



SAURASHTRA CEMENT LIMITED

(CIN : L26941GJ1956PLC000840)

Registered Office: Near Railway Station, Ranavav 360 560 (Gujarat)

Phone:02801-235001, 02801-304200, Fax: 02801-304376

E-Mail: sclinvestorquery@mehtagroup.com

Website: www.saurashtracementlimited.com

THE LAST DATE FOR RECEIPT OF POSTAL BALLOT IS FEBRUARY 4, 2021, 5.00 P.M.

POSTAL BALLOT FORM

Postal Ballot No. _____

Sr. No.	Particulars	Details of Equity Shareholder(s)
1.	Name(s) of Equity Shareholder(s) [In BLOCK letters]	
2.	Registered Address of sole/first named Equity Shareholder [In BLOCK letters]	
3.	Registered Folio No/ DP ID & Client ID	
4.	No. of shares held	

I/We hereby exercise my/our vote in respect of the resolution to be passed through Postal Ballot for the business stated in Notice convening the meeting of the equity shareholders of the Company pursuant to Order passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench dated 8th December 2020 by sending my/our assent or dissent to the said Resolution by placing tick [✓] mark at the appropriate box below.

Item No.	Description	No. of shares held	I / We assent [agree] to the Resolution [FOR]	I / We dissent (disagree) to the Resolution [AGAINST]
1.	Resolution for approval of the Scheme of Amalgamation between Parsec Enterprises Private Limited and Saurashtra Cement Limited and their respective shareholders under sections 230-232 and other applicable provisions of the Companies Act, 2013.			

Place: _____

Date: _____

Signature of the Equity Shareholder

NOTE: Please read the instructions printed overleaf carefully before exercising your vote through this Postal Ballot Form.

INSTRUCTIONS

1. GENERAL INFORMATION

- a) The Ahmedabad Bench of the Hon'ble National Company Law Tribunal ("NCLT"), vide its Order dated 8th December 2020 has directed that a meeting of the Equity Shareholders of the Company be convened and held at the Registered Office of the Company, Near Railway Station, Ranavav-360560, Dist: Porbandar, Gujarat on **Friday, 5th February, 2021 at 11.30 a.m.** IST for the purpose of considering, and if thought fit, approving the Scheme of Amalgamation between Parsec Enterprises Private Limited ("**the Transferor Company**") and Saurashtra Cement Limited ("**the Transferee Company**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Pursuant to Sections 230 to 232 read with Sections 108 and 110 of the Act and the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the resolution detailed in the Notice dated 22nd day of December, 2020 is being sought through Postal Ballot process/remote e-voting, as per the directions of NCLT.

- b) Voting rights shall be reckoned on the paid-up value of shares registered in the name of member(s) / list of beneficial owners as received from M/s.Link Intime India Private Limited (Registrars and Share Transfer Agent) as on the record date i.e. 18th December 2020.
- c) The proposed Scheme, if assented to by the requisite majority, by way of Postal Ballot, remote e-voting and voting at the meeting shall be considered as passed on the date of the meeting.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to M/s.Link Intime India Private Limited, C-201, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person at the Registered Office of the Company - Attn Mr. Y. B. Joshi, Asst. Manager (Legal) or sent by post or courier to the Registered Office of the Company at the expense of the member will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named member and in his absence by the next named member (as per the specimen signature registered with the Company/ Depository). A member may sign the Postal Ballot Form through an attorney, in which case a certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- c) There will be one Postal Ballot Form for every Client ID No. / Folio No., irrespective of the number of joint holders.
- d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the duly completed Ballot Form should be signed by its authorised signatory(ies) and shall be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- e) Voting rights by way of Postal Ballot Form cannot be exercised by a proxy.
- f) Complete Postal Ballot form should reach M/s.Link Intime India Private Limited, C-201, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083 in the enclosed postage prepaid self-addressed envelope **not later than on Thursday, 4th February 2021 at 5.00 p.m. IST.** Incomplete Postal Ballot Form or received after this date will be considered invalid.
- g) An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- h) A member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrar and Transfer Agent at Link Intime India Pvt. Ltd., C- 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083, E-mail ID: sharad.patkar@linkintime.co.in or to the Company's e-mail ID **sclinvestorquery@mehtagroup.com**.
- i) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Ballot") along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. E-VOTING:

The Company is pleased to provide remote e-voting as an alternative for the members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. In case a member has voted through remote e-voting facility, he/she need not send a physical Postal Ballot Form. In case a member votes through remote e-voting facility as well as sends his/her vote through physical vote, votes cast through remote e-voting shall prevail and the votes cast through Postal Ballot form shall be considered invalid by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to remote e-voting.