

March 28, 2018

BSE Limited
Corporate Relationship Department
P. J. Towers, Dalal Street
Mumbai – 400 001

Sub: Proposed Capital Restructuring - Disclosure under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

This is to inform pursuant to Regulation 30 and other applicable Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, that the Board of Directors ("Board") of Shree Digvijay Cement Co. Ltd. ("Company") at their meeting held on **March 27, 2018 from 4.30 PM to 5:30 PM (conclusion time)**, considered and approved the "Scheme of Capital Restructuring by way of elimination of accumulated losses against the capital reserve standing to the credit of Balance Sheet of the Company as at 31st March, 2017", subject to the requisite approvals and sanctions of the Stock Exchange, shareholders of the Company, National Company Law Tribunal ("NCLT") and other regulatory authorities.

This Scheme is not a reduction of paid-up Equity Share Capital of the Company. Since the accumulated losses as per Balance Sheet of the Company as at 31st March, 2017 are proposed to be eliminated, the Net worth of the Company will remain unchanged after the above Scheme is approved by Hon'ble NCLT.

Company in the meantime will make the application with BSE, for an in-principle approval of the Scheme of Restructuring, as proposed by the Board, so that the same can be filed with the NCLT for their further directions and approval in the matter.

The requisite disclosure as required by the relevant SEBI circular is given in **Annexure** submitted herewith.

We request you to kindly take the above on record.

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

Suresh Meher
AVP (Legal) & Company Secretary

Encl: as above



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ANNEXURE

Details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –

Sr. No.	Particulars	Requisite Information
1	Details and reasons for restructuring	<p>Subject to all requisite approvals, the Company is proposing a Scheme of Capital Restructuring by way of elimination of accumulated losses against the capital reserve standing to the credit of Balance Sheet of the Company as at 31st March, 2017</p> <p>This will enable the Company to distribute its current / future profit by way of dividend to the shareholders of the Company and allow the Company to buyback its shares for distribution of profits / reserves to the shareholders of the Company in compliance with applicable law and subject to the approval of board and shareholders of the Company, as may be applicable.</p>
2	Quantitive and/or qualitative effect of restructuring	<p>The accumulated losses to the extent of Rs. 4680.07 Lacs as on 31st March, 2017 will be eliminated against the amount of capital reserve of Rs. 8,786.87 lacs as at 31st March, 2017. Hence, capital reserve to the extent of above accumulated losses will reduce. There will not be any other effect on any other balances.</p>
3.	Details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring	<p>There will not be any additional benefit to the promoter/promoter group/group companies as a result of the proposed capital restructuring.</p>
4.	Brief details of change in shareholding pattern (if any) of all entities	<p>There will not be any change in the shareholding pattern as result of the proposed restructuring</p>



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