



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









• 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 Oppelstrup 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 Ordinary Resolution the Company- Liable to retire by rotation						
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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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.	Catagami	-		
	Category	In person	Through	Total
No.			Proxy	
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.		Mode of Voting (Ballot Form/ Polling Paper/e-voting)
2.	Re-appointment of Mr. Sven Erik Oppelstrup 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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4	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 20^{th} May 2015 and the proceeding of the 70^{th} Annual General Meeting held on 20^{th} May 2015.

Thanking you,

Yours faithfully,

For Shree Digvijay Cement Company Limited

S.N. Malpani

cc:

Company Secretary

Central Depository Services (India) Ltd.

Mumbai



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Corporate Identification No: L26940GJ1944PLC000749





0.57	99.43	631505	109565849	77.95	110197354	141374278	119	Total
15.16	84.84	631505	3535141	11.79	4166646	35343570	116	Public-Others
								holders
								Institutional
	•	•	1	•		•		Public –
								Promoter Group
	100.00	1	106030708	100.00	106030708	106030708	ω	Promoter and
				(3)=[(2)/(1)]*100				
	(6)=[(4)/(2)]*100			shares	7			
(7)=[(5)/(2)]*100		against(5)		outstanding	Polled (2)		Form	29
on Votes polled	tes	Votes	in favour (4)	polled on	Votes	Shares (1)	ballot	Public
% of Votes against		No. of	No. of Votes	% of Votes	No. of	No of	Total	Promoter /
			olution 1	Ordinary Resolution 1				
		oting)	Polling and e-v	Clause 35A(Ballot Form, Polling and e-voting)	Claus			
	0749)	GJ1944PLC00	ed(CIN: L26940	Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)	e Digvijay Cem	Shre		

0.57	99.43	631510	109565844	77.95	141374278 110197354	141374278	118	Total
15.16	84.84	631510	3535136	11.79	4166646	35343570	115	Public-Others
								holders
							- 4	Institutional
•	•	•	r				,	Public –
								Promoter Group
	100.00	1	106030708	100.00	106030708	106030708	ω	Promoter and
				(3)=[(2)/(1)]*100				
	(6)=[(4)/(2)]*100			shares				
(7)=[(5)/(2)]*100	polled	against(5)		outstanding	Polled (2)		Form	
on Votes polled	favour of Votes	Votes	in favour (4)	polled on	Votes	Shares (1)	ballot	Public
% of Votes against	% of Votes in	No. of	No. of Votes	% of Votes	No. of	No of	Total	Promoter /
			olution 2	Ordinary Resolution 2	70_			
		oting)	Polling and e-v	Clause 35A(Ballot Form, Polling and e-voting)	Claus			
	0749)	GJ1944PLC00	ed (CIN: L26940	Shree Digvijay Cement Company Limited (CIN: L26940GJ1944PLC000749)	e Digvijay Cem	Shre		



0.57	99.43	632010	109565344	77.95	110197354	141374278	117	Total
15.17	84.83	632010	3534636	11.79	4166646	35343570	114	Public-Others
•					1	1	1	Public – Institutional holders
	100.00		106030708	100.00	106030708	106030708	ω	Promoter and Promoter Group
% of Votes against on Votes polled (7)=[(5)/(2)]*100	% of Votes in favour of Votes polled (6)=[(4)/(2)]*100	No. of Votes against(5)	No. of Votes in favour (4)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes Polled (2)	No of Shares (1)	Total ballot Form	Promoter / Public
			solution 4	Ordinary Resolution 4				
		oting)	Polling and e-v	Clause 35A(Ballot Form, Polling and e-voting)	Claus			
	0749)	GJ1944PLC000	ed(CIN: L26940	Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)	e Digvijay Cem	Shre		
0.57	99.43	631505	109565849	77.95	110197354	141374278	119	Total
15.16	84.84	631505	3535141	11.79	4166646	35343570	116	Public-Others
						1		Public – Institutional holders
	100.00		106030708	100.00	106030708	106030708	ω	Promoter and Promoter Group
% of Votes against on Votes polled (7)=[(5)/(2)]*100	% of Votes in favour of Votes polled (6)=[(4)/(2)]*100	No. of Votes against(5)	No. of Votes in favour (4)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes Polled (2)	No of Shares (1)	Total ballot Form	Promoter / Public
			solution 3	Ordinary Resolution 3				
		oting)	Polling and e-v	Clause 35A(Ballot Form, Polling and e-voting)	Claus			
	0/49)	GJ1944PLC00	ed(CIN: L26940	Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000/49)	e Digvijay Cem	Shree		
	1100	000000000000000000000000000000000000000	1000		:	2		

Total	Public-Others	holders	Institutional	Public –	romoter Group	Promoter and	7			Public	Promoter /			
117	114					ω			Form	ballot	Total			,
141374278 110197354	35343570					106030708				Shares (1)	No of			Shre
110197354	4166646			1		106030708			Polled (2)	Votes	No. of		Claus	e Digvijay Cem
77.95	11.79			1		100.00	(3)=[(2)/(1)]*100	shares	outstanding	polled on	% of Votes	Ordinary Resolution 4	Clause 35A(Ballot Form, Polling and e-voting)	Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)
109565344	3534636		18	1		106030708				in favour (4)	No. of Votes	solution 4	Polling and e-v	ed(CIN: L26940
632010	632010					ı			against(5)	Votes	No. of		oting)	GJ1944PLC000
99.43	84.83					100.00		(6)=[(4)/(2)]*100	polled	favour of Votes	% of Votes in			0749)
0.57	15.17			•		•			(7)=[(5)/(2)]*100	on Votes polled	% of Votes against			



	0.57	99.43	632010	109565344	77.95	110197354	141374278 110197354	117	Total
	15.1/	84.83	632010	3534636	11.79	4166646	35343570	114	Public-Others
									holders
									Institutional
			•		•		1	1	Public –
_									Promoter Group
		100.00	•	106030708	100.00	106030708	106030708	3	Promoter and
					(3)=[(2)/(1)]*100				
		(6)=[(4)/(2)]*100	13.		shares				2
	(7)=[(5)/(2)]*100	polled	against(5)		outstanding	Polled (2)		Form	
	on Votes polled	tavour of Votes	Votes	in favour (4)	polled on	Votes	Shares (1)	ballot	Public
	% of Votes against	% of Votes in	No. of	No. of Votes	% of Votes	No. of	No of	Total	Promoter /
				solution 5	Ordinary Resolution 5	2	**		
			oting)	Polling and e-v	Clause 35A(Ballot Form, Polling and e-voting)	Claus			
		0749)	GJ1944PLC00	ed(CIN: L26940	Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)	e Digvijay Cem	Shree		
_									

0.57	99.43	631510	109565844	77.95	110197354	141374278	118	Total
15.16	84.84	631510	3535136	11.79	4166646	35343570	115	Public-Others
						8		holders
								Institutional
•	•	,		•	1			Public –
								Promoter Group
	100.00	•	106030708	100.00	106030708	106030708	3	Promoter and
				(3)=[(2)/(1)]*100				
	(6)=[(4)/(2)]*100			shares				
(7)=[(5)/(2)]*100	polled	against(5)		outstanding	Polled (2)		Form	
on Votes polled	favour of Votes	Votes	in favour (4)	polled on	Votes	Shares (1)	ballot	Public
% of Votes against	% of Votes in	No. of	No. of Votes	% of Votes	No. of	No of	Total	Promoter /
			solution 6	Ordinary Resolution 6				
		oting)	Polling and e-v	Clause 35A(Ballot Form, Polling and e-voting)	Claus			
	0749)	GJ1944PLC000	ed(CIN: L26940	Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)	e Digvijay Cem	Shre		



		Public	Promoter /			
	Form	ballot	Total			
		Shares (1)	No of			Shree
	Polled (2)	Votes	No. of		Claus	e Digvijay Cem
shares	outstanding	polled on	% of Votes	Ordinary Resolution 7	Clause 35A(Ballot Form, Polling and e-voting)	Shree Digvijay Cement Company Limited (CIN: L26940GJ1944PLC000749)
		in favour (4)	No. of Votes	solution 7	, Polling and e-v	ted (CIN: L2694)
	against(6)	Votes	No. of		oting)	OGJ1944PLC00
(6)=[(4)/(2)]*100	polled	favour of Votes	% of Votes in			0749)
	(7)=[(5)/(2)]*100	on Votes polled	% of Votes against			

Promoter and Promoter Group

ω

106030708

106030708

(3)=[(2)/(1)]*100 **100.00**

106030708

100.00

Public -

ī

Institutional holders
Public-Others

115 118

Total

35343570 141374278

110197354

11.79 77.95

3535136 109565844

631510 631510

99.43

15.16 0.57

4166646

	holders	Institutional	Public –	Promoter Group	Promoter and				Public	Promoter /			
Public-Others	S	onal	1	Group	and			-TI					
113			•		ω			Form	ballot	Total			
35343570					106030708				Shares (1)	No of			Shree
4166646					106030708			Polled (2)	Votes	No. of		Claus	Digvijay Cem
11./9			ı		100.00	(3)=[(2)/(1)]*100	shares	outstanding	polled on	% of Votes	Ordinary Resolution 8	Clause 35A(Ballot Form, Polling and e-voting)	Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749)
3333030					106030708				in favour (4)	No. of Votes	olution 8	Polling and e-v	ed(CIN: L26940
010000	633010		1		•			against(6)	Votes	No. of		oting)	GJ1944PLC000
64.61	0/101				100.00		(6)=[(4)/(2)]*100	polled	favour of Votes	% of Votes in)749)
057	15 10				•			(7)=[(5)/(2)]*100	on Votes polled	% of Votes against			
WAY	10				•					es polled /(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100	es against es polled /(2)]*100	es against es polled /(2)]*100

Promoter Group Promoter and Public-Others Institutional Promoter, holders Public -Public Total ballot Form Total 114 114 • • Shares (1) 35343570 35343570 No of Shree Digvijay Cement Company Limited(CIN: L26940GJ1944PLC000749) ı Polled (2) No. of Votes 4166696 4166696 Clause 35A(Ballot Form, Polling and e-voting) (3)=[(2)/(1)]*100outstanding polled on % of Votes shares 11.79 11.79 **Special Resolution 9** in favour (4) No. of Votes 3533691 3533691 against(6) 633005 Votes No. of 633005 (6)=[(4)/(2)]*100favour of Votes % of Votes in polled 84.81 84.81 % of Votes against (7)=[(5)/(2)]*100on Votes polled 15.19 15.19



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

Mem. FCS 5683 COP 4119

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

SECTION – I Consolidated Results

Mem. FCS 5683 COP 4119

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

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

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 31st December,2014

Particulars	Num	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**.



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

CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION

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

Particulars	Num	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.

Particulars	Num	Percentage		
	e-Votes	Poll	Total	s s
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

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

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.

Particulars	Num	ber of Votes contain	ned in	Percentage		
	e-Votes	Poll	Total			
Assent	146873	109418471	109565344	00.15		
Dissent	631505	505		99.43		
Total	778378		632010	0.57		
201-201-201-201-201	776376	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**.

Mem. FCS 5683 COP 4119

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

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

CONSOLIDATED RESULTS OF ITEM NO. 5 - ORDINARY RESOLUTION

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

Particulars	Num	ber of Votes contain	ned in	Percentage		
	e-Votes	Poll	Total			
Assent	146873	109418471	1005050			
Dissent	631505		109565344	99.43		
Total	031305	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	-6	.1
	Company.	OT	the

Particulars	Num	Percentage		
	e-Votes	Poll	Total	
Assent	146873	109418971	109565844	99.43
Dissent	631505	5	631510	
Total	778378	109418976	110197354	0.57 100.00

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

Mem. FCS 568

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

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.

Particulars	Num	Percentage			
	e-Votes	Poll	Total		
Assent	146873	10044007			
	1408/3	109418971	109565844	99.43	
Dissent	631505	Е		33.43	
Total		5	631510	0.57	
iotai	778378	109418976	110197354	100	
			==013/334	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.

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

COP 4119

COMPANY SECRETARIES

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Particulars	Num	Percentage		
	e-Votes	Poll	Total	3
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 **DISSENTING** 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	Num	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 **DISSENTING** 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

Mem. FCS 568

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COMPANY SECRETARIES

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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



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

SECTION - II **Poll Results**



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

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

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

Mem. FCS 56

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

- 4. The results of the poll for each item on the agenda are Resolution wise annexed to this report.
- 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



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

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 present an (in person	u votii	ig	Number of them	votes	cast	by	% of total number of valid votes cast
102		109418976		100.00			

(ii) Voted against the resolution

Number present an (in person		ng	Number of votes cast them	by	% 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 Oppelstrup Madsen as a Director of the Company

(i) Voted in favour of the resolution

Number present an (in person		ng	Number them	of	votes	cast	by	% of total number of valid votes cast
101		109418971					100.00	

(ii) Voted against the resolution

Number of present and vo (in person or b	ting	Number them	of	votes	cast	by	% of total votes cast	number o	of valid
1		5					0	r	

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



COMPANY SECRETARIES

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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 me present and voting (in person or by proxy	mbers 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 Mem. FCS 5683 COP 4119

COMPANY SECRETARIES

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(ii) Voted against the resolution

Number present and (in person o	. och ig	rs Number of votes cast them	by % 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 present an (in person	rig	Number them	of	votes	cast	by	% of total number of valid votes cast
100		1094184	71				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**

COMPANY SECRETARIES

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Item No. 6 - Ordinary Resolution

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

Voted in favour of the resolution (i)

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 present and (in person o	of members I voting or by proxy)	Number of votes cast b 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.

Voted in favour of the resolution (i)

Number present an (in person		ng	Number them	of	votes	cast	by	% of total number of valid votes cast
101			109418971				100.00	

(ii) Voted against the resolution

Number present ar (in person	ng	Number them	of votes	cast	by	% 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**



COMPANY SECRETARIES

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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

(in person or by proxy)	Number of them	votes	cast	by	% 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 values 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 present and (in person	ng	Number them	of	votes	cast	by	% of total votes cast		oer	of valid
97		3386818	5 72				99.96	10	1	NV .

Mem. FCS 568

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

COMPANY SECRETARIES

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(ii) Voted **against** the resolution

Number present an (in person	lig .	Number of votes cast them	by	% 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

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

SECTION – III E-Voting Results



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

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

COMPANY SECRETARIES

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

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



COMPANY SECRETARIES

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

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		in Favour	Voted	Against	Abstained		
on the Agenda	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			
4	14	146873	3	631505	0	0	
5	14	146873	3		0	0	
6	14	146873		631505	0	0	
7			3	631505	0	0	
/	14	146873	3	631505	0	0	
8	14	146873	3	631505	0		
9*	14	146873	3	631505		0	
			,	031303	0	0	

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

DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar