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

SHREE CEMENT LTD.

An ISO 9001, 14001, 45001 & 50001 Certified Company

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

SCL/BWR/SE/2021-22/
2nd March, 2022

FAX NO. 022 – 26598237 / 26598238

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

FAX NO. 022-22722041 / 22722061

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

Re:- Postal Ballot Notice

Dear Sirs,

In terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith a copy of the Postal Ballot Notice dated 4th February, 2022 along with Postal Ballot Form being sent by the Company to its Shareholders for seeking their consent by way of Special Resolution.

Kindly find the same in order.

Thanking you,

Yours faithfully,
For **SHREE CEMENT LIMITED**

(S.S. KHANDELWAL)
COMPANY SECRETARY
Encl: Postal Ballot Notice & Form

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, the Company is seeking consent of its members for the Special Business appended hereunder proposed to be transacted through Postal Ballot which includes voting by electronic means for the following purposes:-

SPECIAL BUSINESS

1. **Reappointment of Shri Prashant Bangur (DIN: 00403621), as Joint Managing Director of the Company for a period of 5 (five) years effective from 1st April, 2022**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded for reappointment of Shri Prashant Bangur (DIN: 00403621), as Joint Managing Director of the Company for a period of 5 (five) years effective from 1st April, 2022 on such terms and conditions and remuneration as specified and set out in the Explanatory Statement annexed to this Postal Ballot Notice, with authority to the Board of Directors to alter or vary the terms and conditions as to remuneration from time to time with effect from such date or dates and in such manner as may be agreed to between the Board of Directors and Shri Prashant Bangur.

   RESOLVED FURTHER THAT in absence or inadequacy of the profits in any Financial Year, Shri Prashant Bangur shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites, commission and other benefits as stated in the Explanatory Statement, subject however, to the necessary approvals/ceilings specified under Schedule V of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force)."

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

Place: Kolkata
Date: 4th February, 2022

S.S. Khandelwal
Company Secretary
Membership No. F5421

NOTES:

1) The Explanatory Statement and reasons for the proposed Resolution 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 Shri Akshit Kumar Jangid (Membership No. F11285) and failing him Ms. Krati Upadhyay (Membership No. A58280), 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 on 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, 25th February, 2022. 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 Agents (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** 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, 25th February, 2022 ("**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 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 the e-mail from their registered e-mail address at **khandelwalss@shreecement.com** or writing to Company Secretary, Shree Cement Limited, Bangur Nagar, Beawar, Rajasthan – 305901.

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 Friday, 1st April, 2022. 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 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 e-voting. In case members cast their votes through both the modes, voting done by e-voting shall be considered and votes cast through physical Postal Ballot Forms will be treated as invalid.

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 Saturday, 2nd April, 2022 not later than 5.00 PM (IST) at the Registered Office of the Company at Bangur Nagar, Beawar – 305901 and will also be informed to the Stock Exchanges where the Company's equity shares are listed and shall also be displayed on the Company's website **www.shreecement.com** and RTA's website **https://instavote.linkintime.co.in**, along with the Scrutinizer's Report. The resolution, if passed by the members through postal ballot, shall be deemed to have been passed on Friday, 1st April, 2022 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 Explanatory Statement, shall be available for inspection from Thursday, 3rd March, 2022 to Friday, 1st April, 2022. Members seeking to inspect such documents can send an e-mail on **khandelwalss@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. <u>Step 1: Login Methods</u>

(I) Individual Shareholders

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL	**A. NSDL Internet Based Demat Account Statement (IDeAS) facility** **If user is already registered for the NSDL IDeAS facility, follow the below steps:-** 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. **If the user is not registered for NSDL IDeAS, follow the below steps:-** 1. Option to register is available at **https://eservices.nsdl.com.** 2. Select **"Register Online for IDeAS"** or click on **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 3. Upon successful registration, please follow steps given in points 1-5 above. **B. E-Voting website of NSDL** 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 e-voting page. 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. **Note:** Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" and "Forgot Password" option available.
Individual Shareholders holding securities in demat mode with CDSL	1. 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/myeasi/home/login** or **<u>www.cdslindia.com</u>** and click on "New System Myeasi".

Type of shareholders	Login Method
	2. 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 **LINKINTIME** and you would be redirected to "**InstaVote**" website for casting your vote during the remote e-voting period. 3. If the user is not registered for Easi/Easiest, the option to register is available at **https://web.cdslindia.com/myeasi/Registration/EasiRegistration**. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **Link Intime.** Click on **LINKINTIME** and you would be redirected to **"InstaVote"** website for casting your vote during the remote e-voting period. **Note:** Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" and "Forgot Password" option available.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. 2. 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. 3. 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.
Individual Shareholders holding securities in Physical mode	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:- 1. Open the internet browser and launch the URL: **https://instavote.linkintime.co.in** 2. Click on **"Sign Up"** under **"SHARE HOLDER"** tab and register with your following details: - **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). **D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company. ▸ 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. Information for 'C' is not required in such cases. ▸ 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). 3. Click on "Login" under **"SHARE HOLDER"** tab. 4. Enter your User ID, Password and Image Verification Code (CAPTCHA) and click on **"Submit".** **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:- - Click on **"Login"** under **"SHARE HOLDER"** tab and further Click **"forgot password".**

Type of shareholders	Login Method
	- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on **“SUBMIT”**. *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.*

Helpdesk for Individual Shareholders facing any technical issue in login are as follows:-

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.: 1800 1020 990 and 1800 22 4430.
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 022- 23058738 or 022-23058542-43.
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

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:-

1. Open the internet browser and launch the URL: **https://instavote.linkintime.co.in.**
2. Click on **“Sign Up”** under **“CUSTODIAN/ CORPORATE BODY/ MUTUAL FUND”** tab and register with mentioning / uploading following details i.e. 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.
3. Upon successful registration, auto generated mail containing the login credentials would be sent on the registered e-mail address of the primary contact person.

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.

B. <u>Step 2: Cast your vote electronically</u>

(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):
• 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. • 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).	• 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 / Event number'.** E-voting page will appear. • 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". "Datauploaded 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. <u>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 remote e-voting:</u>

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 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.** 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** 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. **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.

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 send an e-mail to **enotices@linkintime.co.in** or contact on: - Tel: 022 –4918 6000 or write an e-mail to Shri S.S. Khandelwal, Company Secretary at **khandelwalss@shreecement.com.**
18) **Voting period will commence at 9.00 A.M. (IST) on Thursday, 3rd March, 2022 and ends at 5.00 P.M. (IST) on Friday, 1st April, 2022. The e-voting module shall be disabled by the Link Intime for voting at 5.00 PM (IST) on Friday, 1st April, 2022. 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, 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

Shri Prashant Bangur was appointed as Joint Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2017. His tenure as Joint Managing Director is going to expire on 31st March, 2022. Under the stewardship of Shri Prashant Bangur, the Company has made considerable growth. The Cement Capacity of the Company has increased from 29.30 MTPA in the year 2016-17 to 46.40 MTPA. The turnover of the Company has crossed Rs. 12,500 Crore mark. Company is today part of Nifty 50 Index. Thus, considering the ability, expertise and contribution of Shri Prashant Bangur, the Board of Directors of the Company in its meeting held on 4th February, 2022 on the recommendation of Nomination cum Remuneration Committee, reappointed Shri Prashant Bangur as Joint Managing Director of the Company for further period of 5 years w.e.f. 1st April, 2022 on the following terms & conditions as to remuneration and subject to approval of members:

(a) **Period of Appointment**: 5 (Five) years w.e.f. 1st April, 2022.

(b) **Annual Remuneration**: Total annual Remuneration including Salary, contribution to Provident & Superannuation Fund, allowances and perquisites [excluding commission and other benefits as mentioned in point nos. (c) and (d) below] would be Rs. 1700 Lac for the year 2022-23 starting from 1st April, 2022 and same shall be payable in such manner as may be agreed to between the Company and Shri Prashant Bangur.

The annual increment in the Remuneration from Financial Year 2023-24 onwards will be decided by the Board of Directors of the Company.

(c) **Commission:** Such commission based on the performance of the Company (including performance on ESG factors) as may be decided by the Board of Directors in its absolute discretion for each financial year or part thereof.

(d) **Other Benefits**: Shri Prashant Bangur is entitled to the following benefits in addition to the Annual Remuneration mentioned at point no. (b) and Commission mentioned at point no. (c) above:-

(1) *Medical Reimbursement*: All expenses incurred for self and family in India and/or abroad including hospitalization, nursing home and surgical treatment shall be reimbursed at actual.
(2) *Conveyance Facility*: The Company shall provide vehicle(s) for both business and personal use and bear all expenses relating to such vehicles, fuel costs, repairs, maintenance, running expenses including driver(s) salary etc.
(3) *Club Fee*: Payment of fees of clubs including admission and life membership fee.
(4) *Telephone, Internet Connection and other communication facilities*: The Company shall bear all expenses regarding telephone, internet connectivity and other communication facilities at his residence.
(5) *Personal Accident*: As per rules of the Company.
(6) *Leave Entitlement:* Entitled for leave with full pay or encashment thereof as per rules of the Company.
(7) *Gratuity*: As per the rules of the Company.

The Board is further empowered to make any variation in terms & conditions as to remuneration of Shri Prashant Bangur as may be mutually agreed and subject to such approvals as may be required and within the applicable limits as may be prescribed under Section 196 and 197 read with Schedule V of the Companies Act, 2013 and Rules made thereunder.

Minimum Remuneration:

In the absence or inadequacy of the profits in any year, Shri Prashant Bangur shall be entitled to receive and be paid the above remuneration as minimum remuneration in that year by way of salary and other benefits as stated above, subject, however, to the necessary approvals/ceiling specified under Schedule V of the Companies Act, 2013 and Rules made thereunder.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Prashant Bangur under Section 190 of the Companies Act, 2013.

The Company has received declaration from Shri Prashant Bangur stating that he is not disqualified from being reappointed as Joint Managing Director of the Company, in terms of Section 164 of the Companies Act, 2013 and consent to continue to act as Joint Managing Director of the Company. Shri Prashant Bangur is not debarred from holding the office of a director pursuant to any SEBI Order.

The brief resume of Shri Prashant Bangur, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board etc. as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirments) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) is as follows:

SN	Nature of Information	Remarks
1	Name	Shri Prashant Bangur
2	Date of Birth / Age	22nd June, 1980 / 41 Years
3	Nationality	Indian
4	Date of First Appointment	23rd August, 2012
5	Qualification	B.Sc., M.B.A.
6	Experience and Nature of expertise in specific functional area	Business Planning and Corporate Management
7	Relationships between Directors / KMP inter-se	Son of Shri H.M. Bangur, Managing Director and Grandson of Shri B.G. Bangur, Chairman
8	Shareholding in the Company	3,89,750 Equity Shares*
9	No. of Board meetings attended during the year	FY 2020-21 : 4 (Four)
10	Directorship in other Companies	- Ragini Properties Private Limited - Khemka Properties Pvt Ltd - Indian Chamber of Commerce, Calcutta
11	Chairmanship/Membership of Committee of Board of Directors of the Company	**Shree Cement Ltd.** - Business Operations Committee-Member - Share Transfer Committee – Member - Risk Management Committee - Member - Corporate Social and Business Responsibility Committee – Member
12	Chairmanship/Membership of Committee of Board of Directors of other Companies	NIL
13	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	As appended above
14	Remuneration last drawn, if any	FY 2020-21 : Rs. 24.73 Crores

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

Shri Prashant Bangur, being appointee and Shri Benu Gopal Bangur & Shri Hari Mohan Bangur, Directors of the Company being relatives are considered interested in the said resolution. The other relatives of Shri Prashant Bangur may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors and/or Key Managerial Personnel of the Company and their respective relatives, except to the extent of their directorship and/or shareholding, is concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution 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: 4th February, 2022

S.S. Khandelwal
Company Secretary
Membership No. F5421

SHREE CEMENT LIMITED

Regd. Office: Bangur Nagar, Beawar-305 901, District: Ajmer (Rajasthan)
Phone: EPABX +91-1462-228101-6 **Fax:** +91-1462-228117/119
E-Mail: share@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 4th February, 2022 by conveying my / our Assent (For) or Dissent (Against) to the said Resolution, by placing tick (√) mark at the appropriate box below:

Sr. No.	Particulars	No. of Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Reappointment of Shri Prashant Bangur as Joint Managing Director of the Company for a period of 5 (five) years w.e.f. 1st April, 2022.			

Place :

Date :

Signature of 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.

Notes:

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

2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is not later than 5:00 PM (IST) on Friday, 1st April, 2022.

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 Distt. Ajmer (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;
   g. if the form other than the one issued by the Company is used.

7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 PM (IST) on Friday, 1st April, 2022. 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, 25th February, 2022 (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 **khandelwalss@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.