

# SHIVA CEMENT LIMITED

Registered Office: Shiva Cement Limited, Telighana, PO: Birangatoli, Tehsil-Kutra, District-Sundargarh Odisha- 770018  
 Website: [www.shivacement.com](http://www.shivacement.com) Email: [cs@shivacement.com](mailto:cs@shivacement.com) Tel: +91 661 2664168  
 CIN: L26942OR1985PLC001557

## NOTICE

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of the Members of **SHIVA CEMENT LIMITED** (CIN: L26942OR1985PLC001557) ("the Company") will be held on Thursday, 19<sup>th</sup> day of September, 2024 at 03:30 P.M. (IST) through Video Conferencing/Other Audio Visual Means (VC/OAVM) facility to transact the following business: -

### ORDINARY BUSINESS:

#### 1. Adoption of Audited Financial Statements and Reports thereon

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2024 and the Reports of the Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the audited Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2024, together with the Reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted."

#### 2. Appointment of Director in place of one retiring by rotation

To appoint director in place of Mr. Manoj Kumar Rustagi (DIN-07742914), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Manoj Kumar Rustagi (DIN-07742914), who retires as a Director by rotation and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS:

#### 3. Approval of Remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Cost Auditors of the Company, for the financial year ending 31st March, 2025

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies

Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kishore Bhatia & Associates, Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, to conduct the audit for the financial year 2024-2025 at a remuneration of ₹ 2,00,000 (Rupees Two Lakhs Only) per annum plus out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 4 Proposal for setting up of a 1.0 MTPA cement grinding unit by Bhushan Power and Steel Limited in Sambalpur, Odisha for and on behalf of the Company and subsequent acquisition of the said unit by the Company

To approve the proposal for setting up of a 1.0 MTPA cement grinding unit by Bhushan Power and Steel Limited in Sambalpur, Odisha for and on behalf of the Company and subsequent acquisition of the said unit by the Company, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to section 188 and other applicable provisions of the Companies Act, 2013, the rules framed thereunder, regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions (including any statutory modifications, re-enactments or amendments thereto for the time being in force), the memorandum and articles of association of Shiva Cement Limited ("Company"), and the Company's policy on related party transactions, subject to: other approvals, consents, permissions and sanctions, if any, as may be required from the statutory / regulatory authorities and subject to such terms and conditions as may be imposed by them, if any; and fulfilment of other conditions precedents as may be agreed between the relevant contracting parties, the approval of the shareholders of the Company be and is hereby accorded to the board of directors of the Company ("Board") (including any committees thereof) for setting up of a cement grinding unit with capacity of 1.0 MTPA in Bhushan Power & Steel Limited ("BPSL") premises at Sambalpur, Orissa, for and on behalf of

the Company, with a right available to the Company to subsequently acquire the said unit including right to use the relevant portions of the underlying land parcel on which the said cement grinding unit is to be set up, for an aggregate purchase consideration of up to INR 380,00,00,000 (Indian Rupees Three Hundred Eighty Crores) (including, if considered appropriate, payment of advance purchase consideration from time to time to facilitate setting up of the aforesaid grinding unit) ("Proposed Transaction").

**RESOLVED FURTHER THAT** the Board (including any committees thereof) be and is hereby authorised to do and perform, or cause to be done or performed, all such acts, deeds, matters and things, or implement all steps as may be necessary (or deemed necessary or incidental thereto) to give effect to the above resolution and the Proposed Transaction, including finalising the terms and conditions, methods and modes in respect thereof, and negotiating, finalising, executing, signing, delivering, performing, and subsequently amending, restating or novating (if required) necessary documents, including contracts, agreements, deeds of assignment / conveyance, undertakings, letters, firms, returns, etc., file applications and make representations in respect thereof and seek approval from the relevant authorities, including governmental authorities, and deal with any matters, take steps as may be deemed necessary, desirable or expedient (in their absolute discretion) to give effect to the above resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval from the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board (including any Committees thereof), be and is hereby authorised to avail, if required, corporate guarantee(s) or other support from its parent company, JSW Cement Limited, or from other affiliates or related parties of the Company in favour of banks, non-banking financial companies or other lending financial institutions for the Proposed Transaction and as may be contemplated under the transaction documents.

**RESOLVED FURTHER THAT** the Board (including any Committees thereof), be and is, hereby authorised to delegate all or any of the powers herein conferred, to any director(s), committee(s), the company secretary or any other officers/authorised representatives of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** a certified copies of the resolution(s) be submitted / furnished certified to be the true copies by any of the directors or Company Secretary of the Company, be submitted / furnished to the third person and/ or concerned authorities as may be required."

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

Date: 22<sup>nd</sup> August, 2024  
Place: Sundargarh

Sd/-  
**(Sneha Bindra)**  
Company Secretary

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts for the proposed resolution in respect of Item No. 3 & 4 and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") forms part of this Notice.
2. The Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 Circular No. 21/2021 dated 14<sup>th</sup> December, 2021, Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 10/2022 dated 28<sup>th</sup> December, 2022 and latest being 09/2023 dated 25<sup>th</sup> September, 2023 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 (the said Circulars) had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and accordingly in compliance with applicable provisions of the Companies Act, 2013 and the said Circulars therein:
  - a. Notice of the AGM along with Annual Report for the Financial Year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
  - b. 38<sup>th</sup> AGM of the Members will be held through VC/ OAVM.

Members may note that the Notice along with the Annual Report for the Financial Year 2023-24 has been uploaded on the website of the Company at <https://www.shivacement.com>. The Notice and the Annual Report can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of KFin Technologies Limited (Kfintech) (the Registrar and Share Transfer Agent and the agency engaged for providing e-voting facility) at [www.kfintech.com](http://www.kfintech.com).
3. As the Members can attend and participate in the AGM through VC / OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Similarly, the route map is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
4. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and vote on their behalf. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at [info@cssunilagarwal.com](mailto:info@cssunilagarwal.com) with a copy marked to KFin Technologies Limited at [evoting@kfintech.com](mailto:evoting@kfintech.com).
5. The recorded transcript of the AGM shall also be made available as soon as possible on the website of the Company at <https://www.shivacement.com>.
6. The Company has notified closure of the Register of Members and the Share Transfer Books from Friday, 13<sup>th</sup> Day of September, 2024 to Thursday, 19<sup>th</sup> Day of September, 2024 (both days inclusive) for Annual closing.
7. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialised form are, therefore, requested to submit their PAN details to their DPs. Members holding shares in physical form are requested to submit their PAN details in Form ISR - 1 to Kfintech.
8. Members are requested to promptly intimate any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, bank details, etc. to their DPs for equity shares held in dematerialised form and to Kfintech in Form ISR - 1 for equity shares held in physical form.
9. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants, and Members holding shares in physical form are requested to update their e-mail addresses with Kfintech in Form ISR-1 or e-mail to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) for receiving all communication, including Annual Reports, Notices, Circulars, etc. from the Company electronically.
10. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 1<sup>st</sup> April, 2019. In view of the above and to eliminate the risks associated with physical shares, Members are advised to dematerialise shares held by them in physical form.
11. Further, SEBI, vide its Circular dated 16<sup>th</sup> March, 2023 bearing reference no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/

CIR/2023/37 issued in supersession of earlier circulars, has mandated the following:

- i. Furnishing of PAN, email address and/or mobile number, bank account details and nomination by holders of physical securities;
- ii. Any service request and complaint shall be entertained only upon registration of the PAN, Bank details and the nomination; and
- iii. Compulsory linking of PAN and AADHAAR by all the holders of physical securities.

**Freezing of Folios without PAN, KYC details and Nomination:**

- a. Folios wherein any one of the said document / details are not available on or after 1<sup>st</sup> October, 2023, shall be frozen and you will not be eligible to lodge grievance or avail service request from the RTA. Further effective 1<sup>st</sup> April, 2024 you will not be eligible for receiving dividend in physical mode.
- b. After 31<sup>st</sup> December, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

You are requested to forward the duly filled in Form ISR1, Form ISR-2 and Form SH-13/Form ISR -3 along with the related proofs as mentioned in the respective forms as the earliest. Kindly refer Note 10 to 12 hereinunder.

**Issuance of Securities in dematerialized form in case of Investor Service Requests**

12. We would further like to draw your attention to SEBI Notification dated 24<sup>th</sup> January, 2022 read with SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated 18<sup>th</sup> May, 2022. Accordingly, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account and Suspense Escrow Demat Account; 3) Replacement / Renewal / Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission; 8) Transposition and 9) Transmission, the Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form ISR-4/ISR-5.

We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s. KFin Technologies Limited:

Sr. No.	Particulars	Please furnish details in
i.	PAN	Form No. ISR-1
ii.	Address with PIN Code	
iii.	Email address (Optional w.e.f. 1 <sup>st</sup> April, 2023)	
iv.	Mobile Number	
v.	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
vi.	Demat Account Number	
vii.	Specimen Signature	Form No. SH-2
viii.	Nominee Details	Form No. SH-13
ix.	Declaration to opt out nomination	Form No. ISR-3
x.	Cancellation or Variation of Nomination	Form No. SH-14
xi.	Request for issue of Securities in dematerialized form in case of below:	Form No. ISR-4
	i. Issue of duplicate securities certificate	
	ii. Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account	
	iii. Replacement / Renewal / Exchange of securities certificate	
	iv. Endorsement	
	v. Sub-division / Splitting of securities certificate	
	vi. Consolidation of securities certificates / folios	
	vii. Transposition	
	viii. Change in the name of the holder	
xii.	Transmission	Form No. ISR-5

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form ISR-3 shall be submitted. In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 along-with the Form ISR-1 for updating of the KYC Details or Nomination. All the aforesaid forms can be downloaded from the website of the Company at: <https://www.shivacement.com> and from the website of the RTA at <https://ris.kfintech.com/clientservices/diy/>

**Mode of submission of form(s) and documents**

- i. Submitting Hard copy through Post/Courier etc.  
Members can forward the hard copies of duly filled in and signed form(s) along with self-attested and dated copies of relevant documentary proofs

as mentioned in the respective forms, to the following address:

KFin Technologies Limited,  
 Unit: Shiva Cement Limited  
 Selenium Tower B, Plot 31-32, Gachibowli,  
 Financial District, Nanakramguda,  
 Hyderabad – 500 032

ii. Through Electronic Mode with e-sign

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or upload KYC documents with e-sign on RTA's website at the link: <http://ris.kfintech.com/clientservices/diy/>

iii. Submitting Hard copy at the office of the RTA

The form(s) along-with copies of necessary documents can be submitted by the securities holder (s) / claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV (In Person Verification) stamping with date and initials shall be retained for processing.

**Mandatory Self-attestation of the documents**

Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder (s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents unless otherwise prescribed in the Companies Act, 2013 or the Rules issued thereunder or in SEBI Regulations or Circulars issued thereunder.

**E-sign**

E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/ claimant may approach any of the empanelled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

13. The members holding shares in demat are requested to update with respective Depository Participant, changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.
14. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested maintained under the provisions of the Act and all the documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection during the meeting in electronic mode and the same may

be accessed upon log-in to <https://evoting.kfintech.com>. The said documents will also be available for inspection by 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 upto the date of the AGM.

**INSTRUCTIONS AND OTHER INSTRUCTIONS RELATING TO E-VOTING & AGM:**

15. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard – 2, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFinTech, on the Resolution set forth in this Notice. The instructions for remote e-voting are given below.
16. In order to increase the efficiency of the voting process and pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility. It is hereby clarified that the facility of login through demat accounts / websites of Depositories / Depository Participants (DPs) is only available for remote e-voting. However, for attending the AGM through VC/OAVM and e-voting during the AGM, the remote e-voting credentials as provided by KFin Technologies Limited will be required and members must follow the detailed procedure as provided in this Notice.
17. The remote e-voting facility will be available during the following period:  
  
Commencement of remote e-voting: 9:00 a.m. IST on Monday, 16<sup>th</sup> September, 2024.  
  
End of remote e-voting: 5:00 p.m. IST on Wednesday, 18<sup>th</sup> September, 2024.  
  
The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-Voting module shall be disabled by Kfintech upon expiry of the aforesaid period. Once the vote on a Resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
18. The Board of Directors of the Company has appointed Mr. Sunil Agarwal & Co., Practicing Company Secretary, (Membership No. FCS 8706, CP No. 3286) as the 'Scrutiniser' to scrutinise the remote e-voting and voting through electronic means at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed.

19. The facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll. This facility will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM is the same person mentioned for Remote e-voting.
20. The Scrutiniser, after scrutinising the votes cast through remote e-voting and through electronic means at the AGM will, not later than two working days of the conclusion of the meeting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the consolidated Scrutiniser's Report shall be placed on the website of the Company at the link and on the website of Kfintech at <https://evoting.kfintech.com>. The results shall be communicated to the Stock Exchanges simultaneously.
21. Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the date of the meeting i.e. Thursday, 19<sup>th</sup> September, 2024.
22. The cut-off date for Members eligible to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means is Thursday, 12<sup>th</sup> September, 2024. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
23. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
24. KFin Technologies Limited (Kfintech) will be providing the facility for voting through remote e-voting for participation in the AGM through the VC/ OAVM Facility, and e-voting during the AGM.
25. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
26. Persons holding shares in physical form and non-individual shareholders and those who become Members of the Company after dispatch of the Notice of the Meeting and hold shares as on the cut-off date, Thursday, 12<sup>th</sup> September, 2024 may obtain the User ID and Password by:
  - a. Sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com).
  - b. If the mobile number is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399 Example for NSDL: MYEPWD <SPACE> IN12345612345678 Example for CDSL: MYEPWD <SPACE> 1402345612345678 Example for Physical: MYEPWD <SPACE> XXXX1234567890 b) If e-mail address or mobile number is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. However, if he / she is already registered with Kfintech for remote e-voting then he / she can use his / her existing User ID and Password for casting the vote.
27. Individual Shareholders holding shares in demat mode and those who become Members of the Company after dispatch of the Notice of the Meeting and hold shares as on the cut-off date, i.e. Thursday, 12<sup>th</sup> September, 2024 may refer to Notes below for steps for 'Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.'
28. **The details of the process and manner for remote e-Voting are explained herein below:**
  - Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2:** Access to Kfintech e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
  - Step 3:** Access to join the AGM of the Company on Kfintech system to participate through video conference / OAVM and vote at the AGM.

## Step 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</b></p> <p>I. Visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>.</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side. Click on “Active E-voting Cycles” option under e-voting.</p> <p>Click on the e-voting link available against Shiva Cement Limited or select e-Voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.</p>
	<p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>.</p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>III. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. After successful registration, please follow steps given under Sr. No.1 above, to cast your vote.</p>
	<p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a>.</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. On the login page, enter User ID (i.e. your sixteen digit demat account number held with NSDL starting with ‘IN’), Login Type, i.e., through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, click on the e-voting link available against Shiva Cement Limited or select e-Voting service provider “KFintech” and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi.</p> <p>III. Login with your registered User ID and Password.</p> <p>The user will see the e-voting Menu. You will see Company Name: “Shiva Cement Limited” on the next screen. Click on the e-voting link available against Shiva Cement Limited or select e-voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication</p>
	<p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Please follow steps given under Sr. No.1 above, to cast your vote.</p>
	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>.</p> <p>II. Provide your Demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</p>

Type of shareholders	Login Method
<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider - KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID / Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please 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 Number: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please 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

## Step 2: Login method for e-voting for shareholders holding shares in physical form and non-individual shareholders holding shares in demat mode.

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person

and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN (8119)" i.e., 'Shiva Cement Limited - AGM' and click on "Submit".
- (B) Members whose email IDs are not registered with the Company/Depository Participant(s)/KFintech, and consequently on whom, the Annual Report, Notice of AGM and e-voting instructions cannot be served, will have to follow the following process:
- I. Member may send an e-mail request at the email id [evoting@kfintech.com](mailto:evoting@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.
  - II. After receiving the e-voting instructions, please follow all steps narrated/mentioned above to cast your vote by electronic means.

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

1. Example for NSDL : MYEPWD <SPACE> IN12345612345678



2. Example for CDSL : MYEPWD <SPACE> 1402345612345678
3. Example for Physical : MYEPWD <SPACE> 1234567890

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members may call KFintech toll free number 1800-309-4001 for all e-voting related matters. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com) for all e-voting related matters.

#### Process for remote e-Voting is as under:

Once you have obtained the e-Voting instructions, please follow all steps given below to cast your vote by electronic means:

- a. On successful login, the system will prompt you to select the "EVEN (8119)" i.e., "Shiva Cement Limited - AGM" and click on "Submit".
- b. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- c. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- d. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- e. You may then cast your vote by selecting an appropriate option and click on "Submit".
- f. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the Resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- g. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing

its representative to attend the AGM through VC/ OAVM on its behalf and to cast its vote through remote e-Voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID [info@cssunilagarwal.com](mailto:info@cssunilagarwal.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Shiva Cement Limited\_EVEN 8119".

#### Step 3: Instructions for all the Shareholders for attending the AGM of the Company through VC/ OAVM and e-voting during the meeting.

- i) Members can join the AGM through VC / OAVM 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned herein.
- ii) For the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013, the attendance of the Members attending the AGM through VC / OAVM will be counted.
- iii) Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the e-mail received from the Company / KFintech. After logging in, click on the Video Conference tab and select the EVEN (8119) of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- iv) Facility for joining AGM through VC / OAVM shall open at least 15 minutes before the commencement of the Meeting.
- v) Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22 and allow access to camera and microphone.
- vi) Members are requested to use the Internet with good speed to avoid any disturbance during the meeting. Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable WiFi or LAN connection to mitigate any kind of aforesaid glitches.
- vii) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning

their name, demat account number / folio number, e-mail id, mobile number at [cs@shivacement.com](mailto:cs@shivacement.com).

Questions / queries received by the Company till Wednesday, 18<sup>th</sup> September, 2024. shall only be considered and responded during the AGM.

- viii) Only those Members who attend the AGM through VC / OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, are eligible to vote through e-voting in the AGM. E-voting during the AGM is integrated with the VC / OAVM platform.
- ix) Members may click on the voting icon displayed on the video conferencing screen and will be activated once the voting is announced at the Meeting. The procedure for e-voting on the day of the AGM is the same as remote e-voting. Please refer to the instructions for remote e-voting mentioned above.
- x) However, Members who have voted through remote e-voting will be eligible to attend the AGM.
- xi) A Member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- xii) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
- xiii) Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

28. Other Instructions:

- i. Speaker Registration: The Members who would like to express their views / ask questions during the meeting may do so at <https://emeetings.kfintech.com> and login through the User ID and password provided in the communication received from KFinTech. On successful login, select 'Speaker Registration' which will remain open from Monday, 16<sup>th</sup> September, 2024 (9:00 a.m. IST) to Wednesday, 18<sup>th</sup> September, 2024 (5:00 p.m. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. For ease of conduct and due to limitation of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.
- ii. Query / Grievance: In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently

Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Mohammed Shanoor - Assistant Manager at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1800-309-4001 for any further clarifications.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

**Item No. 3:**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants, as the Cost Auditors of the Company to conduct the cost audit for the financial year 2024-2025, at a fee of ₹ 2,00,000 (Rupees Two Lakh Only) plus out of pocket expenses in connection therewith.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2024-2025.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 3 of this Notice, for approval by the Members of the Company.

None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 3 of this Notice.

**Item No. 4:**

The Board, on the recommendation of the Audit Committee, has approved the material related party transaction with Bhushan Power & Steel Limited and proposal for setting up of a 1.0 MTPA cement grinding unit by Bhushan Power & Steel Limited in Sambalpur, Odisha for and on behalf of the Company and subsequent acquisition of the said unit by the Company. The details mentioned below for the proposed transaction with Bhushan Power & Steel Limited:

1. The Company presently has 1.32 MTPA clinker production capacity at Sundargarh Dist., Odisha. The Company is now desirous of setting up a 1.0 MTPA cement grinding unit ("GU") at Sambalpur, Odisha. Setting up such a GU inter alia requires access / right to use the required piece of land as well as various regulatory registrations / licenses / permits (including specifically those under environmental laws).

2. Bhushan Power and Steel Limited (**"BPSL"**), a related party, has a long term lease from Odisha Industrial Infrastructure Development Corporation, and also has the requisite regulatory registrations / licenses / permits (including environmental clearance from the Ministry of Environment, Forest and Climate Change, and a consent to establish) for, inter alia, setting up a 2.0 MTPA cement grinding unit on the said land.
3. Given the above, the board of directors of the Company (based upon recommendations of the Audit Committee of the Company) has taken the decision to approve the setting up of the GU by BPSL in BPSL's premises at Sambalpur, Odisha for and on behalf of the Company, with a right available to the Company to subsequently acquire the said unit including the right to use the relevant portions of the underlying land parcel (~60 acres) on which the said cement grinding unit is to be set up, for an aggregate purchase consideration of up to ₹ 380,00,00,000 (Indian Rupees Three Hundred Eighty Crores) (including, if considered appropriate, payment of advance purchase consideration from time to time to BPSL to facilitate the setting up of aforesaid cement grinding unit) (**"Proposed Transaction"**).
4. The purchase consideration for the Proposed Transaction will be: 5% (which is normal margin) and applicable taxes, above the actually incurred project cost. Overall estimated project cost for setting up the abovementioned GU unit is ₹ 358,34,00,000 and therefore the maximum purchase consideration will be ₹ 380,00,00,000.
5. As mentioned above, BPSL is a related party of the Company for the purposes of Companies Act, 2013 (**"Act"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**). This is because: Control / Significant influence exercised by promoter and promoter group.
6. In view of requirements of the Listing Regulations and the Act (as applicable), approval of the shareholders of the Company is required if the Proposed Transaction, either individually or taken together with previous transactions during a financial year:
  - (a) exceeds the lower of: (i) INR 1000,00,00,000 (Indian Rupees One Thousand Crores) or (ii) 10% (Ten percent) of the annual consolidated turnover of the Company as per its last audited financial statements under regulation 23(4) read with proviso to regulation 23(1) of Listing Regulations.
  - (b) exceeds 10% (Ten percent) of the net worth of the Company basis the audited financial statements of the preceding financial year.
7. The Proposed Transaction by itself exceeds both these thresholds and thus, in view of the requirements of the Act and the Listing Regulations, approval of the members of the Company, by way of ordinary resolution is necessary for the Proposed Transaction.
8. As per Section 188 of the Act (read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014), the information to be provided to the members for consideration of related party transactions is as under:

Sr. No	Particulars	Details
1.	Name of the related party	Bhushan Power & Steel Limited ("BPSL")
2.	Name of the director or key managerial personnel who is related, if any	None.
3.	Nature of relationship	Control / Significant influence exercised by promoter and promoter group.
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>Setting up of a cement grinding unit with capacity of 1.0 MTPA by BPSL in its premises at Sambalpur, Orissa for and on behalf of the Company, with a right available to the Company to subsequently acquire the said unit, including right to use the relevant portions of the underlying land parcel on which the said cement grinding unit is to be set up), for a maximum aggregate purchase consideration of INR 380 crores (Indian Rupees Three Hundred Eighty Crores Only) (including, if considered appropriate, payment of a refundable advance purchase consideration from time to time to BPSL to facilitate setting up of aforesaid grinding unit) ("Proposed Transaction"). The Company, if required, may obtain corporate guarantee(s) or other support in favour of banks, non-banking financial companies or other lending financial institutions, from its parent company, JSW Cement Limited, or from other affiliates or related parties of the Company for funding the Proposed Transaction.</p> <p>Brief summary of the other material terms are as follows:</p> <ol style="list-style-type: none"> <li>(a) The transfer of the unit will be undertaken on an 'as is where is' basis, and the transfer will be effected subject to: (i) approval from the shareholders of the Company, and other approvals, consents, permissions and sanctions, if any, as may be required from the statutory / regulatory authorities and subject to such terms and conditions as may be imposed by them, if any; and (ii) fulfilment of other conditions precedents if any as may be agreed between the relevant contracting parties,</li> </ol>

Sr. No	Particulars	Details
		(b) If the required approvals for closing of the Proposed Transaction (i.e. for effecting the transfer of the unit including for example splitting and transfer of the underlying land and other approvals & permissions) are obtained prior to the completion of the installation, then the Company may purchase the asset as-is then existing. If the unit has been installed completely but the abovementioned approvals have not come through, then until the approvals for the transfer are obtained, parties may agree that BPSL will start operating the unit exclusively for SCL.
		(c) Following are brief details of key governmental or regulatory approvals required for the Proposed Transaction: (i) approval of IDCO (Odisha Industrial Infrastructure Development Corporation) & other/regulatory/statutory authorities will be required to grant to the Company the right to use the relevant portions of the underlying land parcel on which the said cement grinding unit is to be set up. (ii) approval of the relevant governmental authorities for transfer of licenses and registrations under environmental laws from BPSL to the Company will be required to be obtained.
5.	Any other Information as may be relevant or important for the members to take a decision on the proposed resolution	The asset transfer agreement for the Proposed Transaction is proposed to be executed after receiving the required approval of the members of the Company.

9. As per the SEBI master circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, the information to be provided to the members for consideration of RPTs are disclosed as under:

Sr. No.	Particulars	Details
1.	Summary of the information provided by the management of the listed entity to the audit committee:	As regards (A), (B), (D), please see details mentioned in line items #(1), #(3) and #(4) mentioned above.
	A. Type, material terms and particulars of the proposed transaction;	As regards (C): The Proposed Transaction is expected to be completed by 30 <sup>th</sup> September 2025, subject to receipt of governmental and regulatory approvals for setting up of the grinding unit (including right to use by the Company of the relevant portions of the underlying land parcel on which the said cement grinding unit is to be set up), and satisfaction of other agreed conditions precedent (if any).
	B. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	As regards (E): 109.57%
	C. Tenure of the proposed transaction (particular tenure to be specified);	
	D. Value of the proposed transaction;	
	E. Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
2.	Justification as to why the RPT is in the interest of the Company	The setting up of a cement grinding unit facility and subsequently acquiring the grinding unit will enhance the production capacity of the Company. The Proposed Transaction aligns with the long-term objective of the Company.
3.	If transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	A. details of the source of funds in connection with the proposed transaction;	
	B. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	
	- nature of indebtedness;	
	- cost of funds; and	
	- tenure;	

Sr. No.	Particulars	Details
	C. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security; and	Not Applicable
	D. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
4.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
5.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable. The transaction will be entered on the arm's length basis.
6.	Any other Information as may be relevant	-

None of the director's/ key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution, save and except to the extent of their directorship / shareholding, if any.

The members may note that as per provisions of applicable law, all related parties (whether such related party is a party to the abovementioned proposal or not), shall not vote to approve the Resolution set out at Item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 for approval by the members of the Company.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

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:

<b>Name Of Director</b>	Mr. Manoj Kumar Rustagi
<b>DIN</b>	07742914
<b>Age</b>	53 years
<b>Date of Birth</b>	15/01/1971
<b>Original Date of Appointment</b>	June 26, 2017
<b>Qualifications</b>	Mechanical Engineering graduate from BITS Pilani, India and an MBA from Indian School of Business (ISB), Hyderabad, India.
<b>Brief Resume and Expertise in specific functional areas and Experience</b>	<p>Manoj Kumar Rustagi is the Whole-time director and CEO of our Company.</p> <p>He has been associated with our parent Company since October 1, 2016. He holds a bachelors degree in engineering from the Birla Institute of Technology &amp; Science. He has also completed a post graduate programme in Management from the Indian School of Business. He was previously associated with IBM India Private Limited, Jindal Steel &amp; Power Limited, Jindal Strips Limited and Satyam Computer Services Limited. He has 28 years of experience in the areas of steel manufacturing and information technology. He is currently the Chief Sustainability and Innovation Officer (CSIO) of the Company and he is spearheading initiatives in Sustainability and R&amp;D. He is also the Chief Sustainability Officer of our Parent company, i.e. JSW Cement Limited.</p>
<b>Directorship in other listed entities</b>	Nil
<b>Chairmanship/Membership of Committees in other listed entities</b>	Nil
<b>Listed entities from which resigned in past three years</b>	Nil
<b>Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	<p>Not inter-se related to any other Director, or Key Managerial Personnel.</p> <p>The Company does not have a Manager</p>
<b>Remuneration:</b>	
<b>(i) Last drawn</b>	(i) He is re-appointed in the Company with effect from June 26, 2023 and has been receiving remuneration of Re. 1/- per month. He has been deputed by the JSW Cement Limited, Parent Company and has been receiving remuneration from the said Company.
<b>(ii) proposed to be paid</b>	(ii) Mr. Rustagi's proposed remuneration is Re 1/- per month. He has been deputed by the JSW Cement Limited Parent Company and receives remuneration from the said Company.
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	200
<b>Number of Meetings of the Board attended during the year</b>	8 out of 8 meetings held during the FY. 2023-24
<b>Terms &amp; Conditions of appointment/re-appointment</b>	Re-appointed as a Whole-time Director, liable to retire by rotation for a term of 3 years w.e.f. June 26, 2023.
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Manoj is a senior business leader, and has significantly contributed to the strategic initiatives, new business development and capex projects resulting in sustainable growth in Cement and Steel sectors in his 28 years of professional career.



**Shiva Cement Limited**

Telighana PO: Birangatoli,  
Tehsil- Kutra, District-Sundargarh,  
Odisha-770 018