

SDCCL/Sec&Legal/SE/2016-17

9<sup>th</sup> December, 2016

To,  
BSE Limited  
PJ Towers,  
Dalal Street, Fort  
Mumbai – 400 023

**Sub: Postal Ballot Notice**

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated 3<sup>rd</sup> November, 2016 alongwith Postal Ballot Form, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, being despatched /sent to the Members of the Company for seeking their approval through Special Resolution for the **payment of Remuneration to Mr. KK Rajeev Nambiar as CEO & Whole-Time Director** of the Company.

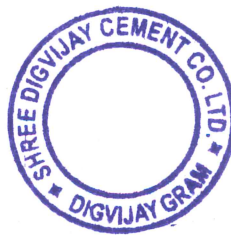
We request you to kindly take the above information on record.

The pdf files of above is also being mailed to you.

Thanking you,

Yours faithfully  
For **SHREE DIGVIJAY CEMENT CO.LTD.**

**Suresh Meher**  
**G.M. (Legal) & Company Secretary**  
**and Compliance Officer**



Encl: a.a.

**cc:**  
National Securities Depository Limited  
4<sup>th</sup> Floor, A wing,  
Trade World,  
Kamala Mills Compound Senapati  
Bapat Marg Lower Parel  
Mumbai - 400 013

Central Depository Services (India)  
Ltd.17th Floor, P.J. Towers,  
Dalal Street  
Fort, Mumbai -400 001

Phone: +91 288 234 4272-75  
Fax: +91 288 234 4092

**SHREE DIGVIJAY CEMENT CO. LTD.**

CIN L26940GJ1944PLC000749  
Regd. Office Post Digvijaygram  
361 140 Jamnagar | Gujarat | INDIA

E-mail: [info.sdcl@vcimentos.com](mailto:info.sdcl@vcimentos.com)  
Web: [www.digvijaycement.com](http://www.digvijaycement.com)



**POSTAL BALLOT NOTICE**  
**(Pursuant to Section 110 of the Companies Act, 2013)**

Dear Member(s)

NOTICE is hereby given, pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") under the Companies Act, 2013 (the "Act"), including any statutory modification or re-enactment thereof for the time being in force, to consider and pass the Resolution appended hereto as a 'Special Resolution' by way of Postal Ballot (including remote e-Voting).

The draft of the Resolution to be passed, together with the Explanatory Statement, pursuant to Section 102(1) of the Act, setting out the material facts and reasons thereto, for this purpose are being sent to the members, along with Postal Ballot Form, so as to enable members for sending their assent or dissent in writing by postal ballot means.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and the provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Remote Electronic Voting ("remote e-Voting") facility as an alternate, to all its Members, to enable them to exercise their right to vote electronically instead of dispatching the physical postal ballot form by post. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") an agency authorized by the Ministry of Corporate Affairs ("MCA"), facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolution. It may be noted that remote e-Voting is optional. In case a Member has voted through remote e-Voting facility, he/she is not required to send the physical postal ballot form. In case a Member votes through remote e-Voting facility as well as sends his/her vote through physical postal ballot form, the vote cast through remote e-Voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer.

The remote e-Voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Please refer to the instructions for remote e-Voting given after the proposed Resolution for the process and the manner in which remote e-Voting is to be carried out.

The detailed procedures for voting through "electronic means" are given below, and the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e. Friday, 18<sup>th</sup> November, 2016. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

The Board has, at its meeting held on 3<sup>rd</sup> November, 2016, appointed Mr. Manoj Hurkat, Practicing Company Secretary, Ahmedabad, as Scrutinizer for conducting the voting by "post" and through "electronic means" in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for voting by "post" or through "electronic means", namely by –

- (i) returning the postal ballot form duly completed, as per the instructions contained in the postal ballot form, in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on Tuesday, 10<sup>th</sup> January 2017; or
- (ii) casting their votes electronically from Monday, 12<sup>th</sup> December 2016 (9.00 a.m) to Tuesday, 10<sup>th</sup> January 2017 (5.00 p.m) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit his report on the results of voting by means of "post" and through "electronic means" to the Chairman of the Company, after completion of the scrutiny of postal ballot forms and voting by "electronic means".

The results will be announced by the Chairman or in his absence, by any one of the Directors or Company Secretary of the Company, at the registered office of the Company at "Digvijaygram", Jamnagar-361 140, Gujarat, India, on Thursday, 12<sup>th</sup> January 2017 at 4.00 p.m. The results of voting through Postal Ballot including e-voting shall also be intimated to the BSE Limited and CDSL for hosting on their websites. The result would also be displayed

on the notice board at the registered office of the Company and the same would also be hosted on the website of the Company.

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. 10<sup>th</sup> January 2017 and will be taken to be the date of passing of the said Resolution by the members of the Company.

Members requiring any clarification may contact the Company Secretary at the registered office of the Company at the address given above or through e-mail viz., investors.sdcl@vcimentos.com.

All documents, referred to in this Notice and in the Explanatory Statement, are open for inspection at the Registered Office of the Company at Digvijaygram, Jamnagar- 361 140, Gujarat, India, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, 10<sup>th</sup> January 2017.

The said Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz., [www.digvijaycement.com](http://www.digvijaycement.com) for use by the Members.

**PROPOSED RESOLUTION:****Item No.1****APPROVAL OF REMUNERATION OF MR. KK RAJEEV NAMBIAR AS CEO & WHOLE-TIME DIRECTOR**

To consider and give assent / dissent to following resolution as special resolution:

**"RESOLVED THAT** in partial modification to the Shareholders' Resolution dated 28<sup>th</sup> December, 2015 passed through postal ballot, and the provisions of Sections 149, 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Notification No. S.O. 2922(E) dated 12<sup>th</sup> September, 2016 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to the approval of the Central Government, if required, the consent of the Company be and is hereby accorded to the payment of remuneration to Mr. K K Rajeev Nambiar as "CEO & Whole-time Director" of the Company for the remaining period of his tenure from 1<sup>st</sup> October, 2016 to 31<sup>st</sup> October, 2018 (including remuneration payable in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) as set out below, with liberty to the Board of Directors (hereinafter referred to as the "Board", which term shall deemed to include any Committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to determine, alter, revise or vary the terms and conditions of the said appointment and / or remuneration:

**1. Remuneration:**

- a) **Emoluments / Cost to Company (CTC):** Rs. 15,675,000/- (Rupees One Crore Fifty-six lacs Seventy Five Thousand) per annum for 2016-17 with such increase upto Rs. 18,000,000/- (Rupees One Crore Eighty lacs) per annum during his tenure as "CEO & Whole-time Director". CTC consist of Annual Base Salary (ABS) of Rs. 11,196,429/- (Rupees One Crore Eleven Lac Ninety Six Thousand Four Hundred Twenty nine) for 2016-17 and variable pay @40% of ABS, with such increase in Annual Base Salary upto Rs. 13,500,000/- per annum during his tenure as "CEO & Whole-time Director", as the Board/Committee of Directors may decide from time to time inter alia covering the following specified payments and statutory allowances and the remaining balance amount to be bifurcated under various heads in mutual consent with the appointee in line with the Company's governing Rules:

- **Basic Salary:** Rs. 5,225,000/- (Rupees Fifty Two Lacs Twenty Five Thousand) per annum, with such increase from time to time as the Board/Committee of Directors may decide.
- **Special Allowance (including HRA, if any):** Rs. 4,114,305/- (Rupees Forty-one Lac Fourteen Thousand Three Hundred Five) per annum, with such increase from time to time as the Board/Committee of Directors may decide.

## EXPLANATORY STATEMENT

{Pursuant to Section 102 of Companies Act, 2013}

- **Contribution towards Provident fund:** @ 12% of the basic salary [subject to revision in line with the notification(s) as may be promulgated by the Government during the tenure of appointment].
- **Personal Allowance** – @ 15% of the basic salary.
- **Gratuity** - @ 5% of the basic salary.
- Following Allowances annually with such increase proportionate to Basic Salary, as the Board/Committee of Directors may decide from time to time :
  - Leave Travel Allowance – Rs. 51,504/- annually;
  - Medical expenses reimbursement – Up to Rs. 15,000/- annually;
  - Conveyance Reimbursement– Rs. 100,020/- annually;
  - Uniform Allowances – Up to Rs. 16,200/- annually;
  - Education allowances – Rs. 2,400/- annually.
- **Variable Pay System of the Company:** based on the achievement of pre-established goals, he will be entitled with a compensation of 40% of his Annual Base Salary. Overachievement is allowed up to a 150% of objectives achievement which could represent a maximum of 60% of the Annual Base Salary with consequent increase in gross Emoluments.

### 2. Other benefits & Terms (in addition to above Emoluments):

- Fully furnished residential accommodation at Company's Colony;
- One Company car with chauffeur and fuel for official use. He will be reimbursed fuel cost for personal use of Company owned car up to 300 km per month aggregating 3600 km per annum and the same shall be valued as per Income Tax Rules.
- Laptop and Mobile Phone
- Free medical and hospitalization insurance for self, wife and direct relatives (limited to two children and dependent parents). No limits within the Health Group Insurance Network. Reimbursement out of network upto Rs. 500,000.
- Accident and Life Insurance: as per Company's policy.
- Leave: as per Company's policy.
- Re-imbursment of other cost and expenses as per Company's policy.
- Other Terms and benefits:As per Company's Policy.

"RESOLVED FURTHER THAT even in the absence of or inadequacy of profits in any Financial Year, subject to the provisions of Schedule V of the Act and such other approvals as may be required, Mr. KK Rajeev Nambiar, be paid the same remuneration as mentioned above as minimum remuneration for the entire tenure or part thereof "

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient or desirable in order to give effect to this resolution and to delegate (to the extent permitted by law) all or any of the powers herein conferred to any Committee of the Board or any officer of the Company."

*By Order of the Board*

**For SHREE DIGVIJAY CEMENT COMPANY LIMITED**

**SURESH MEHER**

*GM (Legal) & Company Secretary*

Mumbai  
3<sup>rd</sup> November, 2016

#### Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. 18<sup>th</sup> November, 2016. Voting rights of Members shall be in proportion to their shareholding on the paid up value of shares registered in the name of shareholders as on this cut-off date.

### Item No. 1

The members of the Company had, by way of special resolution passed through postal ballot, approved the appointment of Mr. K K Rajeev Nambiar as CEO & Whole-time Director of the Company for a period of three years effective from 1<sup>st</sup> November, 2015 and payment of remuneration to him, subject to approval of Central Government. The Central Government has on 24<sup>th</sup> August, 2016 approved the remuneration of Rs. 1,20,00,000/- per annum.

The Ministry of Corporate Affairs (MCA) vide a Notification No. S.O. 2922(E) dated 12<sup>th</sup> September, 2016, amended the Section II of Part II of Schedule V and granted general exemptions from obtaining Central Government approval for payment of remuneration to managerial person who is functioning in a professional capacity in certain circumstances. The amendments are effective from 12<sup>th</sup> September, 2016 and all appointment and remuneration of managing director or whole-time director on or after 12<sup>th</sup> September, 2016 will be governed by these amendments. The conditions, inter alia, as per amended provisions are as follows:

- (i) managerial person is not having any interest in the capital (not exceeding 0.5% of its paid-up share capital) of the company or its holding company or any of its subsidiaries directly or indirectly.
- (ii) not having any direct or indirect interest or related to the directors or promoters of the company or its holding or any of its subsidiaries at any time during the last two years before or on or after the date of appointment.
- (iii) possess graduate level qualification with expertise and specialized knowledge in the field in which the company operates.
- (iv) payment of remuneration is approved by a resolution passed by the Board and, by the Nomination and Remuneration Committee ("NRC").
- (v) a special resolution has been passed for payment of remuneration for a period not exceeding three years.
- (vi) a statement along with a notice calling the general meeting is given to the shareholders containing the certain information.

In the present case, Mr. K K Rajeev Nambiar was appointed for three years from 1<sup>st</sup> November, 2015 to 31<sup>st</sup> October, 2018 and the approval of the Central Government was obtained. He was appointed as CEO & Whole-time Director prior to 12<sup>th</sup> September, 2016 and the remuneration paid since 1<sup>st</sup> November, 2015 till 30<sup>th</sup> September, 2016 was within the limits approved by Central Government.

Mr. Nambiar is not holding shares exceeding 0.5% of its paid-up share capital of the Company or its holding company or any of its subsidiaries directly or indirectly. He is not having any direct or indirect interest or related to the directors or promoters of the company or its holding or any of its subsidiaries at any time during the last two years before or on or after the date of appointment. Further he possesses graduate level qualification with expertise and specialized knowledge in the field in which the Company operates.

Accordingly, the proposed remuneration payable to him from 1<sup>st</sup> October, 2016 for the remaining period of his tenure as CEO & Whole-time Director will be exempted from obtaining Central Government approval, provided the conditions mentioned in the second proviso below Para B of Section II, as specified in clauses (i) to (iv) are complied with by the Company in each case of payment of remuneration under Para A or Para B of Section II.

In the opinion of the NRC, Audit Committee and the Board, Mr. K K Rajeev Nambiar fulfills the conditions specified under the Act and the Rules made there under and SEBI (LODR) Regulations, 2015, for the proposed remuneration. The Board, on recommendation of the NRC held on 3<sup>rd</sup> November, 2016, considered the payment of remuneration to Mr. K K Rajeev Nambiar, CEO & Whole-time Director on the same terms & conditions as approved earlier and in accordance with the amended Part II of Schedule V for the period from 1<sup>st</sup> October, 2016 to 31<sup>st</sup> October, 2018 by seeking fresh approval of Shareholders by way of special resolution through postal ballot. Accordingly, the Board recommends the Special Resolution in relation to remuneration of Mr. K K Rajeev Nambiar as CEO & Whole-time Director for approval by the shareholders, as set out in Item No. 1 of this postal ballot notice.

**The information required as per Paragraph 1.2.5 of Secretarial Standard on General Meeting (SS-2) notified under the Companies Act, 2013 is given below :**

|   |  |
|---|--|
| <b>Name of Whole Time Director</b>  | <b>Mr. K K Rajeev Nambiar</b>  |
| Director Identification Number( DIN)  | 07313541   |
| Date of Birth   | 30 <sup>th</sup> May,1972  |
| Nationality   | Indian   |
| Date of Appointment   | 28 <sup>th</sup> October, 2015   |
| Qualification   | B.E. (Mechanical)  |
| Experience in specific functional area  | Operations, Technical area, Engineering, Commercial, Logistics and General Management  |
| List of outside Company Directorship held   | NONE   |
| Chairman/Member of the Committee of the Board of Directors of the Company                               | CSR Committee- Member  |
| Chairman/Member of the Committee of the Board of Directors of other Companies in which he is a Director | NONE   |
| Relationship between Directors Inter –Se  | NONE   |
| No. of Shares held in the Company   | 200 Equity Shares  |
| No. of Board meetings attended during the year  | In the year 2015-16, Mr. K K Rajeev Nambiar attended 1 (one) Board meeting out of 1 (one) Board meeting held during his tenure as CEO & Whole-time Director. |

**The information required under sub-paragraph (B) of paragraph (1) of Section II of Part - II of Schedule V of the Companies Act, 2013 is given below:**

**I. General Information:**

- Nature of Industry: Cement
- Date or expected date of commencement of commercial production: 1949
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
- Financial performance

(Rs. in Mn.)

| Particulars                                      | 2015-16 (15 months) | 2014    | 2013    |
|--|---------------------|---------|---------|
| Total Income                                     | 4812.21             | 4211.76 | 3378.37 |
| Gross Profit Before Interest, Depreciation & Tax | 442.57              | 249.26  | -47.23  |
| Profit Before Tax                                | 52.50               | 36.5    | -346.91 |
| Profit After Tax                                 | 52.50               | 36.5    | -355.21 |
| Dividend percentage                              | NIL                 | NIL     | NIL     |

- Foreign investments or collaborations, if any : NA  
The holdings of Foreign Institutional Investors (FII) & NRI's as on March 31, 2016 is 0.81 % of the equity share capital.

**II. Information about the appointee:**

**1. Background details:**

Mr. KK Rajeev Nambiar joined the Company on 2<sup>nd</sup> June, 2015 as Chief Executive Officer (CEO). A mechanical engineer from the National Institute of Technology Suratkal, Karnataka (India), Mr. Nambiar has a rich experience of over 22 years in the cement industry. Prior to joining the Company he was Head of Operations of ACC Limited at its Jamul unit and was associated with ACC for about 20 years. At ACC, He was also responsible for different roles in Operations, Technical area, Engineering, Human Resources, Commercial and Logistics. Some of his outstanding achievements in that organization included the commissioning of largest kiln at ACC Wadi.

Mr. Nambiar's impeccable technical acumen and excellent people management skills are widely recognized and validated

by the fact that ACC has consistently shown a marked increase of Production, appreciable Cost reduction and quality improvement.

He is currently responsible for leading Votorantim Cimentos India's operation. Mr. Nambiar has always been the person with strong technical & business acumen and leadership, impeccable industry foresight, and has contributed in implementing several path breaking business processes in his current and past roles.

- Past Remuneration:** In the year 2015-16 Mr. K K Rajeev Nambiar was paid remuneration of Rs. 57,71,741/- for the period from 1<sup>st</sup> Novemeber, 2015 to 31<sup>st</sup> March, 2016.
- Recognition or award:** During his earlier tenure, he could steer his team in getting National Energy Conservation award and first Green Cement Company award by CII.
- Job Profile and his suitability:** Mr. K K Rajeev Nambiar is CEO & Whole-time Director of the Company and is currently responsible for leading Votorantim Cimentos India's operation. He has an extensive knowledge in cement industries and was heading ACC units in manufacturing operations all over India. He is mechanical engineer from the National Institute of Technology, Karnataka (India) and having outstanding professional career. Considering his vast experience and expertise, the Board considers him suitable for the position of Whole-time Director of the Company.
- Remuneration Proposed:** As stated in the resolution.
- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The remuneration offered to Mr. Nambiar is at par with the industry norms considering the nature of industry, profile and position of person.
- Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Except for the remuneration drawn, Mr. K K Rajeev Nambiar does not have any pecuniary relation directly or indirectly with the Company. Mr. Nambiar is not related to any other Director or key managerial personnel of the Company. He is independent qualified professional.

**III. Other Information:**

- Reasons of loss or inadequate profits:** Inadequacy of profits for last three years is mainly attributable to slowdown of Indian economy, pressure on cement prices, competition, and increased cost of raw materials. Further increased costs of power and fuels have adversely affected the profitability of the Company.
- Steps taken or proposed to be taken for improvement:** To mitigate the adverse impact, the Company took various measures such as making alternate arrangements of purchasing raw materials at lower cost, executing contracts for power and fuels at best available lower cost, branding promotions, exploring new markets for sale of cement where better margins are available than in present markets.
- Expected increase in productivity and profits in measurable terms:** The Company has made substantial investment during shut down thereby stabilizing the plant capacity and exploring new markets. With the ramp up of operations at increased capacity, substantial contribution in revenue and profitability is expected in the coming years.

As per the growth trend the company projects a growth of 20% YoY.

**IV. Disclosures:**

- Details of remuneration being offered are given in the above resolution, which will be provided at appropriate places in the Corporate Governance Report and will be annexed to the Director's Report of the ensuing Annual General Meeting of the Company, to be held for the financial year 2016 -17.  
The disclosures in respect of remuneration package and other details of all the Directors for financial year 2015–2016 were provided at appropriate places in the Corporate Governance Report annexed to the Directors' Report of financial year 2015 - 2016.
- The Company has not implemented any Stock Option plan.
- The overall remuneration (inclusive of performance linked incentives) is upto maximum as specified in aforesaid resolution, or as may be altered/ revised from time to time within the limits approved by the Shareholders.

- (4) Except as otherwise contained in employment contract, Mr. K K Rajeev Nambiar is not entitled to any severance fees or compensation for loss of office as Whole-time Director and notice period is 3 months.

This Notice along with explanatory statement should also be considered as an abstract of the terms of the remuneration of Mr. Nambiar as CEO & Whole-time Director of the Company and a memorandum as to nature of concern or interest of the Directors in the said remuneration.

It is declared that Mr. K K Rajeev Nambiar is not having any interest in the capital of the Company or its holding company, directly or indirectly or through any other structures and does not have any direct or indirect interest or related to the directors or promoters of the Company or its holding company at any time during the last two years before or on the date of appointment and is having required qualification with expert and specialized knowledge in the field of his profession.

A copy of the draft resolution/other documents setting out the terms and conditions of appointment of Mr. Nambiar will be available for inspection without any fee by the members at the Registered Office of the Company, at Digvijaygram, Dist. Jamnagar-Gujarat 361 140, India, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, 10<sup>th</sup> January 2017, (last date of receiving Postal Ballot Forms) excluding

Saturdays and shall also be uploaded on the website of the Company at [www.digvijaycement.com](http://www.digvijaycement.com).

None of the Directors or Key Managerial Personnel of the Company, other than Mr. Nambiar, or their relatives is concerned or interested, financially or otherwise in the Resolution relating to the remuneration of Mr. K K Rajeev Nambiar as CEO & Whole-time Director of the Company.

By Order of the Board  
For SHREE DIGVIJAY CEMENT COMPANY LIMITED

**SURESH MEHER**  
GM (Legal) & Company Secretary

Mumbai  
3<sup>rd</sup> November, 2016

**NOTE:**

The Company is pleased to provide members a facility to exercise their right to vote on the postal ballot resolution by 'electronic means' and the special business may be transacted through e-Voting services provided by Central Depository Services (India) Ltd. [CDSL], in compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015.

**INSTRUCTIONS FOR E-VOTING**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 12<sup>th</sup> December, 2016 (9.00 a.m.) and ends on 10<sup>th</sup> January, 2017 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 18<sup>th</sup> November, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

|  | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|--|--|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>                 |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) of Shree Digvijay Cement Co. Ltd.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## POSTAL BALLOT FORM

Postal Ballot No. \_\_\_\_\_

| Sr. No. | Particulars   | Details of Shareholder(s) |
|---------|---|---------------------------|
| 1.      | Name and Registered address of the Sole/First Member (in block letters) |                           |
| 2.      | Name of the joint holder(s), if any                                     |                           |
| 3.      | Registered Folio No. / DP & Client ID No.                               |                           |
| 4.      | No. of Equity Share(s) held as on 18 <sup>th</sup> November, 2016       |                           |

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot / E-voting for the Business stated in the Notice of Postal Ballot dated 3<sup>rd</sup> November, 2016 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

| Item No. | Description of Resolution   | No. of Shares held | I / We assent (agree) to the Resolution (FOR) | I / We dissent to the Resolution (AGAINST) |
|----------|---|--------------------|---|--|
| 1        | Approval of Remuneration of Mr. K K Rajeev Nambiar as CEO & Whole-time Director |                    |   |  |

Place :

Date :

x

Signature of the Member

### Particulars of voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: [www.evotingindia.com](http://www.evotingindia.com) Particulars for electronic voting are as under:

| EVSN | User ID | Password* |
|------|---------|-----------|
|      |         |           |

**\*Please use your existing password**

**NOTE:** Please read the instructions printed overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

**Commencement of voting** : From 9.00 a.m. (IST) on 12<sup>th</sup> December, 2016

**End of voting** : At 5.00 p.m. (IST) on 10<sup>th</sup> January, 2017

## **INSTRUCTIONS FOR VOTING BY PHYSICAL MODE**

1. A shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope. However, envelopes containing Postal Ballots, if sent by courier at the expense of the shareholder(s) will also be accepted.
2. This form should be duly completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by NSDL/CDSL to the Company, in respect of shares held in the physical form or demat form respectively) by the first named shareholder and in his absence, by the next named joint shareholder.
3. Unsigned/Incomplete Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on 10<sup>th</sup> January, 2017. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder has not been received.
5. A shareholder may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the link <http://digvijaycement.com/Postal-Ballot-Notice-Form/>. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than 5.00 p.m. on 10<sup>th</sup> January, 2017.
6. The exercise of vote through Postal Ballot is not permitted through a proxy.
7. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
8. Shareholders are requested not to send any other paper/documents along with the Postal Ballot Form. If sent, the same paper/document will not be acted upon.
9. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
10. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.

## **GENERAL INSTRUCTIONS**

1. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting, i.e., Tuesday, 10<sup>th</sup> January, 2017.
2. Kindly note that the Shareholders can opt only one mode of voting i.e. either by Physical Ballot or E-voting. If you are opting for E-voting, then do not vote by Physical Ballot and vice-versa. However, in case a shareholder has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical ballot and physical ballot will be treated as invalid.
3. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the resolution of its Board of Directors / authority Letter authorising the person to represent in terms of Section 113 of the Companies Act, 2013.