



Date : 26<sup>th</sup> May, 2023

Corporate Relationship Department  
**BSE Ltd.**  
Dept. of Corporate Services  
P.J. Towers ,  
Dalal Street  
Mumbai-400 001

**Script Code: 502180**

Listing Department  
**National Stock Exchange of India Ltd.**  
Exchange Plaza  
Bandra Kurla Complex  
Bandra( East)  
Mumbai -400 051

**Script Code: SHREDIGCEM**

Dear Sir /Madam,

**Sub: Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2023**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the secretarial compliance report from a Practicing Company Secretary for the year ended 31<sup>st</sup> March, 2023.

This is for your information and records.

Thanking you,  
Yours faithfully

**For Shree Digvijay Cement Company Limited**

Suresh Kumar  
Meher

**Suresh Meher**  
**VP (Legal) & Company Secretary**

Digitally signed by Suresh Kumar Meher  
DN: cn=Suresh Kumar Meher, o=Shree Digvijay Cement Company Limited, email=Suresh.Kumar.Meher@digvijaycement.com, serialNumber=001, c=IN  
Date: 2023.05.26 17:01:08 +05'30'

Encl.: As-above

**SHREE DIGVIJAY  
CEMENT CO. LTD.**

Registered Office & Works  
Post- Digvijaygram 361140, Jamnagar,  
Gujarat, India.  
CIN L26940GJ1944PLC000749

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**Secretarial Compliance Report of SHREE DIGVIJAY CEMENT COMPANY LIMITED  
(CIN: L26940GJ1944PLC000749) for the year ended on 31<sup>st</sup> March, 2023**

We, **MANOJ HURKAT & ASSOCIATES**, Practicing Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by the officers and staff of **SHREE DIGVIJAY CEMENT COMPANY LIMITED** (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on **31<sup>st</sup> March, 2023** (“Review Period”) in respect of compliance with provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined (to the extent applicable), includes:

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

We hereby report that, during the Review Period, the compliances status of the listed entity is appended as below:

| Sr. No. | Particulars  | Compliance Status (Yes/No/NA) | Observations/ remarks by PCS |
|---------|--|-------------------------------|------------------------------|
| 1.      | <u>Secretarial Standards:</u><br>The compliances of listed entities are in accordance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable. | Yes                           | NA                           |

|    |   |     |    |
|----|---|-----|----|
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of Board of the listed entities</li><li>All policies are in conformity with the SEBI Regulations and has been reviewed &amp; updated on time, as per the Regulations/Circulars/ Guidelines issued by SEBI</li></ul>   | Yes | NA |
| 3. | <u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none"><li>The listed entity is maintaining a functional website</li><li>Timely dissemination of documents/ information under as separate section on the website</li><li>Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li></ul> | Yes | NA |
| 4. | <u>Disqualification of Director:</u> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity</p>   | Yes | NA |
| 5. | <u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u> <ul style="list-style-type: none"><li>a. Identification of material subsidiary companies</li><li>b. Disclosure requirements of material as well as other subsidiaries</li></ul>   | Yes | NA |
| 6. | <u>Preservation of Documents:</u> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015</p>   | Yes | NA |
| 7. | <u>Performance Evaluation:</u> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the year as prescribed in SEBI Regulations</p>   | Yes | NA |
| 8. | <u>Related Party Transactions:</u> <ul style="list-style-type: none"><li>a. The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions</li><li>b. The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained</li></ul>                      | Yes | NA |

|     |   |     |   |
|-----|---|-----|---|
| 9.  | <u>Disclosure of events or information:</u><br>The listed entity has provided all the required disclosures under Regulation 30 along with Schedule III of SEBI LODR Regulation 2015 within the time limits prescribed thereunder.   | Yes | NA  |
| 10. | <u>Prohibition of Insider Trading:</u><br>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (PIT) Regulations, 2015  | Yes | NA  |
| 11. | <u>Action taken by SEBI or Stock Exchange(s), if any:</u><br>No Actions has been taken against the listed entity / its promoters/ Directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / Guidelines issued thereunder except as provided under separate paragraph herein. | No  | Details of action taken by BSE against Company is provided in clause (a) below (Annexure 1) |
| 12. | <u>Additional Non-compliances, if any:</u><br>No any additional non-compliances observed for all SEBI Regulations/ Circulars/ Guidelines  | NA  | No such observation   |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2018 dated 18<sup>th</sup> October, 2019.

| Sr. No. | Particulars   | Compliance Status (Yes/No/NA) | Observations/ remarks by PCS* |
|---------|---|-------------------------------|-------------------------------|
| 1.      | Compliances with the following conditions while appointing/ re-appointing as Auditor  |                               |                               |
|         | i. If the Auditor has resigned within 45 days from the end of a quarter of a financial year, the Auditor before such resignation, has issued the limited review/ audit report for such quarter or   | NA                            | No such instance              |
|         | ii. If the Auditor has resigned after 45 days from the end of a quarter of a financial year, the Auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter or   | NA                            |                               |
|         | iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | NA                            |                               |



|    |  |   |   |
|----|--|---|---|
| 2. | Other conditions relating to resignation of Statutory Auditor  |   |   |
|    | <p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor</p> <p>ii. Disclaimer in case of non-receipt of information:<br/>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p> | <p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p> | <p>No such instance</p> <p>No such instance</p> |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.   | NA                                      | No such instance                                |



306, ARTH Complex, B/h. A. K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India  
Tel. No. : 079-2960 2110, 2640 2117 – Mobile: 98250 15582 - E-mail : manojhurkat@hotmail.com

- a) The listed entity has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, except in respect of matters specified below:

| Sr. No                            | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|-----------------------------------|--|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| <b>As per Annexure 1 attached</b> |  |                          |            |                 |                |                      |             |   |                     |         |

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No     | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|------------|--|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| <b>NIL</b> |  |                          |            |                 |                |                      |             |   |                     |         |

Place: Ahmedabad  
Date: 27<sup>th</sup> April, 2023



**For, MANOJ HURKAT & ASSOCIATES**  
*Practicing Company Secretaries*  
FRN: P2011GJ025800  
PR Certificate No.: 600/2019

  
**MANOJ R HURKAT**  
*Partner*  
FCS No.4287, C P No.: 2574  
UDIN: F004287E000186469

Annexure -1

Annexure to Secretarial Compliance Report of M/s Shree Digvijay Cement Company Limited (CIN: L26940GJ1944PLC000749)  
for the financial year 2022-23

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause)   | Regulation/ Circular No.                             | Deviations  | Action Taken by | Type of Action  | Details of Violation  | Fine Amount (Rs.)      | Observations/ Remarks of the Practicing Company Secretary   | Management Response  | Remarks |
|--------|--|--|---|-----------------|---|---|------------------------|---|--|---------|
| 1.     | Listed entity has to submit on or before 21 <sup>st</sup> July, 2022 shareholding pattern for the quarter ended on 30 <sup>th</sup> June, 2022 | Regulation 31(1)(b) of SEBI LODR Regulation 15, 2015 | The Company has represented that there was no deviation. BSE Limited has alleged delay of 5 days in submission of shareholding pattern for the quarter ended on 30 <sup>th</sup> June, 2022 | BSE Limited     | BSE Limited vide its E-mail has levied a penalty of Rs. 11800/- (including GST) for alleged delay of 5 days in submission of Shareholding Pattern in XBRL mode under Regulation 31 of SEBI LODR Regulations, 2015 | BSE Limited has alleged violation of Regulation 31 of the SEBI (LODR) Regulations, 2015 for delay of 5 days in submission of shareholding pattern for the quarter ended on 30 <sup>th</sup> June, 2022 in XBRL mode | Rs. 11800/- (with GST) | The Company has represented that it has originally submitted the Shareholding Pattern for the quarter ended on 30 <sup>th</sup> June, 2022 within due time with both BSE and NSE. However, in view of some technical glitch, in consultation with the BSE, it re-submitted the same on 26 <sup>th</sup> July, 2022 which resulted into levy of penalty by BSE. The Company has suitably replied/ represented to the BSE and has also applied for waiver of penalty upon payment of processing fees of Rs. 11800/- which is still pending. | The Company has originally submitted the shareholding pattern for the quarter ended on 30 <sup>th</sup> June, 2022 with BSE & NSE on 19 <sup>th</sup> July, 2022 i.e. within time. Due to technical glitch, on BSE listing center, the same was not appearing for the relevant quarter. Therefore, in consultation with BSE, the Company re-submitted the same shareholding pattern on 26 <sup>th</sup> July, 2022. The timely filing by the Company would be evident from the filing log of the Listing center of BSE. Moreover, for abundant caution, the Company has also formally applied for waiver of alleged penalty levied by BSE Limited. | N.A.    |