



SHREE CEMENT LTD.

An ISO 9001, 14001, 50001 & OHS 18001 Certified Company

Regd. Office:

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

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

SCL/BWR/SE/2023-24/
21st November, 2023

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra – Kurla Complex, Bandra (East)
MUMBAI – 400 051

SCRIP CODE: SHRECEM EQ

Debt Segment NCD ISIN: INE070A07061

Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
MUMBAI – 400 001

SCRIP CODE 500387

Debt Segment NCD ISIN: INE070A07061

Re:- Postal Ballot Notice

Dear Sirs,

In terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith the Postal Ballot Notice dated 7th November, 2023 along with Postal Ballot Form being sent by the Company to its Shareholders for seeking their consent for Alteration in Articles of Association by way of Special Resolution.

Kindly find the same in order.

Thanking you,

Yours faithfully,

For **SHREE CEMENT LIMITED**

(S.S. KHANDELWAL)

COMPANY SECRETARY

Encl: Postal Ballot Notice & Form

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

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

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with MCA and SEBI circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, the Company hereby seeks consent of its members for the Special Business appended hereunder proposed to be transacted through Postal Ballot which includes voting by electronic means for the following purposes:-

SPECIAL BUSINESS

1. To approve alteration to the Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the provisions of Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation, 2021, as amended, and subject to such other requisite approvals, if any, as may be required, approval of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company by addition of the following new Article 126A (after Article 126) providing for appointment of a person nominated by the debenture trustee(s) as a director on its Board:

‘126A: Subject to the provisions of the Act, in the event of receipt of intimation from Debenture Trustee(s) [appointed in terms of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (as amended) or under other regulations or provisions of applicable laws], to nominate a person as a director on the Board of the Company in exercise of its duties under the applicable Regulation of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the applicable Regulations of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (together “SEBI Regulations”), as amended from time to time, the Board shall appoint such person as a Director.

The Director so appointed shall not be liable to retire by rotation.

Any vacancy in the office of such Director during the term shall be filled in by the Debenture Trustee(s) by nominating another person.’

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution.”

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

Place: Kolkata
Date: 7th November, 2023

S.S. Khandelwal
Company Secretary
Membership No. F5421

NOTES:

- 1) The Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 of the Companies Act, 2013 setting out all material facts are annexed hereunder and forms part of the Notice.
- 2) The Board of Directors of the Company has appointed Mr. Akshit Kumar Jangid (Membership No. F11285, CP No. 16300) and failing him Ms. Krati Upadhyay (Membership No. A58280, CP No. 23056), Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
- 3) The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, 17th November, 2023 (“Cut-off date”)**. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / Company's Registrar and Share Transfer Agent (“RTA”) (in case of physical shareholding). For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice will be available on the Company's website **www.shreecement.com** under “Investor Section” and on the RTA's website **https://instavote.linkintime.co.in**.
- 4) The cut-off date for the purpose of reckoning the voting rights is **Friday, 17th November, 2023 (“Cut-off date”)**. Members whose names appear in the Register of Members / List of Beneficial Owners as on cut-off date will be considered for the purpose of voting. The Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on Cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
- 5) Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form, can download Postal Ballot Form as attached in the e-mail or from the Company's website i.e. **www.shreecement.com** or from the website of RTA (Link Intime India Private Limited) i.e. **https://instavote.linkintime.co.in** or may seek duplicate Postal Ballot Form by sending an e-mail from their registered e-mail address at **shyam.khandelwal@shreecement.com** or writing to Company Secretary, Shree Cement Limited, Bangur Nagar, Bewar – 305901, Rajasthan.
- 6) In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company has provided the remote e-voting facility to the members to exercise their votes electronically. The Company has engaged Link Intime India Private Limited (“Link Intime”) as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”).
- 7) Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed and signed form in the enclosed self-addressed Business Reply Envelope **not later than 5:00 PM (IST) on Thursday, 21st December, 2023**. Postage cost will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. Please note that, if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.
- 8) Members desiring to opt for remote e-voting are requested to read the instructions in the Notes under the section **“VOTING THROUGH ELECTRONIC MEANS”**.
- 9) The members can opt for only one mode of voting, i.e. either by physical Postal Ballot Form or remote e-voting. In case members cast their votes through both the modes, voting done by remote e-voting shall be considered and votes cast through physical Postal Ballot Forms will be treated as invalid. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- 10) A member cannot exercise his vote by Proxy on Postal Ballot.
- 11) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be declared/announced by the Chairman or any other person authorised by him on or before **Friday, 22nd December, 2023** at the Corporate Office of the Company at 9th Floor, Epitome

Tower B, Cyber City, Gurugram and will also be informed to the Stock Exchanges where the Company's equity shares are listed and shall also be displayed on the Company's website www.shreecement.com and RTA's website <https://instavote.linkintime.co.in>, along with the Scrutinizer's Report. The results shall also be displayed on the notice board at the Registered and Corporate Office of the Company. The resolution, if passed by the members through Postal Ballot, shall be deemed to have been passed on **Thursday, 21st December, 2023** being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting, as if they have been passed at a general meeting of the members.

- 12) All the documents referred to in the Postal Ballot Notice, shall be available for inspection from **Wednesday, 22nd November, 2023 to Thursday, 21st December, 2023** during 2.00 P.M. to 5.00 P.M. on all working days other than Saturdays. Members seeking to inspect such documents can send an e-mail on shyam.khandelwal@shreecement.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.

13) **VOTING THROUGH ELECTRONIC MEANS**

A. Step 1: Login Methods

(I) Individual Shareholders

Type of shareholders	Login Method
Individual Shareholders Holding securities in demat mode with NSDL	<p>A. NSDL Internet Based Demat Account Statement (IDeAS) facility</p> <p>If user is already registered for the NSDL IDeAS facility, follow the below steps:-</p> <ol style="list-style-type: none"> 1. 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” appearing on the left hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against company name or e-Voting service provider - Link Intime and you will be re-directed to “Insta Vote” website for casting your vote during the remote e-voting period. <p>If the user is not registered for NSDL IDeAS, follow the below steps:-</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. 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. <p>B. By directly visiting the E-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://eservices.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 the “Access to e-voting”. Click on company name or e-voting service provider name i.e. Link Intime and you will be redirected to “Insta Vote” website for casting your vote during the remote e-voting period. <p>Note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available.</p>

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>A. CDSL Easi/Easiest facility</p> <p>If user is already registered for the CDSL Easi/Easiest facility, follow the below steps:-</p> <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest can login through their user ID and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on “Login Icon & New System Myeasi”. A new screen will open. You will have to enter your User ID and Password. After successful login of Easi / Easiest the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider (“ESP”) i.e. Link Intime. Click on options available against company name or e-Voting service provider - LINKINTIME and you would be redirected to “InstaVote” website for casting your vote during the remote e-voting period. <p>If the user is not registered for CDSL Easi/Easiest facility, follow the below steps:-</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. Upon successful registration, please follow steps given in points 1-2 above. <p>B. By directly visiting the e-voting website of CDSL</p> <ol style="list-style-type: none"> Alternatively, the user can directly access e-Voting page by providing demat Account Number (BOID) and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. Link Intime. Click on options available against company name or e-Voting service provider - LINKINTIME and you would be redirected to “InstaVote” website for casting your vote during the remote e-voting period. <p>Note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 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. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name i.e. Link Intime and you will be redirected to “InstaVote” website for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in Physical mode</p>	<p>Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for remote e-Voting facility of Link Intime as under:-</p> <ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in. Click on “Sign Up” under “SHARE HOLDER” tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No. + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable). C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

Type of shareholders	Login Method
	<p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> ➤ Members holding shares in physical form and have not registered details as per 'C' and 'D' above, shall provide their Folio number in 'D' above. ➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ➤ Click "confirm" (Your password is now generated). <p>3. Click on "Login" under "SHARE HOLDER" tab.</p> <p>4. Enter your User ID, Password and Image Verification Code (CAPTCHA) and click on "Submit".</p> <p>Important note: If an Individual Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-voting website of Link Intime: https://instavote.linkintime.co.in as follows: -</p> <ul style="list-style-type: none"> - Click on "Login" under "SHARE HOLDER" tab and further Click "forgot password". - Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). And click on "SUBMIT". <p><i>In case shareholders is having valid e-mail address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.</i></p> <ul style="list-style-type: none"> - User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Helpdesk for Individual Shareholders:-	
Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.
Individual shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Physical mode	Please contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact at 022 – 4918 6000.

(II) Institutional Shareholders

1. Registration

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime at <https://instavote.linkintime.co.in> and register themselves as "Custodian / Mutual Fund / Corporate Body". They are also required to upload a scanned certified true copy of the Board Resolution / Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the "Custodian / Mutual Fund / Corporate Body" login. For registration follow following steps:-

- a. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>.
- b. Click on "**Sign Up**" under "**CUSTODIAN/ CORPORATE BODY/ MUTUAL FUND**" tab and register with mentioning / uploading following details viz. Firm's Name, SEBI Registration Number/Corporate Identification Number (CIN) (Registration certificate shall also be required to be uploaded), Date of SEBI Registration/Date of Incorporation, Registered / Corporate Office Address etc.

- c. Upon successful registration, auto generated mail containing the login credentials would be sent on the registered e-mail address of the primary contact person.
- d. While first login, entity will be directed to change the password and login process is completed.

Helpdesk for Institutional Shareholders:

Institutional Shareholders facing any technical issue in login with Link Intime may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

2. Investor Mapping

- a. Open the Internet browser and launch URL: <https://instavote.linkintime.co.in> and login with credentials as received in point 1 (Registration) above.
- b. Click on “Investor Mapping” tab under the Menu Section
- c. Map the Investor with the following details:
 - (i) ‘Investor ID’ –
 - Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - (ii) ‘Investor’s Name - Enter full name of the entity.
 - (iii) ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - (iv) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d. Click on Submit button and investor will be mapped now.
- e. The same can be viewed under the “Report Section”.

Important Note: If an Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the USER ID [Login ID] or password or both then the shareholder can use the “**forgot password**” option by following procedure:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>.
2. Click on ‘Login’ under ‘Corporate Body/ Custodian/ Mutual Fund’ tab and further Click ‘forgot password’
3. Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”. In case shareholders is having valid email address, Password will be sent to his/her/its registered e-mail address. Shareholders can set the password of his/her/its choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

B. Step 2: Cast your vote electronically

(I) Individual Shareholders

1. After successful login, you will be able to see the notification for e-voting. Select “**View**” icon and e-voting page will appear.
2. Refer the Resolution description and cast your vote by selecting your desired option “**Favour/ Against**” (If you wish to view the entire Resolution details, click on the “**View Resolution**” file link).
3. After selecting the desired option i.e. Favour/ Against, click on “**Submit**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**Yes**”, else to change your vote, click on “No” and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

(II) Institutional Shareholders

Votes Entry (Individual Entry)	Votes Upload (Bulk Upload)
<ul style="list-style-type: none"> • Click on “Votes Entry” tab under the Menu section. • Enter Event No. for which you want to cast vote; Enter “16-digit Demat Account No.” for which you want to cast vote. 	<ul style="list-style-type: none"> • You will be able to see the notification for e-voting in the e-mail received from “Link Intime”. Select ‘View’ icon for ‘ Designated Company Name / Event number’. E-voting page will appear.

Votes Entry (Individual Entry)	Votes Upload (Bulk Upload)
<ul style="list-style-type: none"> • Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link) • After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently). 	<ul style="list-style-type: none"> • Download sample vote file template from "Download Sample Vote File" option; Cast your vote by selecting your desired option 'Favour/Against' in excel and upload the same under "Upload Vote File" option. • Click on "Submit". "Data uploaded successfully" message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

C. 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 login details for e-voting:

Physical Holding	<p>Visit the link: https://web.linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to Registrar & Share Transfer Agent (RTA) at rnt.helpdesk@linkintime.co.in.</p> <p>On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.</p>
Demat Holding	<p>A. Individual shareholders Please refer to the login method explained at Step 1 i.e. login methods for Individual Shareholders holding securities in demat mode with NSDL / CDSL.</p> <p>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.</p>

- 14) For Members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- 15) During the voting period, Members can login any number of time till they have voted on the resolution(s) for a particular "Event".
- 16) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- 17) In case Members have any query regarding e-voting, they may refer the Frequently Asked Questions ("FAQs") and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to Mr. S.S. Khandelwal, Company Secretary at shyam.khandelwal@shreecement.com or may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting at Link Intime India Private Limited [Unit: Shree Cement Limited], C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, India at email: enotices@linkintime.co.in, Tel. No.: 022 –4918 6000.
- 18) **Voting period will commence at 9.00 A.M. (IST) on Wednesday, 22nd November, 2023 and ends at 5.00 P.M. (IST) on Thursday, 21st December, 2023. The remote e-voting module shall be disabled by the Link Intime for voting at 5.00 PM (IST) on Thursday, 21st December, 2023. Remote e-voting shall not be allowed beyond the said date and time.**
- 19) The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, submits a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman.

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

Item No. 1 of Notice

Alteration in Articles of Association of the Company

Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended vide the SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023, requires the companies issuing debentures to incorporate suitable provisions in their Articles of Association to appoint the person nominated by their Debenture Trustees as a Director on the Board of the Company on the occurrence of any of the following events specified under Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

SEBI vide its Circular no. SEBI/HO/DDHS/DDHS-RACPOD1/CIR/P/2023/028 dated 9th February, 2023 has clarified that the first-time issuers of debt securities shall ensure that their Articles of Association be amended within a period of six months from the date of the listing of the debt securities to contain the above provisions.

The Company had issued 7.80% Secured Redeemable Non-Convertible debentures on Private Placement Basis on 26th September, 2023. Hence, to comply with the above requirement, its Articles of Associations need to be amended.

Accordingly, consent of the Members is sought to amend the Articles of Association by addition of new Article - 126A (after Article 126), providing for appointment of a person nominated by the Debenture Trustee(s) as a director on its Board.

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the said resolution.

The Board of Directors recommends the Resolutions set out at item No. 1 of the Notice for approval by the Members.

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

Place: Kolkata
Date: 7th November, 2023

S.S. Khandelwal
Company Secretary
Membership No. F5421

**SHREE CEMENT LIMITED****Regd. Office:** Bangur Nagar, Beawar - 305 901 (Rajasthan)**Phone:** EPABX +91-1462-228101-6 **Fax:** +91-1462-228117/119**E-Mail:** investor@shreecement.com **Website:** www.shreecement.com **CIN:** L26943RJ1979PLC001935**POSTAL BALLOT FORM**

Serial No.:

1.	Name and Registered Address of the Sole / First named Shareholder	:	
2.	Name(s) of Joint Shareholder(s), if any	:	
3.	Registered Folio No. / DP ID No./ Client ID No.* (*Applicable to investors holding shares in dematerialized form)	:	
4.	No. of Equity Shares held	:	

I / we hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for business stated in the Postal Ballot Notice of the Company dated 7th November, 2023 by conveying my / our Assent (Favour) or Dissent (Against) to the said Resolution, by placing tick (✓) mark at the appropriate box below:

Sr. No.	Particulars	No. of Shares held	I / We assent to the Resolution (FAVOUR)	I / We dissent to the Resolution (AGAINST)
1	Alteration to the Articles of Association of the Company by inserting a new Article 126A.			

Place:

Date:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

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

EVEN (E- Voting Event Number)	USER ID	PAN / SEQUENCE NO.
230668		

Notes:

- Please read the instructions printed overleaf carefully before filling this form. For e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is not later than 5:00 PM (IST) on **Thursday, 21st December, 2023.**

GENERAL INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Member as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with RTA/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA.
3. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts his/her vote using both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched [viz. Scrutinizer, C/o Shree Cement Limited, Post Box No. 15, Bangur Nagar, Beawar – 305901 (Rajasthan)].
5. Consent must be accorded by placing a tick mark [✓] in the column 'I / We assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I / We dissent to the resolution'.
6. The votes of a member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot form has not been signed by or on behalf of the member;
 - b. if the member's signature does not tally with the records of the Company;
 - c. if the member has marked his / her / its vote both for 'Assent' and 'Dissent' to the Resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - d. if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
 - e. if the Postal Ballot Form is incomplete or incorrectly filled;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 PM (IST) on **Thursday, 21st December, 2023**. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
8. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at **ppincha@gmail.com** or deposited at the registered office of the Company.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on **Friday, 17th November, 2023(cut-off date)**.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Any query in relation to the Resolution proposed to be passed through Postal Ballot may be sent to: The Company Secretary, Shree Cement Ltd., Bangur Nagar, Beawar - 305901, Rajasthan or email at **shyam.khandelwal@shreecement.com**.
12. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat this Notice as an intimation only.