**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

## PROXY FORM

Name of the Member(s): ______________________
Registered Address: ______________________

______________________
E-mail ID: ______________________
Folio No. / DP ID Client ID

I / We being the members(s) holding............ Equity Shares of ₹10 each of Shree Digvijay Cement Company Limited, hereby appoint:

1. Name :................................ Address:
   E-mail ID: Signature: ________________ Or failing him/her
2. Name :................................ Address:
   E-mail ID: Signature: ________________ Or failing him/her
3. Name :................................ Address:
   E-mail ID: Signature: ________________ Or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 73rd Annual General Meeting of the Company, to be held on Friday, 7th September, 2018 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:

| NO. | RESOLUTIONS | TYPE OF RESOLUTION | OPTIONAL | |
|---|---|---|---|---|
| | | | For | Against |
| 1 | Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors' thereon | Ordinary | | |
| 2 | Re-appointment of Mr. Persio Morassutti as a Director of the Company | Ordinary | | |
| 3 | Appointment of Statutory Auditors and fixing their remuneration | Ordinary | | |
| 4 | Appointment of Mr. Jorge Alejandro Wagner as Non-Executive & Non-Independent Director | Ordinary | | |
| 5 | Re-appointment of Mr. KK Rajeev Nambiar designated as a CEO & Whole-time / Managing Director and fixation of remuneration | Special | | |
| 6 | Ratification of remuneration to M/s Kiran J. Mehta & Co., Cost Auditors | Ordinary | | |

Signed this ________ day of _______ 2018.

Affix Revenue Stamp

Signature of Member(s):__________________

Signature of the Proxy holder(s) ______________________

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 73rd 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.

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**Shree Digvijay Cement Company Limited**

Registered Office: Digvijaygram 361 140 Via: Jamnagar (Gujarat)

## ATTENDANCE SLIP

**[To be handed over at the entrance of the Meeting Hall]**

| | |
|---|---|
| DP ID | |
| Client ID * | |

| | |
|---|---|
| Regd. Folio No. | |
| 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-holders does not attend the meeting)

Name of the Proxy ......................................................................
[To be filled in if Proxy Form has been duly deposited with the Company)

I/We hereby record my/our presence at the 73rd Annual General Meeting of the Company being held at Digvijaygram, Via. Jamnagar (Gujarat) 361 140 on Friday, 7th September 2018 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.**

**SHREE DIGVIJAY CEMENT COMPANY LIMITED**
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**Registered Office:** Digvijaygram-361 140 Via: Jamnagar, Gujarat
**Tel No.:** 0288-2344272 -75, **Fax No:** 0288- 2344092
**Email:** investors.sdccl@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)** :

**Joint Holder 1** :
**Joint Holder 2**

**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 73rd Annual General Meeting scheduled to be held on Friday, September 7, 2018 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 the link https://www.evotingindia.com

The remote e-voting particulars are set out below:

**REMOTE ELECTRONIC VOTING PARTICULARS**

| EVSN (Electronic Voting Sequence Number) | User ID | Password |
|---|---|---|
| 180807016 | | |

**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 September 4, 2018 | Upto 5 p.m. (IST) on September 6, 2018 |

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 August 31, 2018.

The communication forms an integral part of the Notice dated August 3, 2018 convening the 73rd Annual General Meeting scheduled to be held on Friday, September 7, 2018 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
Assistant Vice President (Legal) & Company Secretary

Place: Mumbai
Date : August 3, 2018

**The instructions for shareholders voting electronically are as under:**

1. The voting period begins on Tuesday September 4, 2018 (9.00 a.m.) and ends on Thursday, September 6, 2018 (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 of August 31, 2018 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 / Members
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)<br>• 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.<br>• 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 (iv). |

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 changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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, and 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.

20. 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.