



CIN L26942OR1985PLC001557

# SHIVA CEMENT LIMITED

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

24<sup>th</sup> September, 2020

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

Dear Sir/Madam,

**Re: Proceedings of 34<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2020**

**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 34<sup>th</sup> Annual General Meeting of the Members of Shiva Cement Limited was held at 11.00 AM on Thursday, 24<sup>th</sup> September, 2020 through Video Conferencing VC/Other Audio Visual Means (OVAM).

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

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

#### ORDINARY BUSINESS

1. Adoption of the annual audited Financial Statement of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. Appointment of a director in place of Mr. Narinder Singh Kahlon (DIN:03578016), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

3. Re-appointment of Mr. Manoj Kumar Rustagi as Whole-Time Director of the Company.
4. Re-appointment of Mr. Bimal Kumar Mangaraj as an Independent Director of the Company.
5. Re-appointment of Mr. Mahendra Singh as an Independent Director of the Company.

As per the cumulative count of the valid votes cast through remote e-voting and e-voting at the AGM ('Instapoll'), all the above 5 items of business, were transacted. Resolutions as contained in item no. All the resolutions mentioned above 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 AGM.



Phone : (Off). 0661 - 2664168.

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

E-mail-id : corporate@shivacement.com

The Scrutinizer's Report dated 24.09.2020 is enclosed herewith with the outcome.

You are requested to note the above.

Thanking You,

Yours Faithfully

**For Shiva Cement Limited**

  
**Sneha Bindra**  
**Company Secretary**



Encl: As above

Date: 24.09.2020



**TRIPATHY & CO**  
**CHARTERED ACCOUNTANTS**

**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 34<sup>th</sup> Annual General Meeting of the members of SHIVA CEMENT LIMITED (the Company) held on 24<sup>th</sup> September 2020 at 11.00 AM**

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-Voting facility provided to the Shareholders during the 34<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Shiva Cement Limited held on Thursday, 24<sup>th</sup> Day of September, 2020 at 11.00 A.M. through Video Conferencing/Other Audio Visual Means in respect of the resolutions contained in the Notice dated 31<sup>st</sup> August 2020.

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 AGM 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 34<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on 24<sup>th</sup> September 2020.

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 34<sup>th</sup> Annual General Meeting (AGM) 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 21<sup>st</sup> September 2020 (9.00 A.M.) (IST) to 23<sup>rd</sup> September 2020 (5.00 P.M.) (IST).
  - (ii) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by NSDL.
  - (iii) The member of the Company as on "Cut off" date i.e., 17/09/2020 were entitled to vote on the resolutions. (as set out in the notice of AGM of the Company).



- (iv) The votes cast were unblocked on **24/09/2020** after completion of e-voting process in the presence of witnesses who are not in the employment of the Company.
- (v) Total 41 nos of persons (including directors) attended the AGM through VC/OVAM provided by NSDL.
- (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](http://www.evotingnsdl.com) and based on such report generated, the results of the e-voting is as under :-

**Item No. 1 :-**

**Ordinary Resolution :** To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.

**(i) Voted in favour of the Resolution :**

| Number of members voted electronically | Number of votes cast by them | Number of members voted through E-voting at AGM | Number of votes cast by them |
|--|------------------------------|---|------------------------------|
| 61                                     | 117451018                    | 7   | 36017                        |
| Total No. Of members voted             |                              |   | 68                           |
| Total Number of votes casted by them   |                              |   | 117487035                    |
| Percentage of total voting             |                              |   | 99.99                        |

**(ii) Voted against the Resolution :**

| Number of members voted electronically | Number of votes cast by them | Number of members voted through E-voting at AGM | Number of votes cast by them |
|--|------------------------------|---|------------------------------|
| 3                                      | 102                          | --  | --                           |
| Total No. Of members voted             |                              |   | 3                            |
| Total Number of votes casted by them   |                              |   | 102                          |
| Percentage of total voting             |                              |   | 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 :-****Ordinary Resolution**

To appoint director in place of Mr. Narinder Singh Kahlon (DIN : 03578016) , who retires by rotation and being eligible, offers himself for re-appointment.



i) Voted in favour of the Resolution :

| Number of members voted electronically | Number of votes cast by them | Number of members voted through E-voting at AGM | Number of votes cast by them |
|--|------------------------------|---|------------------------------|
| 59                                     | 117446201                    | 7   | 36017                        |
| Total No. Of members voted             |                              |   | 66                           |
| Total Number of votes casted by them   |                              |   | 117482218                    |
| Percentage of total voting             |                              |   | 99.99                        |

(i) Voted against the Resolution :

| Number of members voted electronically | Number of votes cast by them | Number of members voted through E-voting at AGM | Number of votes cast by them |
|--|------------------------------|---|------------------------------|
| 5                                      | 4919                         | --  | --                           |
| Total No. Of members voted             |                              |   | 5                            |
| Total Number of votes casted by them   |                              |   | 4919                         |
| Percentage of total voting             |                              |   | 0.01                         |

(ii) Invalid Votes :

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

Item No. 3 :-

Special Resolution

Re-Appointment of Mr. Manoj Kumar Rustagi as an Whole-Time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, the re-appointment of Mr. Whole-Time Director (DIN : 07742914) as the Whole-Time Director of the Company for a period of 3 years with effect from 26th June, 2020 to 25th June, 2023 upon such terms and conditions as are set out in the resolution and/or agreement; after the consideration and recommendation of the Nomination and Remuneration Committee, with a remuneration of Re.1 per month."

"RESOLVED FURTHER THAT the Powers, Duties & Functions of Mr. Manoj Kumar Rustagi shall have general control and substantial powers of the management and shall exercise and perform all other powers and duties, which in the ordinary course of business may be considered necessary, proper and in the interest of the Company, subject to directions or restrictions as given or imposed by Board of Directors from time to time and by law for time being in force."



(i) Voted in favour of the Resolution :

| Number of members voted electronically | Number of votes cast by them | Number of members voted through E-voting at AGM | Number of votes cast by them |
|--|------------------------------|---|------------------------------|
| 58                                     | 117445916                    | 7   | 36017                        |
| Total No. Of members voted             |                              |   | 65                           |
| Total Number of votes casted by them   |                              |   | 117481933                    |
| Percentage of total voting             |                              |   | 99.99                        |

(ii) Voted against the Resolution :

| Number of members voted electronically | Number of votes cast by them | Number of members voted through E-voting at AGM | Number of votes cast by them |
|--|------------------------------|---|------------------------------|
| 6                                      | 5204                         | --  | --                           |
| Total No. Of members voted             |                              |   | 6                            |
| Total Number of votes casted by them   |                              |   | 5204                         |
| Percentage of total voting             |                              |   | 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. 4 :-

#### Special Resolution

#### Re-Appointment of Mr. Bimal Kumar Mangaraj as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment thereof, Mr. Bimal Kumar Mangaraj (DIN: 01326783), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 years with effect from 1st April, 2020 to 31st March, 2023."

(i) Voted in favour of the Resolution :

| Number of members voted electronically | Number of votes cast by them | Number of members voted through E-voting at AGM | Number of votes cast by them |
|--|------------------------------|---|------------------------------|
| 57                                     | 117445614                    | 7   | 36017                        |
| Total No. Of members voted             |                              |   | 64                           |
| Total Number of votes casted by them   |                              |   | 117481631                    |
| Percentage of total voting             |                              |   | 99.99                        |



(iii) Voted against the Resolution :

| Number of members voted electronically | Number of votes cast by them | Number of members voted through E-voting at AGM | Number of votes cast by them |
|--|------------------------------|---|------------------------------|
| 7                                      | 5506                         | --  | 7                            |
| Total No. Of members voted             |                              |   | 5506                         |
| Total Number of votes casted by them   |                              |   | 0.01                         |
| Percentage of total voting             |                              |   |                              |

(iii) Invalid Votes :

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

**Item No. 5 :-**

**Special Resolution**

**Re-Appointment of Mr. Mahendra Singh as an Independent Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment thereof, Mr. Mahendra Singh (DIN: 02340913), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 2 years with effect from 1st April, 2020 to 31st March, 2022."

(i) Voted in favour of the Resolution :

| Number of members voted electronically | Number of votes cast by them | Number of members voted through E-voting at AGM | Number of votes cast by them |
|--|------------------------------|---|------------------------------|
| 57                                     | 117445614                    | 7   | 36017                        |
| Total No. Of members voted             |                              |   | 64                           |
| Total Number of votes casted by them   |                              |   | 117481631                    |
| Percentage of total voting             |                              |   | 99.99                        |

(ii) Voted against the Resolution :

| Number of members voted electronically | Number of votes cast by them | Number of members voted through E-voting at AGM | Number of votes cast by them |
|--|------------------------------|---|------------------------------|
| 7                                      | 5506                         | --  | 7                            |
| Total No. Of members voted             |                              |   | 5506                         |
| Total Number of votes casted by them   |                              |   | 0.01                         |
| Percentage of total voting             |                              |   |                              |



(ii) 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 Annual General Meeting and the same are handed over to the Company.

Thanking you,

Yours faithfully

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

Place : Bhubaneswar  
Date :24<sup>th</sup> September 2020



For Tripathy & Co.  
Chartered Accountants

*S. N. Tripathy*  
S.N. Tripathy (F.C.A.)  
(Partner)  
M. No. 065470