CIN No. : L26943RJ1979PLC001935

Phone : 01462 228101-6

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E-Mail : shreebwr@shreecement.com

Website : www.shreecement.com



SHREE CEMENT LTD.

An ISO 9001, 14001, 50001 & OHS 18001 Certified Company
Regd. Office:
BANGUR NAGAR, POST BOX NO.33, BEAWAR 305901, RAJASTHAN, INDIA

SCL/BWR/SE/2024-25/ 12th July, 2024

National Stock Exchange of India Limited, Exchange Plaza, Bandra – Kurla Complex, Bandra (East) MUMBAI – 400 051

SCRIP CODE: SHREECEM EQ

Debt Segment NCD ISIN: INE070A07061

BSE Limited Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, MUMBAI – 400 001

SCRIP CODE 500387

Debt Segment NCD ISIN: INE070A07061

Sub:- Notice of the 45th Annual General Meeting and Annual Report for the Financial Year 2023-24

Dear Sirs,

In terms of the provisions of Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of the 45th Annual General Meeting of the Company to be held on Tuesday, 6th August, 2024 at "Rangmanch Auditorium", Bangur Nagar, Beawar - 305 901, Rajasthan at 11:30 A.M. (IST) along with the Annual Report of the Company for the financial year 2023-24.

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), the Company has fixed Tuesday, 30th July, 2024 as the cutoff date to determine the eligibility of the members to cast their vote by remote e-voting and voting during the AGM.

Kindly take the same on record.

Thank you.

Yours faithfully,
For **SHREE CEMENT LIMITED**

(S.S. KHANDELWAL)
COMPANY SECRETARY

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

Phone: 0141 4241200, 4241204, Fax: 0141 4241219

NEW DELHI OFFICE: 122-123, Hans Bhawan, 1, Bahadurshah Zafar Marg, New Delhi 110002

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

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



SHREE CEMENT LIMITED

Registered Office: Bangur Nagar, Beawar - 305 901 (Rajasthan)
Phone: EPABX +91-1462-228101-6 Fax: +91-1462-228117/119
E-Mail: share@shreecement.com Website: www.shreecement.com
CIN: L26943RJ1979PLC001935

NOTICE

NOTICE is hereby given that the 45th Annual General Meeting of the Members of SHREE CEMENT LIMITED will be held on Tuesday, 6th August, 2024 at 11:30 A.M. (IST), at the Registered Office of the Company at "Rangmanch Auditorium", Bangur Nagar, Beawar – 305 901 (Rajasthan) to transact the following businesses: -

ORDINARY BUSINESS:

- 1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 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, 2024 and the Report of the Auditors thereon.
- 2. To confirm payment of Interim Dividend (₹50/- per equity share) for the financial year ended 31st March, 2024.
- 3. To declare dividend of ₹55/- per Equity Shares as final dividend, for the financial year ended 31st March 2024.
- 4. To appoint a Director in place of Mr. Prashant Bangur (DIN: 00403621), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, Mr. Sushil Kumar Roongta (DIN: 00309302), who was appointed as an Additional Director, designated as an Independent Director pursuant to provisions of Section 161 of the Act, who meets the criteria for Independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act proposing his candidature for the office of Director, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the company for a term of 5 (Five) consecutive years commencing from 14th May, 2024, and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of Listing Regulations, approval of the Members be and is hereby accorded for continuation of Mr. Sushil Kumar Roongta as independent director of the Company after he attains the age of 75 years during his tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹6,75,000/- (Rupees Six Lac Seventy Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, payable to M/s. K. G. Goyal and Associates, Cost Accountants (Firm Registration No. 000024), who have been appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31st March 2025, be and is hereby ratified."

By order of the Board of Directors

S. S. Khandelwal Company Secretary

(Membership No. F5421)

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY FORM IS ATTACHED HEREWITH.
 - A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- 2. Corporate Members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
- 3. Explanatory Statements setting out the material facts concerning each item of Special Business to be transacted at the AGM pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information of the Director proposed to be appointed/re-appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions is provided in **Annexure A** to this Notice.
- 4. Members/Proxies are requested to bring their Attendance Slip at the AGM.
- 5. When a Member appoints a Proxy and both the Member and the Proxy attend the AGM, the Proxy stands automatically revoked.
- 6. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM.
- 7. A Member can inspect the Proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement

- of the AGM and ending with the conclusion of the said Meeting, provided he/she has given to the Company a notice in writing of his/her intention to inspect the Proxies not less than three days before the commencement of the said Meeting.
- 8. The Company has fixed Tuesday, 23rd July, 2024 as the 'Record Date' for payment of Final Dividend for the financial year ended 31st March, 2024, if approved at the AGM.
- The final dividend, as recommended by the Board, if approved at the AGM will be paid on or after Wednesday, 7th August, 2024 to those Members:
 - (i) whose names appear as Beneficial Owners in the list of Beneficial Owners on Tuesday, 23rd July, 2024 as furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose; and
 - (ii) whose names appear as Members in the Register of Members of the Company after giving effect to valid transmission or transposition requests lodged with the Company or its Registrar and Share Transfer Agent ("RTA") viz. Link Intime India Private Limited on or before Tuesday, 23rd July, 2024.
- 10. (A) In terms of Section 124(5) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Company has transferred the unpaid or unclaimed dividend declared upto financial year 2016-17 (One-Time Special Dividend) to the Investor Education and Protection Fund (the IEPF) established by the Central Government after providing necessary intimations to the relevant Members.
 - Final dividend for the Financial Year 2016-17 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of seven consecutive years will be transferred to IEPF. Further, in terms of the provisions of the IEPF Rules, equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration will also be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority in terms of the IEPF Rules. Members, who have so far not encashed their final dividend relating to the financial year 2016-17 are requested to do so by 19th August, 2024 by writing to the Secretarial Department at the Registered Office of the Company or to Registrar and Share Transfer Agent (RTA) viz. Link Intime India Private Limited, failing which the dividend

- and the equity shares relating thereto will be transferred to the IEPF and the IEPF Suspense Account respectively.
- (B) Members may claim refund of their dividend which has been transferred in IEPF from the IEPF Authority by following the procedure as prescribed under the IEPF Rules (as amended from time to time).
- (C) Details of unclaimed dividend amounts lying with the Company has been uploaded on the website of the company as well as on the RTA's website. The said details have also been submitted to Ministry of Corporate Affairs and same can be accessed through the link: https://iepfa.gov.in/login.
- (D) The details of dividend declared by the Company and last date of their transfer in the IEPF are given hereunder: -

Years	Type of Dividend	Dividend (₹ Per Share)	Date of declaration of Dividend	Due date for transfer of unpaid dividend in Investor Education and Protection Fund
2016-17	Final	24	31/07/2017	07/09/2024
2017-18	Interim	20	11/01/2018	13/02/2025
2017-18	Final	30	30/07/2018	29/08/2025
2018-19	Interim	25	22/01/2019	25/02/2026
2018-19	Final	35	09/08/2019	11/09/2026
2019-20	Interim	110	14/02/2020	16/03/2027
2020-21	Final	60	09/08/2021	09/09/2028
2021.22	Interim	45	04/02/2022	07/03/2029
2021-22	Final	45	28/07/2022	02/09/2029
2022 27	Interim	45	08/02/2023	15/03/2030
2022-23	2 nd Interim	55	22/05/2023	27/06/2030
2023-24	Interim	50	31/01/2024	01/03/2031

The Members who have not yet claimed the dividend are requested to approach to the Company for dividend payment.

- 11. Regulation 12 read with Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires all companies to use the facilities of Electronic Clearing Services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the registered bank account of Members and demand drafts will be issued with bank particulars.
- 12. Members are requested to take note of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated 3rd November, 2021 whereby SEBI has provided common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC and Nomination details. As per the said Circular, it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. Service requests from physical folios wherein the PAN, KYC and Nomination details are not available will be taken up only after registering the required details. The Company has sent individual letters to all the members

holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details.

The necessary forms in this regard have been made available in downloadable and fillable format on the website of the Company at https://www.shreecement.com/investors/shareholder-information and on RTA website at https://liiplweb.linkintime.co.in/KYC-downloads.html. Members are advised to register their details with the RTA, in compliance with the said Circular for smooth processing of their service requests.

- 13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be available for inspection by the Members at the time of commencement of the AGM and shall remain open and accessible to the Members during the AGM.
- 14. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days other than Saturdays from 2:00 P.M. to 5:00 P.M. up to the date of AGM.

- 15. Link Intime India Private Limited is acting as Registrar & Share Transfer Agent (RTA) for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to:-
 - Link Intime India Private Limited Unit: Shree Cement Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 (Maharashtra) E-mail: rnt.helpdesk@linkintime.co.in Phone no.: 8108116767
- 16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Link Intime India Private Limited / Company.
- 17. As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. In view of the above and to avail the benefits of dematerialization (Demat), Members are requested to consider dematerializing their physical shares.
- 18. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative, has introduced enabling provisions for sending notice of the meetings and other shareholder correspondences through Electronic Mode. Members holding shares in physical mode are requested to register their e-mail address with the Company/RTA and Members holding shares in demat mode are requested to register their e-mail addresses with their respective Depository Participants (DPs). If there is any change in the e-mail address already registered, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in Demat mode.
- 19. Copy of the Notice of the AGM, inter alia, indicating the process and manner of voting along with Attendance Slip, Proxy Form and the Annual Report 2023-24 are being sent in electronic mode to the Members whose e-mail addresses are registered with the Company's RTA/ Depository Participant(s), unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

- 20. A Route Map and prominent landmark for easy location of the venue of the AGM is enclosed with this Notice. Members may also note that the Notice of this AGM and the Annual Report of the Company for the year 2023-24 is also available on the website of the Company viz. www.shreecement.com.
- 21. Instructions for voting through electronic means (e-voting) and other instructions relating thereto are as under:

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the AGM by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- II. The facility for voting, through polling paper shall also be made available at the venue of the AGM. The Members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper. The Members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
- III. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide remote e-voting facility.
- IV. The Board of Directors of the Company has appointed Mr. Akshit Kumar Jangid (Membership No. F11285) and failing him Ms. Krati Upadhyay (Membership No. A58280), Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner.
- V. Voting rights of the Members (for voting through remote e-voting or through polling papers at the meeting) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e.

 Tuesday, 30th July, 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- VI. The remote e-voting facility will be available during the following period:

- a. Commencement of remote e-voting: 9:00 A.M. (IST) on Friday, 2nd August, 2024.
- b. End of remote e-voting: 5:00 P.M. (IST) on Monday, 5th August, 2024.
- c. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
- VII. Any person holding shares in physical form and non-individual shareholders, 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. Tuesday, 30th July, 2024, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/ she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of Individual Shareholders holding securities in dematerialized mode and 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. Tuesday, 30th July, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

VIII.In case a Member receives a physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories), initial password is provided in the enclosed Attendance Slip.

- IX. Process and manner for Remote e-voting:
- A. Step 1: Access to NSDL e-voting system
 - Login method for e-voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depositories Participants (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Login method for e-Voting 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 A. NSDL Internet Based Demat Account Statement (IDeAS) facility
 If you are already registered for the NSDL IDeAS facility, follow the below steps:

- Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/
- 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.
- 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services.
- 4. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-voting page.
- 5. 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.

If the user is not registered for IDeAS e-Services, follow the below steps:

- 1. Option to register is available at https://eservices.nsdl.com.
- Select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp
- 3. Upon successful registration, please follow steps given in points 1-5 above.

Type of shareholders

Login Method

B. E-Voting website of NSDL

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.
- 2. Once the home page of e-Voting system is launched, click on the "Login" icon which is available under 'Shareholder/Member' section.
- 3. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
- 4. After successful authentication, you will be redirected to the 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.

C. Mobile Application of NSDL - "NSDL Speede"

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









Individual Shareholders holding securities in demat mode with CDSI

- Existing 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.
- 2. 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. 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.
- 3. 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.
- 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail 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 able to directly access the system of all e-voting service providers.

Individual
Shareholders
(holding securities
in demat mode)
login through
their depository
participants

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.
- Once logged-in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.
- 3. 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.

Important note: Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" and "Forgot Password" option available on the above-mentioned website.

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

Login type	Helpdesk details Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000	
Shareholders holding securities in demat mode with NSDL		
Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33	

- Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
 - Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.
 - ii. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholder/ Member" section
 - iii. 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.
 - iv. Alternatively, if you are registered for NSDL e-services i.e. Internet Based Demat Account Statement (IDeAS), you can login at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
 - v. Your User ID details are as follows:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	User ID	
a) For Members 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 Members 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 Members 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***.	

- vi. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) 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 (See point "c" below). Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
 - c) How to retrieve your 'initial password'?
 - If your e-mail address is registered with your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account or the 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'.
 - In case you have not registered your e-mail address with the Company / Depository, please follow instructions mentioned below in this notice.
- vii. 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 hold shares in your demat account with NSDL or CDSL) option available on https://www.evoting. nsdl.com
 - b) "Physical User Reset Password?" (If you hold shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by the above 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) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- viii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ix. Now, you will have to click on "Login" button.
- x. After you click on the "Login" button, home page of e-voting will open.

B. Step 2: Cast your vote electronically on NSDL e-voting system

- 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.
- Select "EVEN" of Shree Cement Ltd., to cast your vote during the remote e-Voting period.
- iii. Now you are ready for e-voting as the Voting page opens.
- iv. 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 "Confirm" buttons when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C. General Guidelines for shareholders

- i. 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 at ppincha@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.
- ii. 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(s) available on www.evoting.nsdl.com to reset the password.
- iii. 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: 022-4886 7000 or send a request at evoting@nsdl.com.

In case of any grievances connected with facility for remote e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, evoting@nsdl.com, Tel: 022-48867000.

D. In case you have not registered your e-mail address with the Company/Depository, please follow below instructions for registration of e-mail address for obtaining Annual Report and / or login details for e-voting:

Physical Holding

Visit the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. The members are requested to provide Folio Number, Name of Shareholder, scanned copy of Certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card). In case of any query, a member may send an e-mail to Registrar & Share Transfer Agent (RTA) at rnt.helpdesk@ linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

Demat Holding

A. Individual shareholders holding securities

Please refer to the login method explained at step 1 a. i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.

B. Other than Individual Shareholders

Please contact your Depository Participant (DP) and register your e-mail address in your demat account as per the process advised by your DP or alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing details such as 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).

Note: 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 e-mail ID correctly in their demat account in order to access e-Voting facility.

- 22. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- 23. The Results of voting will be declared within two working days from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's Equity Shares are listed (BSE Limited & National Stock Exchange of India Ltd.) and shall also be displayed on the Company's website www.shreecement.com and NSDL's website https://www.evoting.nsdl.com/
- 24. The Scrutinizer's decision on the validity or otherwise of the E-voting will be final. The relevant information w.r.t. voting by electronic means shall be under the safe custody of the Scrutinizer till the Chairman considers, approves and signs the minutes.
- 25. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to refer to the Income Tax Act, 1961 (as amended from time to time) and circulars/ notifications issued thereunder for the applicable rates of tax to be deducted at source for various categories. The Company will be issuing a communication detailing information regarding deduction of tax at source on dividend distribution including action required from members prior to payment of dividend, separately.
- 26. Company shall provide the facility of live webcast of proceedings of Annual General Meeting. Members who are entitled to participate in the Annual General Meeting can view the proceeding of Annual General Meeting by logging on the e-voting website of NSDL at https://www.evoting.nsdl.com using their secure login credentials.

By order of the Board of Directors

Date: 14th May, 2024 Company Secretary
Place: Gurugram (Membership No. F5421)

ANNEXURE TO THE NOTICE DATED 14TH MAY, 2024

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

Item No. 5

Based on the recommendation of the Nomination cum Remuneration Committee (NRC), the Board of Directors of the Company in its meeting held on 14th May, 2024 has appointed Mr. Sushil Kumar Roongta (DIN: 00309302) as an Additional Director of the Company, designated as an Independent Director w.e.f. 14th May, 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Sushil Kumar Roongta holds office as an Additional Director till the date of the ensuing 45th Annual General Meeting (AGM) scheduled on 6th August, 2024. Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 14th May, 2024 recommended the appointment of Mr. Sushil Kumar Roongta as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 14th May, 2024, subject to the approval of the Members of the Company.

As per Regulation 17(1A) of Listing Regulations, no listed Company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a Special Resolution is passed to that effect. Since Company is already seeking the appointment of the aforesaid Independent Directors by way of Special Resolution for his term, the requirement of the said clause has also been complied with. Approval of members is also sought for continuation of appointment of Mr. Sushil Kumar Roongta as Independent Director of the Company after attainment of the age of 75 years during his proposed term.

Mr. Sushil Kumar Roongta is the former Chairman of Steel Authority of India Limited (SAIL), one of India's largest public sector company. He is an Electrical Engineer from Birla Institute of Technology & Science (BITS), Pilani and a Post Graduate Diploma in Business Management – International Trade from the Indian Institute of Foreign Trade (IIFT), New Delhi, having a wide and varied experience in Public Sector Undertakings.

Mr. Roongta is a fellow of All India Management Association (AIMA) & fellow of Indian National Academy of Engineering (INAE). He was member of various Apex Chambers - Chairman of 'Steel Committee' of FICCI, member of National Council of CII and Advisory Council of ASSOCHAM. He was also President of Institute for Steel Development & Growth (INSDAG) and a member of the Executive Committee of the World Steel Association - The Apex Body for formulation of policy for world steel. He was Chairman of Board of Governors of IIT -Bhubaneswar. He has been part of various think tanks and is widely regarded as one of the principal experts in the field of metal, power and public sector turnarounds. He was Chairman of 'Panel of Experts on reforms in Central Public sector enterprises' constituted by Planning Commission. Widely known as 'Roongta Committee', its report is taken as benchmark for Public Sector Reforms.

Mr. Roongta is the recipient of a number of awards including "Standing conference of public enterprises SCOPE Award for Excellence & Outstanding Contribution to the Public Sector Management" – Individual Category; 2007-08 and IIM-JRD Tata award for excellence in Corporate Leadership in Metallurgical industries, 2016. Mr. Roongta is also associated with Educational Institutions and various Non-Profit organizations.

In terms of clause (IA) of Para A of Part D of Schedule II of the Listing Regulations, the Nomination cum Remuneration Committee confirms that Mr. Sushil Kumar Roongta has the capabilities required in the Board of the Company as identified by it on the basis of the evaluation of the balance of skills, knowledge and experience on the Board of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and as per Regulation 16 of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He further confirmed the compliance of Rule 6 of the Companies (Appointment and Qualification of Directors) Rule, 2014 regarding inclusion of his name in the databank of the Indian Institute of Corporate Affairs (IICA).

The Company has received a Notice in writing from a member of the Company as per the provisions of

Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Sushil Kumar Roongta fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

A copy of draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members at the Registered Office of the Company on all working days other than Saturdays from 2:00 P.M. to 5:00 P.M. up to the date of the AGM and is also available on the website of the Company at https://www.shreecement.com/investors/disclosure-regulation

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at item no. 5 of the Notice for approval by the Members.

Item No. 6

The Board of Directors of Company in its meeting held on 14th May, 2024 on the recommendation of the Audit committee, has approved the appointment and remuneration of M/s. K. G. Goyal and Associates, Cost Accountants, Jaipur (Firm Registration No. 000024) to conduct the audit of cost records of the Company for the financial year ending on 31st March, 2025.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing the resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at item no. 6 of the Notice for approval by the Members.

By order of the Board of Directors

S. S. Khandelwal Company Secretary (Membership No. F5421)

Date: 14th May, 2024 Place: Gurugram

ANNEXURE A - TO ITEM NO. 4 AND 5 OF THE NOTICE

Sr. No.	Nature of Information	Item No. 4 of Notice	Item No. 5 of Notice
1	Name	Mr. Prashant Bangur	Mr. Sushil Kumar Roongta
2	Date of Birth / Age	22 nd June, 1980 (43 Years)	9 th May, 1950 (74 years)
3	Nationality	Indian	Indian
4	Date of First Appointment	23 rd August, 2012	14 th May, 2024
5	Qualification	B.Sc., Master of Business Administration	B.E. (Electrical), PG Diploma in Business Management - International Trade, Fellow of All India Management Association (AIMA).
6	Experience and Nature of expertise in specific functional area	Business Planning and Corporate Management	Please refer Explanatory Statement
7	Relationships between Directors / KMP inter-se	Son of Mr. H. M. Bangur, Chairman.	No relationship
8	Shareholding in the Company (including as Beneficial Owner)	3,89,750* Equity Shares	Nil
9	No. of Board meetings attended during the year	FY 2023-24 : 3 (Three)	FY 2023-24: Nil (Appointed as Independent Director w.e.f 14 th May, 2024)
10	Directorship in other Companies	 The Marwar Textiles (Agency) Private Limited Indian Chamber of Commerce Calcutta Ragini Properties Private Limited Khemka Properties Pvt Ltd 	 Adani Power Limited Jubilant Pharmova Limited Jubilant Ingrevia Limited Bharat Aluminium Co. Ltd Hero Steels Limited Zuari Industries Limited JK Paper Limited Titagarh Rail Systems Limited
11#	Chairmanship / Membership of Committees of Board of Directors of the Company	Shree Cement Ltd.: - Risk Management Committee - Member - CSR and Sustainability Committee - Member	Nil
12#	Chairmanship / Membership of Committees of Board of Directors of other Companies	NIL	Adani Power Limited: - Audit Committee – Member - Nomination and Remuneration Committee - Chairman - Stakeholders Relationship Committee - Chairman - Risk Management Committee - Member - Corporate Social Responsibility Committee – Member Jubilant Pharmova Limited: - Audit Committee – Member
			 Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee – Member Risk Management Committee – Chairman
			Jubilant Ingrevia Limited: - Audit Committee - Chairman - Stakeholders Relationship Committee – Member

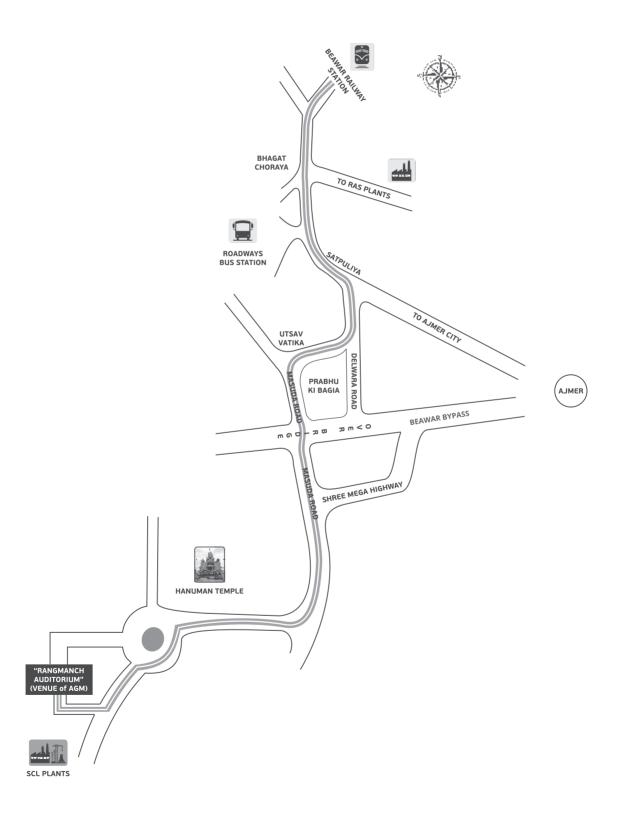
Risk Management Committee – MemberCorporate Social Responsibility Committee –

Sr. No.	Nature of Information	Item No. 4 of Notice	Item No. 5 of Notice
			 Zuari Industries Limited: Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee – Chairman
			JK Paper Limited: - Stakeholders Relationship Committee – Membe - Risk Management Committee – Member
			Titagarh Rail Systems Ltd.: Nomination and Remuneration Committee – Member Risk Management Committee – Member
			 Hero Steels Ltd.: Audit Committee – Chairman Nomination and Remuneration Committee – Chairman
			 Bharat Aluminium Co. Ltd.: Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Chairman
13	Listed entities from which the person has resigned in past three years	NIL	- ACC Limited
14	Terms and conditions of appointment / re- appointment along with details of remuneration sought to be paid	As per the approval accorded by Members vide Postal Ballot Notices dated 4 th February, 2022 & 14 th October, 2022 passed by the members on 1 st April, 2022 & 7 th December, 2022 respectively.	As provided in Item No. 5 of Notice of this 45 th AGM.
15	Remuneration last drawn, if any	Last remuneration drawn is provided in Corporate Governance Section of the Annual Report 2023-24.	Not Applicable
16	Skills and capabilities required for the role and manner in which the requirements are met with and Justification for the appointment	Not applicable since Mr. Prashant Bangur is to be re-appointed by virtue of retire by rotation.	The Nomination cum Remuneration Committee has identified among others, strategic planning, understanding of the Business/Industry and financials, marketing strategy and oversight of risk and regulatory compliances as the skills required for the role of Director. Mr. Sushil Kumar Roongta has the said requisite skills and capabilities for the Role as Independent Director of the Company.

^{*} Out of the 3,89,750 shares held by Mr. Prashant Bangur, the beneficial Interest on 93,800 shares is held by the Shree Venktesh Ayurvedic Aushdhalaya, Charitable Institution (Belonging to Promoters Group).

^{*} Chairmanship / Membership of only Mandatory Committees (i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationships Committee, Risk Management Committee and Corporate Social Responsibility Committee) have been considered.

ROUTE MAP TO THE VENUE OF THE 45TH AGM OF THE COMPANY





SHREE CEMENT LIMITED

Registered Office: Bangur Nagar, Beawar - 305 901 (Rajasthan)
Phone: EPABX +91-1462-228101-6 Fax: +91-1462-228117/119
E-Mail: share@shreecement.com Website: www.shreecement.com
CIN: L26943RJ1979PLC001935

Form No. MGT -11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

	.,		
E-ı	mail ID:		
Fo	lio No./DP ID and Client ID:		
	Ve, being the Member(s) having empany, hereby appoint:-		. shares of the above named
1.	Name:	E- Mail ID:	
	Address:		
	Signature:		or failing him/her
2.	Name:	E- Mail ID:	
	Address:		
	Signature:		or failing him/her
3.	Name:	E- Mail ID:	
	Address:		
	Signature:		

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting, to be held on **Tuesday**, 6th **August**, 2024 at 11:30 A.M. (IST), at the Registered Office of the Company at 'Rangmanch Auditorium', Bangur Nagar, Beawar - 305 901 (Rajasthan) and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description	For*	Against*
1.	To receive, consider and adopt:		
	a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 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, 2024 and the Report of the Auditors thereon.		
2.	Confirmation of payment of Interim Dividend (₹50 per equity share) for the financial year ended 31 st March, 2024.		
3.	To declare Final Dividend on equity shares of the Company for the financial year ended 31st March, 2024.		
4.	Re-appointment of Mr. Prashant Bangur (DIN: 00403621), Director of the Company, who retires by rotation.		
5.	Appointment of Mr. Sushil Kumar Roongta as Independent Director of the Company for 5 (Five) consecutive years w.e.f. 14 th May, 2024		
6.	Ratification of remuneration of M/s. K. G. Goyal and Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending on 31st March, 2025.		

^{*} Please put a $(\sqrt{})$ in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this	day of20	024.	Affix ₹1 Revenue Stamp
Signature of Shareholder			
Signature of first proxy holder	Signature of second proxy holder	Signature of third	

Notes:

- 1. THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2. A Proxy need not be a Member of the Company.
- 3. In case the Member appointing Proxy is a body corporate, the Proxy Form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the Proxy Form.
- 4. A person can act as Proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as Proxy for any other person or Member.
- 5. Appointing a Proxy does not prevent a Member from attending the meeting in person if he/she so wishes.



Registered Office: Bangur Nagar, Beawar - 305 901 (Rajasthan)
Phone: EPABX +91-1462-228101-6 Fax: +91-1462-228117/119
E-Mail: share@shreecement.com Website: www.shreecement.com
CIN: L26943RJ1979PLC001935

ATTENDANCE SLIP 45TH ANNUAL GENERAL MEETING

(PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE)

		Serial No. :
Name and Registered Address	:	
Name of Joint Holder(s)	:	
DP ID & Client ID / Folio No.	:	
No. of Shares held	:	
Name of Proxy/Representative, if any	:	
		Meeting of the Members of the Company Auditorium", Bangur Nagar, Beawar -
		Signature of Member/Proxy/Representative

Note: Shareholders/Proxies/Representatives are requested to produce this Attendance Slip, duly signed for admission to meeting venue. The admission may, however, be subject to further verification/checks, as may be deemed necessary.

