



**SHIVA CEMENT LIMITED**

CIN: L26942OR1985PLC001557

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

Website: [www.shivacement.com](http://www.shivacement.com) Email: [investors@shivacement.com](mailto:investors@shivacement.com) Tel: +91 8926964242

**NOTICE OF POSTAL BALLOT**

[PURSUANT TO SECTION 108 & 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 & 20 OF THE COMPANIES MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND OTHER APPLICABLE RULES MADE THEREUNDER, AND THE CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA]

Notice is hereby given to the Members of Shiva Cement Limited (the “**Company**”), pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘the Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 (collectively the ‘MCA Circulars’), that the Resolution as set out hereunder is proposed for approval by the Members of the Company as a Special Resolution by means of Postal Ballot by voting through electronic means (‘remote e-voting’).

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.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolution is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

**SPECIAL BUSINESS**

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

**Appointment of Mr. Sanjay Sharma (DIN-02692742) as an Independent Director of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of Regulations 16(1) (b), 17 and 25 (2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and that of the

Articles of Association of the Company, Mr. Sanjay Sharma (DIN-02692742), who was appointed as an Additional Director of the Company in the category of Independent Director by the Board of Directors with effect from October 21, 2022 in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, in the category of Independent Director, for a second term w.e.f 21<sup>st</sup> October, 2022 to 20<sup>th</sup> October, 2027.

**“RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “Board”, which term shall include any duly authorised Committee constituted by the Board), be and is hereby authorised to do all such acts, deeds, and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

**Date: 21<sup>st</sup> October, 2022**

**Place: Sundargarh**

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

NOTES :

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“Act”) setting out the material facts in respect of the business under Item No. 1 set out in this Notice is appended hereto.
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or the Registrar and Transfer Agent or with the depository(ies) and whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e., Friday, December 9, 2022. The Notice will also be available on the Company’s website [www.shivacement.com](http://www.shivacement.com), website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and on the website of the Stock Exchange where the equity shares of the Company are listed i.e., BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
3. In compliance with the provisions of sections 108, 110 and other applicable provisions, if any, of the Act, and the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standards-2 (SS-2) and Regulation 44 of the SEBI Listing Regulations, as amended, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by NSDL on all resolutions set forth in the Notice.
4. All the members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the cut-off date shall treat this Notice for information purpose only.
5. 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.
6. The e-voting portal will be open for voting from Saturday, December 17, 2022 (9.00 a.m. IST) to Monday, January 16, 2023 (5.00 p.m. IST). During this period, Members of the Company,

holding shares either in physical form or in dematerialised form, as on December 9, 2022, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

7. A member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same manner.
8. Resolutions passed by the members through Postal Ballot shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., January 16, 2023, subject to receipt of the requisite number of votes in favour of the resolutions.
9. The Scrutiniser shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman or the Company Secretary of the Company. Results of the voting will be declared by placing the same along with the Scrutiniser's report on the Company's website viz., [www.shivacement.com](http://www.shivacement.com) as well as on the website of NSDL and will also be communicated to the stock exchanges on or before January 18, 2023.
10. In accordance with the MCA Circulars, the relevant documents referred to in the accompanying notice and explanatory statement will be made accessible for inspection through electronic mode, from the date of despatch of this notice upto the last date for e-voting, i.e., January 16, 2023, on the website of the Company [www.shivacement.com](http://www.shivacement.com)

**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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-</b></li> </ol>

**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 you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.
4. 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**



Individual Shareholders holding securities in demat mode with CDSL

1. 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](http://www.cdslindia.com) and click on New System Myeasi.
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 i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistra>

	<p><a href="#">tion</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 [info@cssunilagarwal.com](mailto:info@cssunilagarwal.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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](mailto:investors@shivacement.com) and [einward.ris@kfintech.com](mailto:einward.ris@kfintech.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](mailto:investors@shivacement.com) and Kfintech at following email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). 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](mailto: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.

**Important Notice:**

**UPDATION OF MANDATORY KYC DETAILS**

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 read with clarificatory Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14th December, 2021, has mandated physical shareholders to furnish PAN, nomination, contact details (postal address with PIN, mobile number & E-mail address), bank account details (bank name & branch, bank account number and IFSC code) and specimen signature ('mandatory KYC'). Accordingly, Members holding shares in physical form are requested to complete the mandatory KYC by sending an E-mail request along with duly signed Form ISR-1 and other relevant forms to Kfintech at the E-mail ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

**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**

### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) AND REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

The statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and Regulation 36 (3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out the material facts in respect of Item No. 1 of the accompanying notice is as under:

#### **Item No. 1:**

On recommendation of the Nomination and Remuneration Committee, Mr. Sanjay Sharma (DIN-02692742), was appointed as an Additional Director of the Company, in the category of Independent Director, by the Board of Directors, for a second term with effect from October 21, 2022, pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Sanjay Sharma will hold office upto the date of the ensuing Annual General Meeting.

In terms of Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the appointment of an independent director of a listed entity is subject to the approval of the shareholders by way of a special resolution. Further, in terms of Regulation 17(1C) of the Listing Regulations, such approval of shareholders for appointment of a person on the Board of Directors shall be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Even though Mr. Sharma is required to hold office as an Additional Director upto the date of the ensuing Annual General Meeting, in view of the aforesaid provision of the Listing Regulations, the appointment of Mr. Sanjay Sharma as an Independent Director is put up for consideration and approval of the Members.

Mr. Sanjay Sharma was appointed as Independent Director of the Company for first term of 5 years wef 23<sup>rd</sup> April, 2019. However, due to personal reasons he had resigned wef 27/04/2022. The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Sanjay Sharma for the office of Director of the Company. The Company has also received from Mr. Sanjay Sharma (DIN-02692742), (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 and BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority. Further, he has registered himself in the Independent Directors Databank of the Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs.

Therefore, it is proposed to appoint Mr. Sanjay Sharma as an Independent Director for a second term wef 21<sup>st</sup> October, 2022 to 20<sup>th</sup> October, 2027.

Mr. Sanjay holds a B.E. Degree in Metallurgy from REC, Rourkela (NIT). He has nearly 4 decades of a successful career with diverse roles distinguished by commended performance in Plant Management, Consultancy Services in Steel Plant. He has contributed as Chairman of TPM (Total Predictive Maintenance), Head of Jury for QIPs (Quality Improvement Projects like SMILE, KAIZEN). Mr. Sanjay

has a Unique blend of plant management, managerial & operational expertise with advanced skills in strategic planning, international process implementations, commissioning, derivatives turnarounds, new set-ups and resource allocation.

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

The appointment of Mr. Sanjay Sharma as an Independent Director of the Company would be in the interest of the Company taking into consideration Mr. Sharma's knowledge, background, vast experience and advanced skills in strategic planning, international process implementations, commissioning, derivatives turnarounds, new set-ups and resource allocation. Mr. Sharma 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 (3) 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](http://www.shivacement.com).

Except Mr. Sanjay Sharma 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.

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

**Date: 21<sup>st</sup> October, 2022**  
**Place: Sundargarh**

**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. Sanjay Sharma
DIN	02692742
Age	66
Date of Birth	30/06/1956
Original Date of Appointment	21 <sup>st</sup> October, 2022
Qualifications	B.E. Degree in Metallurgy from REC, Rourkela (NIT).
Brief Resume and Expertise in specific functional areas and Experience	Mr. Sanjay holds a B.E. Degree in Metallurgy from REC, Rourkela (NIT). He has nearly 4 decades of a successful career with diverse roles distinguished by commended performance in Plant Management, Consultancy Services in Steel Plant. He has contributed as Chairman of TPM (Total Predictive Maintenance), Head of Jury for QIPs (Quality Improvement Projects like SMILE, KAIZEN). Mr. Sanjay has a Unique blend of plant management, managerial & operational expertise with advanced skills in strategic planning, international process implementations, commissioning, derivatives turnarounds, new set-ups and resource allocation.
Other Directorships held and Listed entities from which resigned in the past three years	Shiva Cement Limited – (Resigned wef 27/04/2022)
Chairmanship/Membership of Committees in other Companies	Nil
No. of Equity Shares held in the Company	15000
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 second term of 5 years with effect from 21 <sup>st</sup> October, 2022 to 20 <sup>th</sup> October, 2027.
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	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Sharma has advanced skills in strategic planning, international process implementations, commissioning, derivatives turnarounds, new set-ups and resource allocation