

Consolidated Report of Scrutinizer

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii)
of the Companies (Management and Administration) Rules, 2014
and other applicable provisions]**

To,

The Chairperson

Of 76th Annual General Meeting (AGM) of the members of
SHREE DIGVIJAY CEMENT COMPANY LIMITED (SDCCL)

Held on 18th June, 2021 at 10:00 a.m.

Through Video Conference (VC) / Other Audio Visual Means (OAVM)

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of Shree Digvijay Cement Company Limited ("Company") as a Scrutinizer for the purpose of scrutinizing the Remote E-voting & E-voting during the Annual General meeting and for ascertaining the majority on voting carried out as per the provisions of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the 76th Annual General Meeting held on 18th June, 2021 at 10:00 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) as per the framework issued by the Ministry of Corporate Affairs (MCA) vide the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, and also the General Circular No. 17/2020 dated 13th April, 2020, Circular no. 02/2021 dated January 13, 2021 (MCA Circulars) and also SEBI Circular dated 12th May, 2020 and SEBI Circular dated January 15, 2021 (SEBI Circulars).
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013, MCA Circulars and Rules relating to voting on the resolutions contained in the Notice to the 76th Annual General Meeting of the members of the Company.



My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the reports generated from e-voting (for both remote e-voting and e-voting during the AGM) system provided by National Securities Depository Limited ("NSDL"), the authorized agency to provide e-voting facilities, appointed by the Company.

3. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

- I. The remote e-voting period remained open from Monday, 14th June, 2021 (10:00 a.m.) to Thursday, 17th June, 2021 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 11th June, 2021 were entitled to vote on the resolutions stated in the Notice of the 76th Annual General Meeting.
- III. The votes casted were subsequently unblocked by me on 18th June, 2021 at 11.25 a.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil A. Mulchandani 58, Sudama Homes, B/h Nandigram, Nana Chiloda, Ahmedabad	
02.	Saloni Hurkat Sanyam-11/B, Ajanta Society, B/h LIC Society, Nr. Upasna Circle, Wadhwan-363005, Surendranagar	

- IV. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.
- V. Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of NSDL.

B. For E-voting during the AGM:

- I. The E-voting was conducted together on all the Item Nos. 1 to 6 on the agenda contained in the Notice during the AGM.
- II. The e-voting during the AGM was conducted to enable the members of the Company who have attended the AGM through VC/OAVM and had not casted their vote through Remote E-voting facility.
- III. After ensuring that all the members who desire to cast their vote through e-voting at the AGM have exercised their right to vote and after seeking permission from the Chairperson of the 76th Annual General Meeting, e-voting at the AGM was closed/blocked.
- IV. The votes casted during the AGM were subsequently unblocked by me immediately after the conclusion of AGM and electronic ballots were diligently scrutinized. The electronic ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent of the Company and the authorization received/available with the Company.
- V. Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for e-voting during the AGM, were prepared based on report generated from the website of NSDL.
4. Based on such scrutiny of the Remote E-voting & E-voting during the AGM, the result of the voting is as under:



(a) Resolution No. 1: (Ordinary Business)

Ordinary Resolution for adoption of Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended on 31st March, 2021:

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	238	84353494	100%
E-voting (During AGM)	5	74667	100%
Total	243	84428161	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	2	102	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	2	102	Negligible

(iii) **Invalid/Unutilized** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	1	38920	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	1	38920	Negligible

(b) Resolution No. 2: (Ordinary Business)

Ordinary Resolution for Declaration of Dividend on equity shares of the Company for the financial year ended on 31st March, 2021:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	235	84382171	100%
E-voting (During AGM)	5	74667	100%
Total	240	84456838	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	4	745	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	4	745	Negligible

(iii) Invalid/Unutilized Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	2	9600	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	2	9600	Negligible

(c) Resolution No. 3: (Ordinary Business)

Ordinary Resolution for Re-appointment of Mr. KK Rajeev Nambiar (DIN: 07313541) as Director of the Company:

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	227	83725456	99.90%
E-voting (During AGM)	5	74667	100%
Total	232	83800123	99.90%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	9	80354	0.10%
E-voting (During AGM)	Nil	Nil	Nil
Total	9	80354	0.10%

(iii) **Invalid/Unutilized** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	5	586706	0.70%
E-voting (During AGM)	Nil	Nil	Nil
Total	5	586706	0.70%

(d) Resolution No. 4: (Special Business)

Special Resolution for Re-appointment of Mr. KK Rajeev Nambiar (DIN: 07313541) as Managing Director of the Company for a period of 3 years:

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	228	83803563	100%
E-voting (During AGM)	5	74667	100%
Total	233	83878230	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	6	1307	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	6	1307	Negligible

(iii) **Invalid/Unutilized** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	7	587646	0.70%
E-voting (During AGM)	Nil	Nil	Nil
Total	7	587646	0.70%

(e) Resolution No. 5: (Special Business)

Ordinary Resolution for payment of Remuneration to Non-Executive Directors of the Company:

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	226	84386136	100%
E-voting (During AGM)	4	65667	87.95
Total	230	84451803	99.99%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	13	2580	Negligible
E-voting (During AGM)	1	9000	12.05%
Total	14	11580	0.01%

(iii) **Invalid/Unutilized** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	2	3800	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	2	3800	Negligible

(f) Resolution No. 6: (Special Business)

Ordinary Resolution for Ratification of Remuneration to Cost Auditor:

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	232	84387310	100%
E-voting (During AGM)	5	74667	100%
Total	237	84461977	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	7	1406	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	7	1406	Negligible

(iii) **Invalid/Unutilized** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	2	3800	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	2	3800	Negligible



A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted "For", "Against" and those votes which were declared "Invalid" for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.

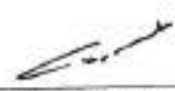
All other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Ahmedabad
Date: 18th June, 2021




Signature of the Scrutinizer
[CS MANOJ HURKAT]

Countersigned by:
For, **SHREE DIGVIJAY CEMENT COMPANY LIMITED**




Authorized Signatory