

2020



**SRI CHAKRA
CEMENT LTD**

**38th
Annual Report
2019 -20**



SRI CHAKRA CEMENT LIMITED
38TH ANNUAL REPORT FOR 2019-20

BOARD OF DIRECTORS

| | | |
|--|---|---|
| Sri N Krishna Mohan Chairman Cum Managing Director | Sri K Vijay Kumar Joint Managing Director | Sri V V S R Anjaneyulu Executive Director |
| Smt K V Nagalalitha Director | Sri P Ramamoorthy Independent Director | Sri K P Patnaik Independent Director |
| Dr A S Narayana Independent Director | Sri N Gopal Independent Director | |

MANAGEMENT TEAM

| | | | |
|--|---|---|--|
| Sri P Rajendra Babu, Company Secretary | Sri NSRV Prasad Chief Financial Officer | Sri C Shankar Rao President (Mktg) | Sri DVDSN Murthy Chief General Manager |
| Sri T Ramasuri GM (CommI) | Sri N Sudhakar AGM (EDP) | Sri V V Ravi Kumar DGM(W) | |

| STATUTORY AUDITORS | SECRETARIAL AUDITORS | COST AUDITORS | INTERNAL AUDITORS |
|---|---|--|--|
| Satyanarayana & Co, Chartered Accountants Hyderabad | P Jagannatham & Co, Pract.Comp. Secretaries Hyderabad | Bisati & Co Cost Accountants Hyderabad | C Ramachandram & Co, Chartered Accountants Hyderabad |

REGISTERED OFFICE
HEAD OFFICE
FACTORY AND WORKS

| | | |
|--|--|---|
| D.No.27/4/1, Kannavari Thota, 1st Floor, Beside Central Excise Office, Guntur, A.P.-522104 Ph: 040-66614633, Fax: 04023404657, Email: srichakracement@gmail.com , Website: www.srichakracement.com | 6-3-668/10/66, Durganagar Colony, Punjagutta, Hyderabad Telangana State- 500 082 | Unit- 1: Sri Narasimhapuri, Karempudi Guntur District, AP Unit-II: Alamanda, Vizianagaram Dt, Solar Unit: Srikalahasti, Chittoor Dt AP |
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REGISTRAR AND SHARE TRANSFER AGENTS

M/s Venture Capital and Corporate Investments Private Ltd, 12-10-167, Bharat Nagar Colony, Hyderabad, Ph:040 23818475, Email: info@vccilindia.com, website: www.vccilindia.com



NOTICE

Notice is hereby given that the 38th Annual General Meeting of the members of Sri Chakra Cement Limited will be held on Thursday, the 17th day of December, 2020 at 12.00 NOON, through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue, to transact the businesses mentioned below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2020 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To Appoint a Director in place of SRI. K.Vijay Kumar, (DIN: 00769568) who retires by rotation and being eligible, offers himself for re appointment.
3. To Appoint a Director in place of Sri V V S R Anjaneyulu, (DIN: 00698980) who retires by rotation and being eligible, offers himself for re appointment.

SPECIAL BUSINESS:

4. Appointment of Sri K P Patnaik (DIN:01160445) as a Non-Executive Independent Director for second term of Five consecutive Years

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and Regulations 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors of the Company upon the recommendation of the Nomination & Remuneration Committee, Sri. K P Patnaik (DIN:01160445), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) years with effect from the date of this Annual General meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. Appointment of Sri P Ramamoorthy (DIN:00699048) as a Non-Executive Independent Director for second term of Five consecutive Years

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and Regulations 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors of the Company upon the recommendation of the Nomination & Remuneration Committee, Sri P Ramamoorthy (DIN: 00699048), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) years with effect from the date of this Annual General meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. Appointment of Dr A S Narayana (DIN: 07544333) as a Non-Executive Independent Director for second term of Five consecutive Years

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and Regulations 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors of the Company upon the recommendation of the Nomination & Remuneration Committee, Dr A S Narayana (DIN:07544333), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) years with effect from the date of this Annual General meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."



“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Ratification of appointment and Remuneration of Sri K Vijay Kumar, Joint Managing Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Part I and Section II of Part II of Schedule V (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded for ratification of appointment and remuneration of Rs. 3.33% on Net Profits of the Company and in case of Loss or inadequacy of profits Rs 72 Lacs per annum to be paid to Sri Vijay Kumar, Joint Managing Director of the Company, with effect from 1st April, 2019 till 30th September, 2019.”

8. To Appoint and Fix Remuneration of Sri N Krishna Mohan as Chairman cum Managing Director

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

“ RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Part-I(c) of Schedule-V to the Companies Act, 2013 and articles of association of the Company, the consent and approval of the company be and is hereby accorded to the appointment of Sri N Krishna Mohan Chairman-Cum-Managing Director of the Company for a term of 5 (Five) years with effect from 01.10.2019”

“RESOLVED FURTHER THAT pursuant to Section-I of Part-II of Schedule-V to the Companies Act, 2013 read with Section 197 and 198 of the said Act and pursuant to the resolution passed by the Nomination and Remuneration Committee of the company, a remuneration by way of 3.33% of net profits of the company be paid to Sri. N. Krishna Mohan during the term of his office.”

“RESOLVED FURTHER THAT pursuant to Section II of Part-II of Schedule-V to the Companies Act, 2013 and pursuant to the resolution passed by the Nomination and Remuneration Committee of the company Board, in the event of any loss, absence or inadequacy of profits of the company in any financial year, during the term of office of Sri. N. Krishna Mohan, a minimum remuneration of Rs.84.00 lakhs per year shall be paid to him.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the above resolution.”

9. To Appoint and Fix Remuneration of Sri V V S R Anjaneyulu as Executive Director

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Part-I of Schedule-V to the Companies Act, 2013 and pursuant to the Articles of Association of the company, the consent and approval of the company be and is hereby accorded to the appointment of Sri V V S R Anjaneyulu, Executive Director of the Company for a term of 5 (Five) years with effect from 01.10.2019.”

“RESOLVED FURTHER THAT pursuant to Section-I of Part-II of Schedule-V to the Companies Act, 2013 read with Section 197 and 198 of the said Act and pursuant to the resolution passed by the Nomination and Remuneration Committee of the Company a remuneration by way of 3.33% of net profits of the company be paid during the term of office of Sri. V V S R Anjaneyulu, as Executive Director.”

“RESOLVED FURTHER THAT pursuant to Section II of Part-II of Schedule-V to the Companies Act, 2013 and pursuant to the resolution passed by the Nomination and Remuneration Committee of the company Board, in the event of any loss, absence or inadequacy of profits of the company in any financial year, during the term of office of Sri. V V S R Anjaneyulu, Executive Director, a minimum remuneration of Rs.72.00 lakhs per year, shall be paid to him.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the above resolution.”

10. To Appoint and Fix Remuneration of Sri K Vijay Kumar as Joint Managing Director

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Part-I of Schedule-V to the Companies Act, 2013 and pursuant to the Articles of Association of the company, the consent and approval of the company be and is hereby accorded to the appointment of Sri K Vijay Kumar, as Joint Managing Director of the Company for a term of 5 (Five) years with effect from 01.10.2019.”

“ RESOLVED FURTHER THAT pursuant to Section-I of Part-II of Schedule-V to the Companies Act, 2013 read with Section 197 and 198 of the said Act and pursuant to the resolution passed by the Nomination and Remuneration Committee of the company, a remuneration by way of 3.33% of net profits of the company be paid during the term of office of Sri. K. Vijay Kumar, as Joint Managing Director.”



"RESOLVED FURTHER THAT pursuant to Section II of Part-II of Schedule-V to the Companies Act, 2013 and pursuant to the resolution passed by the Nomination and Remuneration Committee of the company Board, in the event of any loss, absence or inadequacy of profits of the company in any financial year, during the term of office of Sri. K. Vijay Kumar, Joint Managing Director, a minimum remuneration of Rs.72.00 lakhs per year, shall be paid to him."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the above resolution."

11. Ratification of M/s Bisati & Co, Cost accountants as Cost Auditors for the year 2020-21:

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

"RESOLVED THAT pursuant to the provision of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the remuneration payable to M/s. Bisati & Co., Cost Accountants, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2020-21 amounting to Rs. 1,00,000/- (Rupees One Lakh only) and the payment of GST as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

By Order of the Board
For Sri Chakra Cement Limited

Place: Hyderabad,
Date: 07.11.2020

P Rajendra Babu
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 4, 5, & 6 of the Notice

Pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and the SEBI (LODR) regulations, 2015, Sri K P Patnaik (DIN: 01160445), Sri P Ramamoorthy (DIN:00699048) and Sri Dr A S Narayana (DIN:07544333) were appointed as Independent Directors of the Company for a period of 5 (five) years in the previous General Meetings and their term has expired and is due for re-appointment.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective Meetings subject to approval of Members and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force) and based on their skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by them during their tenure and outcome of performance evaluation of the Independent Directors, The Board of Directors recommend their reappointment as Independent Directors of the Company for the second term of 5 (five) years with effect from the date of this Annual General meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

Sri K P Patnaik, Sri P Ramamoorthy and Dr A S Narayana are above 75 years of age and their services are beneficial to the Company. Hence, their continuation as Directors' under regulation 17(1A) of SEBI (LODR) regulations, 2015 is considered in the interest of the company.

The Company has received declaration from them stating that they meet the criteria of Independence as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as an Independent Directors'.

In the opinion of the Board, they also fulfill the conditions for re-appointment as Independent Directors as specified in the Act and the SEBI Listing Regulations and is independent of the management. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidatures as per the provisions of the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing Special Resolutions as set out in items 4,5&6 of the Notice for re-appointment as Independent Directors of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Except the directors who are being appointed in respect of each resolution respectively, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Nos 4, 5 & 6

The Board of Directors recommends the resolutions for your approval as Special Resolutions.

Item No 7

Sri Vijay Kumar, who was appointed as Joint Managing Director by the members at the Annual General Meeting of the Company held on 30th September, 2014, to hold office for a period of 5 years and his term expired on 31st March, 2019. His continuation of employment as Joint Managing Director, keeping in view his rich and varied experience in the Industry and involvement in the operations of the Company over a long period of time; would be in the interest of the Company. The approval of members is therefore required for ratification of appointment and remuneration of Sri Vijay Kumar, Joint Managing Director of the Company, with effect from 1st April, 2019 till 30th September, 2019.



None of the Directors except Sri Vijay Kumar, being an appointee concerned is interested in the resolution.

Item No 8,9 & 10 of the Notice:

Appointment of Sri N Krishna Mohan as Chairman cum Managing Director, Sri V V S R Anjaneyulu as Executive Director and Sri K.Vijay Kumar as Joint Managing Director with remuneration to all was made by the Board of Directors of the Company for Five years w.e.f. 01.10.2019 as stated in the above resolutions. The same requires approval of shareholders for which the Board recommends the same for approval of members as special resolution.

None of the other Directors except themselves is interested in the above resolutions.

Item No: 11 of The Notice:

The Board of Directors of the Company on 07.11.2020, appointed M/s Bisati & Co, Cost Accountants for conducting cost audit for the year 2020-21 at a remuneration of Rs 1,00,000/- the Board recommends for your approval at the ensuing annual general meeting. None of the directors is interested in the resolution.

By Order of the Board
For Sri Chakra Cement Limited

Place: Hyderabad,

Date: 07.11.2020

P Rajendra Babu
Company Secretary

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India; Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting (AGM) through VC/ OAVM. In terms of the said circulars, the 38th Annual General Meeting (AGM) of the members of the Company will be held through VC/OAVM. So that, members can attend and participate in the AGM through VC/OAVM only. The Members are requested not to visit Corporate Office / Registered Office to attend the AGM.

2. Printed copy of the Annual report (Including Notice) is not being sent to the Members in view of e-AGM Circular.

3. The detailed procedure for participation in the meeting through VC/OAVM is available at the Company's website www.srichakracement.com

4. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM is available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

6. AGM convened through VC/OAVM is in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

7. The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.

8. The Notice can also be accessed from the websites of the Company at <http://srichakracement.com/Admin/Files/SCCL-ANNUAL%20REPORT%20-%202019-20.pdf>, Stock Exchange BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL(agency for providing the Remote e-Voting facility) www.evotingindia.com

9. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Pursuant to Section 112 and Section 113 of the Companies Act, 2013, representatives of the President of India or the Governor of State or the Body Corporates are entitled to attend the AGM through VC/OAVM and cast their votes through e-voting..

10. The Register of Members and Share Transfer Books of the Company shall remain closed on Friday the 11th day of December, 2020 to Thursday, the 17th day of December, 2020 (Both days inclusive) for the purpose of the Annual General Meeting.



11. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the **Cut-off date i.e. Thursday, the 10th December, 2020.**
12. The Company has appointed CS P.Jagannatham, Corporate Advocate, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
13. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed.
14. Members holding shares in electronic form and in physical form are hereby informed that the members desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Registrar and Share Transfer Agent.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
17. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment
18. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode by sending an e-mail to srichakracement@gmail.com
19. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.
20. The Company is pleased to provide members, facility to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
21. Notices/ documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address has been registered with the Company. Members who would like to receive such notices/documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail address.
 - ❖ In respect of electronic shareholding – through their respective Depository Participants.
 - ❖ In respect of physical shareholding – by sending a request to the Company's Share Transfer Agent at M/s Venture Capital & Corporate Investments Limited, 12-10-167, Bharatnagar Colony, Hyderabad-500018, Tel No.040-23818475/76, Email ID: info@vccilindia.com, mentioning therein the Company's name i.e., Sri Chakra Cement Limited, their folio number and e-mail address.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **14th day of December,2020 at 10 a.m and ends on 16th day of December,2020 at 5 p.m** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 10th day of December,2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 OR Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:



| | For Shareholders holding shares in Demat Form and Physical Form |
|-------------------------------|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |
| OR Date of Birth (DOB) | |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Company Name, Sri Chakra Cement Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- For Demat shareholders -, please provide Demat Account details (CDSL-16 digit beneficiary ID or NSDL-8 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants 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 Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at srichakracement@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at srichakracement@gmail.com. These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.



3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) **NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; srichakracement@gmail.com. If they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr Nitin Kunder (022-23058738) or Mr Mehboob Lakhani (022-23058543) or Mr Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/
RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 2 to 10 is as follows :

| Name of the Director | K VIJAY KUMAR | V V S R ANJANEYULU |
|--|---|---|
| Date of Birth | 01/01/1964 | 15/05/1965 |
| Nationality | INDIAN | INDIAN |
| Date of Appointment on the Board | 04/05/2009 | 18/07/2011 |
| Qualifications | Commerce Graduate | Commerce Graduate |
| Expertise in specific functional area | He has about more than Three decades of experience in various positions in production, marketing and control of company affairs | He has about more than Three decades of experience in various positions in production, marketing and control of company affairs |
| Number of shares held in the company | 1078244 equity shares | 880744 equity shares |
| List of the directorships held in other companies | 1.Envean Leasing And Investments Limited 2.Aditya Spinners Limited 3.Sri Bhava Steel and Power Limited 4.Prabhu Cement Limited 5. Saketh IT Solutions Private Limited | 1.South India Cements Limited 2.Jitharama Finance Investments Limited 3.Sri Narasimha Cement and Power Limited |
| Chairman / Member in the committees of the Boards of companies in which he is Director | 1.Member of Share Transfer Committee of Aditya Spinners Limited | Audit Committee of South India Cements Limited |



| Name of the Director | N KRISHNA MOHAN | K P PATNAIK |
|--|---|--|
| Date of Birth | 01/07/1940 | 11-01-1942 |
| Nationality | INDIAN | INDIAN |
| Date of Appointment on the Board | 28/09/2011 | 07-04-2011 |
| Qualifications | Commerce Graduate, Professional Qualifications viz., ACMA and ACS | Mechanical Engineering |
| Expertise in specific functional area | He has about more than four decades of experience in the management of the affairs of the company. | He has more than 20 Years of experience in various positions in Finance, Marketing and Management of Company affairs |
| Number of shares held in the company | NIL | NIL |
| List of the directorships held in other companies | 1. Aditya Spinners Limited 2. South India Cements Limited 3. Krishnarama Industrial Investment Limited 4. Saketh IT Solutions Private Limited 5. Jitharam Finance and investments Limited 6. Sri Narasimha Cements and Power Limited | NIL |
| Chairman / Member in the committees of the Boards of companies in which he is Director | 1.Chairman of Stake holders Relationship Committee & Corporate Social Responsibility Committee & Member of Nomination and Remuneration Committee of Aditya Spinners Limited | NIL |

| Name of the Director | DR A S NARAYANA | P RAMA MOORTHY |
|--|-----------------|--|
| Date of Birth | 06-04-1939 | 01-07-1941 |
| Nationality | INDIAN | INDIAN |
| Date of Appointment on the Board | 30-03-2015 | 17-01-2011 |
| Qualifications | M.D.S | B.A., C.A Inter |
| Expertise in specific functional area | Dental Surgeon | He has about more than four decades of experience in various positions in Finance production, marketing and control of company affairs |
| Number of shares held in the company | NIL | NIL |
| List of the directorships held in other companies | NIL | NIL |
| Chairman / Member in the committees of the Boards of companies in which he is Director | NIL | Chairman of Audit Committee, Member of Stake holders Relationship Committee , Corporate Social Responsibility Committee & Member of Nomination and Remuneration Committee of Aditya Spinners Limited |