



CIN L26942OR1985PLC001557

SHIVA CEMENT LIMITED

PLOT NO. YY-5,
CIVIL TOWNSHIP
7&8 AREA, ROURKELA
ODISHA, INDIA. PIN - 769004.

BSE Ltd. Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P /Towers, Dalal Street, Fort, Mumbai - 400 001 corp.relations@bseindia.com Scrip Code - 532323	The Calcutta Stock Exchange Limited 7, Lyons Range Kolkata 700001 listing@cse-india.com Scrip Code - 029983
---	--

Dear Sir/Madam,

Re: Proceedings of Extra-Ordinary General Meeting held on 21st June, 2021

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations).

Pursuant to Regulation 30 of the Listing Regulations, we hereby inform you that the Extra-Ordinary General Meeting of the Members of Shiva Cement Limited was held at 11.30 AM on Monday, 21st June, 2021 through Video Conferencing VC/Other Audio Visual Means (OVAM).

A total of 41 members attended the EGM through Video Conferencing VC/Other Audio Visual Means (OVAM).

Mr. R P Gupta, was appointed as Chairman for the Meeting, through an instapoll evoting which was passed unanimously with requisite majority.

The following items of Special business were transacted at the aforesaid meeting:

1. Increase in Authorised Capital of the Company and Consequential amendment of the Capital Clause in the Memorandum of Association of the Company.
2. Shifting of Registered Office of the Company
3. Intercorporate Loan from JSW Cement Limited from an amount not exceeding Rs. 300 crores.

As per the cumulative count of the valid votes cast through remote e-voting and e-voting at the EGM, all the above 3 items of business, were transacted. Resolutions as contained in item no. 1 to 3 have been passed with requisite majority.

The detailed voting results as per Regulation 44(3) of the Listing Regulations will be submitted in specified format within the stipulated time of 48 hours of the conclusion of the EGM.

The Scrutinizer's Report dated 21.06.2021 is enclosed herewith.

You are requested to note the above.

Thanking You,

Yours Faithfully
For Shiva Cement Limited

Sneha Bindra
Company Secretary

Encl: As above
Date: 21.06.2021

Phone : (Off) 0661 - 2664168.

•Works : Village : Teleghana, P.O. : Biringatoli, Kutra, Dist. - Sundargarh, Odisha - 770018

E-mail-id : corporate@shivacement.com

Website: www.shivacement.com



Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman of Extraordinary General Meeting of the members of
SHIVA CEMENT LIMITED (the Company) held on 21st June, 2021 at 11.30 AM.

Dear Sir,

Sub : Consolidated Scrutinizer's Report on voting by Remote E-voting and E-Voting facility provided to the Shareholders during the Extraordinary General Meeting (EGM) of the Equity Shareholders of Shiva Cement Limited held on Monday, 21st June, 2021 at 11.30 AM through Video Conferencing/Other Audio Visual Means in respect of the resolutions contained in the Notice dated 24th May 2021.

I **Surya Narayan Tripathy**, Chartered Accountant in Practice and Partner at **Tripathy & Co.**, Chartered Accountants, have been appointed by the Board of Directors of **SHIVA CEMENT LIMITED** (the Company), as a Scrutinizer for the purpose of Scrutinizing the e-voting through remote e-voting and e-voting provided to shareholders during the EGM conducted through Video Conferencing/ Other Audio Visual Means (VC/OAVM) and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolution contained in the notice to the **Extraordinary General Meeting (EGM)** of the members of the Company held on **Monday, 21st June, 2021**.

1. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolution contained in the notice of Extraordinary General Meeting (EGM) of members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my Report as under :
 - (i) The e-voting period remained open from **18th June, 2021 (9.00 A.M.) (IST)** to **20th June, 2021 (5.00 P.M.) (IST)**.
 - (ii) The e-voting facility both for e-voting prior to the EGM (remote e-voting) and voting at the EGM by electronics means (e-voting) was provided by NSDL.
 - (iii) The member of the Company as on "**Cut off**" date i.e., **14/06/2021** were entitled to vote on the resolutions. (as set out in the notice of EGM of the Company).
 - (iv) The votes cast were unblocked on **21/06/2021** after completion of e-voting process in the presence of witnesses who are not in the employment of the Company.



- (v) Total 41no of persons (including directors) attended the EGM.
- (vi) Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" and "against" each of the resolution that were put to vote, were generated from the e-voting website of NSDL i.e., www.evotingnsdl.com and based on such report generated, the results of the e-voting is as under :-

Item No. 1 :-

Increase in Authorised Share Capital of the Company and Consequential amendment of the Capital Clause in the Memorandum of Association of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the authorized share capital of the Company from existing ₹260,00,00,000 (Rupees Two Hundred Sixty Crores) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 2/- (Two) each and 2,00,00,000 (Two Crore) Preference shares of ₹ 100/- (Two) each, to ₹280,00,00,000 (Rupees Two Hundred Eighty crores) comprising:

- i. ₹ 80,00,00,000 (Rupees Eighty crores) equity share capital divided into 40,00,00,000 Equity Shares of ₹ 2/- (Two) each; and
- ii. ₹ 200,00,00,000 (Rupees Two Hundred crore) preference share capital divided into 2,00,00,000 (Two crores) Preference Shares of ₹100/- each; and

Consequently, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Capital Clause (Clause V) with the following:

"V. The authorised share capital of the Company is ₹ 280,00,00,000 (Rupees Two Hundred Eighty crores) divided into 40,00,00,000 (Forty Crore) Equity Shares of ₹ 2/- (Rupees Two) each and 2,00,00,000 (Two crores) Preference Shares of ₹100/- (Rupees Hundred) each with the rights, privileges, and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, provided that, the Company shall always have the power to issue shares at a premium and redeem preference shares, to increase or to reduce its capital and to divide the shares in the capital for the time being, into several classes and attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be permitted by law and/or as may be provided in the Articles of Association of the Company for the time being in force."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally,



on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as maybe required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

(i) Voted in favour of the Resolution :

Number of members voted electronically	Number of votes cast by them	Number of votes cast by them
109	116573981	99.99

(ii) Voted against the Resolution:

Number of members voted electronically	Number of votes cast by them	Number of votes cast by them
2	286	0.01

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

Item No. 2 :-

Special Resolution : Shifting of Registered office of the Company

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

RESOLVED THAT, pursuant to provisions of section 12 of Companies Act 2013 and Rules made there under and any other applicable provisions, including amendments thereto for the time being in force, consent of the members be and is hereby accorded for shifting of Registered Office of the Company from Plot no. YY-5, Civil Township 7 & 8 Area, Rourkela, Odisha – 769004 to Shiva Cement Limited, Village Telighana, PO: Birangatoli, Tehsil-Kutra, District-Sundargarh, Odisha– 770018 outside the local limits city limits.

RESOLVED FURTHER THAT any Director of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and filing of forms with the Ministry of Corporate Affairs to give effect to this resolution."

(i) Voted in favour of the Resolution :

Number of members voted electronically	Number of votes cast by them	Number of votes cast by them



108	116573881	99.99
-----	-----------	-------

(ii) Voted against the Resolution :

Number of members voted electronically	Number of votes cast by them	Number of votes cast by them
2	286	0.01

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

Item No. 3 :-

Intercorporate Loan from JSW Cement Limited.:

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

“RESOLVED THAT subject to the provisions of Section 177 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time by the Securities and Exchange Board of India) and the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to enter/entered into existing and proposed loan transactions with JSW Cement Limited, holding company for an aggregate value not exceeding INR 300 crores over a period of 36 months i.e. upto FY 2023-24, on such terms and conditions as may be agreed to by the Board, provided however that the transactions so entered into shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements/ undertakings as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

(i) Voted in favour of the Resolution :

Number of members voted electronically	Number of votes cast by them	Number of votes cast by them
101	872471	99.96

(ii) Voted against the Resolution :

Number of members	Number of votes cast by	Number of votes cast by them
-------------------	-------------------------	------------------------------



voted electronically	them	
2	286	0.04

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

3. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of aforesaid Extraordinary General Meeting and the same are handed over to the Company.

Thanking you,

Yours faithfully

Surya Narayan Tripathy
Practicing chartered Accountant
Partner of :Tripathy & Co.,
Chartered Accountants
Membership No. 065470

Place : Bhubaneswar
Date : 21st June, 2021



UDIN : 21065470 AAAA H08375