

To,
BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P /Towers,
Dalal Street, Fort,
Mumbai - 400 001
corp.relationships@bseindia.com
Scrip Code - 532323

Dear Sir/Madam,

Sub: Submission of Postal Ballot Notice Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations').

Dear Sir/Madam,

Pursuant to the Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement for seeking approval of the members of Shiva Cement Limited ("the Company") on the following Special Business by way of Resolutions as set out in the said Postal Ballot, through remote e-voting:

1. To consider and approve the appointment of Mr. Jagdish Chandra Toshniwal (DIN: 01539889) as an Independent Director of the Company (Special Resolution)

The e-voting period will commence from Sunday, June 12, 2022 at 09.00 a.m. (IST) and shall end on Monday, July 11, 2022 at 05.00 p.m. (IST). The e-voting facility will be disabled for voting by National Securities Depository Limited (NSDL) upon expiry of the aforesaid voting period.

In compliance with the requisite circulars issued by Ministry of Corporate Affairs, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appeared in the Register of Members / List of Beneficial Owners as maintained by the Company/ Depositories, respectively, as at close of business hours on Friday, June 3, 2022 (the "Cut-off date") and whose e-mail addresses are registered with the Company/Depositories. The said Postal Ballot Notice is also available on the Company's website www.shivacement.com.

You are kindly requested to take note of the above.
Thanking You,

Yours Faithfully
For Shiva Cement Limited

Sneha Bindra
Company Secretary
Encl: As above
Date:10.06.2022

SHIVA CEMENT LIMITED

Registered Office: Shiva Cement Limited, Telighana, PO: Birangatoli, Tehsil-Kutra, District-Sundargarh Odisha- 770018

Website: www.shivacement.com Email: cs@shivacement.com Tel: +91 661 2664168

CIN: L26942OR1985PLC001557

NOTICE

Notice is hereby given to the Members of Shiva Cement Limited (the "**Company**"), pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ("**Management Rules**") read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, and Circular No. 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the following resolution is proposed to be passed through Postal Ballot by way of voting through electronic means ("**remote e-voting**") only.

On account of the threat posed by the COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.shivacement.com.

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and the relevant information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 setting out all material facts relating to the resolutions mentioned in this Notice of Postal Ballot is annexed hereto.

1. To consider and if thought fit, to pass the following resolution as a Special Resolution:

Appointment of Mr. Jagdish Chandra Toshniwal (DIN-01539889) as an Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("**Companies Act**") and Rules made thereunder and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), for the time being in force (including any statutory modification(s) or re-enactment thereof), Articles of Association, Mr. Jagdish Chandra Toshniwal (DIN-01539889) who was appointed as an Additional Director in the Independent Director category with effect from 21st April, 2022, pursuant to the approval of the Board of Directors

of the Company on the basis of recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from 21st April, 2022 to 20th April, 2027 (both days inclusive).”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**By the order of the Board
For SHIVA CEMENT LIMITED**

Date: 10th June, 2022

Place: Odisha

**SD/-
(Sneha Bindra)
Company Secretary
A29721**

NOTES :

1. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies 2013 (the “Act”) read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.
4. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.shivacement.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
6. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, June 3, 2022 and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under. Further, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, June 3, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

7. The e-voting period will commence from Sunday, June 12, 2022, at 9.00 a.m. IST and end on Monday, July 11, 2022, at 5.00 p.m. IST. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
8. The Company has appointed Mr. Sunil Agarwal (Membership No. 8706 and Certificate of Practice No.3286), Practicing Company Secretary, Proprietor of M/s. Sunil Agarwal & Co., has been appointed as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner and required consent for such appointment has been received.
9. The Scrutinizer shall after the conclusion of e-Voting on 11th July, 2022, first download the votes cast and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
10. Results of voting shall be declared within 48 hours from the time of conclusion of the remote e-voting. The results along with the Scrutinizers' report would be intimated to the Stock Exchanges where securities of the Company are listed, Depositories and Registrar & Share Transfer Agent and will be displayed on the Company's website www.shivacement.com and on the website of NSDL www.evoting.nsdl.com. The Company shall simultaneously forward the result to Bombay Stock Exchange Limited.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

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 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and

	<p>you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are 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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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/> 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/> 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 in demat 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 in demat 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 in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

General Guidelines for shareholders

1. Institutional shareholders (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 **sunilcs_mumbai@rediffmail.com** with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders 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 Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders 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:

1. 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 investors@shivacement.com and nichetechpl@nichetechpl.com respectively.

2. 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 investors@shivacement.com and nichetechpl@nichetechpl.com respectively. If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Annexure to Notice

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

The following statement sets out all material facts relating to item no. 1 mentioned in the accompanying Notice.

Item No. 1:

It is required under Section 149(4) of the Companies Act, 2013 ("Companies Act") to appoint Independent Directors and maximum tenure as per Section 149(10) of the Act is upto 5 consecutive years. Mr. Jagdish Chandra Toshniwal (DIN-01539889) was appointed as an Additional Director with effect from April 21, 2022 pursuant to the provisions of Section 161 of the Companies Act, by the Board of Directors on the basis of recommendation of the Nomination and Remuneration Committee of the Company, subject to the approval of the shareholders.

Pursuant to the provisions of Section 161 of the Companies Act, Mr. Jagdish Chandra Toshniwal will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17 (1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Shareholders of the Company is required to be obtained for appointment of an Independent Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Jagdish Chandra Toshniwal (DIN-01539889) is being proposed for the approval of the members by this Notice of Postal Ballot, as a Special Resolution.

The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Jagdish Chandra Toshniwal for the office of Director of the Company. The Company has also received from Mr. Jagdish Chandra Toshniwal (DIN-01539889), (i) consent to act as Director, if appointed in writing Form DIR 2 pursuant to the Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR 8 pursuant to Rule 14 (1) of the Companies (Appointment and Qualification of Director) Rules, 2014 to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Companies Act, (iii) declaration to the effect that he meets the criteria of independence as prescribed under Section 149 of the Companies Act read with Rules and under SEBI LODR Regulations. Further, he has registered himself in the Independent Directors Databank of the Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs.

Mr. Toshniwal holds a B.E. Degree in Mechanical Engineering from Birla Institute of Technology & Science, Pilani (Rajasthan). He has nearly 45 years of a successful career with diverse roles distinguished by commended performance in Cement Industry with visionary leadership, high achievement orientation, innovative capabilities, strong business acumen, a thorough cement professional having exposure in Plant operations, Green Field / Brown Field Project, Marketing, Procurement and Business Development. He has worked with Ambuja Cement Limited and Heidelberg Cement India Private Limited.

Mr. Toshniwal has also worked as Managing Director in Wonder Cement. He was responsible for managing entire business of the company including plant operations, project planning and execution, sales and marketing across nine states, setting up processes, developing the organization for rapid growth of the Company, developing business strategies.

In the opinion of the Board of Directors, Mr. Toshniwal fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations. Mr. Toshniwal is independent of the Management. Pursuant to the provisions of Section 149(13) of the Act, Mr. Toshniwal will not be liable to retire by rotation.

The appointment of Mr. Jagdish Chandra Toshniwal as an Independent Director of the Company would be in the interest of the Company taking into consideration Mr. Toshniwal's knowledge, background and vast experience in the cement sector. Mr. Toshniwal also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in.

As required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed to, and forms part of this Notice.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the Company and the same is also available on the website of the Company at the link www.shivacement.com. As per Sections 149 and 152 of the Act and the Rules thereunder, a Director can be appointed with the approval of the shareholders and under Regulation 25 of Listing Regulations, the appointment of an Independent Director shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the approval of the Members is sought for the appointment of Mr. Jagdish Chandra Toshniwal as a Director and an Independent Director of the Company. The Board considers that the appointment of Mr. Jagdish Chandra Toshniwal as an Independent Director.

Your Directors recommend the Resolution at Item No. 1 for approval of the Members by way of Special Resolution.

Except Mr. Jagdish Chandra Toshniwal and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

Date: 10th June,2022
Place: Odisha

**By the order of the Board
For SHIVA CEMENT LIMITED**

**SD/-
(Sneha Bindra)
Company Secretary
A29721**

Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2, the details of the Directors proposed to be re-appointed / appointed at the ensuing General Meeting are given below:

Name Of Director	Mr. Jagdish Chandra Toshniwal
DIN	01539889
Age	69 years
Date of Birth	17/10/1953
Original Date of Appointment	21 st April, 2022
Qualifications	B.E. Degree in Mechanical Engineering from Birla Institute of Technology & Science, Pilani (Rajasthan)
Brief Resume and Expertise in specific functional areas and Experience	<p>Mr. Toshniwal has nearly 45 years of a successful career with diverse roles distinguished by commended performance in Cement Industry with visionary leadership, high achievement orientation, innovative capabilities, strong business acumen, a thorough cement professional having exposure in Plant operations, Green Field / Brown Field Project, Marketing, Procurement and Business Development. He has worked with Ambuja Cement Limited and Heidelberg Cement India Private Limited.</p> <p>Mr. Toshniwal has also worked as Managing Director in Wonder Cement. He was responsible for managing entire business of the company including plant operations, project planning and execution, sales and marketing across nine states, setting up processes, developing the organization for rapid growth of the Company, developing business strategies.</p>
Directorship in other Companies	Wonder Cement Limited – (Resigned wef 31/03/2021)
Chairmanship/Membership of Committees in other Companies	Nil
No. of Equity Shares held in the Company	Nil
Relationship with other Directors Interse	None
Terms and conditions of appointment or re-appointment	To be appointed as an Independent Director not liable to retire by rotation for 5 years with effect from 21 st April, 2022.
Remuneration: (i) Last drawn (ii) proposed to be paid	(i) Not applicable (ii) Sitting Fees in accordance with the provisions of Companies Act, 2013
Number of Meetings of the Board attended during the year	1 of 1
Justification for choosing the appointees for appointment / re-appointment as Independent Director	Considering his extensive knowledge and experience across the cement manufacturing sector, strong technical and financial expertise in cement sector given his varied experience of implementing in the aforesaid sector reforms as well as developing business strategies.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Company requires a person having vast knowledge in cement manufacturing sector & finance and good experience of management and proposed Director meets such requirements