

SHREE DIGVIJAY CEMENT CO. LTD.

Proceedings of the 70th Annual General Meeting (AGM) of Shree Digvijay Cement Company Limited (the "Company") held on 20th May, 2015

70th AGM of the Company was held at the Registered Office of the Company at Digvijaygram – 311 40, Dist.: Jamnagar(Gujarat) on 20th May 2015

The Meeting commenced at 9.00 A.M.

The Chairman , Mr. A.K. Chhatwani chaired the meeting.

As the requisite quorum was present , Chairman called the meeting to order.

Chairman informed the members that:-

- The Company has received 26 Proxies (including 3 representations) for 10,91,31,248 shares.
- Then with the permission of the shareholders present, Chairman took the Notice of the AGM as read and then took the items of the Notice for approval of the shareholders.
- Chairman informed the Meeting that in Compliance with the law, all the members were given an option to vote through electronic means on all the Resolutions of the Notice using CDSL platform. Physical Ballot Forms were also mailed to all the members along with the Notice of the Meeting for the benefit of those shareholders who don't have an access to the e-voting facility.
- The Board of Directors have appointed Mr. Dinesh Kumar Deora, a Company Secretary in whole time Practice as the Scrutinizers to scrutinize the e-voting & Ballot Process in a fair and transparent manner.
- The e-voting period commenced on 14th May 2015 at 9 A.M. and ended on 16th May 2015 at 5 P.M.
- The new provisions of the Companies Act ,2013 mandates that where the Company has made e-voting facility available to its members as per rule 20 of the Companies (Management and Administration) Rules 2014, voting on all the resolutions by the members present at the Annual general Meeting would also be taken through poll. Chairman therefore on his own motion ordered poll to be on all the resolutions set out in the Notice.



Regd. Office: DIGVIJAYGRAM - 361 140
JAMNAGAR (GUJARAT), INDIA
Tel. No.: ++91 (288) 2344272-75 * Fax: 2344092
Web: www.digvijaycement.com
Corporate Identification No : L26940GJ1944PLC000749



SHREE DIGVIJAY CEMENT CO. LTD.

- Chairman then moved the following resolutions which were duly proposed & seconded and were then put to vote through poll:-

1.	Adoption of audited financial statement of the Company for the year ended 31 st December 2014.	Ordinary Resolution
2.	Re-appointment of Mr. Sven Erik Ooppelstrup Madsen as a Director of the Company	Ordinary Resolution
3.	Appointment of M/s. Price Waterhouse, Statutory Auditors of the Company	Ordinary Resolution
4.	Appointment of Mr. A. K. Chhatwani as an Independent Director of the Company	Ordinary Resolution
5.	Appointment of Mr. A. Kumaresan as an Independent Director of the Company	Ordinary Resolution
6.	Appointment of Mr. Persio Morassutti as a Director of the Company- Liable to retire by rotation	Ordinary Resolution
7.	Appointment of Ms. Meike Albrecht as a Director of the Company- Liable to retire by rotation	Ordinary Resolution
8.	Ratification of remuneration to M/s Kiran J. Mehta & Co., Cost Auditors	Ordinary Resolution
9.	Related Party Transactions	Special Resolution

Based on the scrutinizer's report, we inform you that all the aforesaid resolutions have been passed with requisite majority.

The result & the Scrutinizer's Report are being posted on the website of the Company. Simultaneously the result would also be informed to CDSL.



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SHREE DIGVIJAY CEMENT CO. LTD.

May 20, 2015

The Secretary
BSE Limited
P.J. Towers,
Dalal Street, Fort.
Mumbai – 400 001

Sub: Intimation under the Listing Agreement

This is to inform you that the 70th Annual General Meeting (AGM) of the Members of the Company was held on 20th May 2015 at the Registered Office of the Company at Digvijaygram – 361 140, Via: Jamnagar- Gujarat. We would like to give you the following information in connection with the AGM held:

1. Total No. of Shareholders on the cut-off date viz. 10th April 2015: 23996
2. No. of Shareholders present at the meeting either in person or through proxy:

Sr. No.	Category	In person	Through Proxy	Total
1	Promoters and Promoter Group	3	-	3
2	Public	32	23	55
	Total	35	23	58

3. No. of Shareholders attended the meeting through Video conferencing:

Sr. No.	Category	No video conferencing facility was established for the AGM
1	Promoters and Promoter Group	
2	Public	
	Total	

4. Details of the Business Transacted at the Annual General Meeting:

1.	Adoption of audited financial statement of the Company for the year ended 31 st December 2014.	Ordinary Resolution	Mode of Voting (Ballot Form/ Polling Paper/e-voting)
2.	Re-appointment of Mr. Sven Erik Ooppelstrup Madsen as a Director of the Company	Ordinary Resolution	e-voting, Ballot Form & Polling Paper
3.	Appointment of M/s. Price	Ordinary	e-voting, Ballot Form &



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SHREE DIGVIJAY CEMENT CO. LTD.

	Waterhouse, Statutory Auditors of the Company	Resolution	Polling Paper
4.	Appointment of Mr. A. K. Chhatwani as an Independent Director of the Company	Ordinary Resolution	e-voting, Ballot Form & Polling Paper
5.	Appointment of Mr. A. Kumaresan as an Independent Director of the Company	Ordinary Resolution	e-voting, Ballot Form & Polling Paper
6.	Appointment of Mr. Persio Morassutti as a Director of the Company- Liable to retire by rotation	Ordinary Resolution	e-voting, Ballot Form & Polling Paper
7.	Appointment of Ms. Meike Albrecht as a Director of the Company- Liable to retire by rotation	Ordinary Resolution	e-voting, Ballot Form & Polling Paper
8.	Ratification of remuneration to M/s Kiran J. Mehta & Co., Cost Auditors	Ordinary Resolution	e-voting, Ballot Form & Polling Paper
9.	Related Party Transactions	Special Resolution	e-voting, Ballot Form & Polling Paper

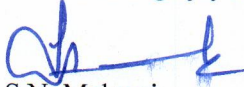
Based on the scrutinizer report, we inform you that all the aforesaid resolutions have been passed with requisite majority.

You are requested to kindly take note of the same.

We are also enclosing the Scrutinizer's Report dated 20th May 2015 and the proceeding of the 70th Annual General Meeting held on 20th May 2015.

Thanking you,

Yours faithfully,
For Shree Digvijay Cement Company Limited



S.N. Malpani
Company Secretary

cc: Central Depository Services (India) Ltd.
Mumbai



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Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)

Clause 35A(Ballot Form, Polling and e-voting)

Ordinary Resolution 1

Promoter / Public	Total ballot Form	No of Shares (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against(5)	% of Votes in favour of Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3	106030708	106030708	100.00	106030708	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-	-
Public-Others	116	35343570	4166646	11.79	3535141	631505	84.84	15.16
Total	119	141374278	110197354	77.95	109565849	631505	99.43	0.57

Shree Digvijay Cement Company Limited (CIN: L26940GJ1944PLC000749)

Clause 35A(Ballot Form, Polling and e-voting)

Ordinary Resolution 2

Promoter / Public	Total ballot Form	No of Shares (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against(5)	% of Votes in favour of Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3	106030708	106030708	100.00	106030708	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-	-
Public-Others	115	35343570	4166646	11.79	3535136	631510	84.84	15.16
Total	118	141374278	110197354	77.95	109565844	631510	99.43	0.57



Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)

Clause 35A (Ballot Form, Polling and e-voting)

Ordinary Resolution 3

Promoter / Public	Total ballot Form	No of Shares (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against(5)	% of Votes in favour of Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3	106030708	106030708	100.00	106030708	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-	-
Public-Others	116	35343570	4166646	11.79	3535141	631505	84.84	15.16
Total	119	141374278	110197354	77.95	109565849	631505	99.43	0.57

Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)

Clause 35A (Ballot Form, Polling and e-voting)

Ordinary Resolution 4

Promoter / Public	Total ballot Form	No of Shares (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against(5)	% of Votes in favour of Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3	106030708	106030708	100.00	106030708	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-	-
Public-Others	114	35343570	4166646	11.79	3534636	632010	84.83	15.17
Total	117	141374278	110197354	77.95	109565344	632010	99.43	0.57



Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)

Clause 35A (Ballot Form, Polling and e-voting)

Ordinary Resolution 5

Promoter / Public	Total ballot Form	No of Shares (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against(5)	% of Votes in favour of Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3	106030708	106030708	100.00	106030708	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-	-
Public-Others	114	35343570	4166646	11.79	3534636	632010	84.83	15.17
Total	117	141374278	110197354	77.95	109565344	632010	99.43	0.57

Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)

Clause 35A (Ballot Form, Polling and e-voting)

Ordinary Resolution 6

Promoter / Public	Total ballot Form	No of Shares (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against(5)	% of Votes in favour of Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3	106030708	106030708	100.00	106030708	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-	-
Public-Others	115	35343570	4166646	11.79	3535136	631510	84.84	15.16
Total	118	141374278	110197354	77.95	109565844	631510	99.43	0.57



Shree Digvijay Cement Company Limited (CIN: L26940GJ1944PLC000749)

Clause 35A (Ballot Form, Polling and e-voting)

Ordinary Resolution 7

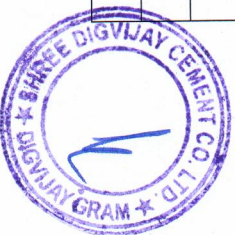
Promoter / Public	Total ballot Form	No of Shares (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against(6)	% of Votes in favour of Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3	106030708	106030708	100.00	106030708	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-	-
Public-Others	115	35343570	4166646	11.79	3535136	631510	84.84	15.16
Total	118	141374278	110197354	77.95	109565844	631510	99.43	0.57

Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)

Clause 35A(Ballot Form, Polling and e-voting)

Ordinary Resolution 8

Promoter / Public	Total ballot Form	No of Shares (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against(6)	% of Votes in favour of Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3	106030708	106030708	100.00	106030708	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-	-
Public-Others	113	35343570	4166646	11.79	3533636	633010	84.81	15.19
Total	116	141374278	110197354	77.95	109564344	633010	99.43	0.57

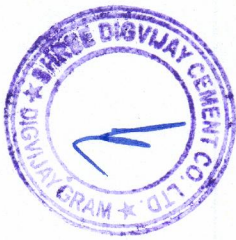


Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)

Clause 35A(Ballot Form, Polling and e-voting)

Special Resolution 9

Promoter / Public	Total ballot Form	No of Shares (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against(6)	% of Votes in favour of Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	-	-	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-	-
Public-Others	114	35343570	4166696	11.79	3533691	633005	84.81	15.19
Total	114	35343570	4166696	11.79	3533691	633005	84.81	15.19



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

Address: Room No. 2, 1st Floor, 13, Dinker Niwas, Navi Wadi, Dadi Seth Agyary Lane, Mumbai-400002

Tel Nos. 22074916 / 22071215 E-mail: dinesh.deora@gmail.com

To,
The Chairman
Shree Digvijay Cement Company Limited
(CIN No. L26940GJ1944PLC000749)
Post Digvijaygram, Via Jamnagar
Gujarat-361140

Dear Sir

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the e-Voting and voting on Poll by your Shareholders, at the Annual General Meeting of your Company held on Wednesday, 20th May, 2015 at 9.00 a.m.

Please find enclosed, my Report in three parts as listed below:

- Section I** - Consolidated Results of e-Voting & Poll
Section II - Report of Poll Results at the AGM in the prescribed format
Section III - Report of the Scrutinizer on e-Voting

My report on e-Voting is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) Limited (CDSL) and my Report on Voting on the Poll is based on the data provided / authenticated by your Registrar and Share Transfer Agent M/s. Link Intime India Private Limited.

I trust you will find my Report to be comprehensive and self-explanatory in all respects. I will, however, be happy to answer your queries, if any, on the same.

DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

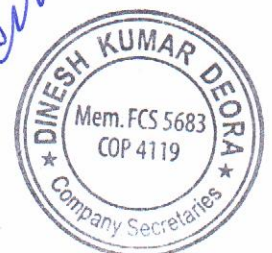
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SECTION – I

Consolidated Results



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

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Based on Results of e-Voting & Poll at the Annual General Meeting held on Wednesday, 20th May, 2015 at 9.00 a.m., Consolidated Results of each item on the Agenda as set out in the Notice dated 26th March, 2015 is annexed herewith.

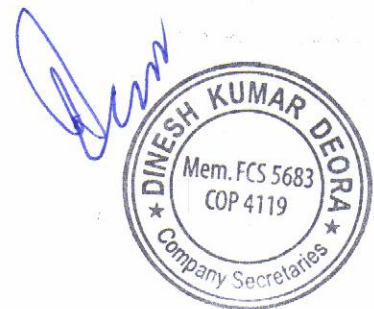
CONSOLIDATED RESULTS OF ITEM NO. 1 – ORDINARY RESOLUTION

Subject	Adoption of Balance Sheet, Statement of Profit and Loss, Directors' Report, and Auditors Report for the year ended 31 st December, 2014
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418976	109565849	99.43
Dissent	631505	0	631505	0.57
Total	778378	109418976	110197354	100.00

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,849** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,31,505** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 1, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

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CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION

Subject	Appointment of Mr. Sven Erik Ooppelstrup Madsen as a Director of the Company.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418971	109565844	99.43
Dissent	631505	5	631510	0.57
Total	778378	109418976	110197354	100.00

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,844** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,31,505** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

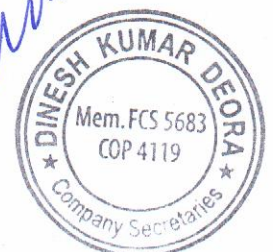
Thus, the **Ordinary Resolution** as contained in Item No. 2, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION

Subject	Appointment of M/s. Price Waterhouse, Chartered Accountants, Mumbai as Auditors.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418976	109565849	99.43
Dissent	631505	0	631505	0.57
Total	778378	109418976	110197354	100.00

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

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Tel Nos. 22074916 / 22071215 E-mail: dinesh.deora@gmail.com

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,849** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,31,505** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 3, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 4 – ORDINARY RESOLUTION

Subject	Appointment of Mr. A.K. Chhatwani as an Independent Director of the Company.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418471	109565344	99.43
Dissent	631505	505	632010	0.57
Total	778378	109418976	110197354	100.00

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,344** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,32,010** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 4, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

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Tel Nos. 22074916 / 22071215 E-mail: dinesh.deora@gmail.com

CONSOLIDATED RESULTS OF ITEM NO. 5 – ORDINARY RESOLUTION

Subject	Appointment of Mr. A. Kumaresan as an Independent Director of the Company.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418471	109565344	99.43
Dissent	631505	505	632010	0.57
Total	778378	109418976	110197354	100.00

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,344** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,32,010** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 5, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 6 – ORDINARY RESOLUTION

Subject	Appointment of Mr. Persio Morassutti as a Director of the Company.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418971	109565844	99.43
Dissent	631505	5	631510	0.57
Total	778378	109418976	110197354	100.00

Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

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Tel Nos. 22074916 / 22071215 E-mail: dinesh.deora@gmail.com

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,844** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,31,510** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 6, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 7 – ORDINARY RESOLUTION

Subject	Appointment of Ms. Meike Albrecht as a Director of the Company.		
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418971	109565844	99.43
Dissent	631505	5	631510	0.57
Total	778378	109418976	110197354	100.00

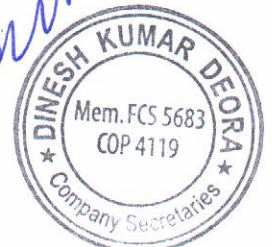
Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,844** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,31,510** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 7, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 8 – ORDINARY RESOLUTION

Subject	Ratification of Remuneration payable M/s. Kiran J Mehta & Co., Cost Auditors.
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Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARIES

Address: Room No. 2, 1st Floor, 13, Dinker Niwas, Navi Wadi, Dadi Seth Agyary Lane, Mumbai-400002
Tel Nos. 22074916 / 22071215 E-mail: dinesh.deora@gmail.com

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109417471	109564344	99.43
Dissent	631505	1505	633010	0.57
Total	778378	109418976	110197354	100.00

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,64,344** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,33,010** votes were cast **DISSIDENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 8, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 9 – SPECIAL RESOLUTION

Subject	Approval of material related party transactions under Section 188 of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement.
---------	---

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	3386818	3533691	84.81
Dissent	631505	1500	633005	15.19
Total	778378	3388318	4166696	100.00

Note: None of the Related Parties have voted on this resolution.

Accordingly, out of a total **41,66,696** valid votes cast via e-Voting and Poll, **35,33,691** votes were cast **ASSENTING** to the **Special Resolution** constituting **84.81%** of the votes polled; **6,33,005** votes were cast **DISSIDENTING** to the **Special Resolution** constituting **15.19%** of the votes polled.

Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited



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Thus, the **Special Resolution** as contained in Item No. 9, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

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SECTION – II

Poll Results



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

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FOR M No. MGT-13

Report of Scrutinizer (s)

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

To,

The Chairman

Shree Digvijay Cement Company Limited

(CIN No. L26940GJ1944PLC000749)

Post Digvijaygram, Via Jamnagar

Gujarat-361140

AGM held on: Wednesday, 20th May, 2015 at 9.00 a.m.

Dear Sir,

I, Dinesh Kumar Deora, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of Shree Digvijay Cement Company Limited held on Wednesday, 20th May, 2015 at 9.00 a.m. , submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
3. The polling papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

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4. The results of the poll for each item on the agenda are Resolution wise annexed to this report.
5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.
6. The poll papers and all other relevant records have been duly handed over to the Company Secretary for keeping in safe record.

DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

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Item No. 1 – Ordinary Resolution

Adoption of Balance Sheet, Statement of Profit and Loss, Directors' Report, and Auditors Report for the year ended 31st December, 2014

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
102	109418976	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 2 – Ordinary Resolution

Appointment of Mr. Sven Erik Ooppelstrup Madsen as a Director of the Company

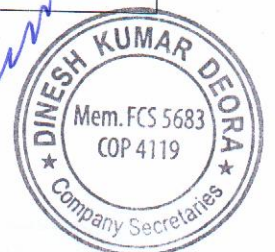
(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
101	109418971	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



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(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 3 – Ordinary Resolution

Appointment of M/s. Price Waterhouse, Chartered Accountants, Mumbai as Auditors.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
102	109418976	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

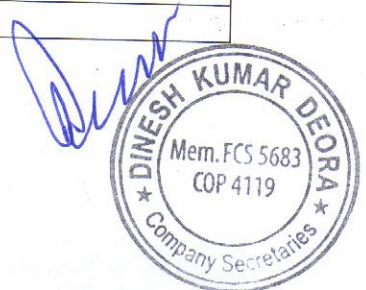
Item No. 4 – Ordinary Resolution

Appointment of Mr. A.K. Chhatwani as an Independent Director of the Company.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
100	109418471	100.00

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



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Tel Nos. 22074916 / 22071215 E-mail: dinesh.deora@gmail.com

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	505	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 5 – Ordinary Resolution

Appointment of Mr. A. Kumaresan as an Independent Director of the Company.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
100	109418471	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	505	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



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Item No. 6 – Ordinary Resolution

Appointment of Mr. Persio Morassutti as a Director of the Company.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
101	109418971	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 7 – Ordinary Resolution

Appointment of Ms. Meike Albrecht as a Director of the Company.

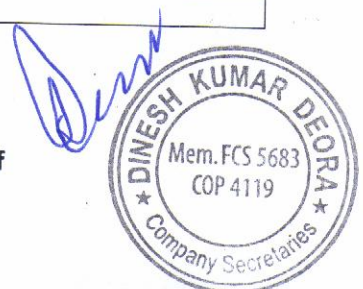
(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
101	109418971	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



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(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 8 – Ordinary Resolution

Ratification of Remuneration payable M/s. Kiran J Mehta & Co., Cost Auditors.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
99	109417471	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1505	0

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

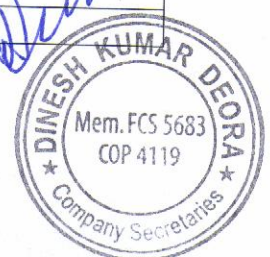
Item No. 9 – Special Resolution

Approval of material related party transactions under Section 188 of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
97	3386818	99.96

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



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(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	1500	0.04

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471


DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

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SECTION – III

E-Voting Results



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

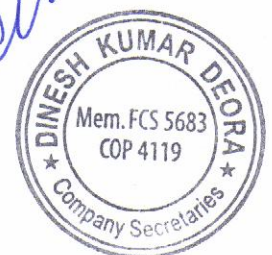
DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

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1. In terms of provisions of Section 108 of the Companies Act,2013 read with Rule 20(ix) of the Companies (Management & Administration) Rules,2014 (the Rules), I was appointed as Scrutinizer by the Company on 26th March,2015 to the e-Voting process for passing the items on the agenda as contained in the Notice dated 26th March,2015
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NDSL) and Central Depository Services (India) Limited (CDSL), for the purpose of e-Voting, the Company completed dispatch of the Notice of e-Voting.
 - by email to 9120 Members who had registered their email-ids with the Company, and
 - by Vichare Courier / Speed Post to 14876 Members in physical form.
3. In terms of the aforesaid Notice, e-Voting was open for three days from **9.00 a.m. on Thursday, 14th May,2015 TO 5.00 p.m. on Saturday, 16th May,2015** and members were required to cast their votes electronically conveying their asset or dissent in respect of the Ordinary and Special Resolutions, on e-Voting platform provided by CDSL.
4. The Voting rights were reckoned as on **Friday, 10th April, 2015**, being the Cut-Off date for the purpose of e-Voting.

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



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5. As required in the Rules, I unlocked the e-Voting on the platform provided by CDSL after completion of the e-Voting process at **11.15 p.m.** on **Monday, the 18th May, 2015**, in the presence of Mr. Manish Sarvaiya and Mr. Jaindendra Yadav.
6. Based on the results made available to me, 17 (Seventeen) members have cast their votes on the e-Voting platform and I have annexed with this Report, a summary of the e-Voting Results for each of the agenda items contained in the said Notice.

DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

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SUMMARY OF E-VOTING RESULTS

EVSN Reference No. 150410002

Voting Start Date: 14/05/2015 09.00 AM

Voting End Date: 16/05/2015 05.00 PM

Items on the Agenda	Voted in Favour		Voted Against		Abstained	
	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes
1	14	146873	3	631505	0	0
2	14	146873	3	631505	0	0
3	14	146873	3	631505	0	0
4	14	146873	3	631505	0	0
5	14	146873	3	631505	0	0
6	14	146873	3	631505	0	0
7	14	146873	3	631505	0	0
8	14	146873	3	631505	0	0
9*	14	146873	3	631505	0	0

- **Note : None of the Related parties have voted on this resolution**

DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**