



SCL/SE/2025-26/
12th November, 2025

National Stock Exchange of India Limited,
Exchange Plaza,
Bandra – Kurla Complex, Bandra (East)
MUMBAI – 400 051

SCRIP CODE: SHREECEM EQ
Debt Segment NCD ISIN: INE070A07061

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

SCRIP CODE 500387
Debt Segment NCD ISIN: INE070A07061

Attn: Listing Department

Re:- Intimation for Postal Ballot Notice for appointment of Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Non-Executive Independent Director of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, enclosed herewith is the Postal Ballot Notice for seeking consent of the members of the Company for appointment of Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 28th October, 2025.

Please note that the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/list of Beneficial Owners as on **Friday, 7th November, 2024 (Cut-off date)** and whose e-mail addresses are registered with the Company/Registrar & Transfer Agent/ Depository Participants.

The remote e-voting shall commence from 9:00 A.M. (IST) on Thursday, 13th November, 2025 and shall end at 5:00 P.M. (IST) on Friday, 12th December, 2025.

Kindly take the same on record.

Thanking you,

For **SHREE CEMENT LIMITED**

(S.S. KHANDELWAL)
COMPANY SECRETARY

Shree Cement Limited

Corporate office: DLF Epitome, Building No.5, Tower B, 9th Floor, DLF Cyber City, Gurugram, Haryana - 122002
Tel.: +91-124-4699200 | www.shreecement.com | CIN: L26943RJ1979PLC001935

Registered Office: Bangur Nagar, Beawar, Rajasthan -305901 | Tel.: 01462-228101-06 | shreebwr@shreecement.com
Group Corporate Office: 21 Strand Road, Kolkata, West Bengal - 700001



SHREE CEMENT LIMITED

Regd. Office: Bangur Nagar, Beawar - 305 901 (Rajasthan)
Phone: EPABX +91-1462-228101-6 **E-Mail:** share@shreecement.com
Website: www.shreecement.com **CIN:** L26943RJ1979PLC001935

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 03/2025 dated 22nd September 2025 read with other relevant circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shree Cement Limited ('the Company') hereby seeks consent of its members for the Special Business appended hereunder proposed to be transacted through Postal Ballot by voting through electronic means only ('remote e-voting'):-

SPECIAL BUSINESS

1. Appointment of Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to Section 149, 150, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') read with Schedule IV to the Act, Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the relevant provisions of the Articles of Association of the Company, Mr. Chandra Kumar Dhanuka (DIN: 00005684), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company under Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of the Non-Executive Independent Director and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. 28th October, 2025.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI Listing Regulations, approval of the Members be and is hereby accorded for continuation of Directorship of Mr. Chandra Kumar Dhanuka as a Non-Executive Independent Director of the Company on attaining age of 75 years during his tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

By the order of the Board of Directors
For **SHREE CEMENT LIMITED**

Place: Kolkata
Date: 28th October, 2025

S.S. Khandelwal
Company Secretary
Membership No. F5421

NOTES:

- 1) Explanatory Statement setting out the material facts concerning proposed resolution pursuant to Section 102 and 110 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information of the Director proposed to be appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard-2 and other applicable provisions is provided in **Annexure - A** to this Notice.
- 2) In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members or register of beneficial owners as on **Friday, 7th November, 2025 ('Cut-off date')** and whose e-mail addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants. Hence, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only. Physical copies of this Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelopes are not being sent to members for this Postal Ballot.
- 3) The Postal Ballot Notice shall also be available on the Company's website www.shreecement.com under "Investor Section", websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the RTA's website <https://instavote.linkintime.co.in>.
- 4) The Cut-off date for the purpose of reckoning the voting rights is **Friday, 7th November, 2025**. Members whose names appear in the Register of Members / Register of Beneficial Owners as on Cut-off date will be considered for the purpose of voting. The Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on Cut-off date. A person who is not a Member as on the Cut-off date should treat this Notice of Postal Ballot for information purpose only.
- 5) In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations, the Company has provided the remote e-voting facility to the members to exercise their votes electronically. The Company has engaged MUFG Intime India Private Limited ('MUFG Intime') as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ('remote e-voting').
- 6) **Voting period will commence at 9:00 A.M. (IST) on Thursday, 13th November, 2025 and ends at 5:00 P.M. (IST) on Friday, 12th December, 2025. The remote e-voting module shall be disabled by the MUFG Intime for voting at 5:00 PM (IST) on Friday, 12th December, 2025. Remote e-voting shall not be allowed beyond the said date and time. Further, members are requested to note that once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.**
- 7) In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same in the following manner:

- Members holding shares in Physical mode:

Members are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.shreecement.com) duly filled and signed along with requisite supporting documents to MUFG Intime at C-101, 247 Embassy, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

- Members holding shares in Demat mode:

Members holding shares in Demat mode are requested to register/update their Email address with the Depository Participant(s) where they maintain their demat accounts.

- 8) Members are requested to read the instructions in the Notes under the section '**VOTING THROUGH ELECTRONIC MEANS**' for remote e-voting.

- 9) All the documents referred to in the Postal Ballot Notice, shall be available for inspection from **13th November, 2025 to 12th December, 2025 during 2:00 P.M. to 5:00 P.M.** on all working days other than Saturdays at the Registered Office of the Company. Members seeking to inspect such documents can send an e-mail on shyam.khandelwal@shreecement.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card.

10) **VOTING THROUGH ELECTRONIC MEANS**

I. LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

a) Individual Shareholders holding securities in demat mode with NSDL

Method 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG Intime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Method 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG Intime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Method 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.

- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG Intime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

b) Individual Shareholders registered with CDSL Easi/ Easiest facility:

Method 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG Intime. Click on "MUFG Intime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

Method 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG Intime. Click on "MUFG Intime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG Intime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

II. LOGIN METHOD FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the Cut-off date for e-voting may register and vote on InstaVote as under:

Step 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote User ID	
NSDL	User ID is 8 character DP ID followed by 8 digit client ID (e.g. IN 123456) and 8 digit client ID (e.g. 12345678)
CDSL	User ID is 16 digit Beneficiary ID
Shares held in physical form	User ID is Event no. + Folio No. registered with the Company

Shareholders not registered for INSTAVOTE facility:

Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in NSDL form, shall provide ‘D’ above
 - Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- b) Select ‘View’ icon. E-voting page will appear.
- c) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- d) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- e) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”):

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name’ - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

(a) VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

(b) VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

(a) Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

(b) Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders:

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
- 11) During the voting period, Members can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - 12) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - 13) In case Members have any query regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to Mr. S.S. Khandelwal, Company Secretary at shyam.khandelwal@shreecement.com or may contact Mr. Rajiv Ranjan, Sr. Assistant Vice President – e-voting at MUFG Intime India Private Limited [Unit: Shree Cement Limited], C-101, 247 Embassy, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, India at email: enotices@in.mpms.mufg.com, Tel. No.: 022 –4918 6000.
 - 14) The Board of Directors of the Company has appointed Mr. Akshit Kumar Jangid (Membership No. F11285, CP No. 16300) and failing him Ms. Krati Upadhyay (Membership No. A58280, CP No. 23056), Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner. They have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.
 - 15) The Scrutinizer shall immediately after the conclusion of voting through Postal Ballot, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submits his report of the total votes cast in favour or against, if any, to the Chairman. The results of the voting by Postal Ballot will be declared/announced by the Chairman or any other person authorised by him within 2 (two) working days from the conclusion of the remote E-voting and shall be submitted with the Stock Exchanges where the Company's equity shares are listed and shall also be displayed on the Company's website www.shreecement.com and RTA's website <https://instavote.linkintime.co.in>, along with the Scrutinizer's Report. The results shall also be displayed on the noticeboard at the Registered and Corporate Office of the Company. The resolution, if passed by the members through Postal Ballot, shall be deemed to have been passed on **Friday, 12th December, 2025** being the last date specified by the Company for e-voting, as if they have been passed at a general meeting of the members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, 110 OF THE COMPANIES ACT, 2013 ('THE ACT'), SECRETARIAL STANDARD ON GENERAL MEETINGS ('SS-2') ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI') AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS')

Item No. 1 of Notice

Appointment of Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Non-Executive Independent Director of the Company

Based on the recommendation of the Nomination cum Remuneration Committee (NRC), the Board of Directors of the Company in its meeting held on 28th October, 2025 has appointed Mr. Chandra Kumar Dhanuka (DIN: 00005684) as an Additional Director of the Company and also as Non-Executive Independent Director for a term of 5 (five) consecutive years commencing from 28th October, 2025, not liable to retire by rotation, subject to approval of members of the Company.

Pursuant to Section 149 read with Schedule IV and Section 152 of the Companies Act, 2013, the appointment of an Independent Director requires approval of the Members at the General Meeting and pursuant to Regulation 25(2A) of SEBI Listing Regulations, the appointment of an Independent Director shall be subject to approval of the members by way of the Special Resolution. Accordingly, it is proposed to obtain approval of the Members by way of Special Resolution.

In this regard, the Company has received consent from Mr. Chandra Kumar Dhanuka (DIN: 00005684) to act as a Director of the Company in accordance with Section 152 of the Companies Act, 2013 read with the rules made thereunder.

Pursuant to the provisions of Regulation 17(1C) of SEBI Listing Regulations, the Company is required to obtain approval of members for the appointment of Director at the next General Meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, approval of the members is being sought through Postal Ballot.

Further, as per Regulation 17(1A) of SEBI Listing Regulations, no listed Company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a Special Resolution is passed to that effect. Mr. Chandra Kumar Dhanuka will attain the age of 75 years during his term as a Non-Executive Independent Director of the Company. Accordingly, approval of the Members by way of the Special Resolution is also being sought for his continuation as Non-Executive Independent Director of the Company upon attaining the age of 75 years.

Mr. Chandra Kumar Dhanuka is graduate in Commerce and has over five decades of experience in the industry. He is an industrialist by occupation and promoter of 'Dhunseri' group of Companies. He is the Managing Director of Dhunseri Tea & Industries Ltd and Executive Chairman of Dhunseri Ventures Ltd. He is an Independent Director of Emami Limited and West Bengal Industrial Development Corp Limited.

Mr. Chandra Kumar Dhanuka is Ex-Chairman of FICCI (Eastern Regional Council) and also Ex-Executive Committee member of FICCI, New Delhi. He is also Ex-Chairman of Indian Tea Association & Tea Association of India, Ex-Vice Chairman of the Tea Board and Ex-President of All India Organisation of Employers.

In terms of clause (1A) of Para A of Part D of Schedule II of the Listing Regulations, the Nomination cum Remuneration Committee confirms that Mr. Chandra Kumar Dhanuka has the capabilities required for an independent director as identified by it on the basis of the evaluation of the balance of skills, knowledge and experience on the Board of the Company.

The Company has received a declaration from Mr. Chandra Kumar Dhanuka to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and as per Regulation 16 of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He further confirmed the compliance of Rule 6 of the Companies

(Appointment and Qualification of Directors) Rule, 2014 regarding inclusion of his name in the databank of the Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a Notice in writing from a member of the Company as per the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company.

Further, Company has also received declarations from Mr. Chandra Kumar Dhanuka that, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and also not debarred from holding the office of Directors by virtue of any order passed by the SEBI or any other such authority;

In the opinion of the Board, Mr. Chandra Kumar Dhanuka fulfils the conditions for appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI Listing Regulations and is independent of the management.

A copy of draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members at the Registered Office of the Company on all working days other than Saturdays from 2:00 P.M. to 5:00 P.M. and is also available on the website of the Company at <https://www.shreecement.com/investors/disclosure-regulation>.

Except Mr. Chandra Kumar Dhanuka being the appointee, or his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

By the order of the Board of Directors
For **SHREE CEMENT LIMITED**

Place: Kolkata
Date: 28th October, 2025

S.S. Khandelwal
Company Secretary
Membership No. F5421

Annexure-A to Item No. 1 of the Notice

Disclosures, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

Sr. No.	Nature of Information	Details
1	Name of Director	Mr. Chandra Kumar Dhanuka (DIN: 00005684)
2	Date of Birth / Age	19 th January, 1954 (71 years)
3	Nationality	Indian
4	Date of first appointment on the Board	28 th October, 2025
5	Qualification	B. Com (Hons.)
6	Experience and Expertise in specific functional areas	Please refer Explanatory Statement
7	Relationships between Directors/ Manager / KMP inter-se	No Relationship
8	Shareholding in the Company (including as Beneficial owner)	NIL
9	No. of meetings of the Board attended during the year	FY 2025-26: NIL (Appointed as Independent Director w.e.f 28 th October, 2025)
10	Directorships in other companies	<ul style="list-style-type: none"> - Dhunseri Investments Limited - West Bengal Industrial Development Corp. Ltd - Dhunseri Ventures Limited - Madhuting Tea Private Limited - Mint Investments Ltd. - IVL Dhunseri Petrochem Industries Private Limited - Dhunseri Poly Films Private Limited - Emami Limited - Trimplex Investments Limited - Dhunseri Tea & Industries Limited - Dhunseri Overseas Private Limited - Naga Dhunseri Group Ltd. - Makandi Tea & Coffee Estates Ltd. (Foreign Co.) - Kawalazi Estate Co. Ltd. (Foreign Co.) - IVL Dhunseri Polyester Company SAE (Foreign Co.)
11	Chairmanship / Membership of Committees of Board of Directors of the Company	NIL
12	Chairmanship / Membership of committees of other companies	<p>Emami Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Member - Nomination and remuneration committee - Member - Stakeholders Relationship Committee - Chairman <p>Dhunseri Ventures Ltd:</p> <ul style="list-style-type: none"> - Audit Committee - Member - Nomination and remuneration committee - Member - Stakeholders Relationship Committee - Member - Corporate Social Responsibility Committee - Chairman - Investment Committee - Chairman - Share Transfer Committee - Chairman <p>Dhunseri Investments Ltd:</p> <ul style="list-style-type: none"> - Nomination and remuneration committee - Member - Stakeholders Relationship Committee - Member - Corporate Social Responsibility Committee - Member

Sr. No.	Nature of Information	Details
		<ul style="list-style-type: none"> - Risk Management Committee - Member - Share Transfer Committee - Chairman <p>Dhunseri Tea & Industries Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Member - Nomination and remuneration committee - Member - Stakeholders Relationship Committee - Member - Corporate Social Responsibility Committee – Member - Risk Management Committee - Chairman - Investment Committee - Chairman - Share Transfer Committee - Chairman - Committee of Directors - Chairman <p>Naga Dhunseri Group Limited:</p> <ul style="list-style-type: none"> - Audit Committee - Member - Corporate Social Responsibility Committee - Member - Risk Management Committee - Chairman - Share Transfer Committee - Chairman <p>Mint Investments Limited:</p> <ul style="list-style-type: none"> - Risk Management Committee - Chairman - Audit Committee - Member
13	Listed entities from which the person has resigned in past three years	CESEC LTD
14	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	<p>For terms and conditions of appointment, please refer resolution as set out at Item No. 1 of this Postal Ballot Notice read with Explanatory Statement.</p> <p>As a Non-Executive Independent Director, Mr. Chandra Kumar Dhanuka is entitled for commission as may be approved by the Board and shareholders within the overall limits of remuneration payable to all Non-Executive Directors under Companies Act, 2013 in addition to sitting fees for attending the Board and Committees Meetings.</p>
15	Details of Remuneration last drawn by such person (if any)	Not Applicable
16	Skills and capabilities required for the role and manner in which the requirements are met with and Justification for the appointment	The Nomination cum Remuneration Committee has identified among others, strategic planning, understanding of the Business/Industry and financials, marketing strategy and oversight of risk and regulatory compliances as the skills required for the role of Director. Mr. Chandra Kumar Dhanuka has the said requisite skills and capabilities for the Role as Independent Director of the Company.

By the order of the Board of Directors
For **SHREE CEMENT LIMITED**

Place: Kolkata
Date: 28th October, 2025

S.S. Khandelwal
Company Secretary
Membership No. F5421