

Saurashtra Cement Limited

Corporate Office
N K Mehta International House, 2nd Floor,
178 Backbay Reclamation, Mumbai 400 020
T +91 22 6636 5444
F +91 22 6636 5445
E scl-mum@mehtagroup.com
CIN : L26941GJ1956PLC000840

Ref: B/SCL/SE/SS/42/2021-22

August 21, 2021

Corporate Relationship Manager,
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Bldg, P.J.Tower,
Dalal Street, Mumbai 400001.

Scrip Code: 502175

Dear Sir/Madam,

Sub.: Notice of the 63rd Annual General Meeting ('AGM') of the Company for FY 2020-21 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Listing Regulations, please find attached herewith is the Notice and the Explanatory Statement of the 63rd AGM of the Company to be held on **Tuesday, September 21, 2021 at 2.30 p.m. (IST) via two-way Video Conference / Other Audio-Visual Means.**

The notice of the 63rd AGM of the Company is available on the website of the Company at <http://scl.mehtagroup.com/investors/agm-notice-2021>.

This is for your information and records.

Thanking you,

Yours faithfully,
For Saurashtra Cement Limited

Sonali digitally signed
by Sonali Sanas
Date: 2021.08.21
10:37:51 +0530'

Sonali Sanas
President (CS, Legal & Strategy)

Encl: as above



Regd. Office & Works
Near Railway Station, Ranavav 360 560
Gujarat, India



SAURASHTRA CEMENT LIMITED

(CIN: L26941GJ1956PLC000840)

Registered Office: Near Railway Station, Ranavav 360560 (Gujarat)

E-Mail: sclinvestorquery@mehtagroup.com

Website: www.saurashtracementlimited.com | www.snowcempaints.com

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

NOTICE

Notice is hereby given that the **63rd Annual General Meeting** of the Members of the Company (AGM) will be held on **Tuesday, the 21st September 2021** at **2.30 p.m.** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2021 and Directors' and Auditors' Report thereon.
2. To declare final dividend of ₹ 0.75 per share on 7,00,47,733 fully paid up Equity Shares of ₹10/- each/ listed capital as on record date for the Financial Year ended 31st March 2021.
3. To appoint a Director in place of Mr. Hemnabh R. Khatau (DIN: 02390064), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution for the appointment and remuneration of the Cost Auditors for the Financial Year ending March 31, 2022 as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. V.J.Talati & Co, Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2022, at a remuneration of ₹ 75,000 /- (Rupees Seventy Five Thousand Only) plus Goods and Service Tax (GST) and reimbursement of out of pocket expenses incurred by them during the course of Audit, be and is hereby ratified."

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

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act and Rules made there under, including any modification(s) thereto or re-enactment(s) thereof for the time being, the consent of the members of the company hereby accorded for the substitution of the existing para 1 & 3 Articles 91, existing para 1 of Article 93, and existing para 1 of Article 96.I of the Articles of Association of the Company, with the new paras of Articles 91, 93 and 96.I provided hereunder:

Para 1 of Article 91

“The Chairman of the Board (whether Member or not) shall if present and willing or in his absence, the Vice Chairman be entitled to take the chair at every General Meeting, whether Annual or Extraordinary, but if there be no such Chairman / Vice Chairman or in case any of them being present or being unwilling or failing to take the chair within fifteen minutes of the time appointed for holding such meeting, the members present shall choose another Director (whether member or not) as Chairman and if all the Directors present decline to take the chair or if there be no Director present, then the members present shall choose one of their own members to be Chairman of the meeting. If a poll is demanded it shall be taken forthwith in accordance with the provisions of sub-section 2 of section 104.”

Para 3 of Article 91

The Chairman or in his absence the Vice Chairman be permitted to hold the position of both the Chairman of the Board and/or General Meeting as well as Managing Director/CEO/equivalent position thereof in the Company as per the recommendations of the appropriate committee of the Directors and approved by the Board of Directors and as permitted by applicable laws from time to time.”

Para 1 of Article 93

The Chairman or in his absence the Vice Chairman may, with the consent of a majority of the members personally present at any meeting, adjourn such meeting from time to time and from place to place in the city, town or village where the Registered Office of the Company is situated but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at an adjourned meeting of the Company shall be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

Para 1 of Article 96.I

A declaration by the Chairman or in his absence the Vice Chairman in pursuance of clause (1) hereof that on a show of hands a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

“RESOLVED FURTHER THAT the Board of Directors of the Company, including a Committee thereof, be and are hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or incidental to give effect to the foregoing resolution.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Special Resolution passed at the Annual General Meeting held on 19th September 2014 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 to the Board of Directors (which expression shall include a Committee of the Board) of the Company to mortgage and/or charge in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, all or any of the moveable and / or immovable properties of the Company, both present and future and / or the whole or substantially the whole or any part of the undertaking(s)

of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the banks, financial institutions, other lender(s), Agent(s), Security Trustees, Debenture Trustees, Trustee(s), etc. for securing the borrowings availed / to be availed by way of loan(s) (in Foreign currency and / or Rupee) and / or securities in the nature of debts instruments issued / to be issued by the Company, for an amount not exceeding ₹ 1000 crore (Rupees One thousand crore only), together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Security Trustees, Debenture Trustees, Trustee(s), etc., premium (if any) on redemption, all other cost, charges and expenses, including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document(s), entered into or to be entered into between the Company and the lender(s), Agents(s) and Trustee(s) in respect of such borrowings.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other Officer(s) of the Company to give effect to the above Resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing Resolutions are hereby approved, ratified and confirmed in all respects.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Special Resolution passed at the Annual General Meeting held on 19th September 2014, and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow monies from time to time, upon such terms and conditions as the Board of Directors may think fit for the purposes of Company’s business, in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company’s Bankers in the ordinary course of business and remaining outstanding, shall not be in excess of ₹ 1000 Crores (Rupees One thousand crores only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other Officer(s) of the Company to give effect to the above Resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing Resolutions are hereby approved, ratified and confirmed in all respects.”

By the Order of the Board of the Directors

Registered Office:

Near Railway Station, Ranavav, 360560
Gujarat

Place : Mumbai

Date : 11/08/2021

Sonali Sanas
President (CS, Legal & Strategy)

NOTES:

1. **Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 (“the Act”) in respect of special business to be transacted at the AGM is annexed to this Notice.**
2. The relevant details of Directors seeking appointment/re-appointment under Item Nos. 3 of the Notice, as required pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India on General Meetings is also annexed.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to the Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and clarification circular No.02/2021 dated January 13, 2021 and Securities and Exchange Board of India’s circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, the 63rd AGM of the Company is being conducted through video conferencing (VC) or other audio visual means (OAVM) facility, which does not require physical attendance of the Members at a common venue.
4. The meeting shall be deemed to be conducted at the Registered Office of the Company and as the AGM is held through virtual mode, the Attendance slip and venue map is not required to be annexed to this Notice.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution / authorization letter to the Company at sclinvestorquery@mehtagroup.com or upload on the VC portal / e-voting portal.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, viz. No.14/2020 dated April 08, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 05, 2020 and No.02/2021 dated January 13, 2021 respectively and Securities and Exchange Board of India’s circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Company is providing facility of remote e-voting, as well as e-voting during the AGM, to its Members in respect of the business to be transacted at

the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. The attendance of the Members attending the AGM through VC /OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“the Act”).
8. The Members who have exercised their right to vote by remote e-voting may attend the AGM through VC/OAVM but cannot vote during the AGM.
9. Facility of joining the AGM through VC or OAVM shall be open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first serve basis. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis.

This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and Annual Report for the year 2020-21 is being sent to only those Members who have registered their email address with the Company and depositories and the notice and the Annual Report is also uploaded on the website of the Company at <http://scl.mehtagroup.com/investors/agm-notice-2021> and <http://scl.mehtagroup.com/investors/annual-report-2020-2021>. The Notice and the Annual Report for the year 2020-21 can also be accessed at the website of BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during 10.00 a.m. to 12.00 noon on any working day till the date of the ensuing AGM. For any communication, the Members may also send requests to the Company’s investor email id: sclinvestorquery@mehtagroup.com.
11. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
12. The Share Transfer Books and Register of Members of the Company shall remain closed from **Wednesday, the 15th September, 2021 to Tuesday, the 21st September, 2021 (both days inclusive)** in connection with the Annual General Meeting. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company held by them as on the cut-off date i.e. **14th September 2021**. The record date / cut-off date for the purpose of ascertainment/ entitlement of the rights of the equity shareholders for the dividend shall also be **14th September 2021**.
- 13.a The Members may also register / update their bank account details for receiving dividend as may be declared by the Company from time to time by sending an application requesting payment of dividend through Electronic Clearing Service (ECS). The application duly filled (along with self-attested copies of your PAN and AADHAR Card and cancelled cheque leaf/ first two pages of bank passbook) can be sent by the Members by email to the Company at sclinvestorquery@mehtagroup.com or to Company’s Registrar and Share Transfer Agent at mumbai@linkintime.co.in or rnt.helpdesk@linkintime.co.in.

13.b Instructions on tax deductible at source on dividend:

Members may note that pursuant to the provisions of Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Link Intime India Private Limited (Registrar and Share Transfer Agent) (in case of shares held in physical mode) and with Depository Participants (in case of shares held in Demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/ 15H, to avail the benefit of non-deduction of tax at source by sending an email to sclinvestorquery@mehtagroup.com before 11:59 p.m. IST on September 20, 2021. No tax will be deducted on payment of dividend to the resident individual shareholders, if the total dividend to be paid during the financial year does not exceed ₹ 5,000/-. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to sclinvestorquery@mehtagroup.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on September 20, 2021.

The original documents as aforesaid may be sent in due course to the Company at its registered office or the Registrar and Share Transfer Agent at the following address: -

M/s. Link Intime India Pvt Ltd (Unit: Saurashtra Cement Limited), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083.

14. Members are requested to notify immediately any change of address:

- i) To their Depository Participants (DPs) in respect of their electronic share accounts; and
- ii) To the Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083 in respect of their physical share folios, if any.

15. **Shares of the Company are compulsorily required to be traded in demat form. If you have not dematerialized your shares, you are requested to get the shares dematerialized at the earliest in your own interest.**

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

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

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

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

19. The results of the voting at the AGM declared along with the scrutinizer's report shall be placed on the Company's website www.saurashtracementlimited.com, on the Stock Exchange website at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com.

20. INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/ OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Members are requested to submit their questions if any, in advance with regard to the financial statements or any other matter to be placed at the AGM from their registered email address, mentioning their name, DP ID / Client ID/folio number, mobile number to reach the Company's email address at sclinvestorquery@mehtagroup.com latest by **18th September 2021 before 3.00 p.m. (IST)**. The same will be replied by the Company suitably.
- f) Members as on the cut-off date who would like to express their views/ask questions as a speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at sclinvestorquery@mehtagroup.com between **Wednesday, 15th September, 2021 (9.00 a.m. IST) and Saturday, 18th September, 2021 (5.00 p.m. IST)**. **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** Further, those Members who have not registered themselves as a speaker, but desirous of expressing their views/ask questions during the AGM, may be allowed to do so, through the chat box option. **The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.**
- g) *Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800- 222- 990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager - NSDL at pallavid@nsdl.co.in /022-2499 4545.*

21. Only those members who have not casted their vote through the remote e- voting (prior to the AGM) as per point 22 below are entitled to vote at the AGM.

22. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Saturday, 18th September, 2021 at 9:00 A.M. and ends on Monday, 20th September, 2021 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **14th September 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **14th September 2021**.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ Beneficial Owner ” icon under “Login” which is available under “ IDeAS ” section. 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. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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 i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 login, 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual 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 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares indemat 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 indemat 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 inPhysical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVENis 101456 then user ID is 101456001***

5. 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. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also

“Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
23. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the date of the AGM shall be the same person mentioned for Remote e-Voting.
24. **PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**
- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sclinvestorquery@mehtagroup.com.
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sclinvestorquery@mehtagroup.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - c. Alternatively, Shareholders/Members may send a request to evoting@nsdl.co.in for procuring user id and password by providing above mentioned documents.
25. **GENERAL GUIDELINES FOR MEMBERS:**
- a. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sachinca.associates@gmail.com with a copy marked to evoting@nsdl.co.in.
 - b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 and 1800 22 44 30 or send a request to Mr. Amit Vishal or Ms. Khilona Behera at evoting@nsdl.co.in
26. **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS**

UNDER: -

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
 3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- Any further queries can be addressed to Mr. Satyan Desai (Associate-Client Relations), Link Intime India Pvt. Ltd., C- 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083, E-mail ID: rnt.helpdesk@linkintime.co.in.

By the Order of the Board of the Directors

Registered Office:
Near Railway Station, Ranavav, 360560
Gujarat
Place : Mumbai
Dated : 11/08/2021

Sonali Sanas
President (CS, Legal & Strategy)

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

Item No. 4

The Board has on the recommendation of the Audit Committee, approved the appointment of M/s. V. J. Talati & Co, Cost Accountants as Cost Auditor of the Company at a remuneration of ₹ 75,000/- plus applicable tax and reimbursement of travelling and out of pocket expenses incurred to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2022.

The remuneration of the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors needs to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for appointment and remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2022.

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

Accordingly, the Board recommends the resolution as set out in item 4 of the Notice for approval of the Members.

Item No.5

The shareholders of the Company, at their Annual General Meeting held on 23rd September 2015 had approved adoption of new sets of Articles of Association of the Company to align it with the provisions of the Companies Act, 2013 including Rules made there under.

The Board of Directors proposes for an amendment in the existing para 1 & 3 of Articles 91, existing para 1 of Article 93 and existing para 1 of Article 96.I of the Articles of Association of the Company, authorising the Vice Chairman to conduct any of the General Meetings (Annual or Extra-ordinary) and Board Meetings in absence of the Chairman of the Company.

A copy of the altered Articles of Association of the Company would be available for inspection at the Registered Office of the Company during business hours on any working day between 10.30 a.m. to 1.00 p.m. upto the date of the ensuing AGM.

Except Chairman and Executive Vice Chairman, none of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

The Board recommends passing of the resolution as set out at Item No.5 of the accompanying Notice of AGM for the approval of the members of the company by a special resolution.

Item No.6

The Members of the Company at their Annual General Meeting held on 19th September 2014 approved by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, accorded consent to the Board of Directors for creating mortgage or charge on its movable or immovable properties for an amount not exceeding ₹ 400 Crores (Rupees four hundred crores only).

The Finance Committee / Board of Directors shall be evaluating various strategic projects for the growth / expansion of the existing business. Therefore, there may be requirement to borrow monies from the Banks, Financial Institutions, Inter Corporate Deposits, Individuals, exceeding the current limits of ₹ 400 crores against mortgage or charge on its movable or immovable properties of the Company. Accordingly, it is proposed to increase the limit from ₹ 400 crores to ₹ 1000 crores.

Section 180(1)(a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not create mortgage or charge on its movable or immovable properties, except with the consent of the Members accorded by way of a Special Resolution.

It is, therefore, necessary for the Company to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as set out at Item No.6 of the Notice, to enable the Board of Directors to create mortgage or charge on its movable or immovable properties of the Company, for an amount not exceeding ₹ 1000 crores, approval of Members is being sought.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.6 of the Notice.

Item No.7

Pursuant to the provisions of Section 180(1) (c) of the Companies Act., 2013, the Board of Directors of the Company cannot borrow money in excess of the amount of the paid-up capital, and free reserves of the Company without the approval of the shareholders in the General Meeting by way of Special Resolution.

At the Annual General Meeting held on 19th September 2014, the Shareholders had passed Special Resolution under Section 180(1) (c) of the Companies Act, 2013 empowering the Board of Directors of the Company to borrow money upto ₹ 400 crores and such borrowing would be in excess of the paid-up share capital and free reserves of the Company.

The Finance Committee / Board of Directors shall be evaluating various strategic projects for the growth / expansion of the existing business. Therefore, there would be requirement to borrow monies from the Banks, Financial Institutions, Inter Corporate Deposits, Individuals, etc. Presently, the borrowing limits is ₹ 400 crores. Therefore, it is proposed to broaden the chance of the resource utilization to ensure availability of adequate funding for the future business growth and development. Accordingly, it is proposed to increase the borrowing limits from ₹ 400 crores to ₹ 1000 crores.

Accordingly, the consent of the Members is being sought for the enhancement of the borrowing limits from ₹ 400 crores to ₹ 1000 crores as set out in the Special Resolution at Item no. 7 of the Notice.

None of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.7 of the Notice.

By the Order of the Board of the Directors

Registered Office:
Near Railway Station, Ranavav, 360560
Gujarat

Place : Mumbai
Dated : 11/08/2021

Sonali Sanas
President (CS, Legal & Strategy)

ANNEXURE

Disclosure pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Directors seeking appointment / re-appointment at the 63rd Annual General Meeting:

Name of Director	Mr. Hemnabh R. Khatau
Date of Birth	27 th February 1961
Date of Appointment	Initially joined the Board on 25.10.2008 and was reappointed in current term on 21.8.2019
Expertise in specific General Functional area	Developing and Implementing successful strategies for growth and improving performance.
Qualification	B. A. (Engg) from Cambridge, M.Sc (UMIST)
List of outside Directorships held (Public Limited Companies)	1. Gujarat Sidhee Cement Limited. 2. Agrima Consultants International Limited.
Chairman/ Member of the Committee of the Board of Directors of the Company	Nil
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he/she is a Director	Nil
a) Audit Committee	Nil
b) Members Committee	Nil
Shares held by the Directors in the Company	Nil