

**Voting Results**

<b>Company Name</b>	Shree Cement Limited
<b>Date of Declaration of Postal Ballot Notice</b>	19 <sup>th</sup> November, 2019
<b>Total number of shareholders on record date</b>	36,147 equity shareholders as on 11 <sup>th</sup> October, 2019 (Cut -off date)
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	N.A.
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	N.A.

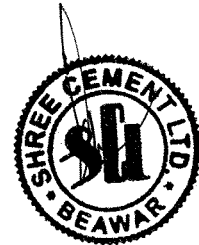
**AGENDA-WISE DISCLOSURE**

<b>Resolution required (Ordinary / Special):</b>	<b>Special Resolution:</b> Raising of funds in one or more tranches, by issuance of equity shares by way of qualified institutions placement(s) for an amount not exceeding Rs. 3,000 crore
<b>Whether promoter / promoter group are interested in agenda / resolution?</b>	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		22569797	22569197	99.9973	22569197	0	100.0000
<b>Public- Institutions</b>	E-Voting	7121907	5302587	74.4546	5295215	7372	99.8610	0.1390
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		7121907	5302587	74.4546	5295215	7372	99.8610
<b>Public- Non Institutions</b>	E-Voting	5145521	17716	0.3443	17616	100	99.4355	0.5645
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		3221	0.0626	3221	0	100.0000	0.0000
	<b>Total</b>		5145521	20937	0.4069	20837	100	99.5224
<b>Total</b>		34837225	27892721	80.0659	27885249	7472	99.9732	0.0268



Resolution required (Ordinary / Special):			Special Resolution: Partial modification in terms of remuneration of Shri Prakash Narayan Chhangani, Whole Time Director of the Company					
Whether promoter / promoter group are interested in agenda / resolution?			No					
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		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22569797	22569197	99.9973	22569197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		22569797	22569197	99.9973	22569197	0	100.0000
Public- Institutions	E-Voting	7121907	4820569	67.6865	3292882	1527687	68.3090	31.6910
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		7121907	4820569	67.6865	3292882	1527687	68.3090
Public- Non Institutions	E-Voting	5145521	17916	0.3482	17815	101	99.4363	0.5637
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		3221	0.0626	3221	0	100.0000	0.0000
	<b>Total</b>		5145521	21137	0.4108	21036	101	99.5222
<b>Total</b>		34837225	27410903	78.6828	25883115	1527788	94.4263	5.5737





# Pradeep Pincha

Practicing Company Secretary

## Report of Scrutinizer on Postal Ballot including remote e-Voting

[Pursuant to Section 110, 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman/Board of Directors  
Shree Cement Limited  
Bangur Nagar, Beawar-305 901  
Ajmer (Rajasthan)

**Sub: Scrutinizer's Report on E-Voting and Postal Ballot Process conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.**

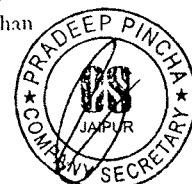
Dear Sir(s),

I, Pradeep Pincha, Practicing Company Secretary have been appointed as a Scrutinizer by the Board of Directors of the Shree Cement Limited ('SCL') in its meeting held on 19<sup>th</sup> October, 2019 as required under Section 108 and 110 of the Companies Act, 2013 read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the purpose of scrutinizing the postal ballot process including remote e-voting process in a fair and transparent manner, in respect of items as mentioned in the Postal Ballot Notice dated 19<sup>th</sup> October 2019.

The notice dated 19<sup>th</sup> October 2019 was sent to the members of the SCL along with statement setting out material facts under section 102 of the Companies Act, 2013. The members of the SCL holding shares on the cut-off date i.e. Friday, 11<sup>th</sup> October 2019 were entitled to vote on the resolutions proposed and set out in the Postal Ballot Notice.

In this regard, I submit my report as under that:

- The Postal Ballot Notice was sent to the Members in electronic form to the email addresses registered with their Depository Participants and/or Karvy Fintech Private Limited (hereinafter referred as 'Karvy'), Registrar and Share Transfer Agent (RTA) of the Company. For Members whose email IDs were not registered, physical copies of the Postal Ballot Notice were sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope which was required to be returned by the members not later than 5:00 PM (IST) on 18<sup>th</sup> November, 2019.



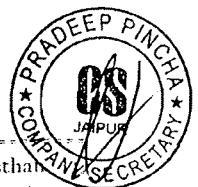


# Pradeep Pincha

Practicing Company Secretary

- the Company engaged Karvy as service provider, for facilitating remote e-voting to the members of the Company, as permitted under Section 108, 110 of the Companies Act, 2013 read-with the Companies (Management and Administration) Rules, 2014, as amended from time to time, commencing from Sunday, 20<sup>th</sup> October, 2019, at 9.00 a.m. to Monday, 18<sup>th</sup> November, 2019, at 5.00 p.m.
- after the time fixed for closing of the remote e-Voting i.e. 5.00 p.m. on Monday, 18<sup>th</sup> November, 2019 a final electronic report was generated in presence of two witnesses viz. Mr. Akshit Kr. Jangid and Mr. Lokesh Sharma who are not in the employment of the Company from the website viz. <https://evoting.karvy.com> of Karvy, the service provider, for facilitating remote e-voting.
- I have received the Postal Ballot forms from the members during the period starting from Sunday, 20<sup>th</sup> October, 2019 till Monday, 18<sup>th</sup> November, 2019. All the Postal Ballot forms together with all votes cast by e-Voting through Karvy received upto 5.00 p.m. on Monday, 18<sup>th</sup> November, 2019 being the last date fixed by the Company for receipt of Postal Ballot Forms / remote e-voting, were considered for my scrutiny.
- E-voting platform was optional for the members to cast their votes. In case, the members have cast their votes through postal ballot as well as through remote e-voting then, vote cast through e-voting was considered and voting done through Postal Ballot was ignored as indicated in the Notice dated 19<sup>th</sup> October 2019.
- on scrutiny, I report the results of voting through postal ballot including remote e-Voting in respect of the resolution(s) as set-out in the Notice of Postal Ballot as under:

**Item No. 1: Special Resolution** - Raising of funds in one or more tranches, by issuance of equity shares by way of qualified institutions placement(s) for an amount not exceeding Rs. 3,000 crore.





# Pradeep Pincha

Practicing Company Secretary

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	No. of shares
Remote E-voting	27882028	99.9617	7472	0.0268	356943
Postal Ballot	3221	0.0115	0	0.0000	657
<b>TOTAL</b>	<b>27885249</b>	<b>99.9732</b>	<b>7472</b>	<b>0.0268</b>	<b>357600</b>

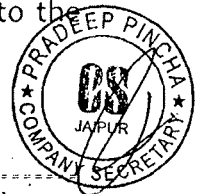
**Item No. 2: Special Resolution** - Partial modification in terms of remuneration of Shri Prakash Narayan Chhangani, Whole Time Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	No. of shares
Remote E-voting	25879894	94.4146	1527788	5.5737	838761
Postal Ballot	3221	0.0118	0	0.0000	657
<b>TOTAL</b>	<b>25883115</b>	<b>94.4263</b>	<b>1527788</b>	<b>5.5737</b>	<b>839418</b>

- The Postal Ballot form, which was incomplete or incorrectly filled and/or which was otherwise found defective has been treated as invalid and kept separately.

All the resolutions mentioned in the Postal Ballot Notice dated 19<sup>th</sup> October 2019 as per the details above stand passed under remote e-voting and through Postal ballot process with the requisite majority.



I will hand over all related papers/registers and records as well as report generated from the website of Karvy with regard to electronic voting for safe custody to the Company after signing of minutes by the Chairman of the Company.





**Pradeep Pincha**  
Practicing Company Secretary

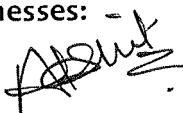
Thanking You,  
Yours faithfully,

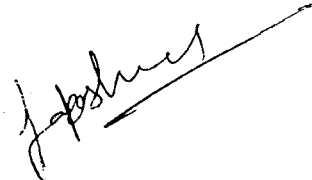


**FCS Pradeep Pincha**  
Practicing Company Secretary  
C.P. No. 4426

Date: 18/11/2019  
Place: Jaipur

Witnesses:

  
1. **Mr. Akshit Kr. Jangid**  
Add: 108, Shree Mansion,  
G-23, Kamla Marg, C-Scheme,  
Jaipur-302001 (Rajasthan)

  
2. **Mr. Lokesh Sharma**  
Add: 108, Shree Mansion,  
G-23, Kamla Marg, C-Scheme,  
Jaipur-302001 (Rajasthan)

Countersigned by:

**For Shree Cement Limited**

  
**S.S. KHANDELWAL**  
Company Secretary