

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



SHREE CEMENT LTD.

An ISO 9001, 14001, 45001 & 50001 Certified Company

Regd. Office:

BANGUR NAGAR, POST BOX NO.33, BEAWAR 305901, RAJASTHAN, INDIA

SCL/BWR/SE/2020-21/
10th December, 2020

FAX NO. 022 – 26598237 / 26598238

National Stock Exchange of India Limited,
Exchange Plaza,
Bandra – Kurla Complex, Bandra (East)
MUMBAI – 400 051
SCRIP CODE: SHRECEM EQ

FAX NO. 022-22722041 / 22722061

Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
MUMBAI – 400 023
SCRIP CODE 500387

Re:- Postal Ballot Notice

Dear Sirs,

In terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith a copy of the Postal Ballot Notice dated 2nd December, 2020 along with Postal Ballot Form being sent by the Company to its Shareholders for seeking their consent by way of Special Resolution.

Kindly find the same in order.

Thanking you,

Yours faithfully,
For **SHREE CEMENT LIMITED**

(S.S. KHANDELWAL)
COMPANY SECRETARY

Encl: Postal Ballot Notice & Form

JAIPUR OFFICE : SB-187, Bapu Nagar, Opp. Rajasthan University, JLN Marg, Jaipur 302015
Phone : 0141 4241200, 4241204

NEW DELHI OFFICE : 122-123, Hans Bhawan, 1, Bahadurshah Zafar Marg, New Delhi 110002
Phone : 011 23370828, 23379218, 23370776

CORP. OFFICE : 21, Strand Road, Kolkata 700001 Phone : 033 22309601-4 Fax : 033 22434226



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 110 of the Companies Act, 2013, read with Rule 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 Section 110 of the Companies Act, 2013, read with Rule 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 (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 Businesses appended hereunder proposed to be transacted through Postal Ballot which includes voting by electronic means for the following purposes:

SPECIAL BUSINESS

- 1. To approve advancing loan(s) to, and/or giving corporate guarantee in connection with any loan taken by, the Company's Subsidiaries/Associates/Group Entities upto an aggregate limit of Rs. 100 Crores (Rupees One Hundred Crores)**

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

"RESOLVED THAT pursuant to Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board), to advance loan(s) to, and/or give corporate guarantee in respect of any loan taken by, any of the Company's subsidiaries/associates/group entities (being controlled directly/indirectly by the Promoter/Promoter Group of the Shree Cement Limited) in which any Director(s) of the Company is or will be deemed to be interested, from time to time, upto an aggregate limit of Rs. 100 Crores (Rupees One Hundred Crores), in one or more tranches, which the Board may, in its absolute discretion deem beneficial and in the interest of the Company, provided that such loan(s) shall be utilized by borrowing entity(ies) for its/their Principal Business activities and terms and conditions of such loan(s) shall be on arm's length basis and the rate of interest shall not be less than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan(s).

RESOLVED FURTHER THAT in connection with the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

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

Place: Beawar
Date: 2nd December, 2020

S.S. Khandelwal
Company Secretary

NOTES:

- 1) The Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102 of the Companies Act, 2013 setting out material facts are annexed hereunder and forms part of the Notice.
- 2) The Board of Directors of the Company has appointed Shri Pradeep Pincha (Membership No. F5369) and failing him Shri Akshit Kumar Jangid (Membership No. A44537), Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
- 3) The cut-off date for the purpose of reckoning the voting rights is Friday, 4th December, 2020 (“**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 as on Cut-off date and any person who is not a member as on the said cut-off date should treat this Notice for information purposes only.
- 4) 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 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”).
- 5) The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those members whose e-mail addresses are registered with the Registrar & Share Transfer Agent (RTA)/Depositories, unless any member has registered for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent to them by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope. 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 writing to Company Secretary, Shree Cement Limited, Bangur Nagar, Beawar, Rajasthan – 305901.
- 6) Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed overleaf on the enclosed 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 Saturday, 9th January, 2021. Postage will be borne and paid 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 (i.e. Scrutinizer, C/o Shree Cement Limited, Post Box No. 15, Bangur Nagar, Beawar - 305 901), at the expense of the Members will also be accepted. Please note, if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.
- 7) Members desiring to opt for e-voting are requested to read the instructions in the Notes under the section ‘Voting Through Electronic Means’.
- 8) The members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall be considered and votes cast through physical Postal Ballot Forms will be treated as invalid.
- 9) A member cannot exercise his vote by proxy on postal ballot.
- 10) 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 or before Monday, 11th January, 2021 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 resolutions, if passed by the members through postal ballot, shall be deemed to have been passed on Saturday, 9th January, 2021 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.

11) VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for e-voting (remote e-voting) are as follows:

A. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

- (i) If Members are holding shares in demat form and have registered on to e-Voting system of Link Intime India Private Limited (LIPL) i.e. <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing User ID and password to login.
- (ii) Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with following details: -

a. **User ID:** Enter your User ID as under:-

- Members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

b. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (*Members who have not updated their PAN with the Depository Participant (DP)/ Company / RTA shall use the sequence number as provided to you*).

c. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company/ RTA - in DD/MM/YYYY format)

d. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company / RTA.

- Members holding shares in **NSDL demat account shall provide ‘d’, above**
- Members holding shares in **CDSL demat account shall provide either ‘c’ or ‘d’, above**
- Members holding shares in **physical form** but have not recorded ‘c’ and ‘d’, shall provide their Folio number in ‘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).

- B. Click on 'Login' under '**SHARE HOLDER**' tab.
 - C. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
 - D. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
 - E. E-voting page will appear.
 - F. 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).
 - G. 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.
 - H. Institutional members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL 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 the Scrutinizer to verify the same.
 - I. **If you have forgotten the password:**
 - a. Click on 'Login' under 'SHARE HOLDER' tab and further Click '**forgot password?**'
 - b. Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
 - c. In case Members is having valid email address, Password will be sent to his / her registered e-mail address.
 - d. Members 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.
 - e. 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.
 - f. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 12) For Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - 13) During the voting period, Members can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - 14) Members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - 15) In case Members have any queries 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 send an email to enotices@linkintime.co.in or contact on: +91 022 - 4918 6000 or write an email to Shri S.S. Khandelwal, Company Secretary at khandelwalss@shreecement.com.
 - 16) **Voting period will commence at 9.00 A.M. (IST) on Friday, 11th December, 2020 and end at 5.00 P.M. (IST) on Saturday, 9th January, 2021. The e-voting module shall be disabled by Link Intime for voting at 5.00 PM (IST) on Saturday, 9th January, 2021. Remote e-voting shall not be allowed beyond the said date and time.**
 - 17) The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman.

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

Item No. 1 of Notice

The Company may have to render financial assistance by way of advancing loan(s) to and/or give corporate guarantee in respect of any loan taken by, any of Company's subsidiaries/associates and entities being controlled directly/indirectly by the Promoter/Promoter Group of Shree Cement Limited (hereinafter referred together as "SCL Group entities") from time to time for meeting their business requirements in which directors are deemed to be interested.

In terms of provisions of Section 185 of the Companies Act, 2013, Company is required to seek approval of its members by way of Special Resolution for advancing any loan to or give guarantee in connection with the loan taken by, the companies in which any Director(s) of the Company is interested.

The Board of Directors seeks consent of the Members, by way of a Special Resolution to advance loan(s) to, and/or give corporate guarantee in respect of loan taken by any of the SCL Group entities in which any Director(s) of the Company is or will be deemed to be interested, from time to time, upto an aggregate limit of Rs. 100 Crores (Rupees One Hundred Crores). Further, such loan(s) amount shall be utilised by the borrowing entity(ies) for its/their principal business activities and terms and conditions of such loan(s) shall be on arm's length basis and the rate of interest shall not be less than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan(s).

None of the Directors and/or Key Managerial Personnel of the Company and their respective relatives except to the extent of their directorship and/or shareholding is 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**

Place: Beawar
Date: 2nd December, 2020

S.S. Khandelwal
Company Secretary

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**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 FORM****Serial No.:**

1. Name and Registered Address of the Sole / :
First named Shareholder

2. Name(s) of Joint Shareholder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in dematerialized form)

4. No. of Equity Shares held :

I / we hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for business stated in the Postal Ballot Notice of the Company dated 2nd December, 2020 by conveying my / our Assent (For) or Dissent (Against) to the said Resolution, by placing tick (✓) mark at the appropriate box below:

Sr. No.	Particulars	No. of Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	To approve advancing loan(s) to, and/or giving corporate guarantee in connection with any loan taken by, the Company's Subsidiaries/Associates/Group Entities upto an aggregate limit of Rs. 100 Crores (Rupees One Hundred Crores)			

Place:

Date:

(Signature of the Member)**ELECTRONIC VOTING PARTICULARS**

The e-voting facility is available at the link <https://instavote.linkintime.co.in/>. The electronic voting particulars are as follows:

EVENT (E- Voting Event Number)	USER ID	PAN / SEQUENCE NO.
200422		

Note:

1. Please read the instructions printed overleaf carefully before filling this form. For e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.

2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is not later than 5:00 PM (IST) on Saturday, 9th January, 2021

GENERAL INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. In case members cast their votes through both the modes, voting done by e-voting shall be considered and votes cast through physical Postal Ballot Forms will be treated as invalid.
3. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched viz. Scrutinizer C/o Shree Cement Limited, Post Box No. 15, Bangur Nagar, Beawar – 305901 Distt. Ajmer (Rajasthan).
5. The Postal Ballot Form should be signed by the Members as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA.
6. Consent must be accorded by placing a tick mark [✓] in the column 'I / We assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I / We dissent to the resolution'.
7. The votes of a member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot form has not been signed by or on behalf of the member;
 - b. if the member's signature does not tally;
 - c. if the member has marked his / her / its vote both for 'Assent' and 'Dissent' to the Resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - d. if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
 - e. if the Postal Ballot Form is incomplete or incorrectly filled;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g. if the form other than the one issued by the Company is used
8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 PM (IST) on Saturday, 9th January, 2021. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
9. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (8) above.
10. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at ppincha@gmail.com or deposited at the registered office of the Company.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on Friday, 4th December, 2020 (cut-off date).
13. The Scrutinizer's decision on the validity of the postal ballot shall be final. Any query in relation to the Resolutions proposed to be passed through Postal Ballot may be sent to: The Company Secretary, Shree Cement Ltd., Bangur Nagar, Beawar -305901, Rajasthan or email at khandelwalss@shreecement.com
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.