

FORM NO. MGT 9
Extract of Annual Return as on financial year ended 31st March, 2020
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L26940GJ1944PLC000749
ii	Registration Date	6th November, 1944
iii	Name of the Company	Shree Digvijay Cement Company Limited
iv	Category/Sub-category of the Company	Company Limited by shares /Indian Non-Government Company
v	Address of the Registered office & contact details	Digvijaygram, Dist: Jamnagar,Gujarat -361140 Tel. No. 0288-2344272 -75 Fax No. 0288-2344092 email: investors.sdcl@digvijaycement.com Website: www.digvijaycement.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd. C-101, 247 Park Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai-400 083 Tel. No. 022-4918 6000 Fax No. 022-4918 6060

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Cement	2394	100%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN/ LLP IN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	True North Fund VI LLP Suite F9C , Grand Hyatt Plaza, Santacruz (East) , Mumbai -400 055	AAK-2395	Holding entity	57.17	2(46) of the Companies Act,2013
2	Votorantim Cimentos EAA Inversiones S.L. Calle Brasil 56, 36204 Vigo Spain	N.A.	The erstwhile Holding Company	0	2(46) of the Companies Act,2013
3	Votorantim Cimentos S.A. Rua Gomes de Carvalho 1.996 12, Pavimento - cj 122 0457-006, Sao-paulo-SP	N.A.	The erstwhile Intermediate Holding Company	0	2(46) of the Companies Act,2013

Shree Digvijay Cement Company Limited ISIN : INE232A01011										
MGT-9 IV.(i) Category-wise Share Holding										
Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2019				Shareholding at the End of the year - 2020				% Change during the year
		Demat	Physical	Total	Total Shares	Demat	Physical	Total	Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	0	0	0	0.0000	80825928	0	80825928	57.1716	57.1716
	Sub Total (A)(1)	0	0	0	0.0000	80825928	0	80825928	57.1716	57.1716
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Bodies Corporate	106030708	0	106030708	75.0000	0	0	0	0.0000	-75.0000
	Sub Total (A)(2)	106030708	0	106030708	75.0000	0	0	0	0.0000	-75.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	106030708	0	106030708	75.0000	80825928	0	80825928	57.1716	-17.8284
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	3612284	0	3612284	2.5551	0	0	0	0.0000	-2.5551
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	250000	0	250000	0.1768	0	0	0	0.0000	-0.1768
(f)	Financial Institutions / Banks	35115	3347	38462	0.0272	78576	2997	81573	0.0577	0.0305
(g)	Insurance Companies	0	450	450	0.0003	0	450	450	0.0003	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	3897399	3797	3901196	2.7595	78576	3447	82023	0.0580	-2.7015
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	14325510	606406	14931916	10.5620	17171866	592535	17764401	12.5655	2.0035
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	11737611	48858	11786469	8.3371	21414383	48858	21463241	15.18186	6.8448
(b)	NBFCs registered with RBI	350	0	350	0.0002	0	0	0	0.0000	-0.0002
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Trusts	37290	0	37290	0.0264	37290	0	37290	0.0264	0.0000
	Foreign Nationals	100	1500	1600	0.0011	100	1500	1600	0.0011	0.0000
	Hindu Undivided Family	1576538	0	1576538	1.1152	2634676	0	2634676	1.8636	0.7484
	Non Resident Indians (Non Repat)	255789	2730	258519	0.1829	1703106	2730	1705836	1.2066	1.0237
	Directors & their relatives	200	0	200	0.0001	1371781	0	1371781	0.9703	0.9703
	Non Resident Indians (Repat)	993958	0	993958	0.7031	1216755	0	1216755	0.8607	0.1576
	Clearing Member	135597	0	135597	0.0959	411546	0	411546	0.2911	0.1952
	Bodies Corporate	1582967	135720	1718687	1.2157	13722231	135720	13857951	9.8023	8.5866
	Enemy property	0	1250	1250	0.0009	0	1250	1250	0.0009	0.0000
	Sub Total (B)(3)	30645910	796464	31442374	22.2405	59683734	782593	60466327	42.7704	20.5299
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	34543309	800261	35343570	25.0000	59762310	786040	60548350	42.8284	17.8284
	Total (A)+(B)	140574017	800261	141374278	100.0000	140588238	786040	141374278	100.0000	0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	140574017	800261	141374278	100.0000	140588238	786040	141374278	100.0000	

Shree Digvijay Cement Company Limited ISIN : INE232A01011								
MGT-9 IV.(ii) Shareholding of Promoters								
Sr No	Shareholder's Name	Shareholding at the begining of the year - 2019			Shareholding at the End of the year - 2020			
		No of Shares Held	% of the Total of the Company	%of Shares Pledged /encumbered to total shares	No of Shares Held	% of the Total of the Company	% of Shares Pledged /encumbered to total shares	% change in shareholding during the year
1	VOTORANTIM CIMENTOS EAA INVERSIONES S.L. *	103709063	73.3578	0	0	0	0	-73.3578
2	VOTORANTIM CIMENTOS S.A. *	2321645	1.6422	0	0	0	0	-1.6422
3	TRUE NORTH FUND VI LLP	0	0	0	80825928	57.1716	0	57.1716
	Total	106030708	75	0	80825928	57.1716	0	-17.8284

**Ceased to be promoters effective from 30th April, 2019.*

Shree Digvijay Cement Company Limited ISIN : INE232A01011

MGT-9 IV.(iii) Change in Promoters Shareholding

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	TRUE NORTH FUND VI LLP	3612284	2.5551			3612284	2.5551
	Transfer			26 Apr 2019	77213644	80825928	57.1716
	AT THE END OF THE YEAR					80825928	57.1716
2	VOTORANTIM CIMENTOS EAA INVERSIONES S.L.	103709063	73.3578			103709063	73.3578
	Transfer			12 Apr 2019	(103709063)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
3	VOTORANTIM CIMENTOS S.A.	2321645	1.6422			2321645	1.6422
	Transfer			12 Apr 2019	(2321645)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

Notes :

1	Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 141374278 Shares.
2.	The details of holding has been clubbed based on PAN.
3.	% of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

Shree Digvijay Cement Company Limited ISIN : INE232A01011							
MGT-9 IV.(iv) Shareholding Pattern of top ten Shareholders							
Sr No		Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	TRUE NORTH FUND VI LLP	3612284	2.5551			3612284	2.5551
	Transfer			26 Apr 2019	77213644	80825928	57.1716
	AT THE END OF THE YEAR					80825928	57.1716
2	ANAGHA ADVISORS LLP	0	0.0000			0	0.0000
	Transfer			26 Apr 2019	4160977	4160977	2.9432
	Transfer			03 May 2019	1839023	6000000	4.2441
	Transfer			24 May 2019	57719	6057719	4.2849
	Transfer			21 Jun 2019	596629	6654348	4.7069
	Transfer			29 Jun 2019	369700	7024048	4.9684
	AT THE END OF THE YEAR					7024048	4.9684
3	ICAN INVESTMENTS ADVISORS PRIVATE LIMITED	0	0.0000			0	0.0000
	Transfer			28 Feb 2020	635000	635000	0.4492
	Transfer			06 Mar 2020	767136	1402136	0.9918
	Transfer			13 Mar 2020	444213	1846349	1.3060
	Transfer			20 Mar 2020	1383181	3229530	2.2844
	AT THE END OF THE YEAR					3229530	2.2844
4	HITESH RAMJI JAVERI	2200000	1.5562			2200000	1.5562
	AT THE END OF THE YEAR					2200000	1.5562
5	SHARAD KANAYALAL SHAH	0	0.0000			0	0.0000
	Transfer			26 Apr 2019	500001	500001	0.3537
	Transfer			10 May 2019	989000	1489001	1.0532
	Transfer			21 Jun 2019	6582	1495583	1.0579
	Transfer			29 Jun 2019	3980	1499563	1.0607
	Transfer			02 Aug 2019	96434	1595997	1.1289
	Transfer			09 Aug 2019	10000	1605997	1.1360
	Transfer			23 Aug 2019	10000	1615997	1.1431
	Transfer			20 Sep 2019	20000	1635997	1.1572
	Transfer			27 Sep 2019	60000	1695997	1.1997
	Transfer			11 Oct 2019	134000	1829997	1.2944
	Transfer			25 Oct 2019	34682	1864679	1.3190
	Transfer			01 Nov 2019	45821	1910500	1.3514
	Transfer			03 Jan 2020	50000	1960500	1.3867
	Transfer			07 Feb 2020	39511	2000011	1.4147
	Transfer			28 Feb 2020	45728	2045739	1.4470
	Transfer			13 Mar 2020	30000	2075739	1.4683
	Transfer			20 Mar 2020	72426	2148165	1.5195
	Transfer			27 Mar 2020	10000	2158165	1.5266
	Transfer			31 Mar 2020	10000	2168165	1.5336
	AT THE END OF THE YEAR					2168165	1.5336
6	ZAFAR AHMADULLAH	0	0.0000			0	0.0000
	Transfer			19 Jul 2019	700000	700000	0.4951
	Transfer			26 Jul 2019	231962	931962	0.6592
	Transfer			02 Aug 2019	209638	1141600	0.8075
	Transfer			09 Aug 2019	61323	1202923	0.8509
	Transfer			16 Aug 2019	85799	1288722	0.9116
	Transfer			23 Aug 2019	46704	1335426	0.9446

	Transfer			30 Aug 2019	63500	1398926	0.9895
	Transfer			06 Sep 2019	61384	1460310	1.0329
	Transfer			13 Sep 2019	2563	1462873	1.0348
	Transfer			20 Sep 2019	54657	1517530	1.0734
	Transfer			27 Sep 2019	8187	1525717	1.0792
	AT THE END OF THE YEAR					1525717	1.0792
7	HARSHA HITESH JAVERI	735000	0.5199			735000	0.5199
	Transfer			12 Jul 2019	184168	919168	0.6502
	Transfer			19 Jul 2019	150832	1070000	0.7569
	Transfer			09 Aug 2019	30000	1100000	0.7781
	AT THE END OF THE YEAR					1100000	0.7781
8	ANIL SINGHVI	0	0.0000			0	0.0000
	Transfer			27 Mar 2020	518839	518839	0.3670
	Transfer			31 Mar 2020	350653	869492	0.615
	AT THE END OF THE YEAR					869492	0.615
9	LEELA VINOD NAWANDHER	0	0.0000			0	0.0000
	Transfer			30 Aug 2019	1078	1078	0.0008
	Transfer			06 Sep 2019	7119	8197	0.0058
	Transfer			20 Sep 2019	5103	13300	0.0094
	Transfer			27 Sep 2019	17760	31060	0.0220
	Transfer			30 Sep 2019	4444	35504	0.0251
	Transfer			04 Oct 2019	12499	48003	0.0340
	Transfer			18 Oct 2019	1500	49503	0.0350
	Transfer			01 Nov 2019	268490	317993	0.2249
	Transfer			08 Nov 2019	205739	523732	0.3705
	Transfer			15 Nov 2019	36096	559828	0.3960
	Transfer			22 Nov 2019	103823	663651	0.4694
	Transfer			29 Nov 2019	67236	730887	0.5170
	Transfer			06 Dec 2019	22088	752975	0.5326
	Transfer			13 Dec 2019	18000	770975	0.5453
	Transfer			13 Mar 2020	3085	774060	0.5475
	Transfer			20 Mar 2020	31000	805060	0.5695
	Transfer			27 Mar 2020	2000	807060	0.5709
	AT THE END OF THE YEAR					807060	0.5709
10	LAL TOLANI	779861	0.5516			779861	0.5516
	AT THE END OF THE YEAR					779861	0.5516

Note:

1.	Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 141374278 Shares.
2.	The details of holding has been clubbed based on PAN.
3.	% of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

V) Shareholding of Directors and Key Managerial Personnel

Sl. No	Name of the Director	Shareholding at the beginning of the year (April 1,2019)		Cumulative Shareholding during the year (April 1,2019 to March 31,2020)	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
A. DIRECTORS:					
1	Mr.Anil Singhvi As on 01.04.2019 to 31.03.2020	0	0	869492	0.62
2	Mr. Mahesh Gupta As on 01.04.2019 to 31.03.2020	0	0	0	0
3	Ms. Mini Menon As on 01.04.2019 to 31.03.2020	0	0	0	0
4	Mr. Pramod Kabra As on 01.04.2019 to 31.03.2020	0	0	0	0
5	Mr. A.K.Chhatwani As on 01.04.2019 to 31.03.2020	0	0	0	0
6	Mr. Kumaresan Arcot As on 01.04.2019 to 31.03.2020	0	0	0	0
7	Mr. Jorge Alejandro Wagner As on 01.04.2019 to 31.03.2020	0	0	0	0
8	Mr. Persio Morassutti As on 01.04.2019 to 31.03.2020	0	0	0	0
9	Ms. Meike Albrecht As on 01.04.2019 to 31.03.2020	0	0	0	0
10	Mr. KK Rajeev Nambiar As on 01.04.2019 to 31.03.2020	200	0	2289	0
B. KEY MANAGERIAL PERSONNEL (KMP):					
1	Mr. Vikas Kumar As on 01.04.2019 to 31.03.2020	0	0	25000	0.02
2	Mr. Suresh Meher As on 01.04.2019 to 31.03.2020	10	0	210	0

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	30,00,00,000	10,00,00,000	-	40,00,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	25,54,521	53,425	-	26,07,946
Total (i+ii+iii)	30,25,54,521	10,00,53,425	-	40,26,07,946
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	30,00,00,000	10,00,00,000	-	40,00,00,000
Net Change	30,00,00,000	10,00,00,000	-	40,00,00,000
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the Chairman	Name of the Managing Director	Total Amount
1	Gross Salary	Mr. Anil Singhvi	Mr. Rajeev Nambiar*	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act 1961 (other than PF but including Superannuation)	2,22,71,300	4,29,53,028	6,52,24,328
	(b) Value of perquisites u/s 17(2) of the Income Tax Act 1961	-	11,86,377	11,86,377
	(c) Profit in lieu of salary under Section 17(3) of the Income	-	-	-
2	Stock Option*	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of Profit	-	-	-
	Others specify	-	-	-
5	Others please specify	-	-	-
	Total (A)	2,22,71,300	4,41,39,405	6,64,10,705
	Ceiling as per the Act	N.A.	N.A.	N.A.

*Includes the engagement bonus of Rs. 2,88,08,000 paid during the year, which is part of transaction relating to reimbursement of expenses by Votorantim Cimentos EAA Inversiones S.L. Above amount of Salary is exclusive of short term incentives / variable payments for the period from 1st January, 2019 to 31st March, 2020, which is part of gross emoluments (CTC) constituting 40% of CTC approved by the shareholders, but not included herein as the payment will be made (after review by Nomination and Remuneration Committee) in the financial year 2020-21, on account of change in evaluation period from calendar year to financial year. During the year, 28,50,000 Options were granted to Mr. K.K. Rajeev Nambiar, CEO & Managing Director under the SDCL Employee Stock Option Plan 2019 of the Company disclosed in Annual Report for 2019-20.

B. Remuneration to other Directors:

Sl.No	Particulars of Remuneration	Name of the Directors				Total amount
1	Independent Directors	Mr. AK Chhatwani	Mr. Kumaresan	Mr. Mahesh Gupta	Ms. Mini Menon	
	(a) Fee for attending board committee meetings	9,00,000	10,00,000	10,00,000	10,00,000	39,00,000
	(b) Commission	1,20,000	80,000	0	0	2,00,000

	(c) Others, please specify					
	Total (1)	10,20,000	10,80,000	10,00,000	10,00,000	4100000
2	Other Non Executive Directors					
	(a) Fee for attending	0	0	0	0	0
	(b) Commission	0	0	0	0	0
	(c) Others, please specify.	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	10,20,000	10,80,000	10,00,000	10,00,000	41,00,000
	Total Managerial Remuneration					7,05,10,705
	Overall Cieling as per the Act.*					11%

*Limits for Managerla under Section 197 of the Act

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB

Sl. No.	Particulars of Remuneration	Mr. Vikas Kumar (CFO)	Mr. Suresh Meher (Company Secretary)	Total
1	Gross Salary			
	(a) Salary as per provisions contained in	* 6260716	* 7708604	1,39,69,320
	(b) Value of perquisites u/s 17(2) of the	-	-	-
	(c) Profits in lieu of salary under section	-	-	-
2	Stock Option*			
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	62,60,716	77,08,604	1,39,69,320

*Includes the engagement bonus of Rs. 30,06,809/- paid to Mr. Vikas Kumar and Rs. 36,93,606/- paid to Mr. Suresh Meher, during the year, which is part of transaction relating to reimbursement of expenses by Votorantim Cimentos EAA Inversiones S.L. Above amount of Salary is exclusive of short term incentives / variable payments for the period from 1st January, 2019 to 31st March, 2020, which is part of gross emoluments (CTC) constituting 30% of CTC, but not included herein as the payment will be made (after review by Nomination and Remuneration Committee) in the financial year 2020-21, on account of change in evaluation period from calendar year to financial year. During the year, 3,00,000 and 2,50,000 Options were granted to Mr. Vikas Kumar and Mr. Suresh Meher, respectively, under the SDCCL Employee Stock Option Plan 2019 of the Company disclosed in Annual Report for 2019-20.

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					