

Ref: B/SCL/SE/SS/131/2024-25
July 23, 2024

BSE Limited, Corporate Relationship Manager , 1st Floor, New Trading Ring, Rotunda Bldg, P.J.Tower, Dalal Street, Mumbai 400001 Stock Code : 502175	National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051 Stock Symbol : SAURASHCEM
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Dear Sir/Madam,

Sub: Notice of the 66th Annual General Meeting ('AGM') of the Company for the FY 2023-24 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Listing Regulations, please find attached herewith, the Notice and the Explanatory Statement of the 66th AGM of the Company to be held on **Wednesday, the 21st August, 2024 at 2.30 p.m. (IST) via two-way Video Conference (VC) / Other Audio-Visual Means (OAVM)** in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

The Notice of the 66th AGM of the Company is available on the website of the Company at <https://scl.mehtagroup.com/investors/agm-notice>

This is for your information and records.

Thanking you,

Yours faithfully
For Saurashtra Cement Limited

Sonali Digitally signed
by Sonali Sanas
Sanas Date:
2024.07.23
11:59:42 +05'30'

Sonali Sanas
Chief Legal Officer, CS & Strategy

Encl: as above



SAURASHTRA CEMENT LIMITED

(CIN: L26941GJ1956PLC000840)

Registered Office: Near Railway Station, Ranavav-360550, Dist: Porbandar (Gujarat)

E-Mail: sclinvestorquery@mehtagroup.comWebsite: <https://www.hathi-sidheecements.com/>

Phone: 02801-234200 | Corporate Office Phone: 022-66365444

NOTICE

Notice is hereby given that the **66th Annual General Meeting (AGM)** of the Shareholders of the Company will be held on **Wednesday the 21st day of August, 2024 at 2.30 p.m.** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2024 and Directors' and Auditors' Report thereon.
2. To confirm payment of interim dividend of ₹ 1/- per share for the period ended 31st December, 2023 and to declare final dividend of ₹ 1/- per share on 11,09,82,543 fully paid up Equity Shares of ₹ 10/- each as on record date for the Financial Year ended 31st March, 2024.
3. To appoint a Director in place of Mr. Hemang D. Mehta (DIN:00146580), Non-Executive, Non-Independent Director who retires by rotation, and being eligible, offers himself for re- appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution for the appointment and remuneration of the Cost Auditor for the Financial Year ending March 31, 2025 as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013, the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. M. Goyal & Co, Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2025, at a remuneration of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus Goods and Services Tax (GST) and reimbursement of out of pocket expenses incurred by them during the course of Audit, be and is hereby approved."

"RESOLVED FURTHER THAT Mr. M. S. Gilotra, Managing Director or Ms. Sonali Sanas, Chief Legal Officer, CS & Strategy be and are hereby authorized to sign and file all the requisite e-forms along with such other documents as may be required, with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Viren Ajitkumar Merchant (DIN: 00033464) as Non-Executive, Independent Director of the Company as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013; Companies (Appointment & Qualification of Directors) Rules, 2014; and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company; Mr. Viren Ajitkumar Merchant (DIN:00033464) who was appointed as an Additional Director of the Company categorized as 'Non-Executive, Independent Director' by the Board of Directors at its meeting held on 28th May, 2024 and who holds office of Independent Director upto the conclusion of the ensuing Annual General Meeting and being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold a term of five (5) consecutive years from 28th May, 2024 to 27th May, 2029."

"RESOLVED FURTHER THAT Mr. M. S. Gilotra, Managing Director or Ms. Sonali Sanas, Chief Legal Officer, CS & Strategy be and are hereby authorized to sign and file all the requisite e-forms along with such other documents as may be required, with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution."

6. To consider and, if thought fit, to pass, with or without modification, the following resolution for Alteration of the Company's Articles of Association by addition of new sub-clause no.(vii) after the existing sub-clause no.(vi) in Article 176A – Appointment of Chairman Emeritus as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 read with Rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Shareholders be and is hereby accorded to alter the Articles of Association of the Company, by addition of the following new sub-clause no.(vii) after the existing sub-clause no.(vi) in Article 176 A of the Articles of Association of the Company as follows:

"(vii) – In addition to the above, at any time, the Board may decide to title any Director as "Chairman Emeritus" wherein such Director may continue to be on the Board of the Company and Article 176A (iv) shall not be applicable for such honorary title."

"RESOLVED FURTHER THAT Mr. M. S. Gilotra, Managing Director or Ms. Sonali Sanas, Chief Legal Officer, CS & Strategy be and are hereby authorised to sign and file all the requisite e-forms including Form MGT-14 along with such other documents as may be required, with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution."

7. To consider of and, if thought fit, to pass, with or without modification, the following resolution for continuation of Mr. Mahendra N. Mehta (DIN: 00632865) as Non-Executive, Non-Independent Director, liable to retire by rotation as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 149 and 152 of the Companies Act, 2013, Regulation 17 and 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the Shareholders be and is hereby accorded for continuation of Mr. Mahendra N. Mehta (DIN: 00632865) as Non-Executive, Non Independent Director liable to retire by rotation with effect from 21st August, 2024."

"RESOLVED FURTHER THAT Mr. M. S. Gilotra, Managing Director or Ms. Sonali Sanas, Chief Legal Officer, CS & Strategy be and are hereby authorized to sign and file all the requisite e-forms along with such other documents as may be required, with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution."

8. To consider and, if thought fit, to pass, with or without modification, the following resolution for the change in designation of Mr. Jay M. Mehta (DIN: 00152072) from Executive Vice Chairman to Executive Chairman as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 196, 197, 198, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association of the Company, approval of the Shareholders be and is hereby accorded for change in designation of Mr. Jay M. Mehta (DIN: 00152072) from "Executive Vice Chairman" to "Executive Chairman" of the Company with effect from 21st August, 2024 and he shall hold office in the capacity of "Executive Chairman" upto 31st December, 2026."

"RESOLVED FURTHER THAT all other terms and conditions including term, remuneration, payment of commission, perquisites, benefits etc. and the tenure of Mr. Jay Mehta pursuant to change in his designation to Executive Chairman continues to remain the same as was approved by the Shareholders at the Annual General Meeting of the Company held on 17th August, 2023."

"RESOLVED FURTHER THAT the Board of Directors of the Company/Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions as may be agreed to between the Board of Directors and Mr. Jay Mehta within such guidelines or amendments as may be prescribed under the Companies Act, 2013 or subject to such approval as may be required."

"RESOLVED FURTHER THAT Mr. M. S. Gilotra, Managing Director or Ms. Sonali Sanas, Chief Legal Officer, CS & Strategy be and are hereby authorized to sign and file all the requisite e-forms along with such other documents as may be required, with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution."

By the Order of the Board of the Directors

Sonali Sanas
Chief Legal Officer, CS & Strategy

Place : Mumbai
Dated : 28th May, 2024
Registered Office:
Near Railway Station
Ranavav-360550
Dist: Porbandar, Gujarat

NOTES:**1. Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 ("the Act") in respect of special business to be transacted at the AGM is annexed to this Notice.**

2. The relevant details of Director seeking change in designation and appointment/re-appointment under Item No. 3, 5, 7 and 8 of the Notice, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings is annexed.
3. The Ministry of Corporate Affairs ("MCA") vide General Circular No. 09/2023 dated 25th September, 2023 and SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 has allowed the Companies to conduct AGMs through Video Conference (VC) and Other Audio Visual Means (OAVM). Accordingly, the 66th AGM of the Company is being conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility, which does not require physical attendance of the Shareholders at a common venue.
4. The meeting shall be deemed to be conducted at the Registered Office of the Company and as the AGM is held through virtual mode, the Attendance Slip and venue map is not required to be annexed to this Notice.
5. Pursuant to the Circular No.14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Shareholders intending to authorize their representatives to participate and vote at the meeting are requested to email certified copy of the Board resolution/authorization letter to the Company at sclinvestorquery@mehtagroup.com
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Ministry of Corporate Affairs (MCA) vide General Circular No.09/2023 dated 25th September, 2023 and SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 has allowed the companies to conduct their AGMs on or before 30th September, 2024 through audio visual means and in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No.20/2020 dated 5th May, 2020 and Securities and Exchange Board of India's (SEBI) circular no. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022, the Company is providing facility of remote e-voting, as well as e-voting during the AGM, to its Shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue for voting on the date of the AGM will be provided by NSDL.
7. The attendance of the Shareholders attending the AGM through VC /OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
8. The Shareholders who have exercised their right to vote by remote e-voting may attend the AGM through VC/OAVM but cannot vote during the AGM.
9. Facility of joining the AGM through VC or OAVM shall be open for 30 minutes before the time scheduled for the AGM and will be available for Shareholders on first come first serve basis. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Shareholders on first come first served basis.

The large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Grievances Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first come first served basis.

10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 09/2023 dated 30th September, 2023, the Notice calling the AGM and Annual Report for the year 2023-24 is being sent to only those Shareholders who have registered their email address with the Company and depositories and the Notice and the Annual Report is also uploaded on the website of the Company at <https://scl.mehtagroup.com/investors/agm-notice> and <https://scl.mehtagroup.com/investors/financials/annual-reports>. The Notice and the Annual Report for the year 2023-24 can also be accessed at the website of BSE Limited at www.bseindia.com and at the website of National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during 10.00 a.m. to 12.00 noon on any working day till the date of the ensuing AGM. For any communication, the Shareholders may also send requests to the Company's investor email id: sclinvestorquery@mehtagroup.com
11. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with General Circular No.09/2023 dated 25th September, 2023 and in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No.20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs.
12. The Share Transfer Books and Register of Shareholders of the Company shall remain closed from **Thursday, 15th August, 2024 to Wednesday, 21st August, 2024** (both days inclusive) in connection with the Annual General Meeting. The voting rights of Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company held by them as on the cut-off date i.e. **Wednesday, 14th August, 2024**.
13. Shareholders are requested to notify immediately any change of address:
 - i. To their Depository Participants (DPs) in respect of their electronic share accounts; and
 - ii. To the Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083 in respect of their physical share folios, if any.
14. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in prescribed forms. Effective from 1st January, 2022, any service requests or complaints received from the member, are being processed by RTA on receipt of aforesaid details/ documents. On or after 1st April, 2023, in case any of the above cited documents/ details are not available in the Folio(s), in terms of SEBI circulars, RTA shall be constrained to freeze such Folio(s).
15. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Shareholders can nominate a person in respect of all the shares held by him singly or jointly. Shareholders holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Shareholders holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
16. **SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Shareholders are advised to dematerialize shares held by them in physical form.**
17. Shareholders may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/65 dated 18th May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be.

18. Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

19. The Board of Directors has recommended Final Dividend of ₹ 1/- (Rupee One Only) per equity share of ₹ 10/- each for the Financial Year ended 31st March, 2024 that is proposed to be paid for the Financial Year ended 31st March, 2024, subject to the approval of the Shareholders at the 66th AGM of the Company. The record date for determining the entitlement of the Shareholders to the final dividend for 2023-24 is **Wednesday, 14th August, 2024.**

For information of the Shareholders, during the Financial Year 2023-24, one Interim Dividend of ₹ 1/- per equity share for the period ended 31st December 2023 was paid on 2nd March, 2024.

20. Pursuant to the relevant provisions of the Income Tax Act, 1961 ("the IT Act"), dividend income is taxable in the hands of the Shareholders and the Company is required to deduct tax at source ("TDS") from dividend paid to the Shareholders at rates prescribed in the IT Act. In general, to enable compliance with TDS requirements, Shareholders are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant(s) or in case shares are held in physical form, with the Company by sending email to the Company's email address at sclinvestorquery@mehtagroup.com.

21. Dividend, if any, approved by the Shareholders or recommended by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participant(s).

22. Shareholders holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other electronic means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account, by sending scanned copy of the following details/ documents to the Company at sclinvestorquery@mehtagroup.com latest by 9th August, 2024:

- a) a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions; and
 - iii) 11-digit IFSC Code;
- b) self-attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
- c) self-attested scanned copy of the PAN Card; and
- d) self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member, as registered with the Company.

For the Shareholders holding shares in demat mode, please update your Electronic Bank Mandate through your Depository Participant(s).

23. In the event the Company is unable to pay the dividend to any member directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate or other reasons whatsoever, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such member, as soon as possible.

24. Non-resident Indian Shareholders are requested to inform the Registrar immediately of the change in their residential status, if any.

25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN), Bank details and other KYC details by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

26. Mr. Sachin Ahuja, Chartered Accountant (Membership No.109019) and Proprietor of M/s. Sachin Ahuja & Associates, Chartered Accountants (Membership No.133448W) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer after scrutinizing the votes cast during the AGM and through remote e-voting will prepare a consolidated scrutinizer's report, not later than 48 hours of the conclusion of AGM and submit the same to the Chairman.

27. The results of the voting declared at the AGM along with the scrutinizer's report shall be placed on the Company's website <https://scl.mehtagroup.com/investors/e-voting-reports> on the Stock Exchanges website at www.bseindia.com and www.nseindia.com and on the website of NSDL www.evoting.nsdl.com.

28. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **14th August, 2024** may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022-48867000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **14th August, 2024** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

29. **INSTRUCTIONS FOR THE SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO VISUAL MEANS (OAVM):**

- a) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, Shareholders can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. Shareholders are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b) Shareholders are encouraged to join the Meeting through Laptops for better experience.
- c) Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- e) Shareholders are requested to submit their questions if any, in advance with regard to the financial statements or any other matter to be placed at the AGM from their registered email address, mentioning their name, DP ID/ Client ID/Folio Number, mobile number to reach the Company's email address at sclinvestorquery@mehtagroup.com latest by **20th August, 2024** before 3.00 p.m. (IST). The same will be replied by the Company suitably.
 - f) Shareholders as on the cut-off date who would like to express their views/ask questions as a speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/Folio Number, PAN and mobile number at sclinvestorquery@mehtagroup.com between **Wednesday, 14th August, 2024 (9.00 a.m. IST) and Tuesday, 20th August, 2024 (5.00 p.m. IST)**. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

Further, those Shareholders who have not registered themselves as a speaker, but desirous of expressing their views/ask questions during the AGM, may be allowed to do so, through the chat box option. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - g) Shareholders who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or 022-48867000 or contact Mr. Amit Vishal, Deputy Vice President on evoting@nsdl.com or 022-48867000.
30. Only those Shareholders who have not casted their vote through the remote e- voting (prior to the AGM) as per below are entitled to vote at the AGM.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING BEFORE /DURING THE EQUITY SHAREHOLDERS MEETING ARE AS UNDER:

The remote e-voting period begins on Sunday, 18th August, 2024 at 9.00 A.M. (IST) and ends on Tuesday, 20th August, 2024 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Shareholders, whose names appear in the Register of Members / Beneficial Owners as on Wednesday, 14th August, 2024 (Cut-off date) may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 14th August, 2024.

How do I vote electronically using the NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also will be able to directly access the system of all e-Voting Service Providers
Individual Shareholders (holding securities in demat mode) login through their depository participants	User can also login using the login credentials of demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, User will be able to see e-Voting option. Click on e-Voting option, User will be redirected to NSDL/CDSL Depository site after successful authentication, wherein User can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL/CDSL and User will be redirected to e-Voting website of NSDL/CDSL for casting User vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Shareholders who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Shareholders who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Shareholders holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for Shareholders other than Individual Shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

- c. Alternatively, Shareholders/Members may send a request to evoting@nsdl.com for procuring user id and password by providing above mentioned documents.
- d. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

D) GENERAL GUIDELINES FOR SHAREHOLDERS:

- a. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sachinca.associates@gmail.com with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Mr.Amit Vishal, Deputy Vice President at evoting@nsdl.com
- d. Any further queries can be addressed to Ms. Janavi Vaghasiya (Dy. Manager – Secretarial) at sclinvestorquery@mehtagroup.com

E) DECLARATION OF RESULTS ON THE RESOLUTION:

- i. The Scrutinizer shall, immediately after and not later than 48 (forty eight) hours from conclusion of the meeting, make a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution and invalid votes, if any, to the Chairman of the meeting or a person authorized by him in writing who shall countersign the same.
- ii. The result of the voting shall be announced by the Chairman of the meeting or a person authorized by him in writing on or before **Friday, 23rd August, 2024** upon receipt of the Scrutinizer's Report. The results announced, along with the Scrutinizer's Report, shall be placed on the Company's website viz. <https://scl.mehtagroup.com/investors/e-voting-reports> and on the website of NSDL viz. www.evoting.nsdl.com immediately after declaration.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sclinvestorquery@mehtagroup.com
- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sclinvestorquery@mehtagroup.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**

The results shall also be immediately forwarded to the stock exchange where the Company's equity shares are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and shall also be displayed on the Notice Board at the Registered office of the Company.

- iii. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the meeting i.e. on **Wednesday, 21st August, 2024.**

Equity Shareholders are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting, manner of casting vote through remote e-Voting or voting at the Meeting.

Any further queries can be addressed to Mr. Satyan Desai (Associate-Client Relations), Link Intime India Pvt. Ltd (Unit: Saurashtra Cement Limited), C- 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083, E-mail ID: rnt.helpdesk@linkintime.co.in.

By the Order of the Board of the Directors

Sonali Sanas
Chief Legal Officer, CS & Strategy

Place : Mumbai
Dated : 28th May, 2024
Registered Office:
Near Railway Station
Ranavav-360550
Dist: Porbandar, Gujarat

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Items No. 4

The Board has on the recommendation of the Audit Committee, approved the appointment of M/s. M. Goyal & Co, Cost Accountants as Cost Auditor of the Company at a remuneration of ₹ 1,25,000/- plus applicable tax and reimbursement of travelling and out of pocket expenses incurred to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2025.

In accordance with Section 148 of the Companies Act, 2013, the remuneration of the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors needs to be approved by the Shareholders of the Company.

Accordingly, the consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for appointment and remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2025.

None of the Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly, the Board recommends the resolution as set out in Item No.4 of the Notice for approval of the Shareholders.

Item No. 5

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Viren Ajitkumar Merchant (DIN:00033464) as an Additional Director of the Company (categorized as Non- Executive, Independent Director) effective from 28th May, 2024. Mr. Viren Ajitkumar Merchant also submitted a declaration of independence as required under Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Mr. Viren Ajitkumar Merchant, aged 59 years, completed his schooling at The Scholar High School in Mumbai and later pursued higher education at Kent State University in Kent, Ohio. Mr. Merchant after completing his studies, joined his family business and embarked on a remarkable entrepreneurial journey. Presently, Mr. Merchant is the CEO and Vice-Chairman of Encore Healthcare Private Limited, a global contract manufacturer in the pharma industry. He is also Director of ADF Foods Limited, Encore Business Centre Private Limited, Yuga Finvest Private Limited, Delphinium Realtors Private Limited, Encore Healthcare International Private Limited and ADF Foods (India) Limited.

Mr. Viren Ajitkumar Merchant is not disqualified from being appointed as Director in terms of Section 164 and has given his consent to act as Director.

The Board of Directors have effectively evaluated the performance candidature of Mr. Viren Ajitkumar Merchant as per the requirement of the Companies Act, 2013 and confirmed that he has also fulfilled the independence criteria as specified under the SEBI (LODR) Regulations, 2015 and the Board has recommended his appointed as an Independent Director of the Company.

The Board of Directors based on the recommendation of Nomination and Remuneration Committee considers, given the professional background and relevant expertise and experience of Mr. Viren Ajitkumar Merchant, his appointment as Independent Director would be beneficial to the Company. The Board hereby confirm that as per the requirements of the Companies Act, 2013 and independence criteria as specified under Regulation 16(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is fulfilled. Accordingly the Board hereby recommends the appointment of Mr. Viren Ajitkumar Merchant as an Independent Director.

It is proposed to appoint Mr. Viren Ajitkumar Merchant as an Independent Director under Section 149 of the Act for a period of 5 (five) years computed effective from 28th May, 2024 to 27th May, 2029 and his appointment is placed before the Shareholders for their approval.

Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Director seeking appointment at the Annual General Meeting is attached hereto as **Annexure A**.

Except Mr. Viren Ajitkumar Merchant, none of the Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the Notice.

Accordingly, the Board recommends the passing of the Special Resolution as set out in the item no. 5 for the approval of the Shareholders.

Item No. 6

Presently, sub-clause (vi) of Article 176A of Articles of Association ("AOA") reads as under:-

"If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus."

The above clause enables retention of title of Chairman Emeritus by any newly appointed Director but not vice-versa. Accordingly, alteration is required to be made by addition of new sub-clause (vii) after the existing sub-clause (vi) in Article 176 A of the Articles of Association, as set out in the resolution no. 6, is proposed to be added after the existing sub-clause (vi) in Article No. 176 under Clause XXV of the Articles of Association of the Company.

In view of the above, amendment is required in the Articles of Association of the company. Accordingly, the Board recommends passing of the Special Resolution as set out in the item no.6 for the approval of the Shareholders.

Mr. Mahendra N. Mehta is concerned / interested, financially or otherwise, in the resolution as set out in the item no.6 of the Notice. Mr. Jay Mehta being son of Mr. Mahendra N. Mehta, is also deemed to be interested in the resolution as set out in the item no.6 of the Notice.

Item No. 7

In order to pave way for the future leadership, Mr. Mahendra N. Mehta (DIN: 00632865) has expressed unwillingness to act as Chairman of the Company with effect from the forthcoming 66th Annual General Meeting of the Company. In view of the long association of over 4 decades as Director of the Company and the exemplary leadership being provided by Mr. Mahendra Mehta, the Board of Directors on the recommendations of the Nomination & Remuneration Committee had appointed Mr. Mahendra N. Mehta as the "Chairman Emeritus" with effect from 21st August, 2024 & subject to the amendment in the Articles of Association of the Company. Further, the Board of Directors on the recommendation of the Nomination & Remuneration Committee had considered, approved & recommended to the shareholders for continuation of Mr. Mahendra N. Mehta as Non-Executive, Non-Independent Director - liable to retire by rotation from the ensuing Annual General Meeting.

In view of the above and subject to the necessary amendments in the Article of Association of the company, approval of shareholder's is required for continuation of Mr. Mahendra N. Mehta as Non-Executive, Non-Independent Director - liable to retire by rotation with effect from 21st August, 2024.

In view of the above and subject to the necessary amendments in the Article of Association of the Company, approval of Shareholders is required for continuation of Mr. Mahendra N. Mehta as Non-Executive, Non-Independent Director - liable to retire by rotation with effect from 21st August, 2024.

Further, Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Director seeking appointment (Continuation as Non-Executive, Non-Independent Director) at the Annual General Meeting is attached hereto as **Annexure A**.

Mr. Mahendra N. Mehta is concerned / interested, financially or otherwise, in the resolution as set out in the item no.7 of the Notice. Mr. Jay Mehta being son of Mr. Mahendra N. Mehta, is also deemed to be interested in the resolution as set out in the item no.7 of the Notice.

In view of the above, amendment is required in the Articles of Association of the company. Accordingly, the Board recommends passing of the Special Resolution as set out in the item no. 7 for the approval of the Shareholders.

Item No. 8

Since Mr. Mahendra N. Mehta would step down as the "Chairman" of the Company, the Board of Directors based on the recommendations of the Nomination & Remuneration Committee at its meeting held on 28th May, 2024 proposed to consider change in designation of Mr. Jay Mehta (DIN: 00152072) from Executive Vice Chairman to Executive Chairman and recommended to the Shareholders for their approval. The tenure of Mr. Jay Mehta in the current term shall come to an end on 31st December, 2026. Accordingly, Board recommends passing of Special Resolution for change in designation of Mr. Jay Mehta from Executive Vice Chairman to Executive Chairman from 21st August, 2024 and he shall hold office in the capacity of Executive Chairman upto 31st December, 2026.

Further, all other Terms & Conditions including term, remuneration, payment of commission, perquisites, benefits etc. and the tenure of Mr. Jay Mehta pursuant to change in his designation to Executive Chairman continues to remain the same as was approved by the Shareholders at the 65th Annual General Meeting of the Company held on 17th August, 2023.

Mr. Jay Mehta is concerned / interested, financially or otherwise, in the resolution as set out in the item no.8 of the Notice. Mr. Mahendra N. Mehta being father of Mr. Jay Mehta, is also deemed to be interested in the resolution as set out in the item no.8 of the Notice.

Further, Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Director seeking re-appointment at the Annual General Meeting is attached hereto as **Annexure A**.

Save and except them, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.8 of the Notice. Accordingly, the Board recommends passing of the Special Resolution as set out in the item no.8 for the approval of the Shareholders.

Annexure A

Details of Directors seeking change in designation and other details as required under Section 102 of the Companies Act, 2013 in respect of the Directors proposed to be appointed/ re-appointed at the ensuing Annual General Meeting (AGM) and their Brief Resume have been provided under the Explanatory Statement annexed to this Notice. The other Information/Disclosure in compliance with the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India have been provided herein below:

Name of Director	Mr. Hemang D. Mehta	Mr. Viren Ajitkumar Merchant	Mr. Mahendra N. Mehta	Mr. Jay Mehta
DIN	00146580	00033464	00632865	00152072
Item No	3	5	7	8
Date of Birth	6 th March, 1955	15 th October, 1965	20 th March, 1932	18 th January, 1961
Date of first Appointment	Initially joined the Board on 16 th April, 1993 and was reappointed last on 26 th July 2022	28 th May 2024	Initially, he joined the Board of the Company in October 1974 and was reappointed as a Chairman on 15 th October, 2004	Initially, he joined the Board in December 1987 and was re-appointed in the current term with effect from 1 st January, 2024
Qualification	Graduated from the University of Manchester Institute of Science and Technology Science and Technology Manchester Business School	Pursued Higher Education at Kent State University in Kent, Ohio.	Industrialist	Graduated in Industrial Engineering from Columbia University in 1983 and has completed MBA from The International Institute of Management Development (IMD) in Lausanne, Switzerland.
Expertise in specific General Functional area	Expertise in Corporate and Operational Management in the cement industry and in plastics and packaging Industry. He has worked in India, Kenya, Canada and U.S.A.	Mr. Viren Ajitkumar Merchant, has an experience over 17 years and has an expertise in Business Management. He is the Vice-Chairman & C. E. O. of Encore Healthcare Pvt. Ltd., a leading manufacturer of tablets, capsules and syrups.	He completed his schooling in India and then joined the family business at the age of 19 years in East Africa. He has over six decades of entrepreneurial experience. He is the motivating force behind the Group.	Has about 3 decades of experience in overall management of the Company.

Name of Director	Mr. Hemang D. Mehta	Mr. Viren Ajitkumar Merchant	Mr. Mahendra N. Mehta	Mr. Jay Mehta
Terms and conditions of appointment or re-appointment	Nil	The details are provided in the resolution and explanatory statement of item No.5 of the Notice.	The details are provided in the resolution and explanatory statement of item No.7 of the Notice.	The details are provided in the resolution and explanatory statement of item No.8 of the Notice.
Details of remuneration last drawn (FY 2023-24)	Details of sitting fees paid is provided in the report of Corporate Governance Report forming part of the Annual Report for the FY 2023-24.	Nil	Details of sitting fees paid is provided in the report of Corporate Governance Report forming part of the Annual Report for the FY 2023-24.	Details of remuneration paid is provided in the report of Corporate Governance Report forming part of the Annual Report for the FY 2023-24.
List of outside Directorships held in Listing Entities	Nil	ADF Foods Limited	Nil	ADF Foods Limited.
Chairman / Member of the Committee of the Board of Directors of the Company	Nil	Nil	Nil	Chairman of CSR Committee and Member of Stakeholders Relationships & Grievances Committee and also of Finance Committee
Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a Director				
a) Audit committee	Nil	Member	Nil	Nil
b) Shareholders Relationship Committee	Nil	Chairman	Nil	Nil
Relation with other Directors & Key Managerial Personnel (KMP) of the Company	Nil	Nil	Mr. Mahendra N. Mehta is the father of Mr. Jay Mehta.	Mr. Jay Mahendra Mehta is the son of Mr. Mahendra N. Mehta
Shares held by the Directors in the Company	95,584	Nil	Nil	43,730

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