



27<sup>th</sup> May, 2019

**BSE Ltd.**

Dept. of Corporate Services  
P.J. Towers, Dalal Street  
Mumbai-400 001

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Stock Code: 502180

**Sub: Outcome of the Board Meeting**

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors (the 'Board') of Shree Digvijay Cement Co. Ltd. (the 'Company'), in its meeting held today i.e. Monday, May 27, 2019, has approved the following:

**1. Alteration in Authorised Equity Share Capital by way of reclassification of preference shares into Equity Shares:**

- Reclassification of existing Authorized Share Capital of the Company of Rs. 2,50,00,00,000 (Rupees Two Hundred Fifty Crore only) comprising 15,00,00,000 (Fifteen Crores) Equity Shares of Rs.10 (Rupees Ten) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 100 (Rupees One Hundred) each to **Rs. 2,50,00,00,000 (Rupees Two Hundred Fifty Crores only) comprising entirely 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs.10 (Rupees Ten) each** subject to approval of shareholders at the ensuing annual general meeting of the Company.



## 2. Employee Stock Option Scheme:

On the recommendation of the Nomination and Remuneration Committee of Directors of the Company (NRC) at its meeting held today, the Board has approved stock option plan in the name of “SDCCL Employee Stock Option Plan 2019” (hereinafter referred to as “ESOP 2019”/ “Plan”):

- i) The Plan provides for the grant of upto a maximum of 5% of total paid-up capital of the Company as stock options equivalent to 70,68,714 (Seventy Lakhs Sixty Eight Thousand Seven Hundred Fourteen) fully paid equity shares of Re.10/- each to the eligible employees and Directors of the Company as per the terms and conditions specified in ESOP 2019 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, subject to approval of shareholders at its ensuing Annual General Meeting.
- ii) Further, the Board has, subject to approval of shareholders, authorized the NRC to decide on quantum of options to be granted, exercise price and all related matters on grant of stock options to eligible employees / Directors.

## 3. Raising of funds by way of offer and Issue of Equity Shares to the existing Shareholders of the Company on a rights basis:

- i) The fund raising of upto Rs. 56,54,97,112 (Rupees Fifty Six Crores Fifty Four Lacs Ninety Seven Thousand One Hundred Twelve) by issuance of 3,54,10,911 (Three Crores Fifty Four Lakhs Ten Thousand Nine Hundred Twelve) fully paid-up equity shares of Rs. 10 (Rupees Ten) of the Company by way of a rights issue to eligible equity shareholders of the Company as on the record date (to be notified subsequently) in accordance with applicable laws, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "Rights Issue");
- ii) The Board approved the following terms of the Rights Issue:
  - a. Rights Issue Price: Rs. 16 (Rupees Sixteen) per fully paid equity share [including a premium of Rs. 6 (Rupees Six) per fully paid equity share over face value of Rs. 10 (Rupees Ten) per share]; and
  - b. Rights entitlement ratio: 1 (One) equity share for every 4 (Four) shares held by eligible shareholders as on record date.
- iii) Further, the Board has authorized the Stakeholders Relationship Committee (“SRC”) to proceed with Rights Issue forthwith, and inter-alia decide the other terms and conditions of the Rights Issue including setting the record date, appointment of intermediaries, finalization of the Letter of Offer and other related matters timing of the issue, etc., in consultation with the Lead Manager to the Right Issue and to decide all other matters relating to the Right Issue. Such details shall be informed and/or announced in due course as and when decided or required, as per applicable statutory provisions.



The above proposal to issue of shares shall be subject to necessary approvals, confirmations and consents as may be necessary and in compliance with applicable law including the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, the SEBI (LODR) Regulations, 2015, as amended, and the Companies Act, 2013 and the Rules made there under.

The meeting commenced at 1000 Hrs. and concluded at 1200 Hrs.

Request you to kindly take the same on record and acknowledge.

Thanking You.

Yours faithfully,  
For Shree Digvijay Cement Co. Ltd.

Suresh Meher  
AVP (Legal) & Company Secretary

