

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 78th Annual General Meeting (AGM) of the members of
SHREE DIGVIJAY CEMENT COMPANY LIMITED (SDCCL)
held on 28th June, 2023 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 78th Annual General Meeting held on 28th June, 2023 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 Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 (MCA Circulars) and also SEBI Circular dated 12th May, 2020, SEBI Circular dated January 15, 2021, SEBI Circular dated 13th May, 2022 and SEBI Circular dated 5th January, 2023 (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, SEBI Circulars and Rules relating to voting on the resolutions contained in the Notice to the 78th 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 Saturday, 24th June, 2023 (9:00 a.m.) to Tuesday, 27th June, 2023 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 21st June, 2023 were entitled to vote on the resolutions stated in the Notice of 78th AGM.
- III. The votes casted were subsequently unblocked by me on 28th June, 2023 at 11.50 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.	Dhruvi Shah C-2, Archana Park Society, Swastik Cross Road, C. G. Road, Ahmedabad - 380009	

- 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 78th 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) with all annexures for the financial year ended on 31st March, 2023:

(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)	158	91473792	100%
E-voting (During AGM)	3	4100	71.16%
Total	161	91477892	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)	1	1	Negligible
E-voting (During AGM)	1	1662	28.84%
Total	2	1663	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	127708	0.14%
E-voting (During AGM)	Nil	Nil	Nil
Total	1	127708	0.14%

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

Ordinary Resolution for confirmation of Interim Dividend already paid and to declare final Dividend on equity shares of the Company for the financial year ended on 31st March, 2023:

(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)	158	91601355	100%
E-voting (During AGM)	3	4100	71.16%
Total	161	91605455	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)	1	1	Negligible
E-voting (During AGM)	1	1662	28.84%
Total	2	1663	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	145	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	1	145	Negligible

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

Ordinary Resolution for Re-appointment of Mr. Pramod Kabra (DIN: 02252403) 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)	148	91230172	99.59%
E-voting (During AGM)	3	4100	71.16%
Total	151	91234272	99.59%

(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)	11	371184	0.41%
E-voting (During AGM)	1	1662	28.84%
Total	12	372846	0.41%

(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	145	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	1	145	Negligible

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

Special Resolution for appointment of Ms. Mitu Samarnath Jha (DIN: 07244627) as an Independent Director:

(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)	153	91601260	100%
E-voting (During AGM)	3	4100	71.16%
Total	156	91605360	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	96	Negligible
E-voting (During AGM)	1	1662	28.84%
Total	7	1758	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	145	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	1	145	Negligible

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

Ordinary Resolution for appointment of M/s BSR and Co., Chartered Accountant as Statutory Auditor and fixing their remuneration:

(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)	154	91601266	100%
E-voting (During AGM)	3	4100	71.16%
Total	157	91605366	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)	5	90	Negligible
E-voting (During AGM)	1	1662	28.84%
Total	6	1752	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	145	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	1	145	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)	155	91601306	100%
E-voting (During AGM)	3	4100	71.16%
Total	158	91605406	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	50	Negligible
E-voting (During AGM)	1	1662	28.84%
Total	5	1712	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	145	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	1	145	Negligible

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Tel. No.: 079-2960 2110, 2640 2117 – Mobile: 98250 15582 – E-mail: manojhurkat@hotmail.com

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: 28th June, 2023



Signature of the Scrutinizer
[CS MANOJ HURKAT]
UDIN: F004287E000512993

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



Authorised Signatory