Annexxure F

Shareholding Pattern					
SHREE DIGVIJAY CEMENT COMPANY LIMITED					
SCRIP CODE: 502180		Quarter ending March, 2018			
Summary statement holding of specified securities					
Category Of Shareholder	**No. of Shareholders**	**No. of fully paid up equity shares held**	**Total Nos share held**	**Share holding as % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)**	**Number of equity shares held in dematerialized form**
A) Promoter & Promoter Group	2	10,60,30,708	10,60,30,708	75.00	10,60,30,708
(B) Public	23,151	3,53,43,570	3,53,43,570	25.00	3,45,18,226
C1) Shares underlying DRs	-	-	-	-	-
(C2) Shares held by Employee Trust	-	-	-	-	-
(C) Non Promoter-Non Public	-	-	-	-	-
Grand Total	23,153	14,13,74,278	14,13,74,278	100.00	14,05,48,934

Statement showing shareholding pattern of the Promoter and Promoter Group					
Category Of Shareholder	**No. of Shareholders**	**No. of fully paid up equity shares held**	**Total Nos share held**	**Share holding as % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)**	**Number of equity shares held in dematerialized form**
A1) Indian				0	
A2) Foreign				0	
Any Other (specify)	2	10,60,30,708	10,60,30,708	75.00	10,60,30,708
Votorantim Cimentos EAA Inversione S.L.	1	10,37,09,063	10,37,09,063	73.36	10,37,09,063
Votorantim Cimentos S.A.	1	23,21,645	23,21,645	1.64	23,21,645
Sub Total A2	2	10,60,30,708	10,60,30,708	75.00	10,60,30,708
A=A1+A2	2	10,60,30,708	10,60,30,708	75.00	10,60,30,708

Shree Digvijay Cement Co. Ltd. Ahmedabad

Annexxure F

Statement showing shareholding pattern of the Public shareholder							
Category Of Shareholder	**No. of Shareho-lders**	**No. of fully paid up equity shares held**	**Total Nos share held**	**Share holding as % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)**	**No. of Voting Right**	**Total as a % of Total Voting right**	**Number of equity shares held in dematerialized form**
B1) Institutions							
Foreign Portfolio Investors	1	274313	2,74,313	0.19	2,74,313	0.19	2,74,313
Financial Institutions/ Banks	16	40257	40,257	0.03	40,257	0.03	36,910
Insurance Companies	3	450	450	0.00	450	0.00	-
Sub Total B1	20	315020	315020	0.22	315020	0.22	311223
B2) Central Government/ State Government(s)/ President of India	**0**	**0**	**0**	**0.0**	**0**	**0.0**	**0**
B3) Non-Institutions	**0**	**0**	**0**	**0.0**	**0**	**0.0**	**0**
Individual share capital upto Rs. 2 Lacs	21590	18176546	18176546	12.86	18176546	12.86	17739619
Individual share capital in excess of Rs. 2 Lacs	171	11179357	1,11,79,357	7.91	1,11,79,357	7.91	1,09,37,837
Any Other (specify)	1370	5672647	56,72,647	4.01	56,72,647	4.01	55,29,547
Foreign Nationals	4	1600	1,600	0.00	1,600	0.00	100
Trusts	5	37290	37,290	0.03	37,290	0.03	37,290
HUF	795	1782944	17,82,944	1.26	17,82,944	1.26	17,82,944
NRI – Non- Repat	93	1191515	11,91,515	0.84	11,91,515	0.84	11,91,515
NRI – Repat	72	159910	1,59,910	0.11	1,59,910	0.11	1,57,180
Clearing Members	98	240117	2,40,117	0.17	2,40,117	0.17	2,40,117
Director or Director's Relatives	1	200	200	0.00	200	0.00	200
Enemy Property	3	1250	1,250	0.00	1,250	0.00	-
Bodies Corporate	299	2257821	22,57,821	1.60	22,57,821	1.60	21,20,201
Sub Total B3	23131	35028550	3,50,28,550	24.78	3,50,28,550	24.78	3,42,07,003
B=B1+B2+B3	23151	35343570	3,53,43,570	25.00	3,53,43,570	25.00	3,45,18,226

Shree Digvijay Cement Co. Ltd. Ahmedabad

Annexxure F

Statement showing shareholding pattern of the Non Promoter- Non Public shareholder					
Category & Name of the Shareholders(I)	No. of shareholder(III)	No. of fully paid up equity shares held(IV)	Total no. shares held(VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)(VIII)	Number of equity shares held in dematerialized form(XIV)(Not Applicable)
C1) Custodian/DR Holder	0	0	0	0.0	-
C2) Employee Benefit Trust	0	0	0	0.0	-

Details of disclosure made by the Trading Members holding 1% or more of the Total No. of shares of the company.					
Sl. No.	Name of the Trading Member	Name of the Beneficial Owner	No. of shares held	% of total no. of shares	Date of reporting by the Trading Member
-	NIL	NIL	NIL	NIL	NIL

NOTE: AS THERE WILL NOT BE ANY CHANGE IN THE SHAREHOLDING UNDER THE SCHEME, THE SHAREHOLDING PATTERN POST SCHEME WILL REMAIN THE SAME.

FOR, SHREE DIGVIJAY CEMENT COMPANY LIMITED

SURESH MEHER
AVP (Legal) and Company Secretary

Shree Digvijay Cement Co. Ltd. Ahmedabad

Annexure G

Votorantim Cimentos

SHREE DIGVIJAY CEMENT CO. LTD.

The Financial details of the Company (SDCCL) for the previous 3 years as per the Audited Report

Name of the Company: Shree Digvijay Cement Company Limited:

(Rs. in Crores)

	As per latest Unaudited Financials of Nine Months Ended	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	30th December 2017	2016-17	2015-16 (For 15 months)	2014
Equity Paid up Capital	141.375	141.375	141.375	141.375
Reserves and surplus (excluding debit balance of Profit & Loss A/c)	88.423	88.423	88.423	88.423
Carry forward losses	(20.50)	(46.80)	(31.46)	(36.71)
Net Worth	209.29	183.00	198.34	193.09
Miscellaneous Expenditure`	-	-	-	-
Secured Loans	-	-	-	-
Unsecured Loans	96	96	116.00	86.00
Fixed Assets	213.31	217.13	216.58	210.14
Income from Operations	300.92	319.14	475.58	413.69
Total Income	304.22	328.07	481.22	421.17
Total Expenditure	296.32	342.24	475.97	417.52
Profit before Tax	7.90	(14.16)	5.25	3.65
Profit after Tax	5.07	(14.16)	5.25	3.65
Cash profit (Excluding Depreciation)	24.90	8.02	28.32	17.75
EPS (Rs.)	0.36	-	0.37	0.26
Book value (Rs.) (Net worth/ WANES)	14.78	13.44	14	12.26

FOR, SHREE DIGVIJAY CEMENT COMPANY LIMITED

SURESH MEHER
AVP (Legal) and Company Secretary

Shree Digvijay Cement Co. Ltd. Ahmedabad

Phone: +91 288 234 4272-75
Fax: +91 288 234 4092

SHREE DIGVIJAY CEMENT CO. LTD.
CIN L26940GJ1944PLC000749
Regd. Office Post Digvijaygram
361 140 Jamnagar | Gujarat | INDIA

E-mail: info.sdccl@vcimentos.com
Web: www.digvijaycement.com

KAMAL CEMENT

ISO 9001 ISO 18001 ISO 14001 DNV

The Board of Directors
Shree Digvijay Cement Co Limited
P.O. Digvijay Gram - 361140
Via. Jamnagar (Gujarat)
India.

1. We have reviewed the unaudited financial results of Shree Digvijay Cement Company Limited (the "Company") for the quarter ended December 31, 2017 which are included in the accompanying 'Statement of Unaudited Financial Results for the Quarter and Nine Months ended December 31, 2017' together with the notes thereon (the "Statement"). The Statement has been prepared by the Company pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015") and SEBI Circular dated July 5, 2016, which has been initialled by us for identification purposes. The Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Further, the Management is also responsible to ensure that the accounting policies used in preparation of this Statement are consistent with those used in the preparation of the Company's opening unaudited Balance Sheet as at April 1, 2016 prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement.

3. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with Ind AS and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 and SEBI circular dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. We draw attention to Note 2 to the Statement which states that the Company has adopted Ind AS for the financial year commencing from April 1, 2017, and accordingly, the Statement has been prepared by the Company's Management in compliance with Ind AS. Our conclusion is not qualified in respect of this matter.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Price Waterhouse
Chartered Accountants
FRN 301112E
Mumbai

Sachin

Sachin Parekh
Partner
Membership Number: 107038

Mumbai
January 24, 2018

2/4

Shree Digvijay Cement Co. Limited
Regd. Office: Digvijaygram 361140 (Gujarat)
Phone: 0288-2344272-75 Fax: 0288-2344092, Email: investor.sdccl@vcimentos.com
CIN: L26940GJ1944PLC000749, Website: www.digvijaycement.com

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2017

(Rs. in lakhs)

Sr. No.	Particulars	Three Months Ended			Year to date figures	
		31/12/2017	30/09/2017	31/12/2016	31/12/2017	31/12/2016
			(Unaudited)		(Unaudited)	
1	**Income from operations**					
	(a) Revenue from operations (Including excise duty)	10,005	9,491	7,023	30,092	27,751
	(b) Other income	166	99	112	330	460
	Total income from Operations	**10,171**	**9,590**	**7,135**	**30,422**	**28,211**
2	**Expenses:**					
	(a) Cost of materials consumed	2,021	1,809	1,597	6,122	5,533
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	207	637	(650)	1,073	254
	(c) Excise duty	-	-	733	1,126	2,894
	(d) Employee benefits expenses	695	674	673	2,069	2,089
	(e) Finance costs	268	270	263	807	872
	(f) Depreciation and amortisation expense	575	573	530	1,700	1,664
	(g) Power and fuel	3,163	2,706	2,529	8,337	7,810
	(h) Freight and handling	1,528	1,339	1,108	4,291	3,887
	(i) Other expenses	1,163	1,580	1,271	4,107	4,844
	Total Expenses	**9,620**	**9,588**	**8,054**	**29,632**	**29,847**
3	**Profit /(Loss) from continuing operation before tax (1-2)**	**551**	**2**	**(919)**	**790**	**(1,636)**
4	**Tax expense**					
	Current Tax	65	-	-	65	-
	Deferred Tax (Refer Note 4)	131	1	(379)	218	(679)
5	**Net Profit /(Loss) for the period (3-4)**	**355**	**1**	**(540)**	**507**	**(957)**
6	**Other comprehensive income**					
	Items that will not be reclassified to profit or loss	(13)	4	161	(5)	169
	Income tax relating to items that will not be reclassified to profit or loss	4	(1)	(56)	2	(59)
7	**Total comprehensive income for the period (5-6)**	**364**	**(2)**	**(645)**	**510**	**(1,067)**
8	Paid-up equity share capital (Face value Rs. 10 per share)	14,137	14,137	14,137	14,137	14,137
9	**Earnings Per share (In Rupees)**	**Rs.**	**Rs.**	**Rs.**	**Rs.**	**Rs.**
	(of Rs.10/- each) (not annualised)					
	(a) Basic	0.25	0.001	(0.38)	0.36	(0.68)
	(b) Diluted	0.25	0.001	(0.38)	0.36	(0.68)

1 The financial results for the quarter ended December 31, 2017 have been reviewed by the Audit Committee and approved by the Board of Directors at it's meeting held on January 24, 2018.

2 The financial results of the Company have been prepared in accordance with Indian Accounting standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules 2016 and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI circular dated July 05, 2016. The Company has for the first time adopted Ind AS for the financial year commencing from April 01, 2017 with a transition date of April 01, 2016.

3 The reconciliation of net profit / (loss) for the quarter and nine months ended December 31, 2016 reported in accordance with Indian GAAP to total comprehensive Income in accordance with Ind AS is given below:

Description	Quarter Ended 31/12/2016 (Unaudited)	Year To Date 31/12/2016 (Unaudited)
Net Profit / (Loss) for the period as per Indian GAAP	**(1,080)**	**(1,805)**
Add/(Less) : Adjustment for Ind AS		
a) on account of reclassification of actuarial loss, arising in respect of defined benefit plans	161	169
b) on account of unwinding of discount on Security deposits	-*	12
c) on account of expenses recognised on Security deposits	-*	(12)
d) on account of recognition of deferred tax asset (Refer Note 4)	379	679
Total	**540**	**848**
Net Profit / (Loss) for the period as per Ind AS	**(540)**	**(957)**
Other Comprehensive Income/(Expenses) :		
Items that will not be reclassified to profit or loss (Net of Tax) - on account of reclassification of actuarial loss, arising in respect of defined benefit plans	(105)	(110)
Total Comprehensive Income	**(645)**	**(1,067)**

Note: Figures are rounded off to nearest lakhs. Figures below Rs. 50,000/- are denoted by (*)

SHREE DIGVIJAY CEMENT CO. LTD. DIG. GRAM

Price Waterhouse
Chartered Accountants
FRN 301112E
Mumbai

3/4

4 In accordance with Indian GAAP "Deferred Tax Assets" as of March 31, 2016 were not recognised, as they were not considered to be virtually certain of realisation as of that date. With the adoption of Ind AS 12, effective from April 01, 2017 accounting standard requires the recognition of "Deferred Tax Assets" based on the reasonable certainty resulting in transitional adjustment to the opening balance sheet as at April 01, 2016. Consequently "Deferred Tax Assets" so recognised in the opening balance sheet has been adjusted for FY 2016-17 and reconciliation of Net profit reported in accordance with Indian GAAP to the total comprehensive income in accordance with Ind AS is given above.

5 The Company has opted to avail the relaxations provided by the Securities and Exchange Board of India, vide its circular dated July 05, 2016, as available to listed entities and therefore, the statement does not include Ind-AS compliant financial results for the year ended March 31, 2017 as the same is not mandatory.

6 In view of Hon'ble Supreme Court ruling, the Company has reversed the provision of Rs. 201.78 Lakhs during the current quarter which was towards additional royalty on lime stone payable to District Mineral Foundation (DMF) under the Mines and Mineral (Development & Regulation) Amendment Act, 2015 for the period from January 12, 2015 to September 16, 2015.

7 The Company operates in one business segment viz. "Manufacture and Sale of Cement" mainly in India. Therefore, segment information is not required to be furnished.

8 Figures for the corresponding previous periods have been regrouped/ rearranged, wherever necessary, to conform to the classification of the current period.

SHREE DIGVIJAY CEMENT CO. LTD. • DIG. GRAM •

Price Waterhouse
Chartered Accountants
FRN 301112E
Mumbai

For Shree Digvijay Cement Co. Limited

Rajeevnam

K. K. Rajeev Nambiar
CEO & Whole Time Director
DIN: 07313541

Place: Mumbai
Date: January 24, 2018

4/4

Annexure H

Corporate Governance

SHREE DIGVIJAY CEMENT CO.LTD.	
Scrip Code : 502180	**Quarter Ending :** March, 2018

I. COMPOSITION OF BOARD OF DIRECTORS

Title	Name of the Director	PAN	DIN	Category	Date of appointment in the current term/ Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	A.K. Chhatwani		00830809	Non-Executive – Independent Director, Chairperson	20 May 2015	60	1	2	1
Mr	Arcot Kumaresan		00015670	Non-Executive – Independent Director	20 May 2015	60	1	2	1
Mr	K.K. Rajeev Nambiar		00015361	Executive Director	01 Nov 2015	-	1	0	0
Mr	Persio Morassutti		00029722	Non-Executive – Non Independent Director	25 Feb 2015 (Cessation)	-	1	1	0
Mr	Sven Erik Oppelstrup Madsen		00048294	Non-Executive – Non Independent Director	15 Oct 2012	-	1	0	0
Ms	Meike Albrecht		06990663	Non-Executive – Non Independent Director	26 Mar 2015	-	1	1	0
Mr	Jorge Alejandro Wagner			Non-Executive - Non Independent Director	24 Jan 2018	-	1	0	0

Shree Digvijay Cement Co. Ltd. Ahmedabad

II. COMPOSITION OF COMMITTEES:

Name of Committees	Name of Committee Member	Category (Chairperson/Executives/Non- Executives/Independent/Nominee)
1. Audit Committee	Mr. A.K.Chhatwani	**Non-Executive - Independent Director, Chairperson**
	Mr. Arcot Kumaresan	Non-Executive - Independent Director, Member
	Mr. Persio Morassutti	Non-Executive - Non Independent Director, Member
2. Stakeholders Relationship Committee	Mr. A.K.Chhatwani	Non-Executive - Independent Director, Member
	Mr. Arcot Kumaresan	**Non-Executive - Independent Director, Chairperson**
	Ms. Meike Albrecht	Non-Executive - Non Independent Director, Member
3. Corporate Social Responsibility Committee	Mr. A.K.Chhatwani	**Non-Executive - Independent Director, Chairperson**
	Mr. Arcot Kumaresan	Non-Executive - Independent Director, Member
	Mr.K.K. Rajeev Nambiar	Executive Director, Member
4. Nomination and Remuneration Committee	Mr. A.K.Chhatwani	Non-Executive - Independent Director, Member
	Mr. Arcot Kumaresan	**Non-Executive - Independent Director, Chairperson**
	Ms. Meike Albrecht	Non-Executive - Non Independent Director, Member

III. MEETING OF BOARD OF DIRECTORS:

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
17.10.2017	-	0
-	24 Jan 2018	98
-	27 Mar 2018	61

Shree Digvijay Cement Co. Ltd. Ahmedabad

IV. MEETING OF COMMITEES:

Date(s) of meeting of the committee in the relevant quarter		Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	24/01/2018	Yes, meeting was held in the presence of Mr. A.K.Chhatwani, Mr. Arcot Kumaresan and Mr. Persio Morassutti	17.10.2017	98
Audit Committee	27/03/2018	Yes, meeting was held in the presence of Mr. A.K.Chhatwani, Mr. Arcot Kumaresan and Mr. Persio Morassutti	17.10.2017	0
Nomination and remuneration committee	19/02/2018	Yes, Meeting was held in the presence of Mr. A.K.Chhatwani, Mr. Arcot Kumaresan and Ms. Meike Albrecht	17.10.2017	162

V. RELATED PARTY TRANSACTION:

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	NA	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	-

VI. Affirmations:

Subject	Compliance status (Yes/No/NA)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES

Shree Digvijay Cement Co. Ltd. Ahmedabad

The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES

For, **SHREE DIGVIJAY CEMENT COMPANY LIMITED**

SURESH MEHER
COMPANY SECRETARY

Shree Digvijay Cement Co. Ltd. Ahmedabad

32

Annexure I

SHREE DIGVIJAY CEMENT CO. LTD.

Votorantim Cimentos

Date: 18th May, 2018

To
The General Manager
Department of Corporate Services
BSELimited,
P J Towers, Dalal Street
Mumbal-400 001

Scrip Code: 502180

Subject: **Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement between Shree Digvijay Cement Company Limited and its shareholders**

Reference: Submission of 'Report on Complaint' in Compliance with SEBI Circular No. CFD/DIL3/CIRJ2017/21 dated 10th March, 2017

Dear Sir,

We shall submit the "Report on Complaints" as mentioned in the Para I(A)(6) of the SEBI Circular No. CFD/DIL3/CIRJ2017/21 dated 10th March, 2017 within 7 days from the expiry of 21 days of this submission.

We request you to take the same on record.

Thanking you,

Yours faithfully,
FOR, SHREE DIGVIJAY CEMENT COMPANY LIMITED

SURESH MEHER
AVP (Legal) and Company Secretary

Shree Digvijay Cement Co. Ltd. Ahmedabad

Phone: +91 288 234 4272-75
Fax: +91 288 234 4092

SHREE DIGVIJAY CEMENT CO. LTD.
CIN L26940GJ1944PLC000749
Regd. Office Post Digvijaygram
361 140 Jamnagar | Gujarat | INDIA

E-mail: info.sdccl@vcimentos.com
Web: www.digvijaycement.com

KAMAL CEMENT

ISO 18001 ISO 14001 ISO 9001 DNV

Annexure J

Votorantim Cimentos

SHREE DIGVIJAY CEMENT CO. LTD.

Compliance Report with the requirements specified in Part-A of Annexure I of SEBI circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017

It is hereby certified that the draft Scheme of Arrangement between Shree Digvijay Cement Company Limited and its shareholders does not in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ['SEBI Circular'] including the following:

Sr. No.	Reference	*Particulars*
1.	Regulations 17 to 27 of LODR Regulations	Corporate Governance requirements
2.	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of Circular		
a.	Para (I)(A)(2)	Submission of documents to Stock Exchange
b.	Para (I) (A) (3)	Conditions for scheme of Arrangement involving unlisted entities (Not Applicable)
c.	Para (I)(A)(4)(a)	Submission of Valuation Report
d.	Para (I)(A)(5)	Auditors Certificate regarding compliance with Accounting Standards
e.	Para (I)(A)(9)	Provisions of approval of public shareholders through e-voting

RAJEEV NAMBIAR
CEO & Whole-time Director

SURESH MEHER
AVP (Legal) & Company Secretary

We the undersigned hereby certify that the transaction/ accounting treatment provided in the draft scheme of arrangements involving Shree Digvijay Cement Company Limited and ts shareholders are in compliance with all the Accounting Standards applicable to be a listed entity

RAJEEV NAMBIAR
CEO & Whole-time Director

VIKAS KUMAR
Chief Financial Officer

Shree Digvijay Cement Co. Ltd. Ahmedabad

KAMAL CEMENT

ISO 9001 ISO 18001 ISO 14001 DNV

Annexure K

Votorantim Cimentos

SHREE DIGVIJAY CEMENT CO. LTD.

UNDERTAKING

The undertaking with regard to the non-applicability of requirements prescribed in paragraph (I)(A)(9)(c) of the SEBI Circular CFD/DIL3/CIR/2017/21dated 10th March, 2017 in connection with Scheme of Arrangement.

In connection with the proposed writing off of accumulated losses and reclassification and utilisation of the capital reserve as per Scheme of Arrangement of Shree Digvijay Cement Company limited ("SDCCL" or "the Company"), we undertake that the proposed writing off of accumulated losses and reclassification and utilisation of the capital reserve dose not envisage any of the following cases referred in Annexure I, Para (A), Sub Para 9(b) of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017:

i. There are no additional shares to be allotted to Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter /Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity, or

ii. The Scheme of Arrangement does not involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter /Promoter Group, Associates of Promoter /Promoter Group, Subsidiary/(s) of Promoter /Promoter Group.

iii. The parent listed entity, has not acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Patties of Promoter /Promoter Group, Associates of Promoter /Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of Arrangement.

iv. The Scheme does not involve merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting Company by more than 5% of the total capital of the merged entity.

v. The scheme does not involve transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of the listed equity shares.

Shree Digvijay Cement Co. Ltd. Ahmedabad

Phone: +91 288 234 4272-75
Fax: +91 288 234 4092

SHREE DIGVIJAY CEMENT CO. LTD.
CIN L26940GJ1944PLC000749
Regd. Office Post Digvijaygram
361 140 Jamnagar | Gujarat | INDIA

E-mail: info.sdccl@vcimentos.com
Web: www.digvijaycement.com

KAMAL CEMENT

ISO 9001 ISO 18001 ISO 14001 DNV

Votorantim Cimentos

SHREE DIGVIJAY CEMENT CO. LTD.

Accordingly, we undertake that the following requirements prescribed in Annexure I, Para A, sub para 9(b) of SEBI Circular No CFD/DIL3/CIR/2017/21 dated 10th March, 2017 are not applicable in relation to the proposed Scheme of Arrangement.

Mandatory requirement for voting by public shareholders through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution as laid down in Annexure I, Para A, sub Para 9(a) of SEBI Circular No CFD/DIL3/CIR/2017/21 dated 10th March, 2017 shall be ensured by the Company.

FOR, SHREE DIGVIJAY CEMENT COMPANY LIMITED

SURESH MEHER
AVP (Legal) and Company Secretary

DATE: 27th March, 2018

Shree Digvijay Cement Co. Ltd. Ahmedabad

Phone: +91 288 234 4272-75
Fax: +91 288 234 4092

SHREE DIGVIJAY CEMENT CO. LTD.
CIN L26940GJ1944PLC000749
Regd. Office Post Digvijaygram
361 140 Jamnagar | Gujarat | INDIA

E-mail: info.sdccl@vcimentos.com
Web: www.digvijaycement.com

KAMAL CEMENT

ISO 9001 ISO 18001 ISO 14001 DNV