

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF SHIVA CEMENT LIMITED HELD ON THURSDAY 14th SEPTEMBER 2023 THROUGH VIDEO CONFERENCING

ISSUE OF EQUITY SHARES ON A RIGHTS BASIS

“RESOLVED THAT pursuant to the provisions of Section 23, Section 62 and all other applicable provisions of the Companies Act, 2013, read together with the rules thereunder (including any modifications or re-enactments thereof, for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended) and all applicable statutory/regulatory requirements and in accordance with the relevant provisions of Memorandum of Association and Articles of Association of the Company and the listing agreements entered into by the Company with BSE Limited where the Company's shares are listed and subject to any necessary approval, consent, permission and/ or sanction of the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, (“SEBI”), and/ or any other appropriate authorities, including any other statutory/regulatory authority, banks, financial institutions or other creditors, and subject to such terms, conditions and modifications as may be prescribed by any of the aforesaid authorities in connection with granting any such approval, consent, permission, or sanction, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**) or any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the power conferred by this resolution (hereinafter referred to as the **“Rights Issue Committee”**), the Company be and is hereby authorized to create, offer, issue and allot equity shares of face value ₹ 2 each, (**“Rights Equity Shares”**) by way of rights issue, to the existing shareholders of the Company as on the specified record date (**“Eligible Equity Shareholders”**) for an amount aggregating up to ₹ 400crores , on a rights basis, (**“Issue”**), through a letter of offer and/or such other documents/writings, and to list the Rights Equity Shares allotted pursuant to the Issue on BSE Limited, in such manner and on such terms and conditions as may be determined by the Board or Committee in its absolute discretion at the time of the Issue, including granting the right to the Eligible Equity Shareholders to whom the offer is made to renounce the Rights Equity Shares being offered in favour of any other person(s) and right to the persons to whom the Rights Equity Shares are being offered to apply for additional Rights Equity Shares, and to decide, at its discretion, the proportion in which such additional Rights Equity Shares shall be allotted, subject however to applicable statutory and/or regulatory requirement.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the Issue, the Rights Issue Committee, be and is hereby authorized to issue and allot such number of Rights Equity Shares as may be required to be issued and allotted under the Issue referred to above or as may be necessary in accordance with the terms of the offering;

RESOLVED FURTHER THAT, the Rights Equity Shares shall rank *pari passu* in all respects with the then existing equity shares of the Company, including the right to receive dividend;

RESOLVED FURTHER THAT the Rights Issue Committee, be and is hereby authorised to do such acts, deeds and things the Committee, in its absolute discretion deems necessary or desirable in connection with the issue of the Rights Equity Shares and to give effect to these resolutions;



SHIVA CEMENT LIMITED

CIN L26942OR1985PLC001557

Registered Office address- Village Teli ghana, PO: Birangatoli, Tehsil-Kutra, District-Sundargarh, Odisha- 770018.

E-mail-id: corporate@shivacement.com | Phone (Off.): 0661-2461300 | Website: www.shivacement.com

The logo for Shiva Cement, featuring the word "SHIVA" in a bold, sans-serif font. The letters "S", "H", and "I" are in a light grey color, while "V" and "A" are in a darker grey. The letters are set against a background of two horizontal grey bars.

A SUBSIDIARY OF

The logo for JSW Cement, featuring the letters "JSW" in a stylized, italicized font with a swoosh above the "W", followed by the word "Cement" in a bold, sans-serif font.

RESOLVED FURTHER THAT the acts, deeds and things already done by the Board or Committee or any designated officer of the Company in connection with the Issue be and are hereby conformed, approved and ratified.

RESOLVED FURTHER THAT any of the Director and CFO and Company Secretary be and are hereby severally authorized to give a certified copy of this resolution to such persons and/or authorities as may be necessary and they be requested to act thereon."

For Shiva Cement Limited

A handwritten signature in blue ink, appearing to read "Sneha Bindra".

Sneha Bindra
Company Secretary



ACS: 29721
Add: Flat C- 2107,
Hill Crest CHS,
JVLR, Andheri East,
Mumbai- 400093

Date: 18.09.2023
Place: Sundargarh

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