



5th August 2019

BSE Limited,
"P.J.Towers",
Dalal Street,
Mumbai - 400001.
Scrip Code: 502180

Dear Sirs,

Sub: Proceedings of Annual General Meeting held on Monday 5th August 2019

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the 74th Annual General Meeting held on Monday 5th August 2019.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For Shree Digvijay Cement Co. Ltd.


Suresh Mener
VP (Legal) & Company Secretary



Encl : As above

PROCEEDINGS OF 74TH ANNUAL GENERAL MEETING

Day & Date: Monday, the 5th August 2019

Venue: Board Room, Admin Bldg.
Digvijaygram -361 140

Time of Commencement : 3.00 PM

Time of Conclusion : 3.50 PM

| Attendance / Holding | | No. of Persons | Aggregate No. of Shares held |
|------------------------|---|----------------|------------------------------|
| Attended in Person | : | 54 | 88000414 |
| Attended through Proxy | : | 8 | 2643697 |
| Total | | 62 | 90644111 |

The following Directors were present at the Meeting:

1. Mr. Anil Singhvi : Chairman of the Board
2. Mr. Mahesh Gupta : Chairman of the Nomination and Remuneration Committee & Member of Audit Committee
3. Mr. Pramod Kabra : Director
4. Ms. Mini Menon : Chairman of Stakeholders Relationship Committee
5. Mr. A. Kumaresan : Director
6. Mr. Rajeev Nambiar : CEO & Managing Director

Auditors present:

Mr. Jeyur Shah : M/s B.S.R. Associates LLP
Chartered Accountants

Secretarial Auditors & Scrutinizer Present:

Mr. Manoj Hurkat : M/s Manoj Hurkat & Associated
Practicing Company Secretaries

The following Executives were present at the Meeting:

In Attendance:

Mr. Suresh Meher, Company Secretary

By Invitation:

Mr. Rahul Kapani from True North Fund VI LLP
Mr. Vikas Kumar, Chief Financial Officer of the Company

Mr. Anil Singhvi, Chairman of the Company presided.



The Chairman confirmed that the quorum was present and called the meeting to order.

The Chairman welcomed the Members and also introduced the Directors and other dignitaries sitting on the dais.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel maintained under Section 170(1) of the Companies Act, 2013, Independent Auditors' Report and the Secretarial Audit Report were available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Board's Report, Financial Statements, Independent Auditors' Report to the Shareholders and Secretarial Audit Report, having already been circulated to the Members were taken as read. It was noted that there were no qualifications, observations or comments or other remarks on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors' Report. It was also noted that there were no qualifications, observations or comments or other remarks, in the Secretarial Audit Report.

The Chairman delivered his speech during the course of which he reviewed the performance of the Company.

The Chairman informed the Members that the Company had provided remote e-voting facility to the Members holding shares as on 29th July 2019, i.e. the cut-off date to vote on the resolutions of the Notice of the Annual General Meeting. He informed that the remote e-voting commenced at 10.00 AM on 2nd August 2019 and ended at 5.00 PM on 4th August 2019. He requested the Members, who had not voted through remote e-voting facility, to vote through ballot for which polling papers would be distributed at the venue of the meeting.

The Chairman read out the resolutions on which the Members were required to vote. As Mr. Anil Singhvi was interested in Item No. 4, 5 & 12, Mr. Mahesh Gupta chaired the proceedings of AGM with respect to those Items.

The Chairman informed the Members that Mr. Manoj Hurkat , Practicing Company Secretary (FCS No. 4287 & CP No. 2574), Partner of M/s. Manoj Hurkat & Associates had been appointed as the Scrutinizer to scrutinize the remote e-voting and the ballot process in a fair and transparent manner. The procedure for conduct of the voting through ballot paper was also explained to Members. Thereafter the following items of business, as per Notice of AGM, were put up for approval through poll paper as distributed by Scrutinizer:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statement of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors' thereon.



SPECIAL BUSINESS

2. De-classification of Votorantim Cimentos EAA Inversiones S.L and Votorantim Cimentos S.A. as the 'Promoters' of the Company , as an Ordinary Resolution.
3. Appointment of Mr. Pramod Kabra as Non-Executive Non-Independent Director, as an Ordinary Resolution.
4. Appointment of Mr. Anil Singhvi as Executive Non-Independent Director, as an Ordinary Resolution.
5. Appointment of Mr. Anil Singhvi as Executive Chairman of the Company, as a Special Resolution.
6. Appointment of Ms. Mini Menon as an Independent Women Director, as an Ordinary Resolution.
7. Appointment of Mr. Mahesh S Gupta as an Independent Director, as an Ordinary Resolution.
8. Alternation in Authorized Share Capital of the Company by way of reclassification of Preference Shares into Equity Shares, as an Ordinary Resolution.
9. Approval of 'SDCCL Employee Stock Option Plan 2019' to create, offer, issue and allot Options under Employee Stock Option Plan, as a Special Resolution.
10. Grant of Stock options of 1% or more of the issued share capital of the Company, as a Special Resolution.
11. Alteration of Articles of Association, as a Special Resolution.
12. Approval of a proposed payment to Mr. Anil Singhvi by True North Fund VI LLP pursuant to an upside sharing agreement, as an Ordinary Resolution.
13. Ratification of Remuneration to Cost Auditor, as an Ordinary Resolution.

The Chairman adequately replied and clarified the queries raised by some of the Members.

The Chairman informed the Members that in accordance with Rule 20(4)(xii) and its Proviso of the Companies (Management and Administration) Rules, 2014, the results of the voting will be declared. The Chairman further informed that the results declared along with the report of the Scrutinizer would be placed on the website of the Company and would also be provided to Link-In-Time immediately after the declaration of result for placing on their website.

The results would also be submitted to the stock exchanges within 48 hours of conclusion of the General Meeting as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of placing the results on their websites as provided under Proviso to Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014.

The meeting concluded with a vote of thanks to the Chair.

