0.1640	9205	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5613747	385910	6.8744	385910	0	100.0000
Total		34837225	27819752	79.8564	27758953	60799	99.7815	0.2185





Pradeep Pincha

Practicing Company Secretary

Scrutinizer's Report

Consolidated Report on remote e-Voting and Poll

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, amended as on date]

To,
The Chairman,
Shree Cement Limited
Bangur Nagar, Deawar
Distt – Ajmer (Rajasthan)

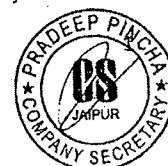
Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended as on date and voting through Poll at the 38th Annual General Meeting of Shree Cement Limited held on Monday, 31st July, 2017 at 1.00 P.M.

Dear Sir,

I, Pradeep Pincha, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of Shree Cement Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the remote e-voting process in respect of below mentioned resolutions proposed at 38th Annual General Meeting (AGM) of Shree Cement Limited held on Monday, 31st July, 2017 at 1.00 P.M. Further, I was also appointed as Scrutinizer to scrutinize the poll process at the said AGM.

In connection to above, I submit my report as under:

- The Company had appointed Karvy Computershare Private Limited (herein after referred to as "Karvy") as the agency to provide the remote e-Voting facility to the Members of the Company in connection with the 38th AGM of the Company.
- Karvy is also the Registrar and Share Transfer Agents ('RTA') of the Company.
- The Company completed the dispatch of Notice of AGM together with the Annual Report either by e-mails at their registered email address or physical copies at the registered address through permitted mode to the Members of the Company on 7th July, 2017.
- The remote e-Voting facility was made available from **Friday, 28th July, 2017 at 9.00 A.M. (IST) to Sunday, 30th July, 2017 till 5.00 P.M. (IST)** for the person(s), whose name is





Pradeep Pincha

Practicing Company Secretary

recorded in the Register of Member or in the Register of Beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, 24th July, 2017.

- As prescribed under Rule 20(4) (xiii) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Karvy provided me the details of the Members who have casted their votes through remote e-voting i.e. names, DP ID / folio numbers and shareholding of the Members to ensure that the members who have casted their votes through remote e-voting do not vote again at the AGM.
- At the 38th AGM of the Company held on 31st July, 2017, the Chairman of the Meeting called for a poll to facilitate the members present at the Meeting to record their votes through the poll process who could not participate through remote e-voting.
- After the conclusion of 38th AGM of the Company on Monday, 31st July, 2017 a final electronic report of remote e-Voting was generated by unblocking the votes cast through remote e-Voting facility in presence of two witnesses viz. Mr. Akshit Kr. Jangid and Mr. Lokesh Sharma who are not in the employment of the Company.
- Thereafter, the voting done through remote e-Voting and Polling, were reconciled with the records maintained by the RTA and the authorizations/proxies lodged with the Company and result of the scrutiny of the above voting process (remote e-Voting and Poll) in respect of the resolutions as set-out in the Notice of 38th AGM of the Company dated 16th May, 2017 are reproduced herein under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	27758492	99.87	0	0.00	42348
Polling at AGM	35505	0.13	0	0.00	151
TOTAL	27793997	100	0	0.00	42499





Resolution No. 2: Ordinary Resolution

Confirmation of payment of Interim Dividend for the financial year ended 31st March, 2017 and One-time Special Dividend on equity shares.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	27800715	99.87	0	0.00	1025
Polling at AGM	35505	0.13	0	0.00	151
TOTAL	27836220	100.00	0	0.00	1176

Resolution No. 3: Ordinary Resolution

Declaration of final dividend on equity shares for the financial year ended 31st March, 2017.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	27800715	99.87	0	0.00	1025
Polling at AGM	35505	0.13	0	0.00	151
TOTAL	27836220	100.00	0	0.00	1176

Resolution No. 4: Ordinary Resolution

Re-appointment of Shri Ramakant Sharma (DIN: 01556371), as Director, retiring by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	27473832	99.54	90261	0.33	237647
Polling at AGM	35505	0.13	0	0.00	151
TOTAL	27509337	99.67	90261	0.33	237798



Pradeep Pincha

Practicing Company Secretary

Resolution No. 5: Ordinary Resolution

Appointment of M/s. Gupta & Dua, Chartered Accountants, (FRN:003849N) New Delhi as Statutory Auditors of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	27058531	97.21	742184	2.67	1025
Polling at AGM	35505	0.13	0	0.00	151
TOTAL	27094036	97.33	742184	2.67	1176

Resolution No. 6: Ordinary Resolution

Approval of remuneration payable to M/s. K.G. Goyal and Associates, Cost Accountants, Cost Auditor of the Company for the financial year ending on 31st March, 2018.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	27800715	99.87	0	0.00	1025
Polling at AGM	35505	0.13	0	0.00	151
TOTAL	27836220	100.00	0	0.00	1176

Resolution No. 7: Special Resolution

Re-appointment of Shri Prashant Bangur (DIN: 00403621) as Joint Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2017 on such terms and conditions and remuneration as mentioned in the explanatory statement annexed to the Notice of 38th AGM.





Pradeep Pincha

Practicing Company Secretary

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	25000897	91.06	2419169	8.81	381674
Polling at AGM	35505	0.13	0	0.00	151
TOTAL	25036402	91.19	2419169	8.81	381825

Resolution 8: Special Resolution

Authorization to Board of Directors of the Company for issue of redeemable Non-convertible Debentures (NCDs) through Private Placement basis.

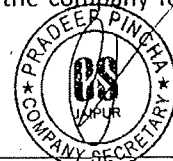
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	27723448	99.65	60799	0.22	17493
Polling at AGM	35505	0.13	0	0.00	151
TOTAL	27758953	99.78	60799	0.22	17644

Shareholders who have split their votes into 'Assent' as well as 'Dissent', while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head 'Assent'.

All the Resolutions mentioned in the Notice of 38th AGM as per the details above stand passed under remote e-voting and poll conducted at the AGM with the requisite majority.

All relevant records of electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 38th Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the company for safe keeping.

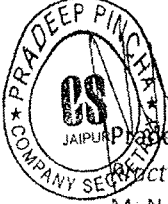
Thanking you,





Pradeep Pincha
Practicing Company Secretary

Yours faithfully,



[Handwritten Signature]
Pradeep Pincha
Practicing Company Secretary
M. No.: FCS 5369
C. P. No.: 4426

Dated: 31st July, 2017
Place: Beawar

Witness:

[Handwritten Signature: Akshit]

Mr. Akshit Kr. Jangid
Address: C/o. P. Pincha & Associates
108, 1st Floor, Shree Mension,
G-23, Kamla Marg, C-Scheme,
Jaipur- 302 001 (Rajasthan)

[Handwritten Signature: Lokesh Sharma]

Mr. Lokesh Sharma
Address: C/o. P. Pincha & Associates
108, 1st Floor, Shree Mension,
G-23, Kamla Marg, C-Scheme,
Jaipur- 302 001 (Rajasthan)

Countersigned by:

For Shree Cement Limited

[Handwritten Signature]
S.S. KHANDELWAL
Company Secretary