



16th September, 2025

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 Symbol: SHREDIGCEM

Dear Sir,

Sub.: Intimation under Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot with Explanatory Statement dated 4th September, 2025 seeking approval of the Members of the company through e-voting only (Voting through Electronic means) for the following special businesses:

Sr. No	Particulars	Type of Resolution
1	Increase in Borrowing powers of the Board of Directors from INR 500 Crores to INR 750 Crores	Special Resolution
2	Creation of Charge / providing of Security on the Assets of the Company	Special Resolution
3	Making Investments, giving Loans, Guarantees and Security in excess of limits specified under Section 186 of the Companies Act, 2013	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members, whose name appears in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company "MUFG Intime India Private Limited" and the Depositories as on the cut-off date i.e. **Friday, 12th September, 2025**. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

**SHREE DIGVIJAY
CEMENT CO. LTD.**

📍 **Registered Office & Works**
Post- Digvijaygram 361140, Jamnagar,
Gujarat, India.
CIN L26940GJ1944PLC000749

☎ +91 288 234 4272-75
📠 +91 288 234 4092
✉ info@digvijaycement.com
www.digvijaycement.com



SN	Event	Date
1	Voting rights reckoning date/ Cut-off date	12-Sep-2025
2	Date of Completion of dispatch of Postal Ballot Notice	16-Sep-2025
3	Voting Period Start Date & Time	19-Sep-2025 at 9:00 A.M (IST)
4	Voting Period End Date & Time	18-Oct-2025 at 5:00 P.M.(IST)
5	Date of Submission of Scrutinizer's Report	by 19-Oct-2025
6	Date of Announcement of Results of Postal Ballot	by 20-Oct-2025

In terms of Regulation 46 of the Listing Regulations, the said Notice is also being made available on the website of the Company at www.digvijaycement.com and on the website of NSDL at www.evoting.nsdl.com.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully

For Shree Digvijay Cement Company Limited

Suresh Kumar Meher
VP (Legal) & Company Secretary

Encl.: As-above



SHREE DIGVIJAY CEMENT COMPANY LIMITED

Corporate Identity Number – L26940GJ1944PLC000749

Registered Office: DIGVIJAYGRAM 361 140

Via: Jamnagar, Gujarat, India

Tel: +91 288 2344 272 -2344 275 • Email: investors.sdcl@digvijaycement.com

Website: www.digvijaycement.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 10/2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 collectively referred to as (**'MCA Circulars'**) and the Securities and Exchange Board of India (**'SEBI'**) vide its Circulars respectively dated May 12, 2020, dated January 15, 2021, dated May 13, 2022, dated January 5, 2023 (referred in SEBI Master circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023), SEBI Circular dated October 7, 2023 and also SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 (collectively referred to as "**SEBI Circulars**") that the items of special businesses set out in the Notice annexed hereto are proposed to be transacted by passing Special Resolutions through Postal Ballot which, as per the MCA Circulars shall mean voting only by electronic means through the remote e-voting facility (**"Remote E-voting"**).

In compliance with the above-mentioned provisions and aforesaid MCA and SEBI Circulars, this Postal Ballot Notice (**'Notice'**) is being sent by Shree Digvijay Cement Company Limited (**'the Company'**) only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**) / Depository Participants (DPs), as on 12th September, 2025 (**"cut-off date"**). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-voting facility to its members. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", all the individual shareholders holding shares in demat mode, may cast their vote through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs). Members are required to communicate their assent or dissent only through the remote e-voting facility.

The detailed procedure and instructions for remote e-voting forms part of this Notice. An Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Notice.

In accordance with the provisions of the MCA Circulars, Members can vote only through e-Voting process. Members are requested to read the instructions in the Notes forming part of this Notice to cast their votes electronically through the e-Voting process, which commences from 19th September, 2025 at 9.00 A.M. (IST) and concludes on 18th October, 2025 at 5:00 P.M. (IST). The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

Members willing to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 P.M. (IST) on 18th October, 2025

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Manoj R Hurkat (Membership No.: FCS 4287, CP No. 2574) of M/s. Manoj Hurkat & Associates, Practicing Company Secretaries, as the Scrutiniser for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast by the remote e-voting facility, the Scrutiniser will submit his report to the Chairperson, or any other person authorised by him. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairperson or such person as authorised, within the stipulated timelines. The Scrutiniser's decision on the validity of votes cast will be final.

The said results will be displayed on the website of the Company at www.digvijaycement.com, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. at www.bseindia.com and www.nseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS:

1. INCREASE IN BORROWING POWERS OF THE BOARD OF DIRECTORS FROM INR 500 CRORES TO INR 750 CRORES:

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

"RESOLVED THAT in supersession of the earlier resolutions passed by members in 69th Annual General Meeting held on 23rd April, 2014 pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force) and the provisions contained in the Articles of Association of the Company, consent of the members be and is hereby given to the Board of Directors of the Company to borrow, enhance or avail loan facility for the general, working capital and such other corporate purposes, from time to time as the Board may think fit, any sum or sums of money which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid up share capital, free reserves, that is to say reserves not set apart for any specific purpose, and securities premium provided that the total amount of moneys so borrowed shall not, at any time exceed the limit of INR 7,50,00,00,000 (Indian Rupees Seven Hundred Fifty Crores) over and above aggregate of the Company's paid-up share capital, free reserves and securities premium.

RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filling of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

2. CREATION OF CHARGE / PROVIDING OF SECURITY ON THE ASSETS OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, consent of the members be and is hereby accorded to the Board of Directors of the Company ('Board') to create mortgage and/or charge(s) and/or hypothecation(s) in addition to the mortgage(s)/charge(s)/ hypothecation(s) created/to be created by the Company, in such form manner with such ranking at such time on such terms as the Board (which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) may determine, on all or any of the movable and/or immovable properties and assets of all kinds of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the financial institution(s)/ banks/ lender(s) for securing the borrowings availed/to be availed by the Company, by way of loan(s) and securities or other debt instruments issued/ to be issued by the Company from time to time, subject to the limits approved under Section 180 (1) (c) of the Companies Act, 2013, together with interest, premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company in terms of the loan agreement(s)/heads of agreement(s) or any other document, entered into/to be entered into between the Company and the lender(s), in respect of the said loans/borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filling of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

3. MAKING INVESTMENTS, GIVING LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and the Rules framed thereunder, the consent of the members on the Company, be and is hereby accorded to the Board of Directors to, inter alia, (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time INR 12,00,00,00,000 (Indian Rupees One Thousand Two Hundred Crores) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filling of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

By order of the Board
For Shree Digvijay Cement Company Limited

Sd/-
Suresh kumar Meher
VP (Legal) & Company Secretary
Membership No. ACS No.: 16938

Date: 4th September, 2025

Place: Digvijaygram

Registered Office:

DIGVIJAYGRAM 361 140

Via: Jamnagar, Gujarat, India

Email: investors.sdcl@digvijaycement.com

Tel: +91 288 2344 272 -2344 275

CIN: L26940GJ1944PLC000749

Website: www.digvijaycement.com

NOTES:

- 1) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons/rationale thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
- 2) In compliance with the MCA Circulars, the Notice of Postal Ballot which comprises of resolutions proposed for approval of the members and the explanatory statement thereto and reasons thereof, is being sent only by email to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from M/s. MUFG Intime India Private Limited the Company's Registrar and Transfer Agent ('RTA') / Depositories as on 12th September, 2025 ('Cut-Off date') and whose email addresses are registered with the Company/RTA/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e., 12th September, 2025.
- 3) The Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure and instructions with respect to remote e-voting are mentioned at the end of this Notice. A Member shall avail this facility as per the instructions provided herein.
- 4) Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice.

- 5) The remote e-voting shall commence on 19th September, 2025 at 9:00 A.M. (IST) and shall end on 18th October, 2025, at 5:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- 6) A copy of this Postal Ballot Notice is also available on the website of the Company at www.digvijaycement.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
- 7) The voting for this Postal Ballot cannot be exercised through proxy.
- 8) Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at investors.sdcl@digvijaycement.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. 18th October, 2025.
- 9) In the event the resolutions as set out in the Notice are assented to by the members with requisite majority, by means of Postal Ballot i.e., remote e-voting, the same shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e., 18th October, 2025 and pursuant to Section 110(2) of the Act, it shall deemed to have been passed as Special Resolutions at the General Meeting.
- 10) Registration of email addresses permanently with the Company / DPs: In respect of shares held in demat form, Members who have not registered their email address are requested to register the same with their respective DP.

In respect of shares held in physical form, Members who want to register their email address, will need to ensure complete KYC compliance for their folio. Such Shareholders can download the relevant Forms i.e., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, for registering/changing KYC details from RTA's website at <https://in.mpms.mufig.com/>. The following details viz. PAN of all the holders, Address with PIN code, Email address, Mobile No., Bank Account details of the first holder, Specimen Signature and Nomination details need to be submitted by the holders of physical securities along with supporting documents.
- 11) Once the vote on a Resolution/s is casted by a Member, such vote shall not be allowed to be changed subsequently.
- 12) Members are requested to refer the "Instructions for e-voting" as appended at the end of this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 TO THE BUSINESS MENTIONED UNDER ITEM NOS. 1 TO 3 OF THE ACCOMPANYING NOTICE

The following Statement sets out all material facts relating to the Special Business(s) proposed in this Postal Ballot Notice:

ITEM NO.1 & 2:

The Company had, at the 69th AGM held on 23rd April 2014 approved borrowing limits up to INR 5,00,00,00,000 (Indian Rupees Five Hundred Crores) and authorised the Board of Directors of the Company ("**Board**") to avail the credit facilities as per business requirements within the said limits approved. The currently sanctioned borrowings of the Company, comprising of long term and short-term credit facilities, from various banks is INR 3,00,00,00,000 (Indian Rupees Three Hundred Crores), out of which INR 1,96,00,00,000 (Indian Rupees One Hundred and Ninety-Six Crores) is availed and utilized by the Company.

The Board has at its meeting held on 04th September, 2025 *inter alia* considered and approved the proposal to enter into (a) a brand usage, supply and distributorship agreement *inter alia* relating to exclusive long term distribution of cement products manufactured by Hi-Bond Cement (India) Private Limited ("**HIBOND**") to be distributed by the Company, subject to receipt of applicable statutory and regulatory approvals ("**Distribution Agreement**"); (b) an options agreement with an option to acquire 100% equity shares of HIBOND from its shareholders ("**Options Agreement**"), (collectively, the "**Distribution Transaction**"); and (c) any other document to be executed with respect to the Distribution Transaction including for securing any funding for the payment obligations of the Company envisaged under the Distribution Agreement, either through internal accruals and/or external sources of funding, as required.

Under the Distribution Agreement, the Company is required to provide to HIBOND with a refundable deposit of up to INR 4,00,00,00,000 (Indian Rupees Four Hundred Crores) ("**Refundable Deposit**") subject to fulfilment of certain conditions precedent set out therein. The value of the Distribution Agreement is expected to be in the range of around INR 6,00,00,00,000 (Indian Rupees Six Hundred Crores), and is anticipated to change annually over the terms of the Distribution Agreement. The Distribution Agreement grants the Company exclusive long-term distribution rights in relation to distribution of 100 percent of the cement products manufactured and supplied by HIBOND, and will help the Company enhance its market presence in the region and leverage HIBOND's unique strengths and resources.

The existing borrowing limit is inadequate to meet the funding requirement of the Company to provide the Refundable Deposit of INR 4,00,00,00,000 (Indian Rupees Four Hundred Crores). To meet the funding requirements of the Company to fulfil its obligations under the Distribution Agreement, including the obligation to provide the Refundable Deposit, and to provide flexibility for future financing requirements of the Company, the borrowing limits of the Company, as recommended by the Board of Directors at their meeting held on 4th September 2025 is proposed to be increased from the existing limit of INR 5,00,00,00,000 (Indian Rupees Five Hundred Crores) to INR 7,50,00,00,000 (Indian Rupees Seven Hundred Fifty Crores) outstanding at any point in time, and authorise the Board or any committee constituted for the purpose to borrow any sum or sums of money outstanding in aggregate at any point in time not exceeding INR 7,50,00,00,000 (Indian Rupees Seven Hundred Fifty Crores) over and above aggregate of the Company's paid-up share capital, free reserves and securities premium.

According to the provisions of Section 180(1)(c) of the Companies Act, 2013, the board of directors of a company, can borrow money in excess of its paid-up share capital, free reserves and securities premium only with the consent of the members by passing a Special Resolution.

Certain proposed borrowings of the Company are also required to be secured by suitable mortgage/charge on all or any of the movable and / or immovable properties of the Company in such form, manner, and as may be determined by the Board of Directors of the Company from time to time, in consultation with the banks(s) / lender(s). Such creation of the aforesaid security, in certain cases is regarded as disposal of whole or substantially the whole of the undertaking(s) of the Company, within the meaning of Section 180 (1) (a) of the Companies Act, 2013, hence it is necessary to obtain prior approval of the members by passing a Special Resolution.

As regards rationale of the proposed Special resolutions, it may be noted that same are required to meet the funding requirement of the Company: (i) to fulfil its obligations under the Distribution Agreement, including the obligation to provide the Refundable Deposit, and (ii) for future financing requirements, and shall be in the best interest of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board accordingly recommends the resolutions set out at Item No. 1 & 2 of this Postal Ballot Notice for approval by the Members by way of Special Resolutions.

ITEM NO.3:

The Board of Directors of the Company has at its meeting held on 04th September, 2025 inter alia considered and approved the proposal to enter into an options agreement with Hi-Bond Cement (India) Private Limited ("**HIBOND**") with an option to acquire 100% equity shares of HIBOND from its shareholders ("**Options Agreement**"). Under Options Agreement, HIBOND has agreed to provide a call option to the Company, and the Company has agreed to provide a put option to HIBOND in connection with the sale and purchase of equity shares representing 100% of the share capital of HIBOND ("**Option Shares**"), subject to applicable laws and on the terms and conditions set forth in the Options Agreement. The Options Agreement envisages sale and purchase of Option Shares pursuant to exercise of the call and/or put option, as the case may be, in the terms of the Option Agreement and the provisions of the applicable laws.

Under the Option Agreement: (i) the Company may, at its sole and absolute discretion, exercise its rights to purchase the Option Shares, within a period of 8 (eight) years from the effective date of the Options Agreement, and (ii) the shareholders of HIBOND may, subject to satisfaction of conditions under the Options Agreement, exercise their right to require the Company to purchase the Option Shares in accordance with the terms of the Options Agreement. The acquisition of the Option Shares will enable the Company to take complete control over HIBOND, including HIBOND's assets, liabilities, and operations. This will also enhance the overall capacity of the Company, reduce costs and improve market share of the Company.

As per Section 186 of the Companies Act, 2013 ("**Act**") read with the rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. While the current loans and investments of the Company is within the limits specified under the law, however, in view of the terms agreed in the above Options Agreement and to achieve greater financial flexibility, enable optimal financial structuring and keep sufficient safeguard to make further investments and provide financial support and assistance, it was thought expedient by the Board at their meeting held on 04th September, 2025, that the said limits specified under Section 186 of the Act be increased to INR 12,00,00,00,000 (Indian Rupees One Thousand Two Hundred Crores) with the approval of members. The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

As regards rationale of the proposed Special resolution, it may be noted that the same is required to enable the Company to undertake the acquisition of the Option Shares and other loans, investments, guarantees or security for strategic reasons or due to business exigencies, and the same would be in the best interest of the Company.

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

The Board accordingly recommends the resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the Members by way of a Special Resolution.

By order of the Board
For Shree Digvijay Cement Company Limited

Sd/-
Suresh kumar Meher
VP (Legal) & Company Secretary
Membership No. ACS No.: 16938

Date: 4th September, 2025

Place: Digvijaygram

Registered Office:

DIGVIJAYGRAM 361 140

Via: Jamnagar, Gujarat, India

Email: investors.sdcl@digvijaycement.com

Tel: +91 288 2344 272 -2344 275

CIN: L26940GJ1944PLC000749

Website: www.digvijaycement.com

The procedure with respect to e-Voting is provided below:

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are 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 - 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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

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 investors.sdcl@digvijaycement.com. 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 for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.