

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

Address: Room No. 2, 1st Floor, 13, Dinker Niwas, Navi Wadi, Dadi Seth Agyary Lane, Mumbai-400002

Tel Nos. 22074916 / 22071215 E-mail: dinesh.deora@gmail.com

To,
The Chairman
Shree Digvijay Cement Company Limited
(CIN No. L26940GJ1944PLC000749)
Post Digvijaygram, Via Jamnagar
Gujarat-361140

Dear Sir

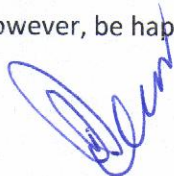
At the outset, I would like to thank you for entrusting me with the task of scrutinizing the e-Voting and voting on Poll by your Shareholders, at the Annual General Meeting of your Company held on Wednesday, 20th May, 2015 at 9.00 a.m.

Please find enclosed, my Report in three parts as listed below:

- Section I** - Consolidated Results of e-Voting & Poll
Section II - Report of Poll Results at the AGM in the prescribed format
Section III - Report of the Scrutinizer on e-Voting

My report on e-Voting is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) Limited (CDSL) and my Report on Voting on the Poll is based on the data provided / authenticated by your Registrar and Share Transfer Agent M/s. Link Intime India Private Limited.

I trust you will find my Report to be comprehensive and self-explanatory in all respects. I will, however, be happy to answer your queries, if any, on the same.



DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

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SECTION – I

Consolidated Results



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

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Based on Results of e-Voting & Poll at the Annual General Meeting held on Wednesday, 20th May, 2015 at 9.00 a.m., Consolidated Results of each item on the Agenda as set out in the Notice dated 26th March, 2015 is annexed herewith.

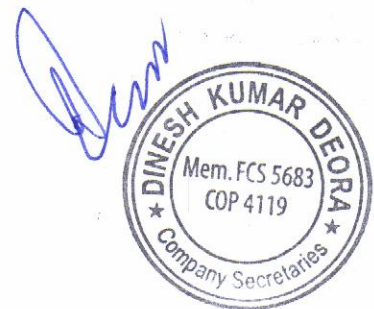
CONSOLIDATED RESULTS OF ITEM NO. 1 – ORDINARY RESOLUTION

Subject	Adoption of Balance Sheet, Statement of Profit and Loss, Directors' Report, and Auditors Report for the year ended 31 st December, 2014
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418976	109565849	99.43
Dissent	631505	0	631505	0.57
Total	778378	109418976	110197354	100.00

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,849** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,31,505** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 1, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

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CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION

Subject	Appointment of Mr. Sven Erik Oppelstrup Madsen as a Director of the Company.
---------	--

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418971	109565844	99.43
Dissent	631505	5	631510	0.57
Total	778378	109418976	110197354	100.00

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,844** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,31,505** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 2, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION

Subject	Appointment of M/s. Price Waterhouse, Chartered Accountants, Mumbai as Auditors.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418976	109565849	99.43
Dissent	631505	0	631505	0.57
Total	778378	109418976	110197354	100.00

Report of Scrutinizer on e-Voting & Poll by Shareholders of
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Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,849** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,31,505** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 3, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 4 – ORDINARY RESOLUTION

Subject	Appointment of Mr. A.K. Chhatwani as an Independent Director of the Company.		
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418471	109565344	99.43
Dissent	631505	505	632010	0.57
Total	778378	109418976	110197354	100.00

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,344** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,32,010** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 4, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

CONSOLIDATED RESULTS OF ITEM NO. 5 – ORDINARY RESOLUTION

Subject	Appointment of Mr. A. Kumaresan as an Independent Director of the Company.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418471	109565344	99.43
Dissent	631505	505	632010	0.57
Total	778378	109418976	110197354	100.00

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,344** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,32,010** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

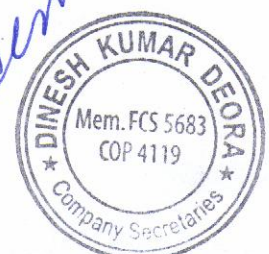
Thus, the **Ordinary Resolution** as contained in Item No. 5, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 6 – ORDINARY RESOLUTION

Subject	Appointment of Mr. Persio Morassutti as a Director of the Company.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418971	109565844	99.43
Dissent	631505	5	631510	0.57
Total	778378	109418976	110197354	100.00

Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited



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Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,844** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,31,510** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 6, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 7 – ORDINARY RESOLUTION

Subject	Appointment of Ms. Meike Albrecht as a Director of the Company.		
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109418971	109565844	99.43
Dissent	631505	5	631510	0.57
Total	778378	109418976	110197354	100.00

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,65,844** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,31,510** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 7, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 8 – ORDINARY RESOLUTION

Subject	Ratification of Remuneration payable M/s. Kiran J Mehta & Co., Cost Auditors.
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Report of Scrutinizer on e-Voting & Poll by Shareholders of
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	109417471	109564344	99.43
Dissent	631505	1505	633010	0.57
Total	778378	109418976	110197354	100.00

Accordingly, out of a total **11,01,97,354** valid votes cast via e-Voting and Poll, **10,95,64,344** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.43%** of the votes polled; **6,33,010** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.57%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 8, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 9 – SPECIAL RESOLUTION

Subject	Approval of material related party transactions under Section 188 of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	146873	3386818	3533691	84.81
Dissent	631505	1500	633005	15.19
Total	778378	3388318	4166696	100.00

Note: None of the Related Parties have voted on this resolution.

Accordingly, out of a total **41,66,696** valid votes cast via e-Voting and Poll, **35,33,691** votes were cast **ASSENTING** to the **Special Resolution** constituting **84.81%** of the votes polled; **6,33,005** votes were cast **DISSENTING** to the **Special Resolution** constituting **15.19%** of the votes polled.

Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited



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Thus, the **Special Resolution** as contained in Item No. 9, of the Notice dated 26th March, 2015 is passed with **REQUISITE MAJORITY**.

DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



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SECTION – II

Poll Results



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

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FOR M No. MGT-13

Report of Scrutinizer (s)

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

To,

The Chairman

Shree Digvijay Cement Company Limited

(CIN No. L26940GJ1944PLC000749)

Post Digvijaygram, Via Jamnagar

Gujarat-361140

AGM held on: Wednesday, 20th May, 2015 at 9.00 a.m.

Dear Sir,

I, Dinesh Kumar Deora, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of Shree Digvijay Cement Company Limited held on Wednesday, 20th May, 2015 at 9.00 a.m. , submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
3. The polling papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



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4. The results of the poll for each item on the agenda are Resolution wise annexed to this report.
5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.
6. The poll papers and all other relevant records have been duly handed over to the Company Secretary for keeping in safe record.

DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



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Item No. 1 – Ordinary Resolution

Adoption of Balance Sheet, Statement of Profit and Loss, Directors' Report, and Auditors Report for the year ended 31st December, 2014

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
102	109418976	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 2 – Ordinary Resolution

Appointment of Mr. Sven Erik Oppelstrup Madsen as a Director of the Company

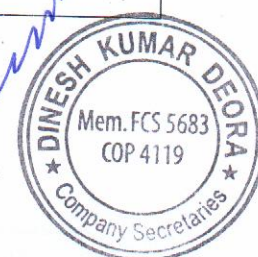
(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
101	109418971	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



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(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 3 – Ordinary Resolution

Appointment of M/s. Price Waterhouse, Chartered Accountants, Mumbai as Auditors.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
102	109418976	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 4 – Ordinary Resolution

Appointment of Mr. A.K. Chhatwani as an Independent Director of the Company.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
100	109418471	100.00

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



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(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	505	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 5 – Ordinary Resolution

Appointment of Mr. A. Kumaresan as an Independent Director of the Company.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
100	109418471	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	505	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



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Item No. 6 – Ordinary Resolution

Appointment of Mr. Persio Morassutti as a Director of the Company.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
101	109418971	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 7 – Ordinary Resolution

Appointment of Ms. Meike Albrecht as a Director of the Company.

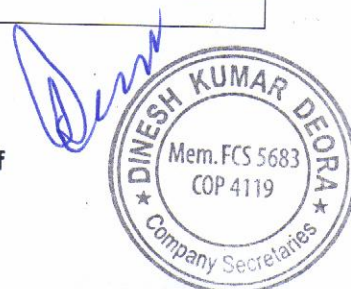
(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
101	109418971	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 8 – Ordinary Resolution

Ratification of Remuneration payable M/s. Kiran J Mehta & Co., Cost Auditors.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
99	109417471	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1505	0

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471

Item No. 9 – Special Resolution

Approval of material related party transactions under Section 188 of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
97	3386818	99.96

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(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	1500	0.04

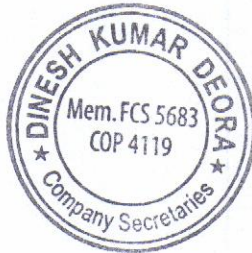
(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
6	2471


DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

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SECTION – III

E-Voting Results



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**

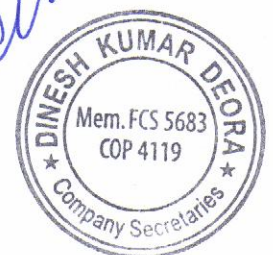
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1. In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on 26th March, 2015 to the e-Voting process for passing the items on the agenda as contained in the Notice dated 26th March, 2015
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the purpose of e-Voting, the Company completed dispatch of the Notice of e-Voting.
 - by email to 9120 Members who had registered their email-ids with the Company, and
 - by Vichare Courier / Speed Post to 14876 Members in physical form.
3. In terms of the aforesaid Notice, e-Voting was open for three days from **9.00 a.m. on Thursday, 14th May, 2015 TO 5.00 p.m. on Saturday, 16th May, 2015** and members were required to cast their votes electronically conveying their asset or dissent in respect of the Ordinary and Special Resolutions, on e-Voting platform provided by CDSL.
4. The Voting rights were reckoned as on **Friday, 10th April, 2015**, being the Cut-Off date for the purpose of e-Voting.

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

Address: Room No. 2, 1st Floor, 13, Dinker Niwas, Navi Wadi, Dadi Seth Agyary Lane, Mumbai-400002
Tel Nos. 22074916 / 22071215 E-mail: dinesh.deora@gmail.com

5. As required in the Rules, I unlocked the e-Voting on the platform provided by CDSL after completion of the e-Voting process at **11.15 p.m. on Monday, the 18th May, 2015**, in the presence of Mr. Manish Sarvaiya and Mr. Jaindendra Yadav.
6. Based on the results made available to me, 17 (Seventeen) members have cast their votes on the e-Voting platform and I have annexed with this Report, a summary of the e-Voting Results for each of the agenda items contained in the said Notice.

DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

Address: Room No. 2, 1st Floor, 13, Dinker Niwas, Navi Wadi, Dadi Seth Agyary Lane, Mumbai-400002
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SUMMARY OF E-VOTING RESULTS

EVSN Reference No. 150410002

Voting Start Date: 14/05/2015 09.00 AM

Voting End Date: 16/05/2015 05.00 PM

Items on the Agenda	Voted in Favour		Voted Against		Abstained	
	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes
1	14	146873	3	631505	0	0
2	14	146873	3	631505	0	0
3	14	146873	3	631505	0	0
4	14	146873	3	631505	0	0
5	14	146873	3	631505	0	0
6	14	146873	3	631505	0	0
7	14	146873	3	631505	0	0
8	14	146873	3	631505	0	0
9*	14	146873	3	631505	0	0

- **Note : None of the Related parties have voted on this resolution**

DINESH KUMAR DEORA

Date: 20th May, 2015

Place: Jamnagar



**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Shree Digvijay Cement Company Limited**