



21st May, 2021

BSE Limited

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

Company Code: 502180

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Company Code: SHREDIGCEM

Dear Sir / Madam,

**Sub: 76th Annual General Meeting of Shree Digvijay Cement Company Ltd. (the “Company”),
Intimation of Record Date & Dividend Payment date and Annual Report for FY’2020-2021.**

Further to our Letter dated 28th April, 2021, we would like to inform that the Seventy-Sixth (76th) Annual General Meeting (“AGM”) of the Company will be held as under:

Day and Date: Friday, 18th June, 2021 Time: 10:00 a.m. (IST)

Mode: Through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”)

Venue: The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at P.O. Digvijaygram – 361 140, Via Jamnagar, Gujarat, India.

Pursuant to Regulation 42 of the SEBI Listing Regulations, the Company has fixed **Friday, 11th June 2021 as the Record Date** for determining entitlement of members to Dividend for the financial year ended 31st March, 2021. If the Dividend as recommended by the Board of Directors, is approved at the 76th AGM, payment of such Dividend, subject to deduction of tax at source, will be made by 25th June, 2021 as under:

- a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on Friday, 11th June, 2021;
- b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 11th June, 2021.



Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find herewith the 76th Annual Report of the Company along with the Notice of the 76th AGM of the Company for the financial year 2020-2021 which is being sent through electronic mode to the Members.

The 76th Annual Report containing the Notice of AGM is also uploaded on the Company's website at <https://www.digvijaycement.com/wp-content/uploads/2021/05/76th-Annual-Report-2020-21.pdf>

Thanking you,

Yours faithfully,

For Shree Digvijay Cement Company Limited

Suresh Meher
VP (Legal) & Company Secretary

Encl. : As above

cc:

- 1. National Securities Depository Limited**
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai 400 013.
- 2. Central Depository Services (India) Limited**
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg,
Lower Parel,
Mumbai -400 013.
- 3. Link Intime India Pvt. Ltd.**
C-101, 247 Park
LBS Marg,
Vikhroli (W)
Mumbai – 400 083

NOTICE

NOTICE is hereby given that THE 76TH ANNUAL GENERAL MEETING OF **SHREE DIGVIJAY CEMENT COMPANY LIMITED** (CIN L26940GJ1944PLC000749) (the “**Company**”) will be held on Friday, 18th June, 2021 at 10:00 a.m. (IST) through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) facility to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Auditors thereon.
2. To declare Dividend on equity shares of the Company for the Financial Year ended 31st March, 2021.
[The Board of Directors of the Company at their meeting held on 28th April, 2021 recommended Dividend of Rs. 2.50 (i.e. @ 25%) per equity share of fully paid up face value of Rs. 10.00 each for the above financial year.]
3. To appoint a Director in place of Mr. KK Rajeev Nambiar (DIN: 07313541), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Re-appointment of Mr. KK Rajeev Nambiar (DIN: 07313541) as Managing Director and fixation of remuneration**

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other permissions and approvals, if any, as may be required, consent of the Members be and is hereby accorded to re-appoint Mr. KK Rajeev Nambiar (DIN: 07313541) as a Managing Director, designated as “Chief Executive Officer (CEO) & Managing Director” of the Company, for a further period of 3 (three) years effective from 1st August, 2021 up to 31st July, 2024, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice.”

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee

or any committee of the Board constituted to exercise its power including the powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, performance based variable pay and other benefits payable to Mr. KK Rajeev Nambiar), in such manner as may be agreed to between the Company and Mr. KK Rajeev Nambiar, within the limits as mentioned in Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule V of the Companies Act, 2013 and as approved by the Members and to the extent the Board may consider appropriate.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the said period of 3 (three) years from 1st August, 2021, up to 31st July, 2024, the remuneration mentioned in the Explanatory Statement here under shall be paid to Mr. KK Rajeev Nambiar, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized 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 officer of the Company.”

5. **Remuneration to Non-Executive Directors**

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 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 17 (6) of SEBI (Listing Obligations & Disclosure Requirements), 2015 (amended from time to time), and subject to such other permissions and approvals, if any, as may be required, the approval of the Company be and is hereby accorded to pay commission to the Directors of the Company who are neither in the whole time employment nor managing director(s) of the Company (hereinafter referred as ‘eligible Directors’), in accordance with and up to the limit laid down under the provisions of Section 197(1) of the Companies

Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) subject to a limit upto 0.50% of net profits for each financial year, computed in the manner specified in Section 198 of the Companies Act, 2013 or such other limit (including the limits laid down in Table A of Section II of Part II of Schedule V of the Companies Act, 2013) as may be prescribed by the Central Government or the relevant authority for a period of 5 years from the financial year commencing 1st April, 2020 in such manner and up to such extent, as the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee or any committee of the Board constituted to exercise its power including the powers conferred by this resolution) may, from time to time, determine, such commission being divisible amongst the eligible Directors in such proportion, to such category and in such manner as may be decided by the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform and / or to authorise any Committee of Directors or any other person to do or perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

6. 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 and the Rules made thereunder (including any statutory modification or re-enactment thereof), the Company hereby ratifies the remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand) plus applicable tax and out of pocket expenses actually incurred and payable to M/s. Kiran J. Mehta & Co, Cost Accountants (Firm Registration No. 000025), who have been appointed by the Board of Directors on recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending 31st March, 2022."

By Order of the Board

Suresh Kumar Meher
Vice President (Legal)
& Company Secretary

Place : Digvijaygram
Date : 28th April, 2021

Registered Office:

DIGVIJAYGRAM 361 140

Via: Jamnagar, Gujarat, India

CIN: L26940GJ1944PLC000749

Website: www.digvijaycement.com

Email: investors.sdcl@digvijaycement.com

NOTES:

1. In view of second wave of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. The relative Explanatory Statements, pursuant to Section 102 of the Act, in respect of the Special Business set out under Items No. 4, 5 & 6, of the accompanying Notice are annexed hereto.
3. A statement giving additional details of the Director(s) seeking appointment /re-appointment at this AGM as set out at Item No. 3 and 4 of this Notice are annexed herewith as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) ("Body Corporates") are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-



Voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address at manojhurkat@hotmail.com with a copy marked at evoting@nsdl.co.in.

6. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Friday, 11th June, 2021.
7. Since the AGM will be held through VC / OAVM, the Route Map of the AGM venue is not annexed to this Notice.
8. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM alongwith the explanatory statement and Annual Report 2020-21 are available on the website of the Company at www.digvijaycement.com and on the website of RTA at www.linkintime.co.in, on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English Language - All India edition) and Financial Express (Gujarati Language).
9. The Members can join the AGM through VC / OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through electronic mode will be made available for 1000 members on first come first served basis. It may be noted that the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors are allowed to attend the AGM without restriction on account of first come first served basis.
10. Members attending the AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors.sdcl@digvijaycement.com from Friday, 11th June, 2021 (9:00 a.m. IST) to Monday 14th June, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
12. Member may also send their query in writing through investors.sdcl@digvijaycement.com on or before Monday, 14th June, 2021, which would be replied by the Chairman at the time of the meeting. For this purpose, it would not be necessary to register as speaker.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, 11th June, 2021 through email on investors.sdcl@digvijaycement.com. The same will be replied by the Company suitably.
14. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 12th June, 2021 to Friday, 18th June, 2021 (both days inclusive).
15. Dividend on Company's Equity Shares for the year ended 31st March, 2021, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source will be made as under:
 - i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Friday, 11th June, 2021.
 - ii) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 11th June, 2021.

The Dividend, if approved, will be payable by 25th June, 2021.

16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Link Intime India Pvt. Ltd., Company's Registrar and Share

Transfer Agents ("RTA") for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website www.digvijaycement.com.

17. Members are requested to note that SEBI, vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020, has fixed 31st March, 2021 as the cut-off date for re-lodgment of physical share transfer requests and has stipulated that such transferred shares shall be issued only in demat mode.
18. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to RTA / Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs before Friday, 11th June, 2021, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. Link-Intime India Private Limited having address at Link-Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400 083, before Friday, 11th June, 2021 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their

DPs in case the shares are held by them in electronic form and to Company's RTA in case the shares are held by them in physical form. Members attention is also invited to SEBI's circular no SEBI/HO/MIRSD/0081/CIR/P/2018/73 dated 20th April, 2018, pursuant to which the Company has written to shareholders requesting them to furnish details regarding their PAN as also their bank details for payment of dividend, if any, through electronic mode. Those shareholders who are yet to respond to the Company's request in this regard are once again requested to take action in the matter at the earliest.

20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
21. As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in single name are advised to make a nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with the Company or RTA, whilst those Members holding shares in demat mode should file their nomination with their Depository Participant. The nomination form can be downloaded from the Company's website www.digvijaycement.com or can be obtained by writing mail to the investors.sdcl@digvijaycement.com.
22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
23. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
24. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
25. The Company's Statutory Auditors, M/s BSR & Associates LLP, were appointed as Statutory Auditors of the Company for a period of five (5) consecutive years at the 73rd AGM held on 7th September, 2018, on the remuneration to be determined by the Board of Directors. Pursuant to the



Companies (Amendment) Act, 2017, effective from 7th May, 2018, it is no longer necessary to seek the ratification of the Shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the Shareholders for the appointment of the Statutory Auditors.

26. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases:
 - a. Deletion of name of the deceased shareholder(s);
 - b. Transmission of shares to the legal heir(s); and
 - c. Transposition of shares.
27. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
28. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders can upload the aforesaid documents, as applicable, on the following link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 14th June, 2021 to enable the Company to determine the appropriate TDS rates. To avail the benefit of non-deduction of tax at source, Shareholders may also write to rnt.helpdesk@linkintime.co.in by 11:59 p.m. IST on Friday, 11th June, 2021. No communication on the tax determination/deduction received post 14th June, 2021

shall be considered for payment of the Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rnt.helpdesk@linkintime.co.in or to investors.sdcl@digvijaycement.com. The aforesaid declarations and documents need to be submitted by the Shareholders by 11:59 p.m. IST on Friday, 11th June, 2021.

29. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before Friday, 11th June, 2021 through e-mail on investors.sdcl@digvijaycement.com. The same will be replied by the Company suitably. During 76th AGM, Members may also access the scanned copy of above Registers, upon Log-in to NSDL e-Voting system at www.evoting.nsdl.com
30. **Instructions for e-voting and attending the AGM through VC/OAVM are annexed to this Notice.**

By Order of the Board

Suresh Kumar Meher
Vice President (Legal)
& Company Secretary

Place : Digvijaygram
Date : 28th April, 2021

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. 4 to 6 of the accompanying Notice dated 28th April, 2021.

Item no.4
Re-appointment of Mr. KK Rajeev Nambiar as Managing Director and fixation of remuneration

The Board of Directors of the Company ("the Board") at its meeting held on 28th April, 2021 has, subject to approval of members, re-appointed Mr. KK Rajeev Nambiar (DIN: 07313541) as a Managing Director, designated as **"Chief Executive Officer (CEO) & Managing Director"** for a further period of 3 (three) years effective from 1st August, 2021 up to 31st July, 2024, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek members' approval for the re-appointment and remuneration payable to Mr. KK Rajeev Nambiar as a Managing Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Nambiar are as under:

- 1. Period of Appointment:** Three years with effect from 1st August, 2021, which may be extended by mutual agreement.
- 2. Nature of Duties :** Subject to the superintendence, control and direction of the Board of Directors of the Company, and the provisions of Memorandum and Articles of Association and the regulation made by the Company in General Meetings and the restrictions imposed by the Companies Act, 2013 (including any statutory modification(s) or re-enactment there of or amendment(s) thereto), Mr. KK Rajeev Nambiar shall be entrusted with substantial powers of management of affairs of the Company read with Explanation to Section 2(54) of the Companies Act, 2013, as amended from time to time. Mr. Nambiar will be in charge of the Company's operations with the responsibility and accountability for its management and smooth operations and carry out such duties as may be entrusted to him by the Chairman / Board of Directors from time to time and exercise such powers as may be assigned to him in connection with and in the best interest of the business of the Company.
- 3. Remuneration:**
 - (I) Emoluments:** Rs. 2,19,26,000/- (Rupees Two Crores Nineteen Lakhs Twenty-Six Thousand) per annum, consisting of Annual Base Salary (ABS) and Performance Linked Variable Pay as under:

- a) Annual Base Salary (ABS)** of Rs. 1,56,60,000/- (Rupees One Crore Fifty-Six Lakhs Sixty Thousand) inter alia covering the specified components as mentioned below, with such increase in ABS upto Rs. 2,00,00,000/- (Rupees Two Crores) during his tenure as "CEO & Managing Director", as the Board/Nomination and Remuneration Committee (NRC) may decide from time to time:
 - i. Basic Salary:** Rs. 73,50,000/- (Rupees Seventy-Three Lakhs Fifty Thousand) per annum, with such increase from time to time as the Board/ NRC may decide and/or subject to revision in line with the notification(s) as may be promulgated by the Government during the tenure of appointment.
 - ii. Special Allowance:** Rs. 69,57,500/- (Rupees Sixty-Nine Lakhs Fifty-Seven Thousand Five Hundred) per annum, with such increase from time to time as the Board/ NRC may decide.
 - iii. 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.
 - iv. Gratuity:** @ 4.81% of the basic salary as per Rules of the Company as applicable from time to time.
 - v. Allowances:** Following allowances and reimbursements annually with such increase proportionate to Basic Salary, as the Board/ NRC may decide from time to time
 - a. Leave Travel Allowance – Rs. 78,000/- annually for self and family, in accordance with the Rules of the Company.
 - b. Medical expenses reimbursement – Up to Rs. 15,000/- annually towards payment/ reimbursement of medical expenses incurred for self and family.
 - c. Uniform Allowances – Up to Rs. 21,600/- annually;
 - d. Education allowances – Rs. 2,400/- annually.
- b) Performance Linked Variable Pay:** Variable Pay is based on the achievement of pre-established goals for each financial year. Mr. Nambiar will be entitled with a Variable Pay



compensation of 40% of his Annual Base Salary as may be approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, for each financial year. This limit can go upto a maximum of 60% of the Annual Base Salary, with consequent increase in gross Emoluments, in the event of objectives achievement is more than 100% of pre-established goals.

(II) Perquisites and Benefits : In addition to the Annual Base Salary, Performance Linked Variable Pay as outlined above, CEO & Managing Director shall be entitled to following perquisites and benefits:

- i) Fully furnished residential accommodation at Company's Colony at Digvijaygram with electricity & water connectivity, free telephone(s) and/or other communication facilities.
- ii) One Company car with chauffeur and fuel for official use. Mr. Nambiar will be reimbursed fuel cost for personal use of Company owned car up to 300 km per month aggregating 3600 km per annum.
- iii) Laptop and Mobile Phone as per Company Policy.
- iv) 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.
- v) Accident and Life Insurance as per Company's policy.
- vi) **Leave :** Eligible for 30 days of Privileged Leave (PL), 15 days Sick Leave and 10 days casual leave annually as per Company's policy. Accumulation of un-availed earned PL will be permissible in accordance with the Rules of the Company subject to a maximum of 180 days during the tenure.
- vii) **Leave Encashment:** Privileged Leave (PL) can be encashed on Basic Salary subject to a maximum of 30 days once in a year, provided 40 days PL remains to his credit after adjusting the leave encashed as per Company Rules.
- viii) Re-imbursement of other cost and expenses as per Company's policy.
- ix) **Other Perquisites, Benefits & Allowance(s):** As per Rules of the Company as may be available to other senior executives of the Company and/or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee.

(III) Stock Options under SDCCL Employee Stock Option Plan 2019 (ESOP 2019): 28,50,000 (Twenty-Eight Lakhs Fifty Thousand) stock options @ Rs. 16 per option granted to Mr. Nambiar by the Nomination and Remuneration Committee on 5 August, 2019 under ESOP 2019 pursuant to approval of Shareholders. Perquisite value of stock options exercised by Mr. Nambiar, from time to time, on satisfaction of terms and conditions of grant, shall not be considered as a part of above Remuneration, and that the perquisite value of such stock options shall be in addition to the Remuneration as mentioned above subject to the limits specified under the applicable law.

Mr. KK Rajeev Nambiar is interested in this resolution since it relates to his reappointment as Managing Director of the Company.

Except above, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution except to the extent of their respective shareholding in the Company.

This explanation together with the accompanying notice is and should be treated as an abstract of the terms of reappointment and payment of remuneration as mentioned above as per Section 190 of the Companies Act, 2013. Statement containing Information required to be under Clause (iv) of the Second Proviso to Section II of Part II of Schedule V of the Companies Act, 2013 is also attached herewith which also forms part of this Explanatory Statement. The Company proposes to pay the remuneration disclosed in the Resolution and Explanatory Statement as minimum remuneration to Mr. Nambiar in case of absence of inadequacy of profit in any of the financial years during the tenure of his position. It is also disclosed that at the time of obtaining this approval of the members of the Company, the Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors.

The Board of Directors (or any committee thereof) has also been conferred power to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, variable pay and other benefits payable to Mr. KK Rajeev Nambiar.

A copy of the draft Agreement 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 Friday, 18th June, 2021 (i.e. the date of AGM) excluding Saturdays and shall also be uploaded

on the website of the Company at <https://www.digvijaycement.com/>.

Your Directors recommend passing of the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Item no. 5

Remuneration to Non-Executive Directors

The Board of Directors, at their meeting held on 28th April, 2021, proposed the payment of remuneration by way of commission to the Non-Executive Directors of the Company, of a sum not exceeding 0.50% per annum of the net profit of the Company, calculated in accordance with the provisions of the Companies Act, 2013, for a period of five years commencing from the financial year beginning 1st April, 2020. Section 197 of the Companies Act, 2013 provides, inter alia, payment before of remuneration as: payment of remuneration to its directors remuneration to its directors (other than the managing director or whole-time director), by way of commission, if the Company by resolution authorize such payments. Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also provides that all fees / commission paid to Non-Executive Directors shall be fixed by the Board and shall require the previous approval of the members. In this context, it is proposed to take this Ordinary Resolution for payment of commission to the Non-Executive Directors for a period of 5 years effective from 1st April, 2020, as may be determined by the Board or its Committee authorised for the purpose for each financial year at a rate such that the total remuneration does not exceed percentage limits of the net profit of the Company as specified in the Companies Act, 2013, subject to a limit up to 0.50% of the net profit for each financial year, calculated in accordance with Section 197 read with Section 198 and any other applicable provisions of the Companies Act, 2013 including the limits laid down in Table A of Section II of Part II of Schedule V of the Companies Act, 2013) as may be prescribed.

The payment of commission would be in addition to the sitting fees payable for attending meeting of the Board and Committees thereof, if any.

The Managing Director and KMP of the Company and their relatives are not concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice. The Non-Executive Directors may be deemed to be concerned or

interested in the Ordinary resolution set out at Item No. 5 of the Notice to the extent of the remuneration.

The Board recommend the Ordinary Resolution at Item No.5 of the accompanying Notice for approval by the Members of the Company.

Item no. 6

Ratification of Remuneration to Cost Auditor

The Board of Directors at their meeting held on 28th April, 2021, on the recommendation of the Audit Committee, has approved the re-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 31st March, 2022 on a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand) 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 ("Act") 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 years under the provisions of the Act.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for remuneration to the Cost Auditor for the financial year ending on 31st March, 2022.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution.

The Board recommends ordinary resolution set out at Item No. 6 of the accompanying Notice of Annual General Meeting for ratification by the Members of the Company.

By Order of the Board

Suresh Kumar Meher
Vice President (Legal)
& Company Secretary

Place : Digvijaygram
Date : 28th April, 2021

A STATEMENT GIVING ADDITIONAL DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AND REAPPOINTMENT AS SET OUT AT ITEMS NO. 3 & 4 OF THE NOTICE:

Details of Director(s) seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of Director(s):	Mr. KK Rajeev Nambiar
Director Identification Number (DIN)	07313541
Date of Birth	30 th May, 1972
Nationality	Indian
Date of Appointment	28 th October, 2015 (effective from 1 st November, 2018)
Qualification	B.E. (Mechanical)
Expertise in specific functional area	Operations, Technical area, Engineering, Commercial, HR, Logistics, Marketing, Administration and General Management in cement sector
List of the directorships held in other companies*	SDCCL Logistics Ltd.
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	None
Number of Board Meetings attended during the year 2020-21	4
Relationships between Directors Inter-Se	None
No. of Shares held in the Company	2,04,304 Equity Shares as on 31 st March, 2021
Remuneration details (Including Sitting Fees & Commission) during the financial year	As per details described in Notice and Explanatory Statement

*Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

THE INFORMATION REQUIRED UNDER CLAUSE (iv) OF THE SECOND PROVISOR TO SECTION II OF PART - II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IS GIVEN BELOW:

I. General Information:

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

(In Rs. Lakhs)

Particulars	2020-21	2019-20	2018-19
Total Income	50,914	47,209	44,111
Profit Before Interest, Depreciation & Tax (EBITDA)	11,137	10,316	3,117
Profit Before Tax	8,294	7,657	332
Profit After Tax	5,399	5,643	206
Dividend percentage	25%	15%	NIL

5. **Foreign investments or collaborations, if any :**NA

The holdings of Foreign Institutional Investors (FII) & NRI's as on 31st March, 2021 are 2.23 % of the equity share capital.

II. Information about the appointee:

1. Background details:

Mr. KK Rajeev Nambiar, aged 49 years is currently "CEO & Managing Director" (Executive and Non-Independent) of the Company. Mr. Nambiar joined the Company on 2nd June, 2015 as Chief Executive Officer (CEO) and as the Whole-time Director effective from 1st November, 2015. He was appointed as CEO & Managing Director of the Company for a period of three years from 1st August, 2018. He holds the degree as Mechanical Engineer from the National Institute of Technology, Suratkal, Karnataka (India). Mr. Nambiar has a rich experience of over 25 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 working as CEO & Managing Director of the Company and responsible for Company's business operations. 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.

2. Past Remuneration:

Mr. KK Rajeev Nambiar has been associated with the Company since 2nd June, 2015 and remuneration with his past employer is not comparable. During the financial year ended 31st March, 2021, he was paid total remuneration of Rs. 3,47,50,352/- by the Company. This amount also includes value of other benefits & perquisites towards exercise of stock options by him during the year, more details on which is disclosed in Corporate Governance Report.

3. 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.

4. Job Profile and his suitability:

Mr. KK Rajeev Nambiar is CEO & Managing Director of the Company and is currently responsible for Company's business 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, expertise and performance, the Nomination and Remuneration Committee has at their meeting held on 28th April, 2021 recommended re-appointment of Mr. Nambiar as CEO & Managing Director and the Board considers him suitable for the position of said position, subject to shareholders' approval of the Company.

5. Remuneration Proposed:

As stated in the Explanatory Statement of the Notice of the 76th AGM.

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration offered to Mr. KK Rajeev Nambiar is at par with the industry norms considering the nature of industry, profile and position of person.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except for the remuneration drawn, Mr. KK Rajeev Nambiar does not have any pecuniary relation directly or indirectly with the Company.

He has been appointed as a Director in SDCCL Logistics Ltd., Wholly Owned Subsidiary of the Company w.e.f. 28th July, 2020.

Mr. Nambiar is not related to any other Director or key managerial personnel of the Company. He is an independent qualified professional.

III. Other Information:**1. Reasons of loss or inadequate profits: Not Applicable.**

Currently, Company's profits are adequate to pay managerial remuneration. Inadequacy of profits in past years is mainly attributable to slowdown of Indian economy, pressure on cement prices, competition, and increased cost of raw materials, increased costs of power and fuels.

2. Steps taken or proposed to be taken for improvement:

To mitigate the adverse impact and reduce cost and increase realizations, the Company consistently adopt and implement various measures, which has contributed to Company performance and growth to a great extent.

3. Expected increase in productivity and profits in measurable terms:

The Company has made substantial investment in plant for stabilizing the operations & 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.

IV. Disclosures:

1. 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 2020-21. The disclosures in respect of remuneration package and other details of all the Directors for financial year 2020-21 were provided at appropriate places in the Corporate Governance Report annexed to the Directors' Report of financial year 2020-21.

2.. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:

Company has granted 28,50,000 (Twenty-Eight Lakhs Fifty Thousand) stock options @ Rs. 16 per option to Mr. KK Rajeev Nambiar under "SDCCL Employee Stock Option Plan 2019 (ESOP 2019)". Details on this is disclosed in Corporate Governance Report annexed to the Directors' Report of financial year 2020-21.

3. The ceiling for the overall remuneration (inclusive of performance linked incentives) shall be as specified in the aforesaid resolution and may be altered/ revised from time to time within such overall limits approved by the Shareholders.

4. It is declared that Mr. KK Rajeev Nambiar hold 2,04,304 Equity shares of Rs. 10/- each of the Company as on 31st March, 2021. He holds 1 share of Rs.10/- of SDCCL Logistics Ltd., the Wholly Owned Subsidiary of the Company, as a nominee of the Company.

This Notice along with explanatory statement is and should be considered as an abstract of the terms of the remuneration and remuneration of Mr. KK Rajeev Nambiar designated as "Chief Executive Officer (CEO) & Managing Director" of the Company, for a further period of 3 (three) years effective from 1st August, 2021 up to 31st July, 2024, subject to approval of shareholders, of the Company and a memorandum as to nature of concern or interest of the Directors in the said remuneration.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **14th June, 2021 at 10:00 A.M. and ends on 17th June, 2021 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. 11th June, 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **11th June, 2021**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

Type of shareholders	Login Method
	- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company, which is **116014** for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manojhurkat@hotmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Asst. Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors.sdcl@digvijaycement.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to your respective depository participants. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors.sdcl@digvijaycement.com. The same will be replied by the company suitably.