



29th January, 2024

BSE Limited

Corporate Relationship Department
P.J. Towers
Dalal Street
Mumbai – 400 001

Company Code: **502180**

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Company Code : **SHREDIGCEM**

Dear Sir/ Madam,

Sub. : Intimation under Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("SEBI Listing Regulations") - Notice of Postal Ballot of Shree Digvijay Cement Company Limited

Further to our letters dated 1st December, 2023 & 19th January, 2024 respectively and Pursuant to Regulation 30 of the SEBI Listing Regulations, please find attached herewith a copy of Postal Ballot Notice dated 29th January, 2024 (including instructions for-voting) seeking approval of Members through e-voting only (Voting through Electronic means) for the following special businesses:

Sr. No	Particulars	Type of Resolution
1	Appointment of Mr. Ramanujan Krishnakumar (DIN: 10412896) as a Managing Director of the Company and fixation of remuneration payable to him	Special Resolution
2	Reappointment of Mr. Anil Singhvi (DIN: 00239589) as Executive Chairman of the Company and fixation of remuneration payable to him	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members, whose name appears in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company "Link Intime India Private Limited" and the Depositories as on as on the cut-off date i.e. **Monday, 29 January, 2024**. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The details of the calendar of events for the Postal Ballot are as follows:

Sr. No.	Event	Date
1	Voting rights reckoning date/ Cut-off date	29-01-2024
2	Date of Completion of dispatch of Postal Ballot Notice	31-01-2024
3	Voting Period Start Date & Time	05-02-2024 at 9:00 A.M (IST)
4	Voting Period End Date & Time	05-03-2024 at 5:00 P.M.(IST)
5	Date of Submission of Scrutinizer's Report	06-03-2024
6	Date of Announcement of Results of Postal Ballot	06-03-2024



In terms of Regulation 46 of the Listing Regulations, the said Notice is also being made available on the website of the Company at www.digvijaycement.com and on the website of NSDL at www.evoting.nsdl.com.

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

For Shree Digvijay Cement Company Limited

Suresh Meher
V.P. (Legal) & Company Secretary

Encl: A/a



**KAMAL
CEMENT**

SHREE DIGVIJAY CEMENT COMPANY LIMITED

Corporate Identity Number – L26940GJ1944PLC000749

Registered Office: DIGVIJAYGRAM 361 140

Via: Jamnagar, Gujarat, India

Tel: +91 288 2344 272 -2344 275 • Email: investors.sdcl@digvijaycement.com

Website: www.digvijaycement.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10/2022, 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 collectively referred to as (**'MCA Circulars'**) and the Securities and Exchange Board of India (**'SEBI'**) vide its Circular dated May 12, 2020, SEBI Circular dated January 15, 2021, SEBI Circular dated May 13, 2022, SEBI Circular dated January 5, 2023 (referred in SEBI Master circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023) and also SEBI Circular dated October 7, 2023 (collectively referred to as "**SEBI Circulars**"), that the items of special businesses set out in the Notice annexed hereto are proposed to be transacted by passing Special Resolutions through Postal Ballot which, as per the MCA Circulars shall mean voting only by electronic means through the remote e-voting facility (**"remote e-voting"**).

In compliance with the above-mentioned provisions and aforesaid MCA and SEBI Circulars, this Postal Ballot Notice (**'Notice'**) is being sent by Shree Digvijay Cement Company Limited (**'the Company'**) only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**) / Depository Participants (DPs), as on Monday, January 29, 2024 (**"cut-off date"**). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-voting facility to its members. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", all the individual shareholders holding shares in demat mode, may cast their vote through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs). Members are required to communicate their assent or dissent only through the remote e-voting facility.

The detailed procedure and instructions for remote e-voting forms part of this Notice. An Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Notice.

Members willing to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 p.m. (IST) on Tuesday, March 5, 2024.

The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

SHREE DIGVIJAY CEMENT COMPANY LIMITED

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Manoj R Hurkat (Membership No.: FCS 4287, CP No. 2574) of M/s. Manoj Hurkat & Associates, Practicing Company Secretaries, as the Scrutiniser for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast by the remote e-voting facility, the Scrutiniser will submit his report to the Chairperson, or any other person authorised by him. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairperson or such person as authorised, within the stipulated timelines. The Scrutiniser's decision on the validity of votes cast will be final.

The said results will be displayed on the website of the Company at www.digvijaycement.com, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. at www.bseindia.com and www.nseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS

1. APPOINTMENT OF MR. RAMANUJAN KRISHNAKUMAR (DIN: 10412896) AS A MANAGING DIRECTOR OF THE COMPANY AND FIXATION OF REMUNERATION PAYABLE TO HIM:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mr. Ramanujan Krishnakumar (DIN: 10412896), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director and who has submitted requisite declarations, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, and subject to such other permissions and approvals, as may be required, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Ramanujan Krishnakumar (DIN: 10412896) as a Managing Director, designated as Chief Executive Officer (CEO) & Managing Director of the Company for a period of 5 (five) years effective from December 16, 2023 upto December 15, 2028, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as **"the Board"** which term shall include the Nomination and Remuneration Committee or any committee of the Board constituted to exercise its power including the powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of the said appointment including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, variable pay and other benefits payable to Mr. Ramanujan Krishnakumar, in such manner as may be agreed to between the Company and Mr. Ramanujan Krishnakumar, within the limits as mentioned in Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approved by the Members and to the extent the Board may consider appropriate.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the tenure of Mr. Ramanujan Krishnakumar as such CEO & Managing Director, the remuneration mentioned in the Explanatory Statement here under, as may be approved by the shareholders, comprising salary, perquisites and other benefits, shall be paid to Mr. Ramanujan Krishnakumar, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time, and subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient, or desirable in order to give effect to this resolution and to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company."

2. REAPPOINTMENT OF MR. ANIL SINGHVI (DIN: 00239589) AS EXECUTIVE CHAIRMAN AND FIXATION OF REMUNERATION PAYABLE TO HIM:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, and subject to such other permissions and approvals, as may be required, consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Anil Singhvi (DIN-00239589), Director, as Executive Chairman of the Company for a period of 5 (five) years from April 30, 2024 to April 29, 2029, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice.

RESOLVED FURTHER THAT the Powers, Duties & Functions of Mr. Anil Singhvi shall have general control and substantial powers of the management and shall exercise and perform all other powers and duties as described in draft terms and conditions as are set out in the resolution and draft agreement, which in the ordinary course of business may be considered necessary, proper and in the interest of the Company, subject to directions or restrictions as given or imposed by Board of Directors from time to time and by law for time being in force.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby specifically given for payment of remuneration in excess of 5% of the Net Profit (computed in a manner laid down in Section 198 of the Companies Act, 2013) to its Executive Chairman and also payment of remuneration in excess of 10% of the Net Profit to all its Executive Directors for each of the financial years from 2023-24 and onwards, provided the remuneration payable to each of the Executive Directors including the Executive Chairman shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013 and as approved by the members of the Company in General meeting at the time of approving their current tenure of appointment and remuneration.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as **“the Board”** which term shall include the Nomination and Remuneration Committee or any committee of the Board constituted to exercise its power including the powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, variable pay and other benefits payable to Mr. Anil Singhvi, in such manner as may be agreed to between the Company and Mr. Anil Singhvi, within the limits as mentioned in Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approved by the Members and to the extent the Board may consider appropriate.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the tenure of Mr. Anil Singhvi as such Executive Chairman, the remuneration mentioned in the Explanatory Statement here under, as may be approved by the shareholders, comprising salary, perquisites and other benefits, shall be paid to Mr. Anil Singhvi, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time, and subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient, or desirable in order to give effect to this resolution and to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.”

By Order of the Board
For Shree Digvijay Cement Company Limited

Sd/-
Suresh Kumar Meher
V.P. (Legal) & Company Secretary
Membership No. ACS No.: 16938

Registered Office:
DIGVIJAYGRAM 361 140
Via: Jamnagar, Gujarat, India
Email: investors.sdcl@digvijaycement.com
CIN: L26940GJ1944PLC000749
Website: www.digvijaycement.com

Date: January 19, 2024
Place: Digvijaygram

SHREE DIGVIJAY CEMENT COMPANY LIMITED

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons/rationale thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. The disclosure containing the profiles and other details of Mr. Ramanujan Krishnakumar and Mr. Anil Singhvi as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS2) are annexed to this Notice. The information required under sub-paragraph (b) of paragraph (1) of Section II of part - II of Schedule V of the Companies Act, 2013 is also appended to this Notice.
3. In compliance with the MCA Circulars, the Notice of Postal Ballot which comprises of resolutions proposed for approval of the members and the explanatory statement thereto and reasons thereof, is being sent only by email to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from M/s. Link Intime India Pvt. Ltd., the Company's Registrar and Transfer Agent ('RTA') / Depositories as on Monday, January 29, 2024 ('Cut-Off date') and whose email addresses are registered with the Company/ RTA/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e., Monday, January 29, 2024.
4. The Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure and instructions with respect to remote e-voting are mentioned in Note No.13 and as appending at the end of this Notice. A Member shall avail this facility as per the instructions provided herein.
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice.

6. **The remote e-voting shall commence on Monday, February 5, 2024, at 9:00 a.m. (IST) and shall end on Tuesday, March 5, 2024, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.**
7. A copy of this Postal Ballot Notice is also available on the website of the Company at www.digvijaycement.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
8. The voting for this Postal Ballot cannot be exercised through proxy.
9. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at investors.sdcl@digvijaycement.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. Tuesday, March 5, 2024.
10. In the event the resolutions as set out in the Notice are assented to by the members with requisite majority, by means of Postal Ballot i.e., remote e-voting, the same shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e., Tuesday, March 5, 2024 and pursuant to Section 110(2) of the Act, it shall deemed to have been passed as Special Business at a General Meeting.
11. Registration of email addresses permanently with the Company / DPs: In respect of shares held in demat form, Members who have not registered their email address are requested to register the same with their respective DP.

In respect of shares held in physical form, Members who want to register their email address, will need to ensure complete KYC compliance for their folio. Such Shareholders can download the relevant Forms i.e., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, for registering/changing KYC details from RTA's website at www.linkintime.co.in. The following details viz. PAN of all the holders, Address with PIN code, Email address, Mobile No., Bank Account details of the first holder, Specimen Signature and Nomination details need to be submitted by the holders of physical securities along with supporting documents.
12. Once the vote on a Resolution is casted by a Member, such vote shall not be allowed to be changed subsequently.
13. Members are requested to refer the "Instructions for e-voting" as appended at the end of this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013) SETTING OUT ALL MATERIAL FACTS AND REASON FOR THE PROPOSED RESOLUTIONS:

1) Appointment of Mr. Ramanujan Krishnakumar (DIN: 10412896) as a Managing Director of the Company and fixation of remuneration payable to him:

The Board of Directors of the Company (“the Board”) at its meeting held on December 1, 2023 has, subject to approval of members, appointed Mr. Ramanujan Krishnakumar (DIN: 10412896) initially as an Additional Director w.e.f. December 16, 2023 and thereafter simultaneously as a Managing Director, designated as “Chief Executive Officer (CEO) & Managing Director” for a period of 5 (five) years effective from December 16, 2023 up to December 15, 2028, and fixed his remuneration payable for a period of 3 years from said date of appointment, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board. The Board of Directors has also appointed Mr. Ramanujan Krishnakumar as one of the key managerial personnel of the Company. It is proposed to seek members’ approval for appointment and remuneration payable to Mr. Ramanujan Krishnakumar as a Managing Director of the Company, on terms and conditions as specified in the resolution at Item no. 1 of the Notice subject to approval of shareholders through postal ballot and Central Government, if required.

As per Section 161 of the Companies Act, 2013, an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall ensure that approval of members for appointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, approval of the members is sought for the regularisation of Directorship of Mr. Krishnakumar and his appointment as a Managing Director of the Company through Postal Ballot.

Notice in writing under the provisions of Section 160 of the Act, was received from a Member proposing candidature of Mr. Ramanujan Krishnakumar for the office of Director, liable to retire by rotation. The Company has also received from Mr. Ramanujan Krishnakumar, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Krishnakumar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment.

Other broad particulars of terms of appointment and remuneration, subject to limits specified under Schedule V and the provisions of the Companies Act, 2013, payable to Mr. Ramanujan Krishnakumar are as under:

- 1. Tenure of Appointment:** Five years with effect from December 16, 2023, which may be extended by mutual agreement.
- 2. Nature of Duties:** Subject to the superintendence, control and direction of the Board of Directors of the Company, and the provisions of Memorandum and Articles of Association and the regulation made by the Company in General Meetings and the restrictions imposed by the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof or amendment(s) thereto), Mr. Ramanujan Krishnakumar shall be entrusted with substantial powers of management of affairs of the Company read with Explanation to Section 2(54) of the Companies Act, 2013, as amended from time to time. Mr. Krishnakumar will be in charge of the Company’s operations with the responsibility and accountability for its management and smooth operations and carry out such duties as may be entrusted to him by the Chairman / Board of Directors from time to time and exercise such powers as may be assigned to him in connection with and in the best interest of the business of the Company.
- 3. Remuneration:**
 - (I) **Emoluments:** ₹ 1,70,80,000/- (Rupees One Crore Seventy Lakhs Eighty Thousand) per annum, consisting of Annual Base Salary (ABS) and Performance Linked Variable Pay as under:
 - a) **Annual Base Salary (ABS)** of ₹ 1,22,00,000/- (Rupees One Crore Twenty-Two Lakhs) inter alia covering the specified components as mentioned below, with such increase or variation in ABS or its components within said overall ABS limits during first three years of his tenure as “CEO & Managing Director”, as the Board/ Nomination and Remuneration Committee (NRC) may decide from time to time:

- i. **Basic Salary:** ₹ 54,00,000/- (Rupees Fifty-Four Lakhs) per annum.
 - ii. **Special Allowance:** ₹ 57,75,000/- (Rupees Fifty-Seven Lakhs Seventy-Five Thousand) per annum.
 - iii. **Contribution towards Provident fund:** @ 12% of the Basic Salary, subject to revision in line with the notification(s) as may be promulgated by the Government during the tenure of appointment.
 - iv. **Gratuity:** Percentage of the basic salary as per Rules of the Company as applicable from time to time.
 - v. **Allowances:** Following allowances and re-imbursements annually with such increase proportionate to Basic Salary, as the Board/NRC may decide from time to time:
 - a. Leave Travel Allowance – ₹ 78,000/- annually for self and family, in accordance with the Rules of the Company.
 - b. Medical expenses reimbursement – Up to ₹ 15,000/- annually towards payment/ reimbursement of medical expenses incurred for self and family.
 - c. Uniform Allowances – Up to ₹ 21,600/- annually.
 - d. Education allowances – ₹ 2,400/- annually.
 - b) **Performance Linked Variable Pay:** Variable Pay is based on the achievement of pre-established goals for each financial year. Mr. Krishnakumar will be entitled with a Variable Pay compensation of 40% of his Annual Base Salary as may be approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, for each financial year. This limit can go upto a maximum of 60% of the Annual Base Salary, with consequent increase in gross Emoluments, in the event of objectives achievement is more than 100% of pre-established goals.
- (II) **Perquisites and Benefits:** In addition to the Annual Base Salary, Performance Linked Variable Pay as outlined above, CEO & Managing Director shall be entitled to following perquisites and benefits:
- i) Fully furnished residential accommodation at Company's Colony at Digvijaygram with electricity & water connectivity, free telephone(s) and/or other communication facilities.
 - ii) One Company car with chauffeur and fuel for official use. Mr. Krishnakumar will be reimbursed fuel cost for personal use of Company owned car up to 300 km per month aggregating 3600 km per annum.
 - iii) Laptop and Mobile Phone as per Company Policy.
 - iv) Free medical and hospitalization insurance for self, wife, and direct relatives (limited to two children and dependent parents). No limits within the Health Group Insurance Network. Reimbursement out of network upto ₹ 500,000.
 - v) Accident and Life Insurance as per Company's policy.
 - vi) Leave: Eligible for 30 days of Privileged Leave (PL), 15 days Sick Leave and 10 days casual leave annually as per Company's policy. Accumulation of un-availed earned PL will be permissible in accordance with the Rules of the Company subject to a maximum of 180 days during the tenure.
 - vii) Leave Encashment: Privileged Leave (PL) can be encashed on Basic Salary subject to a maximum of 30 days once in a year, provided 40 days PL remains to his credit after adjusting the leave encashed as per Company Rules.
 - viii) Re-imbursement of other cost and expenses as per Company's policy.
 - ix) Other Perquisites, Benefits & Allowance(s): As per Rules of the Company, as may be available to other senior executives of the Company and/or as may be decided by the Board of Directors based on approval, if any, as recommended by the Nomination and Remuneration Committee.

(III) **Stock Options under SDCCL Employee Stock Option Plan 2019 (ESOP Plan):**

Mr. Krishnakumar has been granted stock options @₹ 16 per option by the Nomination and Remuneration Committee, from time to time, under ESOP Plan pursuant to approval of the shareholders. Perquisite value of such stock options, if exercised by Mr. Krishnakumar, from time to time, on satisfaction of terms and conditions of grant, shall not be considered as a part of above Remuneration, and that the perquisite value of such stock options shall be in addition to the Remuneration as mentioned above subject to the limits specified under the applicable law.

Mr. Ramanujan Krishnakumar is interested in this resolution since it relates to his appointment and payment of remuneration to him as Managing Director of the Company.

Except above, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution except to the extent of their respective shareholding in the Company.

Your directors recommend passing of the Special Resolution as set out at item 1 of the accompanied Notice.

2) Reappointment of Mr. Anil Singhvi (DIN: 00239589) as Executive Chairman of the Company and fixation of remuneration payable to him:

Mr. Anil Singhvi was appointed as Executive Chairman of the Company for a period of 5 (five) years from April 30, 2019, by the shareholders and accordingly his current tenure will expire on April 29, 2024. The Board of Directors of the Company ("the Board") has, at its meeting held on January 19, 2024, on the recommendation of the Nomination and Remuneration Committee of the Board and subject to approval of members, re-appointed Mr. Anil Singhvi as Executive Chairman of the Company for a further period of 5 (five) years from April 30, 2024 up to April 29, 2029 and fixed remuneration to be paid to him for a period of 3 years from said date of re-appointment. It is proposed to seek members' approval for appointment and remuneration payable to Mr. Anil Singhvi as Executive Chairman of the Company, on terms and conditions as specified in the resolution at Item no. 2 of the Notice subject to approval of shareholders through postal ballot and any other approval, if required.

Mr. Anil Singhvi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for reappointment.

Other broad particulars of terms of reappointment and remuneration subject to limits specified under Schedule V and the provisions of the Companies Act, 2013 payable to Mr. Anil Singhvi are as under:

- 1. Tenure of appointment:** Five years with effect from April 30, 2024, which may be extended by mutual agreement.
- 2. Nature of Duties:** The Executive Chairman shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and its subsidiaries, if any.
- 3. Remuneration:**
 - I) Emoluments:** Effective from April 30, 2024, for a period of 3 years upto April 29, 2027, ₹ 3,59,58,000/- (Rupees Three Crores Fifty-Nine Lakhs Fifty-Eight Thousand) per annum, on the following terms and conditions:
 - i) Basic Salary:** ₹ 1,74,00,000/- (Rupees One Crore Seventy-Four Lakhs) per annum, with such variation / increase from time to time as the Board/Committee of Directors may decide.
 - ii) Special Allowance:** ₹ 1,56,00,000/- (Rupees One Crore Fifty-Six Lakhs) per annum, with such variation / increase from time to time as the Board/Committee of Directors may decide.
 - iii) Contribution towards Provident fund:** @ 12% of the basic salary [subject to revision in line with the notification(s) as may be promulgated by the Government during the tenure of appointment].
 - iv) Gratuity:** Percentage of the basic salary as per Rules of the Company as applicable from time to time.

II) **Other benefits & Terms:**

- a) Laptop and Mobile Phone
- b) Free medical and hospitalization insurance for self, wife, and direct relatives (limited to two children and dependent parents). No limits within the Health Group Insurance Network.
- c) Accident and Life Insurance: as per Company's policy.
- d) Leave: as per Company's policy.
- e) Re-imbusement of other cost and expenses as per Company's policy.
- f) Other Terms and conditions: As per Company's rules and policies.

Mr. Anil Singhvi is interested in this resolution since it relates to his re-appointment as Executive Chairman and fixation of remuneration payable to him.

Except above, none of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution except to the extent of their respective shareholding in the Company.

Your directors recommend passing of the Special Resolution as set out at Item no. 2 of the accompanied Notice.

Above explanations together with the accompanying notice are and should be treated as an abstract of the terms of appointment / reappointment and payment of remuneration, as mentioned above, as per Section 190 of the Companies Act, 2013 & Rules made thereunder.

The copies of the Agreements setting out the terms and conditions of appointment of Mr. Ramanujan Krishnakumar and reappointment of Mr. Anil Singhvi will be available for inspection without any fee by the members at the Registered Office of the Company, at Digvijaygram, Dist. Jamnagar-Gujarat 361 140, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, March 5, 2024 excluding Saturdays/Sunday and shall also be uploaded on the website of the Company at www.digvijaycement.com.

The Company has not defaulted in payment of any dues to any Bank or public financial institution or any other secured creditors. The Company has not issued any non-convertible debentures. In view of this, there is no need to obtain any prior approval of such bank etc.

By Order of the Board
For Shree Digvijay Cement Company Limited

Sd/-
Suresh Kumar Meher
V.P. (Legal) & Company Secretary
Membership No. ACS No.: 16938

Registered Office: DIGVIJAYGRAM 361 140

Via: Jamnagar, Gujarat, India

Email: investors.sdcl@digvijaycement.com

CIN: L26940GJ1944PLC000749

Website: www.digvijaycement.com

Date: January 19, 2024

Place: Digvijaygram

DETAILS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PARA 1.2.5 OF SS-2, SECRETARIAL STANDARD ON GENERAL MEETING ARE AS GIVEN BELOW:

Name of the Director	Mr. Ramanujan Krishnakumar	Mr. Anil Singhvi
Director Identification Number (DIN)	10412896	00239589
Date of appointment by the Board <i>Board Meeting date:</i> <i>Effective date:</i>	December 1, 2023 December 16, 2023	January 19, 2024 April 30, 2024
Date of Birth	June 17, 1970	June 30, 1959
Nationality	Indian	Indian
Qualification / Brief Resume	B.E.(Mechanical) from Bhilai Institute of Technology, Durg	FCA
Nature of expertise in specific functional areas	He is having expertise in technical, strategy planning, business administration and general management in cement and other sectors.	He is having expertise in accounts, finance, taxation, marketing, strategy planning, administration and general management in cement and other sectors.
Names of other Companies in which appointee holds Directorships.	1) SDCCL Logistics Ltd. 2) CGE Shree Digvijay Cement Green Energy Pvt. Ltd.	1) IDFC Limited, 2) Subex Ltd., 3) Institutional Investor Advisory Services India Ltd., 4) Kidderpore Holdings Ltd., 5) Asset Care & Reconstruction Enterprise Ltd. 6) Ican Investments Advisors Pvt. Ltd.
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	None	None
Chairperson / Member of the Committee(s) of the Board of Directors of the Company	None	Member – Stakeholders Relationship Committee
Chairperson / Member of the Committee(s) of the Board of Directors of other Companies in which the appointee is a director	None	IDFC Ltd.: Chairman – Audit Committee Chairman – Stakeholders Relationship Committee Subex Ltd.: Member – Audit Committee Member – Stakeholders Relationship Committee
Relationship with other Directors / Manager / Key Managerial Personnel	Mr. Ramanujan Krishnakumar is not related to any of the Director(s)/Key Managerial Personnel	Mr. Anil Singhvi is not related to any of the Director(s)/Key Managerial Personnel
Number of shares held in the Company either by the appointee or as a beneficial owner	89,952 equity shares	11,69,492 equity shares
No. of board meetings attended during the Financial Year 2023-24	He attended in one (1) meeting, after he was appointed as a director effective from December 16, 2023	Five (5)
Name of the listed entities from which the appointee has resigned in the past three years	Not applicable	Hindustan Construction Co. Ltd.

SHREE DIGVIJAY CEMENT COMPANY LIMITED

THE INFORMATION REQUIRED UNDER SUB-PARAGRAPH (B) OF PARAGRAPH (1) OF SECTION II OF PART - II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IS GIVEN BELOW:

I. General Information:

1. Nature of Industry: Cement
2. Date or expected date of commencement of commercial production: 1949
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance

(₹ In Lakhs)

Particulars	2022-23	2021-22	2020-21
Total Income	73,192	63,333	50,914
Profit Before Interest, Depreciation & Tax (EBITDA)	10,760	12,106	11,137
Profit Before Tax	7,100	8,820	8,294
Profit After Tax	5,771	5,529	5,399
Dividend percentage	40%	35%	25%

5. Foreign investments or collaborations, if any: NA

The holdings of Foreign Institutional Investors (FII) & NRI's as on December 31, 2023, are 3.88 % of the equity share capital.

II. Information about the appointee:

1. Background details:

Mr. Ramanujan Krishnakumar	Mr. Anil Singhvi
<p>Mr. Krishnakumar is associated with the Company since 2015. As Plant Head at SDCC, he played a leading role in stabilizing plant operations and instrumental in expansion plans apart from enhancing cement grinding capacity of the Company. His extensive expertise in power plant management has contributed significantly to successful re-commissioning, re-engineering, and enhancing capacity of Waste Heat Recovery Power Plant (WHRPP) at SDCC.</p> <p>Mr. Krishnakumar holds a degree of B.E.(Mechanical) from Bhilai Institute of Technology, Durg. Prior to joining the Company, at ACC he was heading the engineering department of ACC's largest cement plant at Wadi having 4 MTPA clinkering capacity and 3.2 MTPA cement capacity. He has also played a key role in erection and commissioning of the 15 MW coal-based power plant at ACC Madukkarai.</p>	<p>Mr. Anil Singhvi is associated with the Company as Executive Chairman since April 2019. During his tenure as Executive Chairman and under his able leadership, the Company has achieved many milestones, and the Company has become one of the most profitable cement companies in India.</p> <p>Mr. Anil Singhvi has vast experience in managing and running large corporates, including, long experience in cement and other industries in India. He is a Chartered Accountant and having outstanding professional career. Out of over 41 years of experience, he spent 23 years in building up of Ambuja Cement, where the last position held by him was of the CEO and Managing Director. Mr. Singhvi was awarded Entrepreneur Finalist Award by EY in 2006, and best CFO award by ET.</p>

2. Past Remuneration:

Mr. Ramanujan Krishnakumar	Mr. Anil Singhvi
<p>Mr. Ramanujan Krishnakumar has been working as Sr. VP (Manufacturing) of the Company prior to his appointment as Managing Director, and remuneration with his past employer is not comparable. As Sr. VP (Manufacturing), the Company has paid remuneration of ₹ 73,93,824/- (excluding perquisite value of ESOP granted and value of other benefits provided to him as per Company policy) to him for the financial year 2023-24 till November 30, 2023.</p>	<p>Mr. Anil Singhvi has been associated with the Company since April 30, 2019, and remuneration with his past employer is not comparable. Remuneration paid to him during the financial year ended March 31, 2023, has been disclosed in Annual Report of 2022-23 and remuneration for the financial year ending March 31, 2023, will be disclosed in the Annual Report for 2023-24.</p>

3. Recognition or award:

Mr. Ramanujan Krishnakumar	Mr. Anil Singhvi
Mr. Krishnakumar was instrumental in turn-around of the Waste Heat Recovery Power Plant (WHRPP), for which he and his team were conferred with CemWHR award for innovation in Sustainability for WHRPP. Mr. Krishnakumar's initiatives at Product Quality improvement has also been highly acclaimed. This initiative helped his team and him win the Appreciation Award from Bureau of Indian Standards.	Mr. Singhvi was awarded Entrepreneur Finalist Award by EY in 2006, and best CFO award by ET.

4. Job Profile and their suitability:

Mr. Ramanujan Krishnakumar	Mr. Anil Singhvi
As Plant Head at SDCC, he played a leading role in stabilizing plant operations and instrumental in expansion plans apart from enhancing cement grinding capacity of the Company. Mr. R Krishnakumar was instrumental in turn-around of the WHRPP, which under his leadership became operational from being a non-performing asset to generating above 30% of power need of the plant. He is expected to provide the necessary leadership and strategic direction to all functions and senior team members. Considering the above, his vast experience and expertise, the Board considered him suitable for appointment as Managing Director of the Company.	As Executive Chairman, he is responsible for implementing the Company's long and short-term plans and growth objectives. During his tenure as Executive Chairman and under his leadership, the Company has achieved many milestones, and the Company has become one of the most profitable cement companies in India. It is expected that he will continue to provide necessary leadership and strategic direction to the management team. He is also instrumental in ongoing expansion plans of the Company. Considering the above, his vast experience and expertise, the Board considered he is suitable for re-appointment as Executive Chairman of the Company.

5. Remuneration Proposed:

As stated in the Explanatory Statement of this Notice of Postal Ballot.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The remuneration offered to Mr. Krishnakumar and Mr. Anil Singhvi are at par with the industry norms considering the nature of industry, profile, and position of person.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Ramanujan Krishnakumar	Mr. Anil Singhvi
Except for the remuneration drawn, Mr. Krishnakumar does not have any pecuniary relation directly or indirectly with the Company. He was also appointed as directors in SDCCCL Logistics Ltd., a Wholly Owned Subsidiary of the Company and with CGE Shree Digvijay Cement Green Energy Pvt. Ltd., Company's associate company, w.e.f. December 15, 2023, on both the companies. Mr. Krishnakumar is not related to any other Director or key managerial personnel of the Company. He is an independent qualified professional.	Except for the remuneration drawn as Executive Chairman of the Company, Mr. Anil Singhvi does not have any pecuniary relation directly or indirectly with the Company. Mr. Singhvi is not related to any other Director or key managerial personnel of the Company. He is an independent qualified professional.

III. Other Information:

1. Reasons of loss or inadequate profits:

At present, the Company is having adequate profit. Hence, no disclosures are required under this clause.

2. Steps taken or proposed to be taken for further improvement:

To mitigate the adverse impact and for growth, the Company took various measures such as stabilizing plant operations, expansion of cement grinding capacity, making alternate arrangements of purchasing raw materials at lower cost, executing contracts for power and fuels at best available lower cost, branding promotions, and exploring new markets for sale of cement.

3. Expected increase in productivity and profits in measurable terms:

The Company continue to make substantial investment in plant for stabilizing the operations & for enhancing cement grinding capacity and exploring new markets. With the ramp up of operations at increased capacity, substantial contribution in revenue and profitability is expected in the coming years.

IV. Disclosures:

1. Details of remuneration being offered are given in the above resolution, which will be provided at appropriate places in the Corporate Governance Report and will be annexed to the Director’s Report of the ensuing Annual General Meeting of the Company, to be held for the financial year 2023-24.

The disclosures in respect of remuneration package and other details of all the Directors for financial year 2022-23 were provided at appropriate places in the Corporate Governance Report annexed to the Directors’ Report of financial year 2022-23.

2. The Company has implemented SDCCCL Employee Stock Option Plan 2019 (“ESOP Plan”) in 2019. Under ESOP Plan, Mr. R. Krishnakumar was granted with 3,30,000 stock options in the year 2019 and additional 70,000 stock options were granted by the Nomination and Remuneration Committee in the year 2023, prior to his appointment as a Managing Director of the Company. However, no stock options are granted to Mr. Anil Singhvi under the ESOP Plan.
3. The ceiling for the overall remuneration (inclusive of performance linked incentives, if any) shall be as specified in the aforesaid resolution and may be altered/ revised from time to time within such overall limits approved by the Shareholders.
4. It is declared that Mr. Anil Singhvi, directly /indirectly holds following equity shares of the Company as on January 19, 2024. But Mr. Singhvi does not have any direct or indirect interest or related to the directors or promoters of the Company or its holding company at any time during the last three years before or on the date of appointment and is having required qualification with expert and specialized knowledge in the field of his profession:

Sr. No.	Name	No. of equity shares of Company held	% of the shares held in the Company	Relation
I	Anagha Advisors LLP	20,24,048	1.38	Designated Partner
II	Ican Investments Advisors Private Limited	13,06,460	0.89	Director
III	Mr. Anil Singhvi	11,69,492	0.80	Self
	Total	45,00,000	3.07	

Instructions for e-voting is as follows:





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of Company , which is 127639 for you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manojhurkat@hotmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms.Pallavi Mhatre at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors.sdcl@digvijaycement.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors.sdcl@digvijaycement.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.