NOTICE

NOTICE is hereby given that the 81st Annual General Meeting (AGM) of the Members of **SHREE DIGVIJAY CEMENT COMPANY LIMITED** (CIN: L26940GJ1944PLC000749) (the "**Company**") will be held on Wednesday, 16th September, 2026, at 11:00 A.M. (IST) through video conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**

   (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 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, 2026 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, 2026.

   [The Board of Directors of the Company, at their meeting held on 29th April, 2026, recommended Dividend of ₹ 1.00 (i.e.@10%) per equity share of fully paid-up face value of ₹ 10.00 each for the above financial year.]

3. To appoint a Director in place of Mr. Anil Singhvi (DIN: 00239589), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Mr. Amit Arora (DIN: 11746165) as a Managing Director of the Company and fixation of remuneration payable to him:**

   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 Sections 149, 152 and 161 read with other applicable provisions if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mr. Amir Arora (DIN: 11746165), who was appointed as an Additional Director of the Company w.e.f. 17th June, 2026, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director and who has submitted requisite declarations, be and is hereby appointed as Director of the Company liable to retire by rotation.

   RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198, 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), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, and subject to such other permissions and approvals, as may be required, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Amit Arora (DIN: 11746165) as a Managing Director, designated as Chief Executive Officer (CEO) & Managing Director of the Company for a period of 5 (five) years effective from 17th June, 2026 upto 16th June, 2031, 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, variable pay and other benefits payable to Mr. Amit Arora, in such manner as may be agreed to between the Company and Mr. Amit Arora, within the limits as mentioned in Companies Act, 2013 read with Schedule V 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), 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 tenure of Mr. Amit Arora as such CEO & Managing Director, the remuneration mentioned in the Explanatory Statement here under, as may be approved by the shareholders, comprising salary, perquisites and other benefits, shall be paid to Mr. Amit Arora , 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, and subject to such other approvals as may be necessary.

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. **Ratification of Remuneration payable to Cost Auditor for the Financial Year 2026-27:**

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 all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company be and is hereby ratifies the remuneration of ₹1,80,000/- (Rupees One Lakh Eighty 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 reappointed 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, 2027."

By Order of the Board of Directors

Suresh Kumar Meher
Sr. Vice President (Legal)
& Company Secretary
Membership No. A16938

Place: Digvijaygram
Date: 24th July, 2026

Registered Office:
DIGVIJAYGRAM 361 140
Via: Jamnagar, Gujarat, India
CIN: L26940GJ1944PLC000749
Website: www.digvijaycement.com
Email: investors.sdccl@digvijaycement.com
Phone No.: +91 288-2344 272-2344 275

NOTES:

1) The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and latest being 03/2025 dated September 22, 2025 respectively and other circulars issued in this regard (collectively referred to as "MCA Circulars") allowed, *inter-alia*, for conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020.

   The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 ("SEBI Circular") has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these MCA and SEBI Circulars, provisions of the Act and the Listing Regulations, the 81st AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 81st AGM shall be the Registered Office of the Company.

2) A Statement setting out material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the "Act") in respect of special businesses set out at Item No. 4, and 5 of the Notice is annexed hereto.

3) A statement providing additional details of the Director(s) seeking appointment/ re-appointment as set out at Item Nos. 3 and 4 of the Notice dated 24th July, 2026 is annexed herewith as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').

4) Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with in

line with the MCA 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 is required to be sent to the Scrutiniser by e-mail through its registered e-mail address at manojhurkat@hotmail.com with a copy marked at enotices@in.mpms.mufg.com.

6) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of Wednesday, 9th September, 2026.

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 MCA Circulars No. 09/2023 dated September 25, 2023 and SEBI Circular No SEBI/HO/CFD/CFD-PoD2/P/ CIR/2023/167 dated October 07, 2023, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024, Notice of the 81st AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice calling AGM alongwith the explanatory statement and Annual Report 2025-26 are also available on the website of the Company at www.digvijaycement.com and on the website of RTA at https://web.in.mpms.mufg.com, 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 MUFG Intime (agency for providing the Remote e-Voting facility, e-voting system during the AGM and AGM through VC/OAVM) i.e. https://instavote. linkintime.co.in. The 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).

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26 and Notice of the 81st AGM of the Company, may send request to the Company's email address at investors.sdccl@digvijaycement.com mentioning Folio No./ DP ID and Client ID.

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 1,000 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 Chairperson 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/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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.sdccl@digvijaycement.com from Wednesday, 9th September, 2026 (9:00 A.M. IST) to Saturday, 12th September, 2026 (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. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session. Hence, Members are encouraged to send their questions/queries in advance to the Company at investors.sdccl@digvijaycement.com on or before Saturday, 12th September, 2026, which would be replied by the Chairman at the time of the meeting. For this purpose, it would not be necessary to register as a speaker.

12) 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 Wednesday, 9th September, 2026 through e-mail at investors.sdccl@digvijaycement.com. The same will be replied by the Company suitably during 81st AGM.

13) The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 10th September, 2026 to Wednesday, 16th September, 2026 (both days inclusive).

14) Dividend on Company's Equity shares for the year ended 31st March 2026, as recommended by the Board of Directors, if approved at the AGM, will be payable (subject to deduction of tax at source) 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 Wednesday, 9th September, 2026.

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 Wednesday, 9th September, 2026.

The Dividend, if approved, will be paid by 5th October, 2026.

15) As per the provisions of the Act, Dividends that are unclaimed/unpaid for a period of seven (7) years from the date of their transfer to the unclaimed/unpaid dividend account are required to be transferred to the Investor Education and Protection Fund ('IEPF') administered by the Central Government.

Further, pursuant to the provisions of Section 124 of the Act read with the relevant Rules made thereunder, shares on which dividend has remained unpaid or unclaimed for seven (7) consecutive years shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

The Company currently has no unclaimed dividends that need to be transferred to the Investor Education & Protection Fund (IEPF), since dividend was declared by the Company for the year 2019-20 after a gap of almost 33 years.

The due dates for transfer of unclaimed and unpaid dividends are as under :

Financial year ended	% of Dividend	Date of declaration of Dividend	Due Date for transfer to IEPF
2019-20	15%	30.06.2020	06.08.2027
2020-21	25%	18.06.2021	24.07.2028
2021-22 (Interim Dividend)	15%	27.10.2021	03.12.2028
2021-22 (Final Dividend)	20%	20.06.2022	27.07.2029
2022-23 (Interim Dividend)	15%	21.10.2022	27.11.2029
2022-23 (Final Dividend)	25%	28.06.2023	04.08.2030
2023-24	30%	26.07.2024	31.08.2031
2024-25	15%	29.08.2025	29.09.2032

Members who have not encashed their dividend warrants/ demand drafts so far in respect of the aforesaid periods, are requested to make their claims to MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company having its address at C-201, Embassy 247, LBS Marg, Vikhroli (West) Mumbai - 400 083, ('RTA'/ 'MUFG Intime') or to the Company, well in advance of the above due dates. Pursuant to the provisions of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March 2026 on the website of the Company at www.digvijaycement.com and also on the website of the Ministry of Corporate Affairs at www.mca.gov.in.

16) 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 dividends 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)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc.

In order to receive the dividend without any delay, the Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR – 1' 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 on or before Wednesday, 9th September, 2026.

17) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, 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 RTA in case the shares are held by them in physical form.

18) 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.

Members holding shares in single name are advised to avail the facility of nomination in respect of the shares held by them pursuant to the provisions of Section 72 of the Act. Members holding the shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 or make changes to their nomination details through Form SH-14 and Form ISR-3 duly filled in to the RTA of the Company. Members holding the shares in electronic mode may contact their respective DPs for availing this facility.

19) Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address:

MUFG Intime India Private Limited
(Unit: Shree Digvijay Cement Company Limited)
C-201, Embassy 247, LBS Marg,
Vikhroli (West)
Mumbai – 400 083

If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective DPs.

20) Pursuant to the Income Tax Act, 2025 as amended, dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source on dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, please refer to the Income Tax Act, 2025 and the amendments thereof. The Members of the Company are requested to kindly go through the important communication of the Company with respect to deduction of tax at source on dividend which is available on the Company's website at https://digvijaycement.com.

21) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source. Shareholders can upload the aforesaid documents, as applicable, on the following link https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html on or before 12th September, 2026 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 investor.helpdesk@in.mpms.mufg.com by 11:59 P.M. IST on Wednesday, 9th September, 2026. No communication on the tax determination/deduction received post 12th September, 2026 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.

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 41, any other document which may be required to avail the tax treaty benefits by sending an email to investor.helpdesk@in.mpms.mufg.com or to investors.sdccl@digvijaycement.com. The aforesaid declarations and documents need to be submitted by the Shareholders by 11:59 P.M. IST on Saturday, 12th September, 2026.

Shareholders are requested to note that in case their PAN is not registered or having an invalid PAN under Income tax Act, 2025, the tax will be deducted at a higher rate prescribed under section 397(2) of the Income Tax, 2025, as applicable.

22) The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their members in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at www.digvijaycement.com. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

23) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, on the website of the Company's RTA, MUFG Intime India Private Limited at https://in.mpms.mufg.com/ It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

24) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of Listing Regulations (as amended), and the Circulars issued by the MCA from time to time, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e- voting as well as the e-voting system on the date of the AGM will be provided by MUFG Intime India Private Limited.

The Members can join the AGM in the VC/OAVM mode 15 minutes before 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 VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (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 etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.digvijaycement.com. The Notice can also be accessed from 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. The AGM Notice is also disseminated on the website of MUFG Intime (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://instavote.linkintime.co.in.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

The voting period begins on 12th September, 2026 at 9:00 A.M. (IST) and ends on 15th September 2026 at 5:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 9th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services.

e) Click on "Access to e-Voting" under e-Voting services. Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWteb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

App Store | Google Play

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG Intime. Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG Intime. Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in Demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID

NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
   - o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
   - o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
   - o Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID

NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast Vote for resolutions Through INSTAVOTE

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at manojhurkat@hotmail.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at investors.sdccl@digvijaycement.com.

GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS ("CUSTODIAN / CORPORATE BODY/ MUTUAL FUND")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

   2) 'Investor's Name - Enter Investor's Name as updated with DP.

   3) 'Investor PAN' - Enter your 10-digit PAN.

   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps To cast Vote for Resolutions Through Instavote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - Votes Upload

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at manojhurkat@hotmail.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at investors.sdccl@digvijaycement.com.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in.

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Further Click on "**forgot password**?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "**SUBMIT**".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in.

InstaVote USER ID

NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

- Click on **'Login'** under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "**forgot password**?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "**SUBMIT**".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22nd September, 2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a. Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b. Select the "Company Name- Shree Digvijay Cement Company Limited" and register with your following details:

c. Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d. Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance at investors.sdccl@digvijaycement.com between 9th September, 2026 (9:00 A.M. IST) to 12th September,2026 at (5:00 P.M. IST) mentioning their name, demat account number/folio number, email id, mobile number.
2. 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.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

On the Shareholders VC page, click on link "Cast your vote".

a) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

b) Click on 'Submit'.

c) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

d) Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

e) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not cast 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

A person, whose name is recorded in the register of members or in the register of Beneficial Owners maintained by the depositories as on the cut-off date 9th September, 2026 only shall be entitled to avail the facility of e-voting.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "e-voting" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.

Mr. Manoj R. Hurkat, Partner, M/s. Manoj Hurkat & Associates, Practicing Company Secretaries, Ahmedabad has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the annual general meeting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.digvijaycement.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors

Suresh Kumar Meher
Sr. Vice President (Legal)
& Company Secretary
Membership No. A16938

Place: Digvijaygram
Date: 24th July, 2026

Registered Office:
DIGVIJAYGRAM 361 140
Via: Jamnagar, Gujarat, India
CIN: L26940GJ1944PLC000749
Website: www.digvijaycement.com
Email: investors.sdccl@digvijaycement.com
Phone No.: +91 288-2344 272-2344 275

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 and 5 of the accompanying Notice dated 24th July, 2026.

Item No. 4

Appointment of Mr. Amit Arora (DIN: 11746165) as a Managing Director of the Company and fixation of remuneration payable to him:

The Board of Directors of the Company (“the Board”) at its meeting held on 29th May, 2026 has, subject to approval of members, appointed Mr. Amit Arora (DIN: 11746165) as an Additional Director w.e.f. 17th June, 2026 and thereafter simultaneously as a Managing Director, designated as “Chief Executive Officer (CEO) & Managing Director” for a period of 5 (five) years effective from 17th June, 2026 up to 16th June, 2031, and fixed his remuneration payable for a period of 3 years from said date of appointment, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board. The Board of Directors has also appointed Mr. Amit Arora as one of the Key Managerial Personnel of the Company. It is proposed to seek members’ approval for appointment and remuneration payable to Mr. Amit Arora as a Managing Director of the Company, on terms and conditions as specified in the resolution at Item no. 4 of the Notice subject to approval of shareholders and Central Government, if required.

As per Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof or amendment(s) thereto) (“Act”), an Additional Director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall ensure that approval of members for appointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Notice in writing under the provisions of Section 160 of the Act, was received from a Member proposing candidature of Mr. Amit Arora for the office of Director, liable to retire by rotation. The Company has also received from Mr. Amit Arora, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Arora satisfies all the conditions set out in Part-I of Schedule V to the Act, as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for this appointment.

Other broad particulars of terms of appointment and remuneration, subject to limits specified under Schedule V and the provisions of the Act, payable to Mr. Amit Arora are as under:

1. **Tenure of Appointment:** Five years with effect from 17th June, 2026, 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 Act, Mr. Amit Arora shall be entrusted with substantial powers of management of affairs of the Company read with Explanation to Section 2(54) of the Act. Mr. Arora 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:** Upto ₹ 1,96,50,000/- (Rupees One Crore Ninety-Six Lakhs Fifty Thousand) per annum, consisting of Annual Base Salary (ABS) and Performance Linked Variable Pay as under:

   a) **Annual Base Salary (ABS)** Upto ₹ 1,51,00,000/- (Rupees One Crore Fifty-One Lakhs) inter alia covering the specified components as mentioned below, with such increase or variation in ABS or its components within said overall ABS limits during first three years of his tenure as “CEO & Managing Director”, as the Board/Nomination and Remuneration Committee (NRC) may decide from time to time:

      1. **Basic Salary:** Upto ₹ 78,00,000/- (Rupees Seventy-Eight Lakhs) per annum.

      2. **House Rent Allowance:** Upto ₹ 42,00,000/- (Rupees Forty-Two Lakhs) per annum.

      3. **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.

4. **Gratuity:** Percentage of the basic salary & other inclusion components as per Rules of the Company as applicable from time to time.

5. **Contribution towards NPS:** @ 14% of the Basic Salary as per rules.

6. **Allowances:** Following allowances and re-imbursements annually with such increase proportionate to Basic Salary / adjustment(s), as the Board/NRC may decide from time to time:

   a. Conveyance Allowance: Upto ₹ 5,60,000/- annually.

   b. Leave Travel Allowance – Upto ₹ 80,000/- annually for self and family, in accordance with the Rules of the Company.

   c. Medical expenses reimbursement – Upto ₹ 25,000/- annually towards payment/ reimbursement of medical expenses incurred for self and family.

   d. Uniform Allowances – Up to ₹ 21,600/- annually.

   e. Education allowances – ₹ 2,400/- annually.

b) **Performance Linked Variable Pay:** Mr. Amit Arora, CEO & Managing Director, shall be entitled to participate in the Company's Corporate Variable Pay System, in accordance with the Company Policy and subject to approval of the Board of Directors based on the recommendation of the Nomination and Remuneration Committee. The Variable Pay shall be linked to achievement of pre established Balance Scorecard Objectives for each financial year, with a target opportunity of 30% of his Annual Base Salary and an overachievement potential up to 45%, with a 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 Emoluments / CTC consisting of Annual Base Salary and Performance Linked Variable Pay as outlined above, CEO & Managing Director shall also 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. Amit Arora 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 ₹ 500,000 per annum.

v) Accident Insurance: Coverage of 72 months of (Basic Salary + Special Allowances) as per policy.

vi) Term Life Insurance: Employer Contribution (50%) Employee Contribution (50%). Maximum payout ₹ 50,00,000.

vii) Leave, Leave encashment and other benefits as per Company Policy.

viii) 3 months of notice period in case of separation.

ix) Stock Options under SDCCL Employee Stock Option Plan, if any.

x) Re-imbursement of other costs and expenses as per Company's policy.

xi) Other Perquisites, Benefits & Allowance(s): As per Rules / policies 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, as recommended by the Nomination and Remuneration Committee.

Mr. Amit Arora is interested in this resolution since it relates to his appointment and payment of remuneration to him as CEO and 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.

Your directors recommend passing of the Special Resolution as set out at item 4 of the accompanied Notice.

Item no. 5

Ratification of Remuneration payable to Cost Auditor for the Financial Year 2026-27:

The Board of Directors at their meeting held on 29th April 2026, 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, 2027 on a remuneration of ₹1,80,000/- (Rupees One Lakh Eighty 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 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice for remuneration to the Cost Auditor for the financial year ending on 31st March 2027.

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 adoption of resolution set out at Item No. 5 of the accompanying Notice of Annual General Meeting as an Ordinary Resolution.

By Order of the Board of Directors

Suresh Kumar Meher
Sr. Vice President (Legal)
& Company Secretary
Membership No. A16938

Place: Digvijaygram
Date: 24th July, 2026

Registered Office:
DIGVIJAYGRAM 361 140
Via: Jamnagar, Gujarat, India
CIN: L26940GJ1944PLC000749
Website: www.digvijaycement.com
Email: investors.sdccl@digvijaycement.com
Phone No.: +91 288-2344 272-2344 275

A STATEMENT GIVING ADDITIONAL DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AS SET OUT AT ITEMS NO. 3 AND 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 Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings].

Name of Directors:	Mr. Anil Singhvi	Mr. Amit Arora
Director Identification Number (DIN)	00239589	11746165
Date of appointment by the Board -		
Board Meeting date:	January 19, 2024	May 29, 2026
Effective date:	April 30, 2024	June 17, 2026
Date of Birth	June 30, 1959	March 11, 1983
Nationality	Indian	Indian
Qualification / Brief Resume	FCA	B. Tech in Mechanical Engineering and MBA from IIM, Indore
Nature of expertise in specific functional areas	He is having expertise in accounts, finance, taxation, marketing, strategy planning, administration and general management in cement and other sectors.	He brings extensive expertise in plant operations, P&L management, supply chain optimization, digital transformation, and delivering sustainable business growth.
Names of other Companies in which appointee holds Directorships.	1) Institutional Investor Advisory Services India Limited 2) Supremus Lower Parel Premises Private Limited 3) Ican Investments Advisors Private Limited	Nil
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	None	None
Chairperson / Member of the Committee(s) of the Board of Directors of the Company	Member – Stakeholders Relationship Committee	None
Chairperson / Member of the Committee(s) of the Board of Directors of other Companies in which the appointee is a director	None	None
Relationship with other Directors / Manager / Key Managerial Personnel	Mr. Anil Singhvi is not related to any of the Director(s)/Key Managerial Personnel	Mr. Amit Arora is not related to any of the Director(s)/Key Managerial Personnel
Number of shares held in the Company either by the appointee or as a beneficial owner	Nil	NIL
No. of Board Meetings attended during the Financial Year 2025-26	Seven (7)	NIL
Name of the listed entities from which the appointee has resigned in the past three years	Subex Limited	NIL
Terms and conditions of appointment/ re-appointment along with details of remuneration sought to be paid	Liable to retire by rotation. Not entitled for sitting fees for attending meeting of Board and Committee thereof.	Liable to retire by rotation. Not entitled for sitting fees for attending meeting of Board and Committee thereof.
Remuneration details (Including Sitting Fees & Commission) during the financial year	₹ 376.97 Lakhs	Not Applicable

THE INFORMATION REQUIRED UNDER SUB-PARAGRAPH (B) OF PARAGRAPH (1) OF 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

(Rs. In Lakhs)

Particulars	2025-26	2024-25	2023-24
Total Income	75,315	73,499	80,097
Profit Before Interest, Depreciation & Tax (EBITDA)	7,461	6,706	15,494
Profit Before Tax	3,381	3,455	11,821
Profit After Tax	2,500	2,520	8,776
Dividend percentage	10%	15%	30%

5) Foreign investments or collaborations, if any: NA

The holdings of Foreign Institutional Investors (FII) & NRI's as on March 31, 2026, is 1.78 % of the equity share capital.

II. **Information about the appointee:**

1) **Background details:**

Mr. Amit Arora brings with him over two decades of rich experience in the cement industry and has held various strategic leadership roles across the value chain, including Plant Head with ACC Limited. Most recently, he was Plant Head at Vicat Group's Kalaburgi Cement.

He has also been part of global leadership, business excellence, technical and digital transformation programs conducted by Holcim Group. His core expertise encompasses plant operations, P&L management, supply chain optimization, digital transformation and sustainable business growth.

Mr. Arora holds a B.Tech in Mechanical Engineering and MBA from Indian Institute of Management (IIM) Indore.

2) **Past Remuneration:**

Nil

3) **Recognition or award:**

Mr. Arora has been recognized as the Winner of Future Leaders of Supply Chain at the Manufacturing and Supply Chain Summit, 2020. He is a CII Elite Member in Operations & Manufacturing Excellence, a Business Standard Corporate Quiz Champion, and has also contributed to Holcim's Global Digital Ventures Leadership program in London.

4) **Job Profile and their suitability:**

He is expected to provide the necessary leadership and strategic direction to all functions and senior team members.

Considering the above, his vast experience and expertise, the Board considered him suitable for appointment as Managing Director of the Company.

5) **Remuneration Proposed:**

As stated in the Explanatory Statement of this Notice.

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

The remuneration offered to Mr. Amit Arora 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 as CEO & Managing Director of the Company, Mr. Amit Arora does not have any pecuniary relation directly or indirectly with the Company.

Mr. Arora 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:

At present, the Company is having adequate profit. Hence, no disclosures are required under this clause.

2) Steps taken or proposed to be taken for further improvement:

To mitigate the adverse impact and for growth, the Company took various measures such as stabilizing plant operations, expansion of cement grinding capacity, making alternate arrangements of purchasing raw materials at lower cost, executing contracts for power and fuels at best available lower cost, branding promotions, and exploring new markets for sale of cement.

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

The Company continue to make substantial investment in plant for stabilizing the operations & for enhancing cement grinding 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 2025-26.

The disclosures in respect of remuneration package and other details of all the Directors for financial year 2025-26 were provided at appropriate places in the Corporate Governance Report annexed to the Directors' Report of financial year 2025-26.

2) The ceiling for the overall remuneration (inclusive of performance linked incentives, if any) 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.

This Notice along with explanatory statement is and should be considered as an abstract of the terms of the remuneration of Mr. Amit Arora, CEO & Managing Director of the Company, subject to approval of shareholders of the Company and memorandum as to nature of concern or interest of the Directors in the said remuneration.

By Order of the Board of Directors

Suresh Kumar Meher
Sr. Vice President (Legal)
& Company Secretary
Membership No. A16938

Place: Digvijaygram
Date: 24th July, 2026

Registered Office:
DIGVIJAYGRAM 361 140
Via: Jamnagar, Gujarat, India
CIN: L26940GJ1944PLC000749
Website: www.digvijaycement.com
Email: investors.sdccl@digvijaycement.com
Phone No.: +91 288-2344 272-2344 275

Contact Details:

Company:
Shree Digvijay Cement Company Limited
Registered Office: Digvijaygram - 361140
Dist. Jamnagar (Gujarat)
CIN: L26940GJ1944PLC000749
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Registrar and Transfer Agent & E-voting Agency:
M/s. MUFG Intime India Private Limited
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