



SCL/SE/2025-26/
18th February, 2026

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

SCRIP CODE: SHRECEM EQ
Debt Segment NCD ISIN: INE070A07061

Attn: Listing Department

Sub:- Postal Ballot Notice

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 by way of special resolution for re-appointment of Mr. Hari Mohan Bangur (DIN: 00244329) as Whole Time Director, designated as Chairman of the Company for a period of 5 (five) years commencing from 1st April, 2026.

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, 13th February, 2026 (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, 19th February, 2026 and shall end at 5:00 P.M. (IST) on Friday, 20th March, 2026.

Kindly take the same on record.

Thanking you,

For **SHREE CEMENT LIMITED**

(S.S. KHANDELWAL)
COMPANY SECRETARY

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

SCRIP CODE 500387
Debt Segment NCD ISIN: INE070A07061

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, ('Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), 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. Re-appointment of Mr. Hari Mohan Bangur (DIN: 00244329) as Whole Time Director, designated as Chairman of the Company for a period of 5 (five) years commencing from 1st April, 2026**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and all other applicable provisions, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by Nomination Cum Remuneration Committee and approved by the Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Hari Mohan Bangur (DIN: 00244329) as Whole Time Director, designated as Chairman of the Company for a period of 5 (five) years commencing from 1st April, 2026 on such terms and conditions and remuneration as specified and set out in the Explanatory Statement annexed to the Notice of the Postal Ballot, with authority to the Board of Directors to alter or vary the terms and conditions of appointment and/or remuneration from time to time with effect from such date or dates and in such manner as may be agreed to between the Board of Directors and Mr. Hari Mohan Bangur.

RESOLVED FURTHER THAT the approval of the members for the appointment of Mr. Hari Mohan Bangur (DIN: 00244329), in terms of this resolution, be and is hereby also accorded in terms of Section 196(3) read with Part I of Schedule V of the Companies Act, 2013, for his continuation as Whole Time Director designated as Chairman of the Company, notwithstanding his attaining the age of seventy years.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Hari Mohan Bangur shall be entitled to receive and be paid as minimum remuneration for that year by way of salary, allowances, perquisites, commission and other benefits, as stated in the Explanatory Statement, subject to the necessary approvals/ceilings specified under Schedule V of the Companies Act, 2013 (including any statutory modification(s) and re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and take all such steps 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: 6th February, 2026

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 this 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, 13th February, 2026 (the '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 envelope is not being sent to the 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 e-voting website of RTA at <https://instavote.linkintime.co.in>
- 4) The Cut-off date for the purpose of reckoning the voting rights is **Friday, 13th February, 2026**. Members whose names appear in the Register of Members / Register of Beneficial Owners as on the 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 the 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, 19th February, 2026 and ends at 5:00 P.M. (IST) on Friday, 20th March, 2026. The remote e-voting module shall be disabled by the MUFG Intime for voting at 5:00 PM (IST) on Friday, 20th March, 2026. 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 **19th February, 2026 to 20th March, 2026 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 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.
- 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 "evoting 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 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- 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 "evoting 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 3 - 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 & click on "Login".
- 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 “evoting 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 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 evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting 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 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting 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/EasiRegistration> / <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 on the registered email id. Follow steps given above in points (a-c).

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 “evoting 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 'point 4' above.
 - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
 - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' 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.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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.muvg.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:

Individual 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.
- Further Click on “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
- Further Click on “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.

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

(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 times till they have voted on the resolution 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, 20th March, 2026** 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

Re-appointment of Mr. Hari Mohan Bangur (DIN: 00244329) as Whole Time Director, designated as Chairman of the Company for a period of 5 (five) years commencing from 1st April, 2026

Mr. Hari Mohan Bangur (DIN: 00244329) was appointed as the Managing Director for a period of 5 (Five) Years from 1st April, 2021 and was re-designated as 'Chairman' of the Company w.e.f. 15th October, 2022. His tenure will expire on 31st March, 2026.

Mr. Bangur is a Chemical Engineer from IIT Bombay. He brings to the Board technical insights, which are the driving force of the technical excellence achieved by the Company. He was conferred India's Most Trusted Leader Award by Great Place to Work Institute® in 2023. Under the stewardship of Mr. Bangur, the Company has scaled great heights and has expanded its operations significantly and also undertaken several new initiatives. Thus, considering the ability, expertise and contribution of Mr. Bangur, the Board of Directors of the Company in its meeting held on 6th February, 2026, on the recommendation of Nomination Cum Remuneration Committee, re-appointed Mr. Hari Mohan Bangur as Whole Time Director, designated as Chairman of the Company for a period of 5 (five) years commencing from 1st April, 2026.

Broad particulars of terms and conditions of re-appointment and remuneration payable to Mr. Hari Mohan Bangur are as follows:

(a) Basic Salary

- (i) 2026-27: (1st April, 2026 to 31st March, 2027) - Rs. 2,63,60,000 per month
- (ii) 2027-28: (1st April, 2027 to 31st March, 2028) - Rs. 2,63,60,000 per month
- (iii) 2028-29: (1st April, 2028 to 31st March, 2029) - Rs. 2,75,00,000 per month
- (iv) 2029-30: (1st April, 2029 to 31st March, 2030) - Rs. 2,75,00,000 per month
- (v) 2030-31: (1st April, 2030 to 31st March, 2031) - Rs. 2,75,00,000 per month

(b) Retaining Allowance

- (i) 2026-27: (1st April, 2026 to 31st March, 2027) - Rs. 30,00,000 per month
- (ii) 2027-28: (1st April, 2027 to 31st March, 2028) - Rs. 30,00,000 per month
- (iii) 2028-29: (1st April, 2028 to 31st March, 2029) - Rs. 37,50,000 per month
- (iv) 2029-30: (1st April, 2029 to 31st March, 2030) - Rs. 37,50,000 per month
- (v) 2030-31: (1st April, 2030 to 31st March, 2031) - Rs. 37,50,000 per month

(c) Special Allowance

- (i) 2026-27: (1st April, 2026 to 31st March, 2027) - Rs. 1,29,50,000 per month
- (ii) 2027-28: (1st April, 2027 to 31st March, 2028) - Rs. 1,29,50,000 per month
- (iii) 2028-29: (1st April, 2028 to 31st March, 2029) - Rs. 1,50,00,000 per month
- (iv) 2029-30: (1st April, 2029 to 31st March, 2030) - Rs. 1,50,00,000 per month
- (v) 2030-31: (1st April, 2030 to 31st March, 2031) - Rs. 1,50,00,000 per month

(d) Commission

Such commission on net profits as may be decided by the Board of Directors in its absolute discretion for each financial year or part thereof.

(e) Other Perquisites/Allowances

- (1) Medical Reimbursement: All expenses incurred for self and family in India and / or abroad including hospitalization, nursing home and surgical treatment shall be reimbursed at actual.
- (2) Leave Travel Concession: Reimbursement of leave travel expenses for self and family, once in a year for proceeding on leave at actual.
- (3) Club Fees: Payment of fees of Clubs including admission and life membership fees.
- (4) Conveyance Facility: The Company shall provide vehicle(s) for both business and personal use and bear all expenses relating to such vehicles, fuel costs, repairs, maintenance, running expenses including driver(s) salary etc.
- (5) Telephone, Internet Connection and other communication facilities: The Company shall bear all expenses regarding telephone, internet connectivity and other communication facilities at his residence.
- (6) Personal Accident, Group Mediclaim and other Insurance: As per rules of the Company.
- (7) Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund: As per rules of the Company.
- (8) Leave: Entitled for leave with full pay or encashment thereof as per rules of the Company.
- (9) Gratuity: As per the rules of the Company.
- (10) Other perquisites/Allowances: Subject to overall ceiling on remuneration as prescribed under the applicable provisions of Companies Act, 2013 or such higher ceiling as may be applicable from time to time during his tenure, he may be given, in addition to the above any other allowances, benefits and perquisites as the Board of Directors may from time to time, decide at its discretion.

The Board is further empowered to alter or vary the terms and conditions of appointment and/or remuneration of Mr. Hari Mohan Bangur.

Explanation:

'Family means the spouse, the dependent children and dependent parents of such director.'

The total remuneration payable to Mr. Hari Mohan Bangur by way of salary, commission, perquisites, allowances, benefits and amenities as approved by the Board shall not exceed the limits laid down in Section 197, 198 and other relevant provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

Minimum Remuneration:

In the absence or inadequacy of the profits in any year, Mr. Hari Mohan Bangur shall be entitled to receive and be paid the above remuneration as minimum remuneration in that year by way of salary, allowances, perquisite and other benefits as stated above, subject, however, to the necessary approvals/ceiling specified under the Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Hari Mohan Bangur under Section 190 of the Companies Act, 2013.

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.

In accordance with provisions of Section 196(3)(a) and Part I of Schedule V of the Companies Act, 2013, no Managing Director/ Whole Time Director/ Manager shall be appointed or continue the employment after he attains the age of 70 years unless such approval is approved by way of Special Resolution. Since Mr. Bangur has attained the age of 73 years, approval of the Members by way of the Special Resolution is also being sought to hold the office of Whole Time Director, designated as Chairman of the Company even he has attained the age of 73 years.

The Company has received declaration from Mr. Hari Mohan Bangur stating that he is not disqualified from being re-appointed as Whole Time Director designated as Chairman of the Company, in terms of Section 164 of the Companies Act, 2013 and consent to continue to act as Whole Time Director, designated as Chairman of the Company. He is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

Mr. Hari Mohan Bangur confirmed that he satisfies all the conditions set out under Section 196(3) and in Part – I of Schedule V of the Companies Act, 2013, for being eligible for re-appointment as Whole Time Director, designated as Chairman of the Company.

Mr. Hari Mohan Bangur, being appointee and Mr. Prashant Bangur, Vice Chairman of the Company, being relative are considered interested in the said resolution. The other relatives of Mr. Hari Mohan Bangur may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and 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: 6th February, 2026

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:

SN	Nature of Information	Details
1	Name of Director	Mr. Hari Mohan Bangur (DIN: 00244329)
2	Date of Birth / Age	29 th October, 1952 (73 years)
3	Nationality	Indian
4	Date of first appointment on the Board	31 st July, 1992
5	Qualification	B.E. (Chemical)
6	Brief Resume	As per the Explanatory Statement of the Postal Ballot Notice
7	Experience and Expertise in specific functional areas	Business Planning and Corporate Management
8	Relationships between Directors/ Manager / KMP inter-se	Father of Mr. Prashant Bangur, Vice Chairman
9	Shareholding in the Company (including as Beneficial owner)	4,88,284 Equity Shares*
10	No. of meetings of the Board attended during the year	FY 2025-26: 4 (Total 4 Meetings held)
11	Directorships in other companies	Digvijay Finlease Ltd. Mannakrishna Investments Pvt. Ltd. Ragini Finance Pvt. Ltd. Nawa Investments Pvt. Ltd. N.B.I. Industrial Finance Co Ltd. Rajesh Vanijya Pvt. Ltd. Shree Capital Services Ltd. The Didwana Investment Company Ltd. The Venkatesh Co. Pvt. Ltd.
12	Chairmanship / Membership of Committees of Board of Directors of the Company	Business Operations Committee – Member Share Transfer Committee- Member
13	Chairmanship / Membership of committees of other companies	NIL
14	Listed entities from which the person has resigned in past three years	NIL
15	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	As per the Explanatory Statement of the Postal Ballot Notice
16	Details of Remuneration last drawn by such person (if any)	FY 2024-25: Rs. 6,342.70 lakh
17	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, strategy & strategic planning, understanding of the Business/Industry, critical and innovative thoughts, financial and market understanding and oversight of risk and regulatory compliances as the skills required for the role of Director. Mr. Hari Mohan Bangur has the said requisite skills and capabilities for the role as Whole Time Director designated as Chairman of the Company.

*Out of the 4,88,284 shares held by Mr. Hari Mohan Bangur, the beneficial Interest on 10,100 shares is held by the following Trusts/Institutions (Belonging to Promoters Group):

- Sunder Devi Bangur Family Benefit Trust (Private Trust): 3,000 shares
- Sri Rama Nidhi (Family Deity): 7,100 shares

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

Place: Kolkata
Date: 6th February, 2026

S.S. Khandelwal
Company Secretary
Membership No. F5421