

December 28, 2015

The Corporate Relations Department
BSE Limited
P.J. Towers
25th Floor, MUBAI-400001

Dear Sir,

**Sub: Declaration of Results of the Postal Ballot under Regulation 44 of the SEBI (Listing
Obligation and Disclosure requirements) Regulations, 2015(LODR)**

The Board of Directors of the Company had sought the approval of the Shareholders of the Company through Postal Ballot process in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 by way of Special Resolution pursuant to the provisions of Sections 149, 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of Central Government, if required, for appointment of Mr. KK Rajeev Nambiar as Whole-time Director designated as "CEO & Whole-time Director" of the Company and payment of remuneration to him for a period of three years w.e.f. 1st November, 2015, as per details set out in the Postal Ballot Notice dated 28th October, 2015 alongwith the Explanatory Statements thereto.

Mr. Dinesh Kumar Deora, Practicing Company Secretary (FCS: F5683, CP. No.4119) was appointed as Scrutinizer for conducting the Postal Ballot process and has submitted his report dated 28.12.2015 which is enclosed.

In terms of Regulation 44 of LODR, we give below the details of the Voting Results of the Postal Ballot.

Date of passing of the Resolution through Postal Ballot	26 th December 2015
Total number of Shareholders on record date/cut of date for e-voting purpose 23/10/2015	23,589
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable
Whether promoter / promoter group are interested in the agenda / resolution	NO

Agenda –wise disclosure (to be disclosed separately for each agenda item)

Item No.1	Resolution required: (Ordinary / Special)	Resolution	Mode of Voting
1	Special	Special Resolution pursuant to the provisions of Sections 149, 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 for appointment of Mr. KK Rajeev Nambiar as Whole-time Director of the Company designated as "CEO & Whole-time Director" and payment of remuneration to him for a period of three years w.e.f. 1st November, 2015.	E-voting and by Postal Ballot



SHREE DIGVIJAY CEMENT COMPANY LTD.

Regd. Office: DIGVIJAYGRAM - 361 140
JAMNAGAR (GUJARAT), INDIA

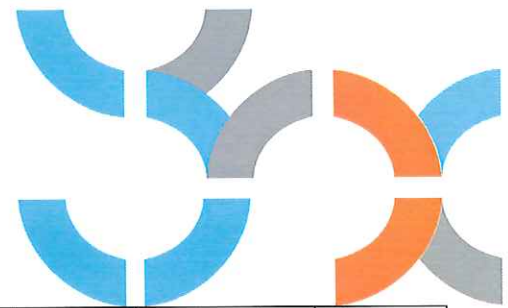
Tel. No.: ++91 (288) 2344272-75 * Fax: 2344092

Web: www.digvijaycement.com

CIN: L26940GJ1944PLC000749



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Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on Votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	106030708	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		106030708	100	106030708	0	100	0
	Total		106030708	100	106030708	0	100	0
Public Institutions	E-Voting	6207	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non - Institutions	E-Voting	35337363	20781	0.06	17806	2975	85.68	14.32
	Poll		-	-	-	-	-	-
	Postal Ballot		60713	0.17	52061	4610	85.75	7.59
	Total		81494	0.23	69867	7585	85.73	9.31
Total		141374278	106112202*	75.06	106100575	7585	99.99	0.01

*Out of which 4,042 votes were invalid.

We hereby inform you that the said Special Resolution has been approved with requisite majority.

Please take the information on record

Thanking you,

Yours faithfully,
For Shree Digvijay Cement Company Limited

Suresh Meher
G.M. (Legal) & Company Secretary

Encl.: Report of Scrutinizer



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

COMPANY SECRETARIES

ADDRESS: #205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097

Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

To,

The Chairman / Company Secretary

SHREE DIGVIJAY CEMENT COMPANY LIMITED

Digvijaygram, Via Jamnagar

Gujarat-361140

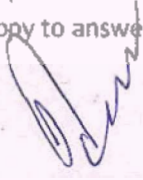
Dear Sir

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting through Ballot for approval of a resolution by shareholders through postal ballot process.

Please find enclosed results of remote e-Voting.

My report on remote e-Voting is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) Limited (CDSL).

I trust you will find 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
Practising Company Secretary
Membership No. F5683
CP No. 4119



Place : Mumbai

Date : 28th December, 2015

**Report of Scrutinizer on remote e-Voting by the Shareholders during the Postal Ballot Process of
Shree Digvijay Cement Company Limited**

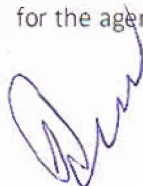
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Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

1. In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended , I was appointed as Scrutinizer by the Company on 28th October, 2015 to the remote e-Voting process for passing the items on the agenda as contained in Postal Ballot Notice dated 28th October, 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 (NDSL) and Central Depository Services (India) Limited (CDSL), for the purpose of remote e-Voting, the Company completed the dispatch of Notice of remote e-Voting by permitted means.
3. In terms of the aforesaid Notice, remote e-Voting was open for thirty days from 9.00 a.m. on **Friday, 27th November, 2015 to 5.00 p.m. on Saturday, 26th December, 2015** and members were required to cast their votes electronically conveying their assent or dissent in respect of the a Special Resolution, on e-Voting platform provided by CDSL.
4. The Voting rights were reckoned as on **Friday, 23rd October, 2015**, being the Cut-Off date for the purpose of remote e-Voting.
5. As required in the Rules, I unlocked the remote e-Voting on the platform provided by CDSL after completion of the remote e-Voting process at 12.10 p.m. on 27th December, 2015, in the presence of Mr. Manish Sarvaiya and Mr. Jainendra Yadav.
6. Based on the results made available to me, 17 (Seventeen) folios have cast their votes on the e-Voting platform and I have annexed with this Report, a summary of the e-Voting Results for the agenda item contained in the said Postal Ballot Notice.



DINESH KUMAR DEORA
Practising Company Secretary
Membership No. F5683
CP No. 4119



Date: 28th December, 2015

Place: Mumbai

**Report of Scrutinizer on remote e-Voting by the Shareholders during the Postal Ballot Process of
Shree Digvijay Cement Company Limited**

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Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

SUMMARY OF E-VOTING RESULTS

EVSN Reference No. 151119002

Voting Start Date: 27/11/2015 09.00 AM

Voting End Date: 26/12/2015 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	12	17806	5	2975	0	0


DINESH KUMAR DEORA
Practising Company Secretary
Membership No. F5683
CP No. 4119



Date: 28th December, 2015
Place: Mumbai

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TEL NOS. 022-28443641 EMAIL : DINESH.DEORA@YAHOO.COM

To,
The Chairman / Company Secretary
SHREE DIGVIJAY CEMENT COMPANY LIMITED
Digvijaygram, Via Jamnagar
Gujarat-361140

Dear Sir,

Please refer to your letter dated 28th October, 2015, appointing me as a Scrutinizer for the purpose of ascertaining the result of resolution sought to be passed by means of a Postal Ballot pursuant to the provisions of section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

(1) I submit my report as under:

- 1.1 The Company has completed the dispatch/ e-mailing of Postal Ballot Forms on 26th November, 2015 along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of members/ list of beneficiaries as on 23rd October, 2015.
- 1.2 The shareholders of the Company had options to vote on Resolutions either through the postal ballot forms physically or through the e-voting facility, Shareholders opting for e-voting facility, casted their votes on the designated website <https://www.evotingindia.com> of Central Depository Services (India) Limited (CDSL).
- 1.3 Total No. of votes based on Paid Up Capital of the Company as on 23rd October, 2015 is 14,13,74,278.
- 1.4 Date of public Announcement with respect to completion of dispatch of Postal ballot Forms in two newspapers was made in on 28th November 2015 in The Financial Express (all India) in English and The Financial Express in Gujarati.
- 1.5 Particulars of all Postal Ballot Forms received in physical or through e-voting process from the members have been consolidated and entered in a sheet separately maintained for the purpose.
- 1.6 The Postal Ballot Forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
- 1.7 The Postal Ballot Forms were duly entered in my presence and scrutinized and the shareholding was matched/ confirmed with the register of members of the company/ list of beneficiaries as on 23rd October, 2015.
- 1.8 All Postal ballot Forms received either in physical or by casting of votes electronically through CDSL portal up to the close of working hours (5.00 PM) on 26th December, 2015, the last date and time fixed by the Company for receipt of the Forms, were considered for my scrutiny.



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**COMPANY SECRETARIES**

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TEL NOS. 022-28443641 EMAIL : DINESH.DEORA@YAHOO.COM

1.9 Envelopes containing postal ballot forms received after 26th December, 2015 were not considered for my scrutiny.

1.10 I did not find any defaced or mutilated paper.

(2) A summary of the Postal Ballot Forms received / votes casted electronically is given below:

(1) Special Resolution for appointment of Mr. KK Raieev Nambiar as Wholetime Director and Payment of Remuneration to him in his capacity as such Whole Time Director

Particulars	Physical		Electronic		Total	
	Folios	Votes	Folios	Votes	Folios	Votes
a) Total postal ballot Forms / Electronic Votes received and number of votes casted	71	106091421	17	20781	88	106112202
b) Less: Invalid no. of votes casted	9	4042	0	0	9	4042
c) Valid no. of votes casted (Net)	62	106087379	17	20781	79	106108160
d) Total no. of votes with assent for the Resolution	54	106082769	12	17806	66	106100575
e) Total no. of votes with dissent for the Resolution	8	4610	5	2975	13	7585

% of total votes casted in favor of the Resolution: **99.99%**

% of total votes casted against the Resolution: **0.01%**

(3) I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to the Company Secretary/ Director authorized by the Board to supervise the postal ballot process.

(4) You may accordingly declare the results of the voting by postal ballot.

DINESH KUMAR DEORA
PRACTISING COMPANY SECRETARY

PLACE: MUMBAI
DATE: 28/12/2015

