

FORM NO. MGT 9 Extract of Annual Return as on financial year ended 31st March, 2023 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	23942	98.69
2	Other Income	NA	1.31

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	55.66	2(46) of the Companies Act, 2013
2	SDCCL Logistics Limited , Admin Building, Digvijaygram -361 140 Jamnagar ,Gujarat (India)	U63000GJ2020PLC115066	Wholly Owned Subsidiary Company	100	2(87) of the Companies Act, 2013

Shree Digvijay Cement Company Limited										
Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2022				Shareholding at the end of the year - 2023				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total	
(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	80825928	0	80825928	'56.1183	80825928	0	80825928	'55.6642	'-0.4541
	Sub Total (A)(1)	80825928	0	80825928	'56.1183	80825928	0	80825928	'55.6642	'-0.4541
[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)									
	Sub Total (A)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	80825928	0	80825928	'56.1183	80825928	0	80825928	'55.6642	'-0.4541
(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	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Foreign Portfolio Investor	414602	0	414602	'0.2879	167418	0	167418	'0.1153	'-0.1726
(f)	Financial Institutions / Banks	1900	2997	4897	'0.0034	1900	2997	4897	'0.0034	'0.0000
(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)	416502	3447	419949	'0.2916	169318	3447	172765	'0.1190	'-0.1726
[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.	24134006	564958	24698964	'17.1488	24453676	524402	24978078	'17.2022	'0.0534
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	18016547	48858	18065405	'12.5430	17820363	48858	17869221	'12.3064	'-0.2366
(b)	NBFCs registered with RBI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Overseas Depositories(holding DRs) (balancing	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Any Other (Specify)									
	Trusts	36090	0	36090	'0.0251	36090	0	36090	'0.0249	'-0.0002
	Foreign Nationals	100	1500	1600	'0.0011	100	1500	1600	'0.0011	'0.0000
	Hindu Undivided Family	2111500	50	2111550	'1.4661	2103427	50	2103477	'1.4486	'-0.0175
	Key Managerial Personnel	0	0	0	'0.0000	248675	0	248675	'0.1713	'0.1713
	Non Resident Indians (Non Repat)	1684121	2730	1686851	'1.1712	1678394	2730	1681124	'1.1578	'-0.0134
	Other Directors / Relatives	2606308	0	2606308	'1.8096	2406308	0	2406308	'1.6572	'-0.1524
	Escrow Account	0	0	0	'0.0000	104	0	104	'0.0001	'0.0001
	Non Resident Indians (Repat)	1262250	0	1262250	'0.8764	1414693	0	1414693	'0.9743	'0.0979
	Body Corp-Ltd Liability Partnership	7114313	0	7114313	'4.9395	7815264	0	7815264	'5.3823	'0.4428
	Clearing Member	259970	0	259970	'0.1805	17160	0	17160	'0.0118	'-0.1687
	Bodies Corporate	4802880	135720	4938600	'3.4289	5496871	135420	5632291	'3.8789	'0.4500
	Sub Total (B)(3)	62028085	753816	62781901	'43.5901	63491125	712960	64204085	'44.2168	'0.6267
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	62444587	757263	63201850	'43.8817	63660443	716407	64376850	'44.3358	'0.4541
	Total (A)+(B)	143270515	757263	144027778	'100.0000	1.44E+08	716407	145202778	'100.000	'0.0000
(C)	Non Promoter - Non Public									
	(C1) Shares Underlying DRs									
[1]	Custodian/DR Holder	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	(C2) Shares Held By Employee Trust									
	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[2]	Total (A)+(B)+(C)	143270515	757263	144027778	'100.0000	1.44E+08	716407	145202778	'100.000	

Shree Digvijay Cement Company Limited ISIN : INE232A01011								
MGT-9 IV.(ii) Shareholding of Promoters								
Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2022			Shareholding at the End of the year - 2023			
		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	TRUE NORTH FUND VI LLP	80825928	56.12	0	80825928	55.66	0	-0.46
	Total	80825928	56.12	0	80825928	55.66	0	-0.46

Note :

* % of shareholding reduced during the year due to issue and allotment of ESOP shares to eligible employees of the Company.

Shree Digvijay Cement Company Limited ISIN : INE232A01011

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

Sr No	Particulars	Shareholding at the beginning of the year - 2022	Transactions during the year		Cumulative Shareholding at the end of the year - 2023	
	Name & Type of Transaction	NO.OF SHARES HELD	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	TRUE NORTH FUND VI LLP	80825928	-	Nil	80825928	55.66
	AT THE END OF THE YEAR				80825928	55.66

Notes:

1	Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 14,52,02,778 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.
4	% of shareholding reduced due to issue and allotment of ESOP shares during the year.
5	* % of shareholding reduced during the year due to issue and allotment of ESOP shares to eligible employees of the Co

SR NO	SHAREHOLDER NAME	DPID/Folio	SHARES	BENPOS DATE
1	TRUE NORTH FUND VI LLP	IN30317320132669	80825928	31/03/2022
2	TRUE NORTH FUND VI LLP	IN30317320132669	80825928	31/03/2023

Shree Digvijay Cement Company Limited ISIN : INE232A01011

MGT-9 IV. Shareholding Pattern of Top Ten Shareholders

Sr No.		Shareholding at the beginning of the year - 2022		Transactions during the year		Cumulative Shareholding at the end of the year - 2023	
	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	ANAGHA ADVISORS LLP	7024048	4.8374			7024048	4.8374
	AT THE END OF THE YEAR					7024048	4.8374
2	ICAN INVESTMENTS ADVISORS PRIVATE LIMITED	3229530	2.2242			3229530	2.2242
	AT THE END OF THE YEAR					3229530	2.2242
3	HITESH RAMJI JAVERI	2202000	1.5165			2202000	1.5165
	AT THE END OF THE YEAR					2202000	1.5165
4	SHARAD KANAYALAL SHAH	2110000	1.4531			2110000	1.4531
	AT THE END OF THE YEAR					2110000	1.4531
5	ZAFAR AHMADULLAH	1400310	0.9644			1400310	0.9644
	AT THE END OF THE YEAR					1400310	0.9644
6	RAJEEV KURUMTHATTIL KUTTIYATTU HOUSE	936816	0.6452			936816	0.6452
	Transfer			01 Apr 2022	(50000)	886816	0.6107
	Transfer (Allotment of ESOP Shares)			15 Apr 2022	50000	936816	0.6452
	Transfer			02 Dec 2022	(30000)	906816	0.6245
	Transfer			09 Dec 2022	(30000)	876816	0.6039
	Transfer			16 Dec 2022	(40000)	836816	0.5763
	Transfer			23 Dec 2022	(40000)	796816	0.5488
	Transfer			30 Dec 2022	(40000)	756816	0.5212
	Transfer			06 Jan 2023	490000	1246816	0.8587
	Transfer (Allotment of ESOP Shares)			13 Jan 2023	(500000)	746816	0.5143
	Transfer			20 Jan 2023	500000	1246816	0.8587
	Transfer			10 Feb 2023	(10000)	1236816	0.8518
	AT THE END OF THE YEAR					1236816	0.8518
7	ANIL SINGHVI	1169492	0.8054			1169492	0.8054
	AT THE END OF THE YEAR					1169492	0.8054
8	HARSHA HITESH JAVERI	1100000	0.7576			1100000	0.7576
	AT THE END OF THE YEAR					1100000	0.7576
9	VARA FUTURE LLP	0	0.0000			0	0.0000
	Transfer			14 Oct 2022	215000	215000	0.1481
	Transfer			21 Oct 2022	135000	350000	0.2410
	Transfer			04 Nov 2022	90000	440000	0.3030
	Transfer			11 Nov 2022	70000	510000	0.3512
	Transfer			02 Dec 2022	60000	570000	0.3926
	Transfer			23 Dec 2022	47140	617140	0.4250
	Transfer			30 Dec 2022	35700	652840	0.4496
	Transfer			20 Jan 2023	160	653000	0.4497
	Transfer			10 Feb 2023	1200	654200	0.4505
	Transfer			17 Feb 2023	3900	658100	0.4532
	Transfer			24 Feb 2023	16500	674600	0.4646
	Transfer			03 Mar 2023	6400	681000	0.4690
	Transfer			10 Mar 2023	3800	684800	0.4716
	Transfer			17 Mar 2023	47500	732300	0.5043
	Transfer			24 Mar 2023	15430	747730	0.5150
	Transfer			31 Mar 2023	8600	756330	0.5209
	AT THE END OF THE YEAR					756330	0.5209
10	LAL TOLANI	740944	0.5103			740944	0.5103
	AT THE END OF THE YEAR					740944	0.5103
11	LEELA VINOD NAWANDHAR	513085	0.3534			513085	0.3534
	Transfer			08 Apr 2022	(26961)	486124	0.3348
	Transfer			15 Apr 2022	(4000)	482124	0.3320
	Transfer			20 Jan 2023	(18134)	463990	0.3195
	Transfer			27 Jan 2023	(2250)	461740	0.3180
	Transfer			24 Mar 2023	(5597)	456143	0.3141
	Transfer			31 Mar 2023	(30959)	425184	0.2928
	AT THE END OF THE YEAR					425184	0.2928

Note: 1. Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 145202778 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

Sr No		Shareholding at the beginning of the year -1st April, 2022		Transactions during the year		Cumulative Shareholding at the end of the year - 1st April, 2022 to 31st March,	
	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
A. DIRECTORS:							
1	Mr.Anil Singhvi	1169492	0.82	-	-	1169492	0.81
2	Mr. Mahesh Gupta	0				0	0.00
	AT THE END OF THE YEAR					0	0.00
3	Ms. Mini Menon	0				0	0.00
	AT THE END OF THE YEAR					0	0.00
4	Mr. Pramod Kabra	0				0	0.00
	AT THE END OF THE YEAR					0	0.00
5	Mr. Satish Kulkarni	0				0	0.00
	AT THE END OF THE YEAR					0	0.00
6	Mr. KK Rajeev Nambiar	936816	0.66			936816	0.65
	Transfer			30.11.2022	-30000	906816	0.63
	Transfer			02.12.2022	-20000	886816	0.62
	Transfer			08.12.2022	-10000	876816	0.61
	Transfer			09.12.2022	-25000	851816	0.59
	Transfer			12.12.2022	-15000	836816	0.58
	Transfer			19.12.2022	-15000	821816	0.57
	Transfer			28.12.2022	-27000	794816	0.55
	Transfer			28.12.2022	-23000	771816	0.54
	Transfer			20.01.2023	-25000	746816	0.52
	Allotment of ESOP Shares			03.02.2023	-5000	741816	0.52
	Transfer			06.02.2023	500000	1243816	0.86
	Transfer			07.02.2023	-5000	1236816	0.86
	AT THE END OF THE YEAR					1236816	0.86
B. KEY MANAGERIAL PERSONNEL (KMP):							
1	Mr. Suresh Meher	76493	0.05			76493	0.05
	Transfer			04.08.22	-7492	69001	
	Transfer			24.08.22	-2336	66665	
	Transfer			09.09.22	-6103	60562	
	Allotment of ESOP Shares			29.09.22	30000	90562	
	Transfer			29.11.22	-4812	85750	
	Transfer			09.12.22	-6481	79269	
	Transfer			13.12.22	-4947	74322	
	Transfer			27.12.22	-17136	57186	
	Allotment of ESOP Shares			06.01.23	15000	72189	
	AT THE END OF THE YEAR					72186	0.05
2	Mr. Vikas Kumar	132969	0.09			132969	0.09
	Allotment of ESOP Shares			29.09.22	40000		
	Transfer			27.12.22	-4000		
	Allotment of ESOP Shares			06.01.23	20000		
	AT THE END OF THE YEAR					188969	0.13

V

INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment****(In Rupees)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial	Nil	Nil	Nil	Nil
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial	Nil	Nil	Nil	Nil
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A.

Remuneration to Managing Director, Whole time Director and/or Manager:**In Rupees**

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)	2,99,28,000	2,45,83,201	5,45,11,201
	(b) Value of perquisites u/s 17(2) of the Income Tax Act 1961	-	19,36,063	19,36,063
	(c) Profit in lieu of salary under Section 17(3) of the	-	-	-
2	Stock Option*	-	2,49,82,500	2,49,82,500
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of Profit	-	-	-
	Others, please specify (contribution to Nischint Policy)	-	-	-
5	Others please specify	-	-	-
	Total (A)	2,99,28,000	5,15,01,764	8,14,29,764
	Ceiling as per the Act			11%

Total Salary of Mr. KK Rajeev Nambiar, CEO & Managing Director includes, a) Variable Pay for the period of 12 months from 1st April 2021 to 31st March, 2022 amounting to Rs. 68,00,000 and b) Perquisite value of Rs. 2,49,82,500 on account of exercise of 5,00,000 stock options by him under the SDCL Employee Stock Option Plan 2019 during the year 2022-23. Remuneration paid to Directors are within the ceiling limits.

B. Remuneration to other Directors:

Sl.No	Particulars of Remuneration	Name of the Directors				Total amount
1	Independent Directors	Mr. Mahesh Gupta	Ms. Mini Menon	Mr. Satish Kulkarni	Mr. Pramod Kabra	
	(a) Fee for attending board committee meetings	10,00,000	11,00,000	4,50,000	0	25,50,000
	(b) Commission	5,00,000	5,00,000	5,00,000	0	15,00,000
	(c) Others, please specify					
	Total (1)	15,00,000	16,00,000	9,50,000	0	40,50,000
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)	15,00,000	16,00,000	9,50,000	0	40,50,000
	Total Managerial Remuneration					8,54,79,764
	Cieling as per the Act.*					11%

* Overall Managerial Remuneration under Section 197 of the Act and Rules made thereunder, paid to Directors are within the celing limits. Sitting fees, paid to Independent Directors, are not considered while calculating the ceiling limit.

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

In Rupees

Sl. No.	Particulars of Remuneration	Mr. Vikas Kumar (CFO)	Mr. Suresh Meher (Company Secretary)	Total
1	Gross Salary			
	(a) Salary as per provisions contained	43,48,056	66,22,366	1,09,70,422
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	15,506	5,32,282	5,47,788
	(c) Profits in lieu of salary under	-	-	-
2	Stock Option*	29,37,500	22,03,125	51,40,625
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	73,01,062	93,57,773	1,66,58,835

*Above amount of Salary is inclusive of: a) Variable Pay for the period of 12 months from 1st April, 2021 to 31st March, 2022, and b) Perquisite value of 60,000 and 45,000 Options exercised, respectively, by Mr. Vikas Kumar and Mr. Suresh Meher, under the SDCCL Employee Stock Option Plan 2019 during the year 2022-23.

PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

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