

NOTICE

NOTICE is hereby given that the **Seventy-First** Annual General Meeting of the Members of **SHREE DIGVIJAY CEMENT COMPANY LIMITED ("Company")** will be held on Thursday, 4th August, 2016 at 09:30 a.m. at the Registered Office of the Company at **DIGVIJAYGRAM 361 140 Via: Jamnagar, Gujarat** to transact the following business:

ORDINARY BUSINESS:**1. To consider and adopt**

The Audited Financial Statements of the Company including the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors' thereon.

2. Re-appointment of retiring Director

To appoint a Director in place of Mr. Persio Morassutti, a Non-Executive & Non-Independent Director having Director Identification Number [07105548] who retires by rotation and being eligible, offers himself for re-appointment.

3. Ratification of appointment of Statutory Auditors and fixing their remuneration

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 139 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder, as amended from time to time, the appointment of M/s. Price Waterhouse, Chartered Accountants, Mumbai (Firm Registration No. 301112E) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Seventy-Second AGM of the Company to be held for the financial year 2016-17, be and is hereby ratified and the Board of Directors be and are hereby authorized to fix such remuneration (along with taxes and out of pocket expenses) as may be determined by the Audit Committee in consultation with the Auditors, and such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors of the Company."

SPECIAL BUSINESS:**4. Ratification of Remuneration to Cost Auditor**

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 other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being

in force) and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of ₹1,25,000/- [Rupees One lacs twenty five thousand only] plus service tax and out of pocket expenses actually incurred payable to M/s. Kiran J. Mehta & Co, Cost Accountants (Firm Registration No. 000025), who are appointed by the Board of Directors on the recommendation of the Audit Committee as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2016-17.

5. Appointment of Mr. KK Rajeev Nambiar as Director

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr.K.K.Rajeev Nambiar (DIN:07313541), who was appointed as an Additional Director of the Company with effect from 28th October, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company."

6. Remuneration to Non-Executive Directors

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

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded, subject to such other permissions and approvals, if any, as may be required, to pay commission to the Directors of the Company who are neither in the whole time employment nor managing director(s) of the Company (hereinafter referred as 'eligible Directors'), in accordance with and up to the limit laid down under the provisions of Section 197(1) of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force), computed in the manner specified in Section 198 of the Companies Act, 2013 or such other limit as may be approved by the Central Government or the relevant authority for a period of 5 years from the financial year 2015-16, in such manner and up to such extent, as the Board of Directors or the Committee of Board specifically authorised for this purpose may, from time to time, determine, such commission being divisible amongst the eligible Directors in such proportion, to such category and in such manner as

may be decided by the Board or the Committee of Board specifically authorized for this purpose.”

“RESOLVED FURTHER THAT subject to provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals and permissions, if any, as may be required from the Central Government or from any other authorities, in case of inadequacy of profits of the Company for any financial year, such remuneration, as approved by the Board or the Committee of Board specifically authorized for this purpose, subject to such approval as may be necessary shall be paid to each of eligible Directors.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform and / or to authorise any Committee of Directors or any other person to do or perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, including submitting application and making representation to the Central Government, if required.”

By Order of the Board

Suresh Meher
General Manager (Legal)
& Company Secretary

Place : Mumbai

Date : 24th May, 2016

NOTES:

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Items No. 3 to 6 of the accompanying Notice are annexed hereto.
2. As required in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations), the information (including profile and expertise in specific functional areas) pertaining to Director(s) recommended for/seeking appointment/re-appointment in the AGM in respect of Resolutions at Items No. 2 & 5 is forming part of the Explanatory Statement given below. The Director has furnished the requisite consent / declarations for his re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS

BEFORE THE COMMENCEMENT OF THE MEETING.

4. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total paid-up Share Capital of the Company carrying voting rights. A member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other Member.
5. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
6. Members, proxies and Authorized representative are requested to bring to the meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
7. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
9. The Register of Members and Share Transfer Books of the Company will be closed from 29th July, 2016 to 4th August, 2016 (both days inclusive).
10. E-VOTING: In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI Regulations, the Company is pleased to provide members e-voting facility to exercise their right to vote by electronic means. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 28th July, 2016, may cast their votes by electronic means or in the AGM on all the items of the business. Details of user id and password for e-voting alongwith other information with respect to Voting process and instructions, forming part of this Notice, is enclosed with this Annual Report.

Only those /members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date shall be entitled to vote. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut- off date i.e. 28th July, 2016.
11. Pursuant to Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules,

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2014, the Annual Report for the financial year 2015-16 is being sent through electronic mode to all the Members whose E-mail IDs are registered with the Company/ Depository Participants for communication purposes, unless any members has requested for physical copy of the same. For Members who have not registered their E-mail IDs with the Company/Depository Participants, a physical copy of the Annual Report for 2015-16 is being sent by the permitted mode.

The Notice of AGM and the Annual Report of the Company for the year ended 31st March, 2016 is uploaded on the Company's website www.digvijaycement.com and may be accessed by the Members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

12. Pursuant to Section 107 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, voting through polling paper shall also be made available to those Members who attend the Annual General Meeting and have not already cast their vote by remote e-voting.

The Members who have casted their votes by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.

13. The Board of Directors in their Meeting held on 24th May, 2016 appointed Mr. Manoj Hurkat, Practicing Company Secretary, Ahmedabad of M/s Manoj Hurkat & Associates (Membership No. CP No. 2574) or failing him any other Practicing Company Secretary, as may be appointed by authorised officials, as a Scrutinizer for overseeing the voting and remote e-voting process in a fair and transparent manner.
14. The Scrutinizer shall submit his report to the Chairman. Results declared alongwith report of the Scrutinizer shall be placed on the website of the Company www.digvijaycement.com and on the website of CDSL www.evotingindia.com immediately after declaration of result by the Chairman or a person authorized by him in this behalf. The results shall also be uploaded on the BSE Listing Portal.

The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of requisite votes.

15. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their DP and members holding shares in physical form should inform the Company their PAN details alongwith proof thereon.
17. Members holding shares in physical form are requested to forward all applications for transfers and all other share related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company.
18. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Transfer Agent. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.

By Order of the Board

Suresh Meher
General Manager (Legal)
& Company Secretary

Place : Mumbai
Date : 24th May, 2016

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. 3 to 6 of the accompanying Notice dated 24th May, 2016

Item No.3: This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Ratification of appointment of Statutory Auditors and fixing their remuneration

M/s. Price Waterhouse, Chartered Accountants, Mumbai (Firm Registration No. 301112E) were appointed as the Statutory Auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 20th May, 2016. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No.3 of the accompanying Notice.

The Board commends the Resolution at Item No.3 of the accompanying Notice for ratification by the Member of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the Resolution at Item No.3 of the accompanying Notice.

Item no.4

Ratification of Remuneration to Cost Auditor

The Board of Directors at their meeting held on 24th May 2016, on the recommendation of the Audit Committee has approved the appointment of M/s. Kiran J Mehta & Co, Cost Accountants, Ahmedabad as the Cost Accountant to conduct the audit of Cost records of the Company for the financial year ending on 31st March, 2017 on a remuneration of ₹ 1,25,000/- (Rupees One Lac Twenty Five Thousand only) 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 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. have 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 year under the provisions of the Act.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for remuneration to the Cost Auditor for the financial year ending on 31st March, 2017.

The Board commends the Resolution at Item No.4 of the accompanying Notice for ratification of the Cost Auditors' remuneration by the Members of the Company.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.4 of the accompanying Notice.

Item no.5

Appointment of Mr. KK Rajeev Nambiar as Director

Mr. KK Rajeev Nambiar was appointed as an Additional Director of the Company with effect from 28th October, 2015 by the Board of Directors under Section 161 of the Act and Article 149 of the Company's Articles of Association. He was also appointed as Whole-time Director of the Company with effect from 1st November, 2015 by the Board of Directors, which was subsequently approved by shareholders through postal ballot on 28th December, 2015. However, in terms of Section 161(1) of the Act, Mr. Nambiar holds office only upto the date of the forthcoming Annual General Meeting of the Company but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Nambiar's appointment as a Director.

Mr. Nambiar, aged 44 years, joined the Company on 2nd June, 2015 as Chief Executive Officer (CEO). A mechanical engineer from the National Institute of Technology Suratkal, Karnataka (India), Mr. Nambiar has a rich experience of over 21 years in the cement industry. Prior to joining the Company he was Head of Operations of ACC Limited at its Jamul unit and was associated with ACC for about 20 years. At ACC, He was also responsible for different roles in Operations, Technical area, Engineering, Human Resources, Commercial and Logistics. Some of his outstanding achievements in that organization included the commissioning of largest kiln at ACC Wadi.

The Board commends the Resolution at Item No.5 of the accompanying Notice for approval by the Members of the Company.

Other than Mr. Nambiar, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.5 of the accompanying Notice.

Mr. Nambiar is not related to any other Director of the Company.

Item no.6

Remuneration to Non-Executive Directors

Board has, at their meeting held on 24th May, 2016, proposed the payment of remuneration by way of commission to the Non-Executive Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013, for a period of five years commencing from the financial year 2015-16.

SHREE DIGVIJAY CEMENT COMPANY LIMITED

Section 197 of the Companies Act, 2013 provides, inter alia, remuneration to its directors (other than the managing director or whole time director), by way of commission, if the Company by resolution authorize such payments. Listing Agreement also provides that all fees / commission paid to Non-Executive Directors shall be fixed by the Board and shall require the previous approval of the Members. In this context, it is proposed to take this special resolution for payment of commission to the Non-Executive Directors for a period of 5 years effective from the financial year 2015-16, as may be determined by the Board or its Committee authorised for the purpose for each financial year at a rate such that the total remuneration does not exceed percentage limits of the net profit of the Company as specified in the Companies Act, 2013 (presently 1% of the net profit), calculated in accordance with Section 197 read with Section 198 and any other applicable provisions of the Companies Act, 2013.

The payment of commission would be in addition to the sitting fees payable for attending meeting of the Board and Committees thereof, if any. Further, in case of inadequacy of profits of the Company for any financial year, the

Non-Executive Directors shall be paid such remuneration as approved by the Board or its Committee authorised for the purpose for such financial year, subject to such approval as may be necessary.

The Board commends the Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company.

The Whole-time Director and KMP of the Company and their relatives are not concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the Notice. The Non-Executive Directors may be deemed to be concerned or interested in the Special resolution set out at Item No. 6 of the Notice to the extent of the remuneration.

By Order of the Board

Suresh Meher
General Manager (Legal)
& Company Secretary

Place : Mumbai
Date : 24th May, 2016

Registration / Updating of Email IDs and Bank Details

Members are requested to support the "Green Initiative" by registering their email address with the Company, if not already done.

Those members who have changed their Email ID are requested to register their new Email ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is required to maintain Bank details of its Members for the purpose of payment of Dividend etc. Members are requested to register / update their bank details with the Company in case the shares are held in physical form and with their Depository Participant as well as the Company where shares are held in Dematerialization mode, to enable expeditious credit of the dividend to their bank accounts electronically through ACH / NECS.

INFORMATION/PROFILE ABOUT DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE 71ST ANNUAL GENERAL MEETING:

Name of Director	Mr. Persio Morassutti	Mr. K K Rajeev Nambiar
Director Identification Number(DIN)	07105548	07313541
Date of Birth	August 23,1970	May 30,1972
Nationality	Brazilian	Indian
Date of Appointment	February 25,2015	October 28,2015
Qualification	Master of Business Administration	B.E. (Mechanical)
Experience in specific functional area	Finance & IT	Operations, Technical area, Engineering, Commercial, Logistics and General Management
List of outside Company Directorship held	NONE	NONE
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee –Member	CSR Committee- Member
Chairman/Member of the Committee of the Board of Directors of other Companies in which he is a Director	NONE	NONE
Relationship between Directors Inter -Se	NONE	NONE
No. of Shares held in the Company	NIL	NIL



SHREE DIGVIJAY CEMENT COMPANY LIMITED

CIN: L26940GJ1944PLC000749

Registered Office: Digvijaygram-361 140 Via: Jamnagar, Gujarat

Tel No.: 0288-2344272 -75, Fax No: 0288- 2344092

Email: investors.sdcl@vcimentos.com / Website: www.digvijaycement.com

REMOTE E-VOTING FORM

Serial No.:

Name of the Sole/first named
Members :

Address :

Registered folio No. / DP ID* & Client ID:
(*applicable to investors holding
shares in dematerialization form)

No. of Shares held :

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Shree Digvijay Cement Co. Ltd. ("the Company") is pleased to provide to its Members, the facility to exercise their vote by electronic means i.e. 'remote e-voting' on resolutions proposed to be passed at the 71st Annual General Meeting scheduled to be held on Thursday, August 4, 2016 at 9.30 a.m.

The Company has engaged the services of Central Depository Services (India) Ltd. (CDSL) as agency to provide remote e-voting facilities. The remote e-voting facility is available at www.evotingindia.com

The remote e-voting particulars are set out below:

REMOTE ELECTRONIC VOTING PARTICULARS

User ID	PAN / Sequence Number

If you have already registered for e-voting. Please refer to specific instruction provided on Sr. 4 to 6 of instructions printed overleaf.

The e-voting facility will be available during the following voting period.

Commencement of e-voting	End of e-voting
From 9 a.m.(IST) on August 1, 2016	Upto 5 p.m(IST) on August 3, 2016

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

The cutoff date for the purpose of remote e-voting and voting at the Annual General Meeting is July 28, 2016.

This communication forms an integral part of the Notice dated May 24, 2016 convening the 71st Annual General Meeting scheduled to be held on Thursday, August 4, 2016 at 9.30 a.m.

Please read the instruction printed overleaf before exercising the vote.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company www.digvijaycement.com

By Order of the Board

Suresh Meher
General Manager (Legal) & Company Secretary

Place : Mumbai
Date : May 24, 2016

The instructions for shareholders voting electronically are as under:

1. The voting period begins on Monday, August 1, 2016 (9.00 a.m) and ends on Wednesday, August 3, 2016 (5.00 p.m) . During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 28, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com
3. Click on Shareholders
4. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant Shree Digvijay Cement Co. Ltd. on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
17. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Shree Digvijay Cement Company Limited

CIN : L26940GJ1944PLC000749

Registered Office: Digvijaygram-361 140, Via: Jamnagar, Gujarat

Tel No.: 0288-2344272 -75, Fax No.: 0288- 2344092

Website: www.digvijaycement.com E-mail: investors.sdcl@vcimentos.com

PROXY FORM

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./ Client ID	DPID

I/We being the members(s) holding _____ equity shares of ₹10 each of Shree Digvijay Cement Company Limited, hereby appoint:

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ Or failing him/her
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ Or failing him/her
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 71st Annual General Meeting of the Company, to be held on Thursday, 4th August 2016, at 9.30 am at the Registered Office at Digvijaygram 361 140 Via: Jamnagar, Gujarat and at any adjournment thereof, in respect of such resolutions, as are indicated below:

Resolution No.	RESOLUTIONS	OPTIONAL ³	
	Ordinary Resolutions	For	Against
1	Adoption of audited financial statement of the Company for the year ended 31 st March 2016.		
2	Re-appointment of Mr. Persio Morassutti as a Director of the Company		
3	Ratification of appointment of Price Waterhouse, the Statutory Auditors and fixing their remuneration		
4	Ratification of remuneration to M/s Kiran J. Mehta & Co., Cost Auditors		
5	Appointment of Mr. K K. Rajeev Nambiar as Director		
	Special Resolution		
6	Remuneration to Non-Executive Directors		

P. T. O.

Shree Digvijay Cement Company Limited

Registered Office: Digvijaygram-361 140, Via: Jamnagar, Gujarat

ATTENDANCE SLIP

TO BE COMPLETED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID*		REGD. FOLIO NO.	
CLIENT ID*		NO. OF SHARES HELD	

Full name of the member attending _____

Full name of the first joint-holder _____

(To be filled in if first named joint-holder does not attend the meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I /We hereby record my/our presence at the 71st ANNUAL GENERAL MEETING of the Company being held at Digvijaygram, Via: Jamnagar(Gujarat) 361 140 on Thursday, 4th day of August 2016 at 9.30 am.

Signature of the Member / Proxy holder(s) _____

(To be signed at the time of handing over of this slip)

*Applicable in the case of shares held in dematerialized form

Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.

Signed this _____ day of _____ 2016.

Signature of Member(s): _____

Signature of the Proxy holder(s) _____

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 71st Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

Map for Annual General Meeting venue

