

24<sup>th</sup> May 2017

To,

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir / Madam,

Sub: **Notice of Annual General Meeting pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Annual Report for the financial year ended 31st March, 2017.**

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of 72<sup>nd</sup> Annual General Meeting of the Company to be held on 20th June, 2017.

We have also attached herewith the soft copy of Annual Report for the financial year ended 31st March, 2017 for your information and record.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully  
For **Shree Digvijay Cement Company Limited**



**Asstt. Vice President (Legal) & Company Secretary**

Encl : a/a

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)



# SHREE DIGVIJAY CEMENT COMPANY LIMITED

## NOTICE

**NOTICE** is hereby given that the **Seventy-Second** Annual General Meeting of the Members of **SHREE DIGVIJAY CEMENT COMPANY LIMITED ("Company")** will be held on Tuesday, 20<sup>th</sup> June, 2017 at 09:30 a.m. at the Registered Office of the Company at **DIGVIJAYGRAM 361 140 Via: Jamnagar, Gujarat** to transact the following business:

### ORDINARY BUSINESS:

#### 1. To consider and adopt

The Audited Financial Statements of the Company including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2017 and the Reports of the Board of Directors and the Auditors' thereon.

#### 2. Re-appointment of retiring Director

To appoint a Director in place of Ms. Meike Albrecht, a Non-Executive & Non-Independent Director having Director Identification Number 07123752, who retires by rotation and being eligible, offers herself for re-appointment.

#### 3. Ratification of appointment of Statutory Auditors and fixing their remuneration

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and Rules made thereunder, as amended from time to time, the appointment of M/s. Price Waterhouse, Chartered Accountants, Mumbai (Firm Registration No. 301112E) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Seventy-Third AGM of the Company to be held for the financial year 2017-18, be and is hereby ratified and the Board of Directors be and are hereby authorized to fix such remuneration (along with taxes and out of pocket expenses) as may be determined by the Audit Committee in consultation with the Auditors, and such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors of the Company."

### SPECIAL BUSINESS:

#### 4. Ratification of Remuneration to Cost Auditor

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and the Rules made thereunder, as amended from time to time, the

Company hereby ratifies the remuneration of ₹ 1,25,000/- [Rupees One lakh twenty five thousand only] plus service tax and out of pocket expenses actually incurred payable to M/s. Kiran J. Mehta & Co, Cost Accountants (Firm Registration No. 000025), who are appointed by the Board of Directors on the recommendation of the Audit Committee as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2017-18.

#### 5. Adoption of a new set of Articles of Association of the Company

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), consent of the Company be and is hereby accorded to adopt the new set of articles of association of the Company, as placed before this meeting and available for inspection at the registered office of the Company, in substitution for, and the entire exclusion of, the existing articles of association of the Company.

**RESOLVED FURTHER THAT** any one of the Directors and/ or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution."

#### 6. Transactions with Related Parties

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Audit Committee of the Board), to enter into contracts, arrangements, agreements, consisting of one or more transactions, with the related parties as detailed in table forming part of the explanatory statement annexed to the Notice with respect to sale, purchase, export, import or supply of goods or materials directly or through

appointment of agent, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the Company or any other transactions of whatever nature for a period of 5 years from the financial years from 2018-19 to 2022-23 for an aggregate maximum amount not exceeding ₹ 200 crores per financial year.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide upon the nature and value of the products, goods, materials or services to be transacted/availed with/from the related parties within the aforesaid limit and to finalise the terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and to take such steps as may be necessary to obtain approvals, sanctions, consents and permissions and perform and to execute all documents, agreements, papers and writings, and generally to do all acts, deeds, matters and things (including delegation of such authority), as may be deemed necessary, proper or desirable or expedient to give effect to this resolution.”

By Order of the Board

Suresh Meher  
Asst. Vice President (Legal)  
& Company Secretary

Place : Mumbai

Date : 21<sup>st</sup> April, 2017

**NOTES:**

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Items No. 3 to 6 of the accompanying Notice are annexed hereto.
2. As required in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations), the information (including profile and expertise in specific functional areas) pertaining to Director(s) recommended for/seeking appointment/ re-appointment in the AGM in respect of Resolution at Item No. 2 is forming part of the Explanatory Statement given below. The Director has furnished the requisite consent / declarations for her re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
**IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

4. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total paid-up Share Capital of the Company carrying voting rights. A member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other Member.
5. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
6. Members, proxies and Authorized representative are requested to bring to the meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
7. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company’s Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
9. The Register of Members and Share Transfer Books of the Company will be closed from 14<sup>th</sup> June, 2017 to 20<sup>th</sup> June, 2017 (both days inclusive).
10. E-VOTING: In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI Regulations, as amended from time to time, the Company is pleased to provide members remote e-voting facility to exercise their right to vote by electronic means. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 13<sup>th</sup> June, 2017, may cast their votes by electronic means or in the AGM on all the items of the business. Details of user id and password for e-voting alongwith other information with respect to Voting process and instructions, forming part of this Notice, is enclosed with this Annual Report.  
Only those /members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date shall be entitled to vote. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut- off date i.e. 13<sup>th</sup> June, 2017.
11. Pursuant to Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules,

# SHREE DIGVIJAY CEMENT COMPANY LIMITED

2014, the Annual Report for the financial year 2016-17 is being sent through electronic mode to all the Members whose E-mail IDs are registered with the Company/ Depository Participants for communication purposes, unless any members has requested for physical copy of the same. For Members who have not registered their E-mail IDs with the Company/Depository Participants, a physical copy of the Annual Report for the year 2016-17 is being sent by the permitted mode.

The Notice of AGM and the Annual Report of the Company for the year ended 31<sup>st</sup> March, 2017 is uploaded on the Company's website [www.digvijaycement.com](http://www.digvijaycement.com) and may be accessed by the Members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

12. Pursuant to Section 107 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, voting through polling paper shall also be made available to those Members who attend the Annual General Meeting and have not already cast their vote by remote e-voting.

The Members who have casted their votes by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.

13. The Board of Directors in their Meeting held on 21<sup>st</sup> April, 2017 appointed Mr. Manoj Hurkat, Practicing Company Secretary, Ahmedabad of M/s Manoj Hurkat & Associates (Membership No.4287 & CP No. 2574) or failing him any other Practicing Company Secretary, as may be appointed by authorised officials, as a Scrutinizer for overseeing the voting and remote e-voting process in a fair and transparent manner.
14. The Scrutinizer shall submit his report to the Chairman. Results declared alongwith report of the Scrutinizer shall be placed on the website of the Company [www.digvijaycement.com](http://www.digvijaycement.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after declaration of result by the Chairman or any person authorized by him in this behalf.

The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of requisite votes.

15. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their DP and members holding shares in physical form should inform the Company their PAN details alongwith proof thereon.
17. Members holding shares in physical form are requested to forward all applications for transfers and all other share related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company.
18. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Transfer Agent. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.

By Order of the Board

Suresh Meher  
Asst. Vice President (Legal)  
& Company Secretary

Place : Mumbai  
Date : 21<sup>st</sup> April, 2017

## EXPLANATORY STATEMENT:

### [Pursuant to Section 102 of the Companies Act, 2013 ("Act")]

As required by Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying Notice dated 21<sup>st</sup> April, 2017

**Item No.3:** This explanatory statement is provided though strictly not required as per Section 102 of the Act.

#### **Ratification of appointment of Statutory Auditors and fixing their remuneration**

M/s. PriceWaterhouse, Chartered Accountants, Mumbai (Firm Registration No. 301112E) were appointed as the Statutory Auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 20<sup>th</sup> May, 2015. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No.3 of the accompanying Notice.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the aforesaid Resolution for the approval by the Members by way of Ordinary Resolution.

#### **Item no.4**

#### **Ratification of Remuneration to Cost Auditor**

The Board of Directors at their meeting held on 21<sup>st</sup> April, 2017, on the recommendation of the Audit Committee, has approved the appointment of M/s. Kiran J Mehta & Co, Cost Accountants, Ahmedabad as the Cost Auditors to conduct the audit of Cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2018 on a remuneration of ₹ 1,25,000/- plus out of pocket expenses actually incurred for the purpose of such audit.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

Kiran J Mehta & Co. has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Act.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for

remuneration to the Cost Auditor for the financial year ending on 31<sup>st</sup> March, 2018.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the aforesaid Resolution for the approval by the Members by way of Ordinary Resolution.

#### **Item no.5**

#### **Adoption of a new set of Articles of Association of the Company**

The existing Articles of Association ("AoA") of the Company are not in full conformity with the Companies Act, 2013. With the coming into force of 2013 Act, several regulations of AoA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AoA, instead of amending it by alteration/incorporation of provisions of 2013 Act. In terms of Section 14 of the Companies Act, 2013, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available on the website of the Company i.e. [www.digvijaycement.com](http://www.digvijaycement.com). The Members of the Company can also obtain a copy of the same from the Company's Registered Office.

A copy of the proposed new set of the articles of association of the Company would be available for inspection at the registered office of the Company situated at Digvijaygram, Jamnagar-Gujarat on all working days between 8.30 a.m. and 12.30 p.m. upto the date of Annual General Meeting of the Company.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the aforesaid Resolution for the approval by the Members by way of Special Resolution.

#### **Item No. 6**

#### **Transactions with Related Parties**

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Companies (Meetings of Board and its Powers) Rules, 2014, all material related party transactions require approval of the shareholders. Transaction(s) with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during the financial year exceeds 10% of the annual turnover

# SHREE DIGVIJAY CEMENT COMPANY LIMITED

of the Company as per last audited financial statements of the Company.

Section 188 of the Act provides that if transactions with the related parties are not in the ordinary course of business or not at arm's length basis, such transactions are required to be approved by the Board of Directors or Shareholders, depending upon the materiality of the transactions. In other words, approval of Board or shareholders, as the case may be, is not required under the Act, if a particular transaction is in the ordinary course of business and at arm's length basis.

Accordingly, the Company has got the approval of the Shareholders at the 70<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> May 2015 under Section 188 of the Companies Act, 2013 and rules made there under for entering into certain transactions with related parties within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 (the "Act") and erstwhile Clause 49 of the Listing Agreement, as detailed in table below by way of Special resolution for the financial year 2015-16 to 2017-18:

Sr. No.	Name of the Related Parties	Nature of Relation	material terms of the contract etc.*	Monetary Value (in ₹ crores) per financial year from 2018-19 to 2022-23
1.	Votorantim Cimentos EAA Inversiones S.L. (VCEAAISL)	VCEAAISL is Company's holding Company	availing or rendering of any services whether technical and/or financial and/or both at arm's length basis	20.00
2.	Votorantim Cement Trading S. L. or other Votorantim Group Companies	Votorantim Cement Trading S. L. is a Group company of Company's holding company	sale, purchase, export, import or supply of any goods or materials, including but not limited to coal, gypsum, cement, clinker, and availing / provision of any services at arm's length basis	180.00
Total				200.00

\* i) Name of Director or Key Managerial Personnel who is related: None

ii) Any other information relevant or important for the members to make a decision on proposed transaction: None

The validity of the resolution, passed by the shareholders in their 70<sup>th</sup> AGM held on 20<sup>th</sup> May 2015, expires on 31<sup>st</sup> March 2018. It is proposed to seek shareholders' approval for entering into above transactions / contracts / arrangements by the Company with the aforesaid related parties for a period of 5 years from the financial year 2018-19.

In the opinion of the Board, the above transactions / contracts / arrangements by the Company with the above mentioned parties are in the ordinary course of business and at arm's length basis. However, considering the fact that the value of contracts / arrangements / transactions with the aforesaid related parties during a financial year may be material as defined under Regulation 23 of SEBI (LODR) Regulations 2015, it was proposed to seek the approval of Shareholders for the aforesaid arrangements / contracts / transactions for five financial years commencing from financial year 2018-19 to 2022-23. At the same time, it may be noted that transactions with VotorantimCimentos EAA Inversiones S.L. (VCEAAISL) are not material individually. The approval of the members is sought only by way of abundant caution.

A copy of the draft agreements, wherever applicable, with said related parties setting out the terms and conditions is/are

available for inspection without any fee to members at the Company's registered office during the normal business hours on all working days up to the date of the AGM.

The Members are further informed that no Member/s of the Company being a related party or having any interest in the resolution as set out at item No. 6 shall be entitled to vote on this Ordinary Resolution.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the aforesaid Resolution for the approval by the Members by way of Ordinary Resolution.

By Order of the Board

Suresh Meher  
Asst. Vice President (Legal)  
& Company Secretary

Place : Mumbai

Date : 21<sup>st</sup> April, 2017

### Registration / Updating of Email IDs and Bank Details

Members are requested to support the “Green Initiative” by registering their email address with the Company, if not already done.

Those members who have changed their Email ID are requested to register their new Email ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is required to maintain Bank details of its Members for the purpose of payment of Dividend etc. Members are requested to register / update their bank details with the Company in case the shares are held in physical form and with their Depository Participant as well as the Company where shares are held in Dematerialization mode, to enable expeditious credit of the dividend, if any, to their bank accounts electronically through ACH / NECS.

### INFORMATION/PROFILE ABOUT DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE 72<sup>ND</sup> ANNUAL GENERAL MEETING:

<b>Name of Director</b>	<b>Ms. Meike Albrecht</b>
Director Identification Number (DIN)	07123752
Date of Birth	5 <sup>th</sup> September, 1961
Nationality	German
Date of Appointment	26 <sup>th</sup> March, 2015
Qualification	Degree in Business Administration
Experience in specific functional area	Human Resource
List of outside Company Directorship held	None
Chairman/Member of the Committee of the Board of Director of the Company	Nomination & Remuneration Committee –Member Stakeholders Relationship Committee -Member
Other Directorship/Chairman/Member of the Committee of the Board of other Companies in which he is a Director	None
The number of Meetings of the Board attended during the year	Out of 5 Meetings, she attended 4 Meetings during the year
Relationship between Directors Inter –Se	None
No. of Shares held in the Company	NIL
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Since she is Non-Independent & Non-Executive Director there is no specific terms and conditions nor remuneration is payable to her, except that if re-appointed she will be liable to retire by rotation.
The remuneration last drawn by such person, if applicable	NIL

**Shree Digvijay Cement Company Limited**

CIN: L26940GJ1944PLC000749

Registered Office: Digvijaygram-361 140 Via: Jamnagar, Gujarat

Tel No.: 0288-2344272 -75, Fax No: 0288- 2344092 Website: [www.digvijaycement.com](http://www.digvijaycement.com)

**PROXY FORM**

Name of the Member(s): _____		
Registered Address: _____		
E-mail ID: _____		
Folio No. /	DPID	Client ID

I / We being the members(s) holding..... Equity Shares of Rs.10 each of Shree Digvijay Cement Company Limited, hereby appoint:

- Name :..... Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ Or falling him/her
- Name :..... Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ Or falling him/her
- Name :..... Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 72<sup>nd</sup> Annual General Meeting of the Company, to be held on Tuesday, 20<sup>th</sup> June, 2017 at 9.30 am at the Registered Office at Digvijaygram 361 140 Via: Jamnagar, Gujarat and at any adjournment thereof, in respect of such resolutions, as are indicated below:

NO.	RESOLUTIONS	TYPE OF RESOLUTION	OPTIONAL	
			For	Against
1	Adoption of audited financial statement of the Company for the year ended 31 <sup>st</sup> March, 2017.	Ordinary		
2	Re-appointment of Ms. Meike Albrecht as a Director of the Company	Ordinary		
3	Ratification of appointment of Price Waterhouse, the Statutory Auditors and fixing their remuneration	Ordinary		
4	Ratification of remuneration to M/s Kiran J. Mehta & Co., Cost Auditors	Ordinary		
5	Adoption of a new set of Articles of Association of the Company	Special		
6	Transactions with Related Parties	Ordinary		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature of Member(s): \_\_\_\_\_

Signature of the Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 72<sup>nd</sup> Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.

**SHREE DIGVIJAY CEMENT CO. LTD.**

Registered Office: Digvijaygram 361 140 Via: Jamnagar (Gujarat)

**ATTENDANCE SLIP**

[To be handed over at the entrance of the Meeting Hall]

DP ID		Regd. Folio No.	
Client ID *		No. of Shares held	

Full Name of the member attending .....

Full name of the first joint holder .....

(To be filled in if first named joint-holders does not attend the meeting)

Name of the Proxy .....

[To be filled in if Proxy Form has been duly deposited with the Company]

I/We hereby record my/our presence at the 72<sup>nd</sup> Annual General Meeting of the Company being held at Digvijaygram, Via. Jamnagar (Gujarat) 361 140 on Tuesday, the 20<sup>th</sup> June, 2017 at 9.30 am.

Signature of the Member / Proxy holder(s).....  
(to be signed at the time of handing over of this slip)

\*Applicable in the case of shares held in dematerialized form

**Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.**

## MAP SHOWING LOCATION OF THE VENUE OF 72<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY

### Venue:

Shree Digvijay Cement Co. Ltd.  
Digvijaygram – 361 140  
Jamnagar, Gujarat



### Landmark:

MTF / Sikka Village

### Distance / Direction:

- 28 km from Jamnagar City
- 22.9 km from Jamnagar Airport
- 10.7 km from L&T Toll Plaza, Bed
- 6.2 km from Sikka Patia / Gujarat SH 6 crossing (turn right at this point if coming from Jamnagar).



SHREE DIGVIJAY CEMENT COMPANY LIMITED  
CIN: L26940GJ1944PLC000749  
Registered Office: Digvijaygram-361 140 Via: Jamnagar, Gujarat  
Tel No.: 0288-2344272 -75, Fax No: 0288- 2344092  
Email: investors.sdcl@vcimentos.com / Website: www.digvijaycement.com

## REMOTE E-VOTING FORM

Serial No.

Name of the Sole/first named Members :

Address :

Registered folio No. / DP ID\* & Client ID :  
(\*applicable to investors holding shares  
in dematerialization form)

No. of Shares held :

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Shree Digvijay Cement Co. Ltd. ("the Company") is pleased to provide to its Members, the facility to exercise their vote by electronic means i.e. 'remote e-voting' on resolutions proposed to be passed at the 72<sup>nd</sup> Annual General Meeting scheduled to be held on Tuesday, June 20, 2017 at 9.30 a.m.

The Company has engaged the services of Central Depository Services (India) Ltd. (CDSL) as agency to provide remote e-voting facilities. The remote e-voting facility is available at the link <https://www.evotingindia.com>

The remote e-voting particulars are set out below:

### REMOTE ELECTRONIC VOTING PARTICULARS

EVS No.	User ID	Password

If you have already registered for e-voting. Please refer to specific instruction provided on Sr. 4 to 6 of instructions printed overleaf.

The e-voting facility will be available during the following voting period.

Commencement of e-voting	End of e-voting
From 9 a.m. (IST) on June 17, 2017	Upto 5 p.m. (IST) on June 19, 2017

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

The cutoff date for the purpose of remote e-voting and voting at the Annual General Meeting is June 13, 2017.

The communication forms an integral part of the Notice dated April 21, 2017 convening the 72<sup>nd</sup> Annual General Meeting scheduled to be held on Tuesday, June 20, 2017 at 9.30 a.m.

Please read the instruction printed overleaf before exercising the vote.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company [www.digvijaycement.com](http://www.digvijaycement.com)

By Order of the Board

Suresh Meher  
Asst. V.P. (Legal) &  
Company Secretary

Place : Mumbai  
Date : April 21, 2017

The instructions for shareholders voting electronically are as under:

1. The voting period begins on Saturday 17, 2017 (9.00 a.m.) and ends on Monday June 19,2017 (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 (record date) of June 13,2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
3. Click on Shareholders.
4. 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number (which is printed/indicated on the Remote E-voting Form) in the PAN field.
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. 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 (4).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant Shree Digvijay Cement Co. Ltd. on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
17. 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.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. 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.

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)

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