

SNEHA BINDRA

Flat C-2107, Hillcrest CHS, JVLR, Opp SEEPZ North Gate Andheri East, Mumbai-400093

Consent Letter from the Company Secretary and Compliance Officer

Date: October 16, 2023

To

The Board of Directors

Shiva Cement Limited

Telighana

PO: Birangatoli, Tehsil- Kutra,

District-Sundargarh, Odisha-770018

Dear Sir(s)/Madam(s),

Sub: Proposed rights issue of equity shares of face value of ₹ 2 each ("Equity Shares") by Shiva Cement Limited (the "Company" and such offering the "Issue")

I, Sneha Bindra, Company Secretary and Compliance Officer, hereby give consent to my name being included as the Company Secretary and Compliance Officer of the Company in the Draft Letter of Offer, Letter of Offer and the Abridged Letter of Offer to be filed with the Securities and Exchange Board of India ("SEBI") and BSE Limited (the "Stock Exchange"), which the Company intends to issue in respect of the Issue and also in all related advertisements and material related to the Issue (the "Issue Documents"). The following details with respect to us may be disclosed in the Draft Letter of Offer and the Letter of Offer:

Name: Sneha Bindra
Address: Shiva Cement Limited, Village Telighana, Birangatoli, Kutra, Sundargarh – 770 018, Odisha, India
Tel: +91 22 4286 3115
Email: cs@shivacement.com

I am an associate member of the Institute of Company Secretaries of India, holding membership number ACS-29721.

I will be responsible for monitoring compliance of the securities laws and for redressal of investor's grievances, in connection with the Offer, and subsequent listing of the Company's Rights Equity Shares on the stock exchange. The term "securities laws" includes the Companies Act, 1956 (to the extent not repealed), the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, and the rules and regulations made thereunder and the regulations, general or special orders, guidelines or circulars made or issued by SEBI or any other governmental or legal authority relating to securities in India.

I confirm that I will immediately inform you and the lead manager appointed in relation to the Issue ("Lead Manager") of any changes to the above information until the date when the Rights Equity Shares of the Company, issued pursuant to the Issue, commence trading on the Stock Exchange.

In the absence of any such communication, the above information should be taken as updated information until the Rights Equity Shares, issued pursuant to the Issue, commence trading on the Stock Exchange.

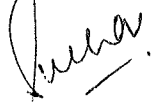
All capitalized terms not defined herein would have the same meaning as attributed to it in the Draft Letter of Offer.

I further confirm that the above information in relation to me is true, correct, not misleading and without omission in any material respect.

This certificate may be relied upon by the Company, the lead manager, and the legal counsels appointed by the Company in relation to the Issue. We hereby consent to extracts of, or reference to, this certificate being used in the Issue Documents. Further, I hereby consent to this certificate being disclosed by the lead manager, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with the Issue or contents of the Issue Documents, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

Further, we authorize you to deliver this certificate to SEBI or the Stock Exchange or any other regulatory or statutory authority as required by law in connection with the Issue and in accordance with applicable law.

Sincerely,



Name: Sneha Bindra

Designation: Company Secretary and Compliance Officer

cc:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Khaitan & Co

One World Center, 10th & 13th Floors,
Tower 1C, 841 Senapati Bapat Marg,
Mumbai 400 013,
Maharashtra India

AZB & Partners

AZB House
Plot No. A8, Sector-4
Noida 201 301

AZB & Partners

AZB House, Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013