CS MANOJ. R. HURKAT
B. Com., LL.B., FCS, ACIS (London)

MANOJ HURKAT & ASSOCIATES
PRACTISING COMPANY SECRETARIES

306, ARTH Complex, B/h. A. .K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India
Tel. No. : 079-2640 2110, 2640 2117 – Mobile: 98250 15582 - E-mail : manojhurkat@hotmail.com

Consolidated Report of Scrutinizer
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii) of The Companies (Management and Administration) Rules, 2014]

To,
The Chairperson
of 73rd Annual General Meeting (AGM) of the members of
SHREE DIGVIJAY CEMENT COMPANY LIMITED (SDCCL)
held on 7th September, 2018 at 9.30 a.m.
at the Registered Office of the Company at Digvjaygram - 361140, Via Jamnagar, Gujarat.

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of Shree Digvijay Cement Company Limited ("Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting & also the vote cast through poll/ballot papers at the Annual General meeting and for ascertaining the majority on voting carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the 73rd Annual General Meeting held on 7th September, 2018 at 9.30 a.m. at Digvijaygram - 361140, Via Jamnagar, Gujarat.

2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice to the 73rd Annual General Meeting of the members of the Company.

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My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the polling papers circulated at the AGM and on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, appointed by the Company.

3. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

I. The remote e-voting period remained open from Tuesday, 4th September, 2018(9.00 a.m.) to Thursday, 6th September, 2018 (5.00 p.m.).

II. The Members of the Company as on "cut off" date i.e. 31st August, 2018 were entitled to vote on the resolutions stated in the Notice of the 73rd Annual General Meeting.

III. The votes casted were subsequently unblocked by me on 7th September, 2018 at 11.30 a.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Seema Kothari J-11, Sujata Flats, Shahibaug, Ahmedabad	Seema
02.	Sunil Mulchandani 58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad	Sunil

IV. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.

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V. Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.

B. For Poll at the AGM:

I. The poll was conducted together on all the item nos. 1 to 6 on the agenda at the Annual General meeting at the end of discussion on all the resolutions.

II. The poll was conducted to enable the members of the Company who were present at the AGM and could not cast their vote through Remote E-voting facility provided by the Company through CDSL.

III. After ensuring that all the members who desire to cast their vote through poll have exercised their right to vote on poll and after seeking permission from the Chairperson of the 73rd Annual General Meeting, ballot box kept for polling was sealed in my presence with due identification marks placed by me.

IV. The sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

V. The poll/ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Moreover, poll papers of those members who already cast their vote through Remote e-voting process were also required to be treated as invalid.

4. Based on such scrutiny of the Remote E-voting & Polling process, the result of the voting is as under:

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(a) Resolution No. 1:

Ordinary Resolution for adoption of Audited Financial Statements for the financial year ended on 31st March, 2018.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	10	8214	98.80%
Poll	42	106057146	100%
Total	52	106065360	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	100	1.20%
Poll	Nil	Nil	Nil
Total	1	100	Negligible

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	2	100	Negligible
Total	2	100	Negligible

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(b) Resolution No. 2:

Ordinary Resolution for Re-appointment of Mr. Periso Morassutti (DIN: 07105548) as Non-Executive & Non-Independent Director.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	10	8214	98.80%
Poll	42	106057146	100%
Total	52	106065360	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	100	1.20%
Poll	Nil	Nil	Nil
Total	1	100	Negligible

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	2	100	Negligible
Total	2	100	Negligible

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(c) Resolution No. 3:

Ordinary Resolution for Appointment of M/s B S R & Associates LLP, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration:

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	10	8214	98.80%
Poll	42	106057146	100%
Total	52	106065360	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	100	1.20%
Poll	Nil	Nil	Nil
Total	1	100	Negligible

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	2	100	Negligible
Total	2	100	Negligible

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(d) Resolution No. 4:

Ordinary Resolution for Appointment of Mr. Jorge Alejandro Wanger (DIN: 07935739) as Non- Executive & Non-Independent Director:

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	10	8214	98.80%
Poll	42	106057146	100%
Total	52	106065360	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	100	1.20%
Poll	Nil	Nil	Nil
Total	1	100	Negligible

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	2	100	Negligible
Total	2	100	Negligible

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(e) Resolution No. 5:

Special Resolution for Re-appointment of Mr. KK Rajeev Nambiar as CEO & Whole-time Director/ Managing Director and fixation of remuneration:

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	10	8214	98.80%
Poll	42	106057146	100%
Total	52	106065360	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	100	1.20%
Poll	Nil	Nil	Nil
Total	1	100	Negligible

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	2	100	Negligible
Total	2	100	Negligible

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(f) Resolution No. 6:

Ordinary Resolution for Ratification of Remuneration to the Cost Auditor:

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	10	8214	98.80%
Poll	42	106057146	100%
Total	52	106065360	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	100	1.20%
Poll	Nil	Nil	Nil
Total	1	100	Negligible

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	2	100	Negligible
Total	2	100	Negligible

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A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted "For", "Against" and those votes which were declared "Invalid" for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.

The poll/ballot papers and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Jamnagar
Date: 7th September, 2018

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Signature of the Scrutinizer
[CS MANOJ HURKAT]

Countersigned by:

For, **SHREE DIGVIJAY CEMENT COMPANY LIMITED**

SHREE DIGVIJAY CEMENT CO. LTD. DIG.GRAM

Authorised Signatory